

# **MONTANA WEED CONTROL ASSOCIATION BYLAWS**

*Revised February 2022*

## **I. NAME**

### Section 1.01 Name

The name of the association will be the Montana Weed Control Association, to be known hereinafter as the "MWCA".

## **II. MISSION AND PURPOSES**

### Section 2.01 Mission

The mission of the MWCA is working together to strengthen and support noxious weed management efforts in Montana.

### Section 2.02 Charitable Practices

- a) The MWCA is organized to operate exclusively for charitable and educational practices. It will be a nonprofit organization incorporated under the laws of the State of Montana.
- b) MWCA will have all power and engage in such other activities as are necessary or convenient in connection with promoting or carrying out the charitable purposes and the mission of the MWCA and the fulfillment of its goals. Including, without limitation, the following powers, all of which will be exercised either alone or in conjunction or cooperation with others: to make application for, raise and apply grants, contributions and other donations of money, real property and other property for its purposes; to accept donations of money, real property or other property for its purposes; to engage in any and all lawful activities which may be necessary, useful, suitable, or desirable for the furtherance of any or all the purposes for which the MWCA is organized and to aid or assist other organizations, the activities of which are such as to further any of such purposes.
- c) No substantial part of the activities of the MWCA will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the MWCA will not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- d) No part of the net earnings of the MWCA will inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the MWCA will be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws.
- e) Notwithstanding any other provisions of these bylaws, the MWCA will not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### III. MEMBERSHIP

#### Section 3.01 Eligibility for Membership

Anyone who supports the mission statement in Section 2.01 is eligible to become a member. Membership is granted after receipt of a membership application and annual dues.

#### Section 3.02 Membership Classes

- a) Voting members will be all members who are current on their dues and accounts and have not otherwise had their membership suspended or revoked and designated by the Board of Directors. Each voting member will be entitled to one (1) vote on each matter upon which members have voting rights.

#### Section 3.03 Dues

The Board of Directors will determine annual membership dues.

#### Section 3.04 Suspension of Membership

- a) All memberships expire on the last day of the month, one year from the month they were paid.
- b) Membership and benefits will be suspended from the MWCA for nonpayment of membership dues or money owed on accounts delinquent more than 90 days.
- c) All members suspended for nonpayment of fees and dues will be reinstated to full membership and benefits upon payment of current annual dues and/or bringing delinquent accounts current.
- d) Suspension of membership will not relieve a member of unpaid dues or charges previously accrued.

#### Section 3.05 Revocation of Membership

- a) Any member may be expelled from membership, without the assignment of any cause, upon an affirmative vote of two-thirds (2/3) of all members of the Board of Directors at a meeting of the Board, provided that written notice of the intention to expel and reasons therefore have been provided to the member. No member will be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.
- b) Notwithstanding the above, the Board of Directors may establish a procedure for terminating the membership, without the opportunity to be heard, if any member fails to pay current dues and/or have delinquent accounts.
- c) Revocation of membership will not relieve a member of unpaid dues or charges previously accrued.

## **IV. ELECTIONS AND BALLOT VOTES**

### **Section 4.01 Elections and Ballot Votes**

- a) Voting members in good standing on October 31<sup>st</sup> will be eligible to vote in an election of the Board of Directors, public policy statements, legislative resolutions, and proposed bylaw changes.
- b) Proxy voting will not be allowed.
- c) Election of the Board of Directors, passage of public policy statements and legislative resolutions and/or bylaw changes will take place by electronic or mailed ballot to all voting members in good standing. The MWCA staff will email or mail ballots to all members in good standing no later than December 1<sup>st</sup>. All returned ballots must be received by MWCA staff no later than December 31<sup>st</sup> to be counted in the election results. Election of Board of Directors, passage of public policy statements, and legislative resolutions will be by simple majority of those voting. Should a simple majority not be received by any candidate for an office, that office will be elected by a runoff vote between the two candidates receiving the greatest number of votes.
- d) The MWCA staff will receive and hold ballots. The MWCA staff will also certify that the ballots cast were by members in good standing. Ballots will be counted by MWCA staff and one other MWCA member and present the results via teller's report to the sitting Executive Committee for announcement to the membership.

## **V. MEETINGS OF THE MWCA MEMBERSHIP**

### **Section 5.01 Meetings**

- a) The Board of Directors will set the dates for the annual meeting of the MWCA membership.
- b) Special meetings of the members of the MWCA may be called by President or upon petition in writing requesting the same by one-fourth of the membership, or upon order of the Board of Directors.
- c) The Executive Director will give all members in good standing five (5) business days notice of the time and place of all meetings, including special meetings.
- d) Meetings of the MWCA membership may be held via webinar or teleconferencing and will constitute a regular meeting when scheduled by the Board of Directors.

### **Section 5.02 Meeting Quorum**

The members present at any properly announced meeting will constitute a quorum.

### **Section 5.03 Voting**

All issues to be voted on will be decided by a simple majority, except in cases requiring a two-thirds majority as directed by these bylaws or parliamentary procedure, of those present voting. Proxy voting will not be allowed.

## VI. BOARD OF DIRECTORS

### Section 6.01 Purpose of the Board of Directors

The purpose of the Board of Directors will be:

- a) to represent the membership and give them a voice in the development and implementation of programs and policies designed to serve the membership.
- b) to provide resources to the MWCA to ensure it functions as an organization to the best of its ability to carry out the mission of the MWCA.
- c) to provide guidance to the Executive Director and ensure best practices are followed with regards to governance, finances, and personnel management.

### Section 6.02 Powers

The Board of Directors, elected as provided by these bylaws, will govern and supervise the business, programs, and policies of the MWCA. The Board of Directors will act only in the name of the MWCA when it will be regularly convened by the President after due notice to all directors and officers of such meeting.

### Section 6.03 Terms for Directors

- a) Directors are to be elected for two-year terms.
- b) Elected Board of Directors will take office at the close of the annual meeting of the MWCA membership held on the last day of the MWCA annual meeting of the membership.
- c) Upon completion of three (3) consecutive two-year terms, board members can no longer serve the same position. They may sit out for one-year or run for a different position on the board.

### Section 6.04 Vacancies

In case of vacancies occurring at any time in the Board of Directors, the same may be filled by a member of the MWCA for the unexpired term. Nominations are submitted to the Board of Directors, and the vacancy is filled by the vote of a simple majority of the Directors present at any regular or special meeting. The successor will serve until the next annual meeting of the MWCA membership at which time the membership will elect a director to fill the unexpired term.

### Section 6.05 Removal and Resignation of Board of Directors

A director may be removed by a two-thirds (2/3) majority vote of the Board of Directors with defined cause.

- a) "Cause" will be defined as to include but is not limited to intentional violations of these bylaws, actions flagrantly against the interest of the MWCA or for consistent failure to attend committee meetings or unexcused absences from two (2) consecutive regular meetings of the Board of Directors in any calendar year.
- b) Resignations must be submitted in writing and will take effect upon the date designated within said document.

### Section 6.06 Quorum

- a) A simple majority of the voting members of the Board of Directors will constitute a quorum at all board meetings. Each board member will have one vote

- b) No proxy voting will be allowed.

#### Section 6.07 Board Meetings

- a) The Board of Directors will set the dates for the Board of Directors meetings.
- b) The Board of Directors will have a minimum of three (3) meetings each calendar year. The Executive Director will notify each director of the time and place of each meeting by a minimum of five (5) business days prior to each meeting.
- c) Special meetings of the Board of Directors may be called by the President or Vice-President, upon five (5) business days notice to each director.

#### Section 6.08 Board Compensation

Board of Directors of the MWCA will not, as such, be entitled to any compensation.

#### Section 6.09 Voting Board of Directors Composition

The MWCA will strive to attain representation in the composition of the Board of Directors that reflects the diversity of Montana's geographic and cultural communities, and the diversity of Montana's noxious weed control sector. The Board of Directors has established guidelines to assist the Governance Committee to attain this diversity. In order to be considered for membership on the Board of Directors, the individual must be a minimum of 18 years of age and a member in good standing of the MWCA. The composition of voting members of the MWCA Board of Directors will at minimum be:

- a) One (1) Industry Representative
- b) One (1) Director-at-Large
- c) Six (6) Area Representatives (one must come from each of the MWCA Area Councils: Western, Southwestern, Triangle, South Central, Northeastern, and Southeastern)
- d) Three (3) Officers: President, Vice-President, and Treasurer

The composition of the voting members of the MWCA Board of Directors will at maximum be:

- a) One (1) Industry Representative
- b) Five (5) Directors-at-Large
- c) Six (6) Area Representatives (one must come from each of the MWCA Area Councils: Western, Southwestern, Triangle, South Central, Northeastern, and Southeastern)
- d) Three (3) Officers: President, Vice President, and Treasurer

#### Section 6.10 Election of Voting Board of Directors

The voting Board of Directors will be elected as follows:

- a) Area Representatives will be elected by the members in the Area in which they will represent.
  - i. The Triangle Area Representative, Southwest Area Representative, and Southeast Area Representative will be elected in even<sup>1</sup> years.
  - ii. The Western Area Representative, South Central Area Representative, and Northeastern Area Representative will be elected in odd<sup>2</sup> years.
- b) Officers, Industry Representative, and Directors-at-Large will be elected by the membership as a whole.
  - i. The President, Treasurer, and two (2) Directors-at-Large will be elected in even<sup>1</sup> years.

<sup>1</sup> Even years refer to the election being held in the odd year; the position will be installed in odd years at the annual meeting of the MWCA membership

<sup>2</sup> Odd years refer to the election being held in the odd year; the position will be installed in even years at the annual meeting of the MWCA membership

- ii. The Vice-President, Industry Representative, and three (3) Directors-at-Large will be elected in odd<sup>2</sup> years.

#### Section 6.11 Advisory Board Members

The Board of Directors may invite each of the land management agencies (state and federal) including but not limited to MDA, DNRC, MDT, BLM, USFS, FWP, and NRCS. Any other organizations including non-profits who serve the MWCA mission, as well as, have interest should be encouraged to become Advisory Board members. The Past President may serve as an Advisory Board member.

Advisory Board members will provide information on trends, issues, latest research, emerging practices, and provide information concerning the work of their organization or agency as it relates to weed management and the MWCA. An Advisory Board Member will also promote the assistance that the MWCA gives their organization or agency.

#### Section 6.12 Conflicts of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, they will ensure that:

- a) The interest of such director or officer is fully disclosed to the Board of Directors.
- b) A conflicted director or officer should not vote or lobby on the matter.
- c) Any transaction in which a director or officer has a financial or personal interest will be duly approved by members of the Board of Directors not so interested or connected as being in the best interests of the MWCA.
- d) Payments to the interested director or officer will be reasonable and will not exceed fair market value.
- e) The minutes of meetings at which such votes are taken will record such disclosure, abstention, and rationale for approval.

## VII. OFFICERS

#### Section 7.01 Officers

The officers of the MWCA will be the President, Vice-President, and Treasurer, all of whom will be elected by membership and will perform the duties pertaining to these offices as set forth in these bylaws and MWCA Policy.

#### Section 7.02 Terms for Officers

Officers will be elected by ballot to serve a term of office or until their successors are elected. Terms of office:

- a) The President serves a two-year term.
- b) The Vice-President serves for a two-year term.
- c) The Treasurer serves a two-year term.
- d) Upon completion of three (3) consecutive two-year terms, officers can no longer serve the same position. They may sit out for one-year or run for a different position on the Board of Directors.

Elected officers will take office at the close of the annual meeting of the MWCA membership.

### Section 7.03 Removal and Resignation of Officers

An officer may be removed by a two-thirds (2/3) vote of the Board of Directors with defined cause.

- a) "Cause" will be defined as to include but not be limited to intentional violations of these bylaws, actions flagrantly against the interest of the MWCA or for consistent failure to attend committee meetings or unexcused absences from two (2) regular meetings of the Board of Directors in any calendar year.
- b) Resignations must be submitted in writing and will take effect upon the date designated within said document.

### Section 7.04 Vacancies of Officers

In case of vacancies occurring at any time in the officers, the same may be filled by a member of the sitting Board of Directors for the unexpired term by the vote of a majority of the directors present at any regular or special meeting of the Board of Directors. The successor chosen will serve until the next annual meeting of the MWCA membership at which time the membership will elect an officer to fill the unexpired term.

### Section 7.05 President Duties

The President will be the chief executive officer of the MWCA and will have general direction and control of the affairs of the MWCA. They will preside at the meetings of the MWCA membership, the Board of Directors, and the Executive Committee. They will perform such other duties as are usual to the office as outlined in MWCA Policy.

### Section 7.06 Vice-President Duties

In the absence or disability of the President, the Vice-President will perform all the duties of the President; when so acting will have all the powers of, and be subject to all the restrictions upon the President. The Vice-President will have such other powers and perform such other duties prescribed for them respectively by the Board of Directors, the President, and those duties outlined in MWCA Policy.

- a) The Vice-President will serve as the Chair of the Annual Conference Planning Work Group.

### Section 7.07 Treasurer Duties

The Treasurer will ensure all the financial records of the MWCA are accurate and current. The Treasurer will be the principal accounting and financial officer of the MWCA. The Treasurer may delegate certain acts or receive assistance from another individual in performing the duties of the Treasurer, so long as the Treasurer retains oversight and review of the financial records and/or documents.

- a) The Treasurer will serve as Chair of the Finance Committee.
- b) A full and complete annual financial report will be presented to the MWCA membership at the MWCA annual meeting of the membership.

## VIII. COMMITTEES

### Section 8.01 Purpose

- a) To facilitate the activities of the MWCA, committees will be created to implement the programs and purposes of the MWCA. Work groups will be created upon discretion of the Board of Directors to fulfill a particular project or purpose, an addition or dissolution of those work groups will not be necessary in the bylaws. The President, with approval of the Board of Directors, will create additional committees or work groups. Each board member, will serve on a committee. The President and Vice President will serve in an ex-officio capacity on all committees and workgroups they attend, unless otherwise stated in bylaws or MWCA Policy.
- b) All standing committees of the MWCA are listed as follows: Executive Committee, Finance Committee, Governance Committee, Public Policy Committee, and Strategic Planning Committee.

### Section 8.02 Descriptions

- a) Executive Committee
  - i. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee will have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.
  - ii. The Chair of the Executive Committee is the President.
  - iii. The Executive Committee will consist of the officers of the Association.
- b) Finance Committee
  - i. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year will end June 30th. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the MWCA are public information and will be made available to the membership, Board members and the public.
  - ii. Chair of the committee will be the Treasurer.
- c) Governance Committee

The Governance Committee will provide guidance to ensure that the MWCA fulfills its mission by providing Board of Directors with the knowledge and framework necessary to function at full capacity.
- d) Strategic Planning Committee
  - i. The purpose of the Strategic Planning Committee is to develop, modify and continually evaluate, on behalf of and in consultation/collaboration with the MWCA Board of Directors, a three-to-five-year strategic plan for the MWCA. In doing so, the Committee will look at and evaluate the MWCA's mission and vision, as well as identify key strategic goals and actions that should be the focus across the MWCA, over the next three to five years.
  - ii. Diversity in committee composition is desired.

e) Public Policy Committee

Public Policy Committee will help MWCA create a system of public policy statements and legislative resolutions.

### Section 8.03 Appointments

Committee members will be on a volunteer basis, except for the Strategic Planning Committee and Executive Committee. Committee members may include members of the Board of Directors and/or member representatives from the MWCA membership. Should a vacancy in a Committee Chair arise, the President will appoint a replacement to fill the term established.

Terms of appointment for special committees will be established at the time of appointment.

## IX. Parliamentary Authority

### Section 9.01 Rules of Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* will govern the MWCA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the MWCA may adopt.

## X. MISCELLANEOUS

### Section 10.01 Fiscal Year

The fiscal year will close at midnight of the 30<sup>th</sup> day of June each year.

### Section 10.02 Indemnification of Directors and Officers

Any officer, director, or employee of the MWCA now and hereafter serving as such, will be indemnified by the MWCA against claims, liabilities, expenses and costs necessarily incurred in connection with the defense, compromise or settlement of any action, suit or proceeding, civil or criminal, in which they are a party by reason of being or having been such director, officer or employee, except in relation to matters as to which they will be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the MWCA.

### Section 10.03 Contracts

The Board of Directors may authorize any officer or officers, the Executive Director of the MWCA, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the MWCA and such authority may be general or confined to specific instances.

### Section 10.04 Loans

No loans will be contracted on behalf of the MWCA and no evidence of indebtedness will be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

## **XI. AMENDMENTS**

### **Section 11.01 Amending the Bylaws**

These bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any regular meeting of the Board of Directors, provided, however, that the proposed amendment has been submitted in writing to every member of the Board of Directors prior to the meeting at which action is proposed. Such actions will be subject to the approval of the membership by two-thirds (2/3) majority vote of votes cast during the next scheduled election and will become effective immediately following the Board of Directors meeting at the annual meeting of the MWCA membership where the results are announced.

## **XII. DISSOLUTION**

### **Section 12.01 Dissolution**

Upon the termination, dissolution or final liquidation of the MWCA in any manner and for any reason, the Board of Directors will first pay or provide for the payment of all liabilities of the MWCA; all remaining assets will be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), or will be distributed to the federal government, or to state or local government, for a public purpose.

### **History:**

Articles of Association and Bylaws of the MWCA Adopted November 10, 1959, Revised November 15, 1973, Revised November 9, 1977, Revised November 16, 1978 (Incorporation), Revised November 8, 1979 (Constitution and Bylaws), Revised January 25, 1983 (Reorganization), Revised January 24, 1984, Revised January 22, 1985, Revised January 22, 1986, Revised January 14, 1987, Revised January 14, 1988, Revised January 16, 1991, Revised January 15, 1992, Revised November 17, 1993, Revised January 14, 1998, Revised January 17, 2002 (Bylaws), Revised January 26, 2005 (Bylaws), Revised January 12, 2007 (Bylaws), Revised January 14, 2009 (Bylaws), Revised January 14, 2012 (Bylaws), Revised January 14, 2013 (Bylaws), Revised January 1, 2015 (Bylaws), Amended January 9, 2017 (Bylaws), Revised February 1, 2022 (Bylaws).

## **Provisos Relating to Transition**

All revisions of the Bylaws, if approved by the membership, will go into effect at the conclusion of the MWCA annual meeting except for those provisos listed below.

### 1. Voting Board of Directors Composition and terms

- The Vice-President taking office as President at the 2022 MWCA annual meeting will fulfill a one-year term as President.
- The President will be elected in even years to be installed for a two-year term at the MWCA annual meeting. (First two-year term will start after the 2022 election)
- The Vice-President taking office at the 2022 MWCA annual meeting will fulfill a one-year term as Vice-President and will not succeed into position as the President.
- The Vice-President will be elected in odd years to be installed for a two-year term at the MWCA annual meeting. (Vice-President will serve a one-year term with the 2022 election and first two-year term will start after the 2023 election)
- The Treasurer taking office at the 2022 MWCA annual meeting will fulfill a one-year term as Treasurer.
- The Treasurer will be elected in even years to be installed for a two-year term at the MWCA annual meeting. (First two-year term will start after the 2022 election)
- Industry Representative taking office at the 2022 MWCA annual meeting will fulfill a two-year term. (First two-year term will start after the 2021 election)
- The Industry Representative will be elected to take office for a two-year term on odd years at the MWCA annual meeting.
- Area Representatives
  - The following Area Representatives elected in 2021 and taking office at the 2022 MWCA annual meeting will fulfill a two-year term as Area Representatives, that will be elected to take office for a two-year term on odd years at the MWCA annual meeting.
    - Western Area Representative
    - South Central Area
    - Northeastern Area
  - The following Area Representatives elected in 2022 taking office at the 2023 MWCA annual meeting will fulfill a two-year term as Area Representatives, that will be elected to take office for a two-year term on even years at the MWCA annual meeting.
    - Triangle Area
    - Southwestern Area
    - Southeastern Area
- Member-at-Large Positions:
  - The one (1) Member-at-Large Position that is elected in 2021 will complete a one-year term.
  - The two (2) Member-at-Large Positions that expire in 2022 will complete their term.
  - At the end of the 2022 term all Members-At-Large Positions will be null and void as voting Board Members.

- The 2022 election will elect five (5) Director-Large Positions. Two (2) Director-at-Large Positions will serve a two-year term, and three (3) Director-at-Large Positions will serve a one-year term.
    - Two (2) Directors-at-Large to be elected in even years.
    - Three (3) Directors-at-Large to be elected in odd years.
  - Central Area Representative and Agriculture Representative elected in the 2021 election will serve a one-year term to end in 2022.
    - At the end of the 2022 term these positions will be null and void as voting Board Members.
  - Conservation Representative and Coordinator Support Representative terms that expire in 2022 will complete their term.
    - At the end of the 2022 term these positions will be null and void as voting Board Members.
2. All board positions that start a two-year term will start the first term of a three-term limit at the 2022 MWCA annual meeting.
  3. All Board of Director Positions that start a one-year term will start the first-term of a three term limit the year the position takes its first two-year term.