

**BYLAWS  
OF  
MONTANA WATERSHED COORDINATION COUNCIL, INC.**  
(a Montana Nonprofit Public Benefit Corporation)

\*\*\*\*\*

**Effective: December 14, 2017**

**1. CORPORATION NAME, PURPOSES, POWERS AND OFFICES**

**Mission Statement**

Uniting and supporting Montana’s watershed communities  
to promote healthy and productive landscapes

**1.1 Name and Location**

This Corporation shall be known as **Montana Watershed Coordination Council, Inc.** Herein referred to as Montana Watershed Coordination Council or the Corporation. Offices of the Corporation shall be located in Helena, Montana, and in such other localities as may be determined by the Board of Directors.

**1.2 Authority**

This Corporation is incorporated under, and shall be operated according to the Montana Nonprofit Corporation Act (the “Act”).

**1.3 Powers**

The Corporation shall have those specific powers enumerated in the Articles of Incorporation and shall exercise all rights and powers conferred on non-profit public benefit organizations under Section 35-2-118 of the Act; provided, however, that the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.

**2. REGULATION OF CORPORATE ACTIVITIES AND DISTRIBUTIONS**

**2.1 Restricted Activities**

No substantial part of the Corporation’s activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

**2.2 Exempt Activities**

Notwithstanding any other provision of these Bylaws, no Board Member, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the

Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or an organization's contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may hereafter be amended.

### **3. ORGANIZATION OF MEMBERSHIP**

**3.1 Membership** The members of the Board of Directors shall constitute the membership of the corporation.

- a. Board of Directors Membership - comprised only of the Board of Directors of the Corporation.
  - (1) Voting Membership - the Voting Members shall have the right and duty to govern all functions of the Corporation and to guide its future operations.
  - (2) Non-voting Membership - one Director shall be the Executive Director for the Montana Watershed Coordination Council who shall serve as an *ex officio* Director without voting rights.
- b. General Membership - non-voting Members comprised of our partner membership program

### **3.2 Officers**

- a. Number and Qualifications of Officers

The officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. Officers must be Voting Members of the Board of Directors, and shall be elected by a consensus vote of the Board Members. At a minimum, there shall be an elected Chairperson, Vice-Chairperson, and either a Secretary or Treasurer. Upon consensus of the Voting Members, the responsibilities of any of the Executive Committee positions may be shared by two Voting Members. If one of either the Secretary or Treasurer Officer Positions are vacant, due to voluntary resignation, removal, or lack of qualified or willing Board member to serve the role for the Corporation, the duties of the open position shall be prescribed to the Vice-Chairperson.
- b. Removal of Officers

The Board may remove any officer or agent at any time, with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person removed. The election or appointment of any officer or agent by the Board shall not of itself create contract rights.

### **3.3 Election of Voting Members**

An individual who is a member of the Board of Directors of the Corporation shall automatically be a Voting Member except as described in 3.1a(2).

### **3.4 Member Meetings**

Several types of meetings will be held each year and are defined in section 4.5

## **4 POWERS, AUTHORITY AND RESPONSIBILITY**

### **4.1 Governing Body, Duties of Board**

The Board of Directors shall have supervision, control and direction of the affairs and finances of the Corporation, shall actively promote and pursue the Corporation's mission and objectives, and shall supervise the disbursement of the Corporation's funds. The Board may hire an Executive Director and then evaluate and dismiss the Executive Director. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable. The Board may create Committees and may, in the execution of the powers granted, delegate certain of its authority and responsibility to one or more Committees.

### **4.2 Duties of the Officers**

The duties and powers of the officers of the Corporation shall be as follows or shall hereafter be set by resolution of the Board of Directors:

- a. **Chairperson** The Chairperson shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The Chairperson shall preside at all meetings of the officers of the Corporation. The Chairperson may sign any deed, mortgage, bond, contract or other instrument that the Board of Directors has authorized to be executed, unless the Board of Directors has expressly granted the authority for such signing and execution to another officer or agent of the Corporation. The Chairperson shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time.
- b. **Vice-Chairperson** The Vice-Chairperson shall preside at all Board of Directors meetings in the absence of the Chairperson. The Vice-Chairperson shall also have such other duties as may be prescribed by the Board of Directors from time to time.
- c. **Ex-officio Director** (Executive Director) – This person works with the Executive Committee Board Members and is considered a staff person and non-voting Member of the Corporation. This director shall share general supervision and control all of the business and affairs with the Chairperson and may sign any deed, mortgage, bond, contract or other instrument unless the Board of Directors has expressly granted the authority for such signing and execution to another officer or agent of the Corporation.
- d. **Secretary** The Secretary shall in good faith perform, or cause to be performed through an agent the following: (1) create and maintain one or more books for the minutes of the proceedings of the board; (2) provide that all notices are served in accordance with these Bylaws or as required by law; (3) be a custodian of the corporate records; (4) when requested or required, authenticate any records of the corporation; and (5) in general perform all duties incident to the office of Secretary and any other duties that the Chairperson or the Board may assign to the Secretary.

- e. **Treasurer** The Treasurer keeps and maintains, or causes to be kept and maintained, adequate and correct accounts of the monetary and financial transactions of the corporation. The Treasurer renders to the Board Chair and Directors, whenever requested, an account of their transactions as Treasurer, and of the financial condition (including but not limited to assets, liabilities, and equity) of the Organization. The Treasurer sees that internal financial control systems are created and maintained. The Treasurer is responsible to see that proper tax filings are made to maintain the tax-exempt status of this organization.

#### **4.3 Number, Election, Composition of Board Members, and Term**

- a. The Board shall consist of no less than ten (10) nor more than twenty-one (21) Voting Members, as shall be fixed from time to time by resolution of the Board of Directors. One Director shall be the Executive Director for the Montana Watershed Coordination Council who shall serve as an *ex officio* Director without voting rights, whose term shall last until their resignation or removal as Executive Director of the Corporation.
- b. The Board shall attempt to maintain a broad representation of the various citizens, businesses, communities and watershed groups, as well as local, County, State and Federal agencies within and/or with interest in natural resource issues within Montana's watersheds, understanding that board members serve as private individuals and not as proxy of their employer.
- c. Directors shall serve for three-year terms. No director may serve more than two consecutive terms, except that any director elected to a first term of less than three full years shall not be considered to have completed one term until the conclusion of their first full three-year term. Directors elected to fill Board Vacancies are described in Section 4.10. A director whose service on the Board has been terminated pursuant to the two-term limitation shall be eligible for re-election to the Board one year following the termination of their Board service, and any former director so re-elected shall be treated as a new director for purposes of this limitation.

#### **4.4 Election and Term of Officers**

The Board shall elect officers of the Corporation for one (1) year terms, and shall be eligible for re- election in subsequent years. Each officer shall hold office until a successor is duly elected and qualified or until they resign, dies or is removed in a manner as provided for in Section 6.3. A designation or a specified term does not grant to the officer any contract rights, and the Board can remove the officer at any time prior to the termination of the designated term.

#### **4.5 Meetings**

##### **a. Meetings of Voting Members**

1. Meetings of Voting Members shall be held when designated by the Board of Directors or by the Chairperson. The purposes of such meetings shall be to conduct any necessary business for the Corporation and to guide its present and future operations. Each Voting Member shall be entitled to one vote on each matter submitted to a vote of the members as required by these bylaws or by the Montana Nonprofit Corporation Act.

2. The Board shall normally meet on a monthly basis throughout the calendar year, and hold

no fewer than 4 meetings per year. The Board of Directors shall hold regular meetings on a designated day to be established by the Board. Notice shall be delivered or mailed by the Board or staff at least ten (10) days before the date of the meeting. If it appears that a quorum of the Board will be unable to attend a regular meeting, the meeting may be rescheduled or cancelled. Members of the public, as well as the General Membership, may attend the Board of Director's meetings.

3. Meetings by Conference Telephone - the Board may permit any or all Board Members to participate in a meeting of the Board by, or conduct the meeting through, the use of conference telephone or any means of communication by which persons participating in the meeting may hear each other simultaneously during the meeting. A Board Member participating in the meeting by conference telephone is deemed present in person at the meeting. The Chairperson of the meeting may establish reasonable rules as to conducting the meeting by telephone.

**b. Annual Meeting**

The Annual Meeting of the Board of Directors shall be held during the months of January, February, or March each year at a time and place to be determined by the Board of Directors. Notice of the time and place of the Annual Meeting shall be delivered personally to each member or sent to each member by mail or e-mail. Notice shall be delivered or mailed by the Board or staff at least ten (10) days before the date of the meeting.

**c. Special Meetings**

1. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairperson or by a majority of directors (excluding Ex Officio members). Written notice of the date, time, and place of special meetings shall be delivered or mailed by the Board or staff at least two (2) days before the date of the meeting, provided that such notice shall also include a statement of the purposes for which the special meeting is called.
2. Special meetings may be held by the Board of Directors at the discretion of the Chairperson of the Board or upon the written request of any two (2) Voting Members of the Board.

**4.6 Member Meeting Decision-Making Requirements**

**a. Quorum and Consensus**

1. To make Board decisions, a quorum must be present at the Member Meeting. A quorum is defined as greater than half of the Board Members are in attendance, either in person or by phone. If a Board Member recuses themselves from a vote, their presence cannot be counted towards the achievement of a quorum for that motion.
2. Board decisions require consensus. Consensus is defined as the majority (more than half of all present Voting Members) vote in support of a Board motion.

**b. Actions Without Meeting**

Any action required or permitted to be taken at a meeting of Board Members may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all the Board Members entitled to vote with respect to the subject matter thereof. Such action may be taken by email if an electronic statement of the resolution of action is provided in an email to Board Members. This email statement shall include a description of which supporting

materials (attached to the email) must be reviewed to inform a vote on the resolution. A Board Member may cast a vote by replying to the Chairperson of the Board by email with a statement indicating that a Board Member is voting in favor of (or in opposition to) the resolution represented therein. This statement should be followed by a copy and pasted statement of the resolution from the original email. Any action approved in this manner requires a unanimous vote from all Board members.

**c. Conflict of Interest**

A Board Member shall disclose to the Board of Directors any material interest which the Board Member directly or indirectly has in any person or entity which is a party to a motion under consideration by the Board of Directors. The interested Board Member shall abstain from voting on the motion, provided, however that the Board Member's presence may not be counted in determining whether a quorum is present. The Board may issue a Conflict of Interest Policy setting specific procedures governing a Board Member's conduct in such situations.

**4.7 Proxy Voting**

Proxies and proxy voting shall not be allowed on behalf of any Board Member.

**4.8 Removal**

A Board Member may be removed, with or without cause, if 2/3 of the Board Members' votes for the removal.

**4.9 Resignation**

A Board Member may resign at any time by delivering written notice to the Board of Directors. Unless the notice specifies a later effective date, a resignation is effective when the notice is delivered.

**4.10 Vacancies of Board Members and Officers**

- a. Any vacancy occurring in the Board of Directors because of death, resignation, removal, disqualification, end-of-term or otherwise, or any Board Membership to be filled by reason of an increase in the number of Board Members, shall be filled by the Board of Directors at any meeting thereof.
- b. Vacancies in the Board of Directors occurring for any reason other than the end-of-term that are filled by the Board of Directors shall be filled for the remainder of that term, as defined in section 4.3c.
- c. All vacancies in any office shall be filled promptly by the Board of Directors either at a regular meeting or at a special meeting called for that purpose.

**4.11 Staff Appointment and Hiring**

The Board of Directors may appoint or hire an Executive Director to carry out specifically designated responsibilities and activities for the Corporation. The Executive Director shall be given the

necessary authority and responsibility by the Board of Directors for the management of the Corporation, subject only to policies enacted by the Board of Directors, or specific actions of the Board of Directors.

#### **4.12 Compensation of Board Members**

No Voting Board Member shall receive any compensation from the Corporation for services rendered as a Board Member. Board Members may be reimbursed for any reasonable expenses incurred by them in the execution of their official duties, including travel expenses.

### **5 COMMITTEES OF THE BOARD**

#### **5.1 Committees**

- a. *General Powers.* The membership of the Committees will be constituted annually and the Committees shall meet as necessary to fulfill their responsibilities. All Committee members shall promote the Corporation's mission. With the exception of the members of the Executive Committee, Committee members may or may not be members of the Board of Directors. The Board of Directors may, from time to time, determine the number of members required to constitute each Committee and unless otherwise specified.
- b. *Executive Committee .* The Executive Committee shall include elected officers of the Corporation and the Executive Director (non-voting member). The elected officers of the Corporation shall include the members of the Executive Committee and the ex-officio Director (non-voting Member). The Chairperson, following consultation and agreement with a consensus of the Officers of the Board of Directors, may temporarily appoint additional members to the Executive Committee from the remaining Members of the Board to address matters related to a particular constituency or area of expertise. The Executive Committee shall meet at the Board of Directors, Executive Director's, or at the Chairperson's discretion, in order to carry out any of the business and activities of the Corporation following the procedures of a special meeting. A majority of the Executive Committee members must be present at Executive Committee meetings in order to conduct the business and activities of the Corporation. The Chairperson shall act as Chairperson of the Executive Committee.

### **6 CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS**

#### **6.1 Contracts**

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instruments in the name of and on behalf of the Corporation and such authorization may be general or confined to specific instruments.

#### **6.2 Loans**

The Corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the Board authorizes such a contract by resolution. The Corporation shall not allow anyone to issue evidence of the Corporation's indebtedness unless the Board authorizes the

issuance by resolution. The authorization may be general or specific. The Corporation shall make no loans to any Board Members.

### **6.3 Checks, Drafts, etc.**

All bank accounts and deposit accounts shall be in the name of the Corporation, and, unless specifically directed by the Board of Directors, such depositories may be designated by the Chairperson of the Corporation. The Board shall authorize by resolution which officers or agents may sign and issue all Corporation checks, drafts or other orders for payment.

### **6.4 Investments**

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a Board Member is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in the denial of the tax exemption under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended. The Board may delegate to the Treasurer or an authorized agent the day to day management of such investments as the Board may authorize.

## **7 INDEMNIFICATION AND INSURANCE**

### **7.1 Indemnification of Officers, Agents and Employees**

The Corporation shall indemnify officers or directors as provided by the Montana Nonprofit Corporations Act. Employees shall be indemnified as required by Montana law.

### **7.2 Insurance**

The Corporation shall maintain insurance coverage for employees, officers, and directors.

## **8 MISCELLANEOUS**

### **8.1 Books and Records**

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board and committees having any of the authority of the Board. All books and records of the Corporation may be inspected by any Board Member, or their agent or attorney, for any proper purpose at any reasonable time at the main office of the Corporation.

### **8.2 Fiscal Year**

The fiscal year shall begin January 1 and end on December 31 each year, unless otherwise established by resolution of the Board.

### **8.3 Amending Bylaws**

The Bylaws of the Corporation may be altered, amended, added to, or repealed by a 2/3 vote of the



entire Voting Board as is necessary or appropriate to carry out the purposes of the Corporation to the fullest extent permitted by law. No such alteration, amendment, repeal or adoption shall in any way conflict with the purposes of the Corporation as stated in its Articles of Incorporation or otherwise cause the Corporation to lose its qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code.

**9 DISSOLUTION**

**9.1 Dissolution**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or providing for payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation exclusively for the purposes of the Corporation and the purposes set forth in Section 501(c)(3) of the Internal Revenue Code. Any assets not so distributed shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for the Corporation's purposes or to an organization or organizations organized and operated for the purposes as the Court shall determine.

**CERTIFICATE OF ADOPTION OF RESTATED BYLAWS**

The undersigned hereby certifies that the above Bylaws of The Montana Watershed Coordination Council, Inc. were duly adopted by unanimous vote of the Board of Directors on December 14, 2017 and now constitute the Bylaws of the Corporation.

DATED \_\_\_\_\_

\_\_\_\_\_  
Vice-Chairperson

\_\_\_\_\_  
Chairperson