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MONTANA ASSOCIATION of
CONSERVATION DISTRICTS
We're growing Montana's future.

By-Laws

Adopted November 16, 2017

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BY-LAWS

Article 1

Name and Location of Association

The name of the Association is the Montana Association of Conservation Districts. Herein referred to as MACD. It shall maintain its principal office for the transaction of business at 1101 11th Avenue, Helena, Montana 59601, but may have other offices at such other places as the MACD Board of Directors may from time to time appoint, or the business of the MACD may require.

Article 2

Association as an Incorporated Entity

MACD is a non-profit, non-partisan organization, incorporated under the laws of the state of Montana. MACD is organized to conduct any and all lawful business for which a corporation under section 501(c) (4) of the Internal Revenue Code - or any corresponding section of a future federal tax code – can conduct.

Article 3

Purpose

A. MACD is organized to plan, promote, and consummate a comprehensive system of natural resource conservation for the state of Montana through local conservation districts. It is organized to promote social welfare and operated to further the common good and general welfare of the conservation districts and the people they serve. To these ends it will cooperate with other entities and organizations working for the same objectives on an area, statewide, regional, or national basis.

B. MACD will exchange information relating to the administration and operation of conservation districts and otherwise promote their welfare and that of the people therein, promote the interests and activities of civic, educational, and other organizations involved in soil and water conservation, and otherwise aid in the prevention and control of soil and water erosion and the efficient use and conservation of soil, water and other natural resources.

C. MACD will provide such other support relating to any activity or program of the conservation districts as may be imposed by the laws of the state of Montana on the conservation districts.

D. MACD will carry out the purposes and exercise the powers of the Association as set forth in its Articles of Incorporation and as may be established by these By-Laws and any amendments thereto.

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Article 4

Membership

A. Each conservation district organized under the provisions of the state of Montana conservation district laws is a member of MACD. A member must be in good standing with MACD to gain all privileges (Article 12 (F)).

An individual, a government entity, or a business organization may become an affiliate non-voting member of MACD. An individual life membership may be purchased at an amount set by the MACD Board of Directors. Dues for an affiliate membership or an individual life membership shall be set by the MACD Board of Directors.

Article 5

Officers

A. Officers of MACD consist of a president, vice president, treasurer, and secretary elected by the MACD Board of Directors. The officer terms are two years. Both the president and the vice president must be directors when elected, but the treasurer/secretary need not be a member of MACD. Neither the president nor vice president may hold office for more than two terms in succession, and a period of two years from the end of their term of office must elapse before they may again become eligible for election to the same office. Officers may be elected for the remainder of a term by the MACD Board of Directors at any regular or special meeting whenever a vacancy occurs.

B. Any officer may be removed at any time by the affirmative vote of a majority of the entire MACD Board of Directors.

Article 6

Duties of Officers

A. The president is the executive head of MACD, and presides at all meetings of the executive committee and the MACD Board of Directors. The president brings forward nominations for membership to ad hoc committees and the chairs of all committees for approval by the MACD Board. The president shall execute bonds, mortgages, loans and other contracts and legal instruments, which have first been approved by the MACD Board of Directors.

B. The vice president performs the duties of the president in the president's absence or when the president is unable to serve.

C. The treasurer receives and disperses such moneys as may be directed by the MACD Board of Directors. All checks and investments must be signed by the treasurer or by any officer or employees as designated by the treasurer. All checks and investments must be

signed by two of the qualified individuals identified in this Article.

D. The secretary keeps minutes and maintains the records for MACD and the MACD Board of Directors, and furnishes to the membership information pertaining to the activities of MACD. The proceedings of annual, special, and MACD Board meetings are approved by the MACD Board and submitted to the membership. The MACD Board may require the secretary to attest to the signature of the president when an instrument requires the signature of the president. Unless otherwise provided for, the treasurer serves as the secretary.

Article 7

Executive Committee

A. The executive committee of MACD consists of seven members: president, vice president, immediate past president, and four members of the MACD Board of Directors appointed by the president.

B. The executive committee monitors standing and ad-hoc committee activities, sets agendas for MACD Board meetings, and makes incidental decisions between MACD Board meetings.

C. The executive committee may approve all out-of-state travel costs for Directors, officers, committee chairs, executive director and employees of MACD in the absence of full MACD Board availability.

Article 8

Board of Directors

A. The MACD Board of eighteen Directors, made up of three Directors from each of the six district areas listed in Subsection B, constitute the governing body of MACD. A conservation district may have only one director on the MACD Board of Directors. Initially each district area will elect three Directors for three-year terms. In the event of a vacancy a director shall be appointed to fill the remainder of the term of a vacancy as provided in Subsection D.

B. The district areas are: Area 1—Daniels, Garfield, McCone, Petroleum, Roosevelt, Sheridan, and Valley conservation districts; Area 2—Carter, Dawson, Little Beaver, Custer, Powder River, Prairie, Richland, and Wibaux conservation districts; Area 3—Big Sandy, Blaine, Cascade, Chouteau, Fergus, Glacier, Hill, Judith Basin, Liberty, Phillips, Pondera, Teton, and Toole conservation districts; Area 4—Big Horn, Carbon, Lower Musselshell, Rosebud, Stillwater, Sweet Grass, Treasure, Upper Musselshell, and Yellowstone conservation districts; Area 5—Bitterroot, Deer Lodge Valley, Eastern Sanders, Flathead, Granite, Green Mountain, Lake, Lincoln, Mineral, Missoula, and North Powell conservation districts; and Area 6—Beaverhead, Broadwater, Gallatin, Jefferson Valley, Lewis and Clark, Madison, Meagher, Mile High, Park, and Ruby Valley conservation districts.

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C. The election of Directors takes place at Association Area meetings, the time and place of which will be announced by the president of MACD one month in advance. Each district will have one vote for election of the area Directors whose terms have expired. Candidates for area nominations must be a supervisor from a District in good standing. The candidate(s) elected will take office on the last day of the annual convention. The term of office is three (3) years. Terms that go vacant will be filled by the area affected.

D. Vacancies on the MACD Board, including resignations, will be filled by the Area that the individual represented.

Article 9

Duties of Board of Directors

A. MACD’s powers, business and property shall be exercised, conducted and controlled by the MACD Board of Directors. Without prejudice to the general powers and other powers conferred by the Articles of Incorporation and these By-Laws, the MACD Board of Directors shall have the following powers, namely:

- 1) From time to time to make and change rules and regulations consistent with the Articles of Incorporation and these By-Laws for management of MACD’s business affairs;
- 2) To lease, purchase or otherwise acquire in any lawful manner, including but not limited to the borrowing of money, for and in the name of MACD, any and all real estate and other property, rights, or privileges, whatsoever deemed necessary or convenient for the prosecution of its business, and which MACD is authorized to acquire, at such price or consideration and generally on such terms and conditions as they think fit, and at their discretion to pay therefor either wholly or partly in money, stock, bonds, debentures, or other securities of MACD;
- 3) To sell or dispose of any real or personal estate, property, rights, or privileges belonging to MACD whenever in their opinion its interest would be thereby promoted.

B. It is the duty of the MACD Board of Directors to effectuate all policies and programs.

C. The MACD Board of Directors will elect a national Association Board member for a two-year term. The National Association Board member may be re-elected by the Directors, provided the person is a conservation district supervisor from a district in good standing.

D. It is the duty of the MACD Board of Directors to cause to be kept a complete record of all their minutes and acts.

E. The MACD Board of Directors may select an Executive Director who shall be given the necessary authority and responsibility for the management of MACD, subject only to policies enacted by the MACD Board of Directors. The Executive Director shall attend all

205 MACD Board meetings and MACD Board committee meetings in a nonvoting capacity.
206 The Executive Director shall act as the duly authorized representative of the MACD Board
207 in all matters except those in which the MACD Board has formally designated another in-
208 dividual or group to act. The Executive Director shall be responsible for hiring and firing
209 employees of MACD based upon the general guidelines prescribed by the MACD Board
210 of Directors. The Executive Director is directly accountable to the MACD Board of Di-
211 rectors.

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213 F. A director who is present at meeting of the MACD Board at which action on any MACD
214 matter is taken shall be presumed to have assented to the action taken unless the director's
215 dissent shall be entered in the minutes of the meeting or unless a written dissent to such
216 action is filed with the person acting as the secretary of the meeting before the adjournment
217 thereof, or unless such dissent is forwarded by registered mail to the secretary of MACD
218 immediately after the adjournment of the meeting. The right to dissent shall not apply to a
219 director who voted in favor of such action.

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Article 10

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Indemnification and Insurance

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A. Mandatory Indemnification: MACD shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of MACD against reasonable expenses incurred by him or her in connection with the proceedings.

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B. Permissible Indemnification: MACD shall indemnify a director or former director made a party to a proceeding because he or she is or was a MACD director, against liability incurred in the proceeding, if determination to indemnify him or her has been made in the manner prescribed by the Act and payment has been authorized in the manner prescribed by the Act.

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C. Advance for Expenses: Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by MACD in advance of the final disposition of such action, suit or proceeding, as authorized by the MACD Board of Directors in the specific case, upon receipt of (A) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in the Article and (B) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by MACD authorized in this article.

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D. Indemnification of Officers, Agents and Employees: An officer of MACD who is not a director is entitled to mandatory indemnification under this Article to the same extent as a director. MACD may also indemnify and advance expenses to an officer, employee or agent of MACD who is not a director to the same extent as a director or to any extent, consistent with the Act and public policy, that may be provided by the general or specific action of the MACD Board or by contract.

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E. Insurance: MACD may purchase and maintain insurance (A) to insure itself with respect to the indemnification payments it is authorized or obligated to make pursuant to this Article, and (B) on behalf of any person who is or was a director, officer, employee or agent of MACD, or is or was serving at the request of MACD as a director, trustee, officer employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise to insure against any liability asserted against person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not MACD would have the power to indemnify the person against such liability under the provisions of this article.

Article 11

Board of Director’s Meetings

Meetings of the MACD Board of Directors may be held at any time as set by a quorum of the MACD Board of Directors which is ten members. Actions of the MACD Board of Directors are executed by a majority of the members present. Meetings may be held telephonically, electronically, or at a location identified by the MACD Board. Notice will be given to the membership.

Article 12

Association Regular Meetings and Special Meetings

- A. Regular Association meetings shall be held once a year at a time and place to be selected by a majority vote of the conservation districts in good standing present at the annual meeting. In selecting the time and place of meeting, each district in attendance is entitled to one vote.
- B. A member must be given at least a month advance notice of the time and place of the regular meeting by the secretary.
- C. Regular meetings shall have time designated for conducting the business of MACD. Details of the process and procedures for bringing forward association business are outlined in the Process Document. The Process Document will be distributed to the membership any time the MACD Board approves changes to the Process Document.
- D. Special meetings may be called by the executive committee or a majority of the Directors. Written or electronic notice of a special meeting shall state the time, place and purpose of the meeting, and be sent by the secretary to each member of MACD at least ten days prior to the special meeting. No business may be transacted at any special meeting except as stated in the notice thereof, unless a majority of the member conservation districts are present and a motion is made to consider business other than that stated in the notice and approved by two-thirds of the districts present either in person or via telephone or electronically.

299 E. Each district shall select one supervisor as their representative. A majority of the
300 conservation districts in good standing (Article 12 (F)) constitutes a quorum for the
301 transaction of business at any regular or special meeting. The concurrence of a majority
302 of the conservation districts present in good standing will be necessary for the determina-
303 tion of all questions at issue except amendments to these By-Laws for which a vote of
304 two-thirds of the districts in good standing will be required.

305 F. A member in good standing is defined as a conservation district that has paid full annu-
306 ally assessed dues by September 1st of each year or has been excused by the MACD Board
307 of Directors from partial payment or non-payment of dues by November 1st following re-
308 ceipt and discussion partial dues letters. Letters to the MACD Board for partial or non-pay-
309 ment should pertain to MACD services or financial hardship. Members in good standing
310 may vote at the annual meeting, special meeting, area meetings, and have a representative on
311 the MACD Board of Directors.

312 G. By-Laws and Amendment Action by Written Ballot: Any action requiring member
313 approval that may be taken at a meeting of the members may be taken without a meeting
314 if the association delivers a written ballot to every member entitled to vote on the matter
315 and conducts the vote in accordance with Montana law. A written ballot must set forth
316 each proposed action. MACD may deliver a written ballot by electronic communication
317 as long as a member gives consent. Consent by a member to receive notice by electronic
318 communication in a certain manner constitutes consent to receive a ballot by electronic
319 communication in the same manner.

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Article 13

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Dues

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325 A. MACD dues are established and assessed annually by the MACD Board of Directors.
326 The MACD Board of Directors upon written application by a conservation district may
327 excuse payment of the dues or allow the partial payment of dues upon good cause shown.
328 Good cause must relate to lack of services provided by MACD to the conservation district
329 or documentation of lack of funds of a conservation district to pay all or a portion of as-
330 sessed dues.

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332 B. All conservation districts may attend all special and regular meetings. Conservation
333 districts in good standing may exercise the right to vote and bring forward resolutions or
334 bylaw changes and nominate supervisors to the MACD Board under the By-Laws of
335 MACD.

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337 C. Individual supervisors from districts not in good standing may participate in commit-
338 tees at the discretion of the MACD Board.

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340 D. Dues for affiliate memberships are established by the MACD Board of Directors for
341 individuals and for business organizations and government entities. A dues payment for
342 an individual life membership may be established by the MACD Board of Directors.
343 Any amount paid above the established rate will be treated as a donation.

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Article 14
Standing Committees

- A. There are four standing committees:
 - 1. District Operations
 - 2. Education
 - 3. Water Resources
 - 4. Soil Resource and Land Use

- B. The appointment and action of standing committee membership is as follows:
 - 1) The president shall select a chair who will be responsible for the on-going business of a standing committee.
 - 2) The MACD Board will appoint supervisors to be on a standing committee.
 - 3) The MACD Board will appoint supervisors to committees for a two-year term to coincide with the term of the president.
 - 4) No supervisor may serve on two standing committees.
 - 5) All supervisors may serve on a standing committee and attend all standing committee meetings.
 - 6) All actions of the standing committee are by majority vote of a quorum of its membership in attendance at the meeting.

- C. Following the annual convention, the president shall request standing committee nominations, which are to be made by January 1 of the first term of presidency, when the term of office begins.

- D. The purpose of a standing committee is to consider resolutions for Association policy changes and to make other policy recommendations to the MACD Board of Directors or to the body of MACD as necessary. Committees may also work to address these policy recommendations or other issues pertinent to the committee and conservation districts. All actions of a standing committee are by majority vote of a quorum of its membership in attendance at a meeting.

- E. In addition to the standing committees, two special committees will serve at the pleasure of the president:
 - 1) A finance committee consisting of six members, who are to be approved by a majority of districts, whose charge will be to handle financial matters of MACD and its office. Unless otherwise provided for, the executive committee will serve as the finance committee, and the treasurer will serve as the finance committee chair.
 - 2) A legislative committee consisting of a chair and an action committee of six members, who are to be approved by the majority of districts in good standing, plus coordination members appointed by each conservation district board. The action committee's duties are to conduct the legislative affairs of MACD. The coordination members will act as contact persons to districts and legislators. Unless otherwise provided for, the executive committee will serve as the legislative action committee.

392 F. Supervisors may hold both a standing committee and a special committee appointment
393 simultaneously. Association officers and Directors are eligible to serve on standing and
394 special committees in any capacity. A quorum for a standing or special committees is
395 one-fourth of the membership of the committee.

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398 G. The president may appoint and disband ad hoc committees made up of Association
399 members and nonmembers to address special issues as necessary. Ad hoc committees
400 make recommendations to the MACD Board of Directors. A quorum for an ad hoc
401 committee is one-half of the membership of the committee. The acts of an ad hoc com-
402 mittee are executed by a majority vote of the membership in attendance at a meeting.

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405 *Article 15*

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407 By-Laws and Amendments

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409 A. As required by the Articles of Incorporation the initial By-Laws were adopted by
410 the MACD Board of Directors.

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412 B. Future By-Laws may be adopted, amended or repealed only by two-thirds majority
413 vote of all qualified districts at the annual or a special meeting of MACD.

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415 *Article 16*

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417 Fiscal Year

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419 The fiscal year shall begin the first day of January in each year.

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421 The undersigned does hereby certify that the above and foregoing By-Laws were duly
422 adopted by the Directors as the By-Laws of said Association on the ____ day of
423 _____, 2017, and that the same do now constitute the By-Laws of this Association.

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430 President

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433 ATTEST:

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Secretary