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FINAL DRAFT
SWCDM BYLAWS
with comments 25th APRIL2020

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Article 1

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Name and Location of Association

10 The name of SWCDM shall be known as the Soil and Water Conservation Districts of
11 Montana, Inc. Herein referred to as SWCDM. The principal office and the post office mailing
12 address of SWCDM shall be in Helena, Lewis and Clark County, Montana. The registered
13 office of SWCDM required by the Act to be maintained in the state of Montana may be, but
14 need not be, identical with the principal office in the state of Montana, and the address of the
15 registered office and registered agent may be changed from time to time by the SWCDM Board
16 of Directors.

17
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Article 2

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Incorporated Entity

- 21
- 22 A. SWCDM is a non-profit, non-partisan organization, incorporated under and shall be
23 operating according to the Montana Nonprofit Corporation Act (the “Act”). SWCDM shall
24 have all the powers conferred on non-profit corporations by the state of Montana.
25 Notwithstanding any other provisions of the Articles set forth in these Bylaws, SWCDM
26 shall not carry on any other activities not permitted to be carried on (i) by a corporation
27 exempt from federal income tax under *Internal Revenue* Code Section 501(c)(3), or (ii) by
28 a corporation, contributions to which are deductible under *Internal Revenue* Code Section
29 170(c)(2).
30
- 31 B. No substantial part of the activities of SWCDM shall consist of carrying on propaganda, or
32 otherwise attempting to influence legislation, and SWCDM shall not participate or
33 intervene in any political campaign (including the publishing or distribution of statements)
34 on behalf of or in opposition to any candidate for public office.
35

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Article 3

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Purpose

40

41 The purpose of SWCDM shall be to *work with conservation districts to* conduct educational,
42 scientific, and charitable work concerning the conservation, maintenance, improvement, and
43 use of land, soil, water, trees, vegetation, fish and wildlife, open-space, and other related

1 and/or renewable natural resources.

2 *Article 4*

3
4
5 ~~Membership~~ *Relationship with MACD*

6
7 A. SWCDM has a close relationship with the Montana Association of Conservation Districts,
8 herein referred to as MACD. SWCDM carries out programs regarding conservation related
9 issues and assists in providing the public with education regarding Montana soil and water
10 conservation related issues, while MACD concentrates on working with government
11 entities, interested groups and individuals to advocate for good conservation policy and
12 sound spending decisions by such bodies. ~~Members in good standing with MACD shall~~
13 ~~have corresponding membership with SWCDM.~~

14
15 B. Election of SWCDM Board of Directors.

16
17 The individuals serving as Directors of the MACD, herein referred to as the *MACD board*
18 ~~Voting Members~~, shall elect the Board of Directors for SWCDM. *Conservation Districts*
19 *will be invited to submit nominations.*

20
21
22 *Article 5*

23
24 SWCDM Board of Directors

25
26 A. The SWCDM Board of Directors shall have seven (7) members *with equal voting authority*
27 and shall consist of:

28 1) Four (4) MACD Board members to be elected by the *MACD board, one of which*
29 *shall be the vice president of the MACD board.* ~~Voting Members.~~

30 2) Three (3) members that are elected by the *MACD board* ~~Voting Members~~ from a
31 pool of interested current conservation district supervisors. When electing members
32 from this category, the *MACD board* ~~Voting Members~~ will consider the candidate's
33 skill set and willingness to proactively participate on the SWCDM Board. If skill
34 sets and time are equal, geographic representation will also be considered.

35 The nomination and election process may be further outlined and approved by the *MACD*
36 *board.* ~~Voting Members. The SWCDM Board members shall be called SWCDM Directors.~~

37
38 B. The SWCDM Board of Directors shall ~~have control of~~ the activities of SWCDM, establish
39 policies of SWCDM, and approve the annual budget. The Board may delegate to a
40 committee or to the Chair the powers and authority as it may deem necessary or advisable
41 for the conduct of the affairs or to carry out the purposes of SWCDM.

42
43 C. Each member of the SWCDM Board of Directors shall take office immediately upon
44 adjournment of the meeting at which the individual is elected. The term of office of
45 members of the SWCDM Board of Directors shall be three (3) years unless elected or

1 appointed to a lesser term. *Terms shall be staggered so that no less than two terms expire*
2 *each year.* Directors may serve consecutive terms. There is no limit to the number of terms
3 that an *any conservation district supervisor* individual may serve as an elected voting
4 SWCDM Board member. Each Director shall hold office until his or her successor has
5 been duly elected.
6

7 D. Any vacancies occurring in an SWCDM director position shall be appointed by the
8 affirmative vote of the *MACD board* Voting Members. A SWCDM Director appointed to
9 fill a vacancy shall be appointed for the unexpired term of the position being filled.
10

11 E. A SWCDM Director may be removed from office, with or without cause if a two-third
12 majority of the *MACD board* Voting Members of Directors approves removal at a duly
13 constituted meeting of the *MACD board* Voting Members.
14

15 F. A SWCDM Director may resign at any time by delivering written notice to the SWCDM
16 Board of Directors and the Chair of SWCDM. Unless the notice specifies a later effective
17 date, a resignation is effective when the notice is delivered. If a resignation is effective at a
18 later date, the *MACD board* Voting Members may fill the pending vacancy provided that
19 the successor does not take office until the effective date.
20

21 *Article 6*

22 *Regular Meetings and Special Meetings*

23
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25
26 ~~A. The annual meeting of the Members will be held each year at a time and place established by~~
27 ~~the SWCDM Board of Directors or the Board Chair, with a minimum of a month written~~
28 ~~notice to all Members. Written notice may be communicated in person, facsimile, or other~~
29 ~~form of electronic, wire, or wireless communication, or by mail or private carrier to the correct~~
30 ~~address or authenticated electronic identification, as provided by Montana law, as shown in~~
31 ~~SWCDM's record of Members. Members may participate in a meeting of the Members by~~
32 ~~means of a conference telephone call or similar remote communication. Participation by~~
33 ~~conference telephone call or similar remote communication shall constitute presence in person~~
34 ~~at a meeting. Remote communication shall include communication made by conference~~
35 ~~telephone call, internet, electronic, remote technology, or similar communication through~~
36 ~~which all participants in the meeting have the opportunity to read or hear the proceedings~~
37 ~~substantially concurrent with their occurrence, vote on matters submitted to the Members,~~
38 ~~pose questions, and make comments.~~
39

40 ~~B. Unless otherwise specifically stated in these Bylaws, a majority of Voting Members present~~
41 ~~constitutes an action of the committee or of the members. Members with voting rights are~~
42 ~~allowed one (1) vote. Vote or voting includes the giving of consent in the form of a record~~
43 ~~without a meeting by written ballot and written consent.~~
44

45 ~~C. Special meetings of the SWCDM board may be called at any time by the SWCDM Chair. In~~
46 ~~the Chair's absence, another officer acting as Chair may call a special meeting or upon~~

1 receipt of written request from a majority of the SWCDM Board.

2 ~~D. Special meetings of the voting membership may be called by the SWCDM Chair, or upon~~
3 ~~receipt of written request from a majority of the Voting Members to address bylaw issues or~~
4 ~~other issues of significance (see Article 7.B.2).~~

5
6 ~~E. At all membership (Article 4) meetings of SWCDM, a quorum shall consist of at least half~~
7 ~~of the Voting Members.~~

8 ~~F. Bylaws and Amendments Action by Written Ballot: Any action requiring member~~
9 ~~approval that may be taken at a meeting of the members may be taken without a meeting~~
10 ~~if the SWCDM delivers a written ballot to every member entitled to vote on the matter~~
11 ~~and conducts the vote in accordance with Montana law. A written ballot must set forth~~
12 ~~each proposed action. The SWCDM Board of Directors may deliver a written ballot by~~
13 ~~electronic communication as long as a member gives consent. Consent by a member to~~
14 ~~receive notice by electronic communication in a certain manner constitutes consent to~~
15 ~~receive a ballot by electronic communication in the same manner.~~

16
17 *Article 7*

18
19 *Duties of the SWCDM Board of Directors*

20
21 ~~A. The SWCDM Board may permit any or all members to participate in a meeting of the~~
22 ~~SWCDM Board by, or conduct the meeting through, the use of conference telephone or any~~
23 ~~means of communication by which persons participating in the meeting may hear each~~
24 ~~other simultaneously during the meeting. A SWCDM Director participating in the meeting~~
25 ~~by conference telephone is deemed present in person at the meeting. The Chair of the~~
26 ~~meeting may establish reasonable rules as to conducting the meeting by telephone.~~

27
28 ~~B. Notice of Board Meetings.~~

29 ~~1) Regular Notice. Notice of a regular or special meeting must be given to each~~
30 ~~member either personally, by U.S. mail or private carrier, or other form of electronic,~~
31 ~~wire, or wireless communication by correct address or authenticated electronic~~
32 ~~identification shown in SWCDM's record of members.~~

33 ~~2) Special Notice Provisions. If a purpose of the meeting is to consider (i) an~~
34 ~~amendment to the Articles of Incorporation or bylaws, (ii) a plan of merger, (iii) the~~
35 ~~sale, lease, exchange, or disposition of all or substantially all of SWCDM's property,~~
36 ~~or (iv) the dissolution of SWCDM, then a notice must be given to each member at~~
37 ~~least seven (7) days before the meeting stating the purpose, and the notice must be~~
38 ~~accompanied by a copy of or summary of the proposed amendment, plan of merger,~~
39 ~~transaction for the disposition of property, or proposed dissolution.~~
40 ~~Recommendations on the above stated actions shall be forwarded to the Voting~~
41 ~~Members.~~

42 ~~3) Waiver of Notice. Any Director may waive notice of any meeting, in accordance~~
43 ~~with Montana law.~~

44
45 ~~C. At all SWCDM Board meetings, a quorum shall consist of at least four SWCDM Directors.~~

1 ~~Each Director shall have one vote. Proxy voting shall not be allowed on behalf of any~~
2 ~~SWCDM Director.~~

3
4 ~~D. Any action required or permitted to be taken at a meeting of the SWCDM Board may be~~
5 ~~taken without a meeting if a consent in writing setting forth the action so taken shall be signed~~
6 ~~by all of the Directors entitled to vote with respect to the subject matter thereof. Such action~~
7 ~~may be taken by e-mail if an electronic copy of the resolution is printed out, signed, and~~
8 ~~returned to the Secretary by all Directors. Such consent shall have the same effect as a~~
9 ~~unanimous vote and shall be placed in the minutes book by the Secretary or designated person~~
10 ~~(see Article 9.C).~~

11
12 ~~E. A Director who is present at a meeting of the SWCDM Board at which action on any~~
13 ~~corporate matter is taken shall be presumed to have assented to the action taken unless the~~
14 ~~Director's dissent shall be entered in the minutes of the meeting or unless a written dissent~~
15 ~~to such action is filed with the person acting as the secretary of the meeting before the~~
16 ~~adjournment thereof, or unless such dissent is forwarded by registered mail to the secretary~~
17 ~~of SWCDM immediately after the adjournment of the meeting. The right to dissent shall not~~
18 ~~apply to a Director who voted in favor of such action.~~

19
20 ~~F. Unless otherwise specifically provided by these Bylaws, no remuneration shall be paid to a~~
21 ~~SWCDM Director for services performed on behalf of SWCDM unless authorization for~~
22 ~~remuneration is approved by the SWCDM Board of Directors before the services were~~
23 ~~rendered. However, the SWCDM Board may authorize the reimbursement of expenses~~
24 ~~incurred by a Director's duties.~~

25
26 ~~G. SWCDM shall keep correct and complete books and records of accounts and shall keep~~
27 ~~minutes of the proceedings of the SWCDM Board and committees having any of the~~
28 ~~authority of the SWCDM Board. All books and records of SWCDM may be inspected by~~
29 ~~any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.~~

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33 **Article 6**
34 **Meetings**

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36 *A. Regular in person meetings of SWCDM Board of Directors include one scheduled during*
37 *MACD/SWCDM Spring Board Meeting and another during the November MACD annual*
38 *convention. Periodic teleconferences, at a minimum of one per quarter held between in*
39 *person meetings, will be held as arranged by the SWCDM Chair. Additional special*
40 *meetings of the SWCDM Board will be held as issues warrant, called by the SWCDM*
41 *Chair, or in the Chair's absence, by another officer acting as Chair, or upon receipt of*
42 *written request from a majority of the SWCDM Board. MACD Board of Directors and*
43 *Conservation Districts will be notified of in person and electronic/teleconference*
44 *meetings of the SWCDM Board of Directors.*

45
46 *B. Notice of SWCDM Board Meetings.*

47 *a. Regular Notice. Notice of a regular or special SWCDM Board meeting must be*

1 given to each SWCDM Board member either personally, by U.S. mail, by phone,
2 or in electronic communications.

3 b. *Special Notice Provisions.* If a purpose of the meeting is to consider (i) an
4 amendment to the Articles of Incorporation or bylaws, (ii) a plan of merger, (iii)
5 the sale, lease, exchange, or disposition of all or substantially all of SWCDM's
6 property, or (iv) the dissolution of SWCDM, then a notice must be given to each
7 SWCDM Board member at least seven (7) days before the meeting stating the
8 purpose, and the notice must be accompanied by a copy of the proposed action.
9 Recommendations on the above stated actions, as appropriate, will be forwarded
10 to the MACD Board of Directors.

11
12 C. *SWCDM Board of Directors may participate in a SWCDM Board meeting in person or*
13 *by conference call or similar remote communication. Remote meeting communications*
14 *will provide all participants the opportunity to read or hear proceedings as they occur,*
15 *pose questions, and make comments.*

16
17 D. *The SWCDM Board permits any or all MACD Board of Directors to participate in a*
18 *SWCDM Board meeting in person, or through the use of conference telephone or any*
19 *means of communication by which persons participating in the meeting may hear each*
20 *other simultaneously during the meeting. Executive sessions may be excluded.*

21
22 E. *Unless otherwise specifically stated in these Bylaws, a majority of SWCDM Board of*
23 *Directors is needed to approve either an action of the SWCDM Board or a*
24 *recommendation of a committee. A quorum for all SWCDM meetings is at least half the*
25 *current SWCDM board of directors.*

26
27 F. *Proxy voting shall not be allowed on behalf of any SWCDM Director.*

28
29 G. *Email, written or phone responses to an SWCDM issue is acceptable outside of a*
30 *meeting. Votes taken in this fashion require a majority of SWCDM Board of Directors in*
31 *favor to pass. Results are conveyed to the secretary for the record.*

32
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34 **Article 7**
35 **SWCDM Board Guidance**

36
37 A. *A SWCDM Director who votes against a motion may have their vote recorded in the meeting*
38 *minutes, and in addition may, within 7 days, provide the secretary a letter to be appended to*
39 *the minutes documenting the dissention.*

40
41 B. *Unless otherwise specifically provided by these Bylaws, no remuneration shall be paid to a*
42 *SWCDM Director for services performed on behalf of SWCDM unless authorization for*
43 *remuneration is approved by the SWCDM Board of Directors before the services were*
44 *rendered. The SWCDM Board may authorize the reimbursement of expenses incurred by a*
45 *Director's duties.*

1 C. *SWCDM shall keep correct and complete books and records of accounts and shall keep*
2 *minutes of proceedings of the SWCDM Board and committees having authority of the*
3 *SWCDM Board. All books and records of SWCDM may be inspected by any SWCDM*
4 *Director, or his or her agent or attorney, for any proper purpose at any reasonable time.*
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8 **Article 8**

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10 **Officers**

- 11 A. The officers of SWCDM shall be a Chair, Vice-Chair, ~~and~~ Treasurer, *and* Secretary. *Both*
12 *the chair and the vice-chair must be directors when elected and remain directors during*
13 *their terms, but neither the treasurer nor secretary need be a board member of SWCDM.*
14 The SWCDM board may elect other officers and assistant officers if the SWCDM board
15 deems it necessary or desirable to do so. The SWCDM board is required to elect the
16 primary officers listed above, however, if the SWCDM board specifically authorizes an
17 officer to appoint one (1) or more assistant officers, the officer may do so. No person may
18 hold more than one office. The SWCDM board shall elect officers of SWCDM for one (1)
19 year terms at the close of the annual meeting in November. *Officers take office as soon as*
20 *elected.* Each officer shall hold office until a successor is duly elected and qualified or until
21 he or she resigns, is unable to hold office, or is removed in a manner as provided for in
22 Article 5.
- 23 B. The SWCDM Board may remove any officer, with or without cause by a majority vote of
24 the SWCDM board. The removal shall be without prejudice to the contract rights, if any, of
25 the person removed. The election or appointment of any officer by the SWCDM board shall
26 not of itself create contract rights.

27
28 **Article 9**

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30 **Duties of Officers**

- 31
32 A. The chair shall be the principal executive officer of SWCDM and shall in general supervise
33 and control all of the business and affairs of SWCDM. The chair shall preside at all
34 meetings of the SWCDM board or officers of SWCDM and may sign any deed, mortgage,
35 bond, contract or other instrument as provided by general guidelines prescribed by the
36 board of directors, unless the SWCDM board of directors has expressly granted the
37 authority for such signing and execution to another officer or agent of SWCDM. The chair
38 shall perform all duties incident to the office and such other duties as may be prescribed by
39 the SWCDM board of directors from time to time.
- 40
41 B. The vice chair shall perform such duties as shall be assigned to the vice chair by the
42 chair or the SWCDM board of directors. Further, in the absence of the chair, or in the
43 event of the chair's inability or refusal to act, the vice chair shall perform the duties of

1 the chair and, when so acting, shall have all the powers of and be subject to all the
2 restrictions upon the chair.

- 3
- 4 C. The treasurer shall: (1) have charge and custody of and be responsible for all funds and
5 securities of SWCDM; (2) receive and give receipts for moneys due and payable to
6 SWCDM from any source, and deposit all moneys in SWCDM's name in banks, trust
7 companies, or other depositories that the SWCDM board shall select; and (3) in general
8 perform all of the duties incident to the office of Treasurer and any other duties that the
9 Chair or SWCDM Board may assign to the Treasurer. The Treasurer may delegate
10 certain acts or receive assistance from another individual in performing the duties set forth
11 above, so long as the Treasurer retains oversight and review of the related records or
12 documents. All checks and investments must be signed by two of the qualified
13 individuals.
- 14
- 15 D. The Secretary *or designated SWCDM staff* shall in good faith: (1) create and maintain
16 one or more books for the minutes of the proceedings of the SWCDM Board; (2) provide
17 that all notices are served in accordance with these Bylaws or as required by law; (3) be a
18 custodian of the corporate records; (4) when requested or required, authenticate any
19 records of SWCDM; and (5) in general perform all duties incident to the office of
20 Secretary and any other duties that the Chair or the SWCDM Board may assign to the
21 Secretary. The Secretary may delegate the specific duties set forth above to another
22 individual or receive assistance from another individual in performing such duties, so
23 long as the Secretary retains oversight and review of the records and documents prepared
24 and distributed. The board may require the secretary attests to the signature of the Chair
25 when an instrument requires the signature of the Chair. Unless otherwise provided for,
26 the treasurer serves as the secretary.
- 27 E. The SWCDM Board may approve compensation for personal services rendered to
28 SWCDM that are reasonable and necessary to carry out one or more of the tax exempt
29 purposes of SWCDM. Officers may be reimbursed for any reasonable expenses incurred
30 by them in the execution of their official duties, including travel expenses.
- 31
- 32

33 *Article 10*

34 Committees

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- 37 A. Committees.
- 38 The SWCDM Board may, by a majority vote of the full SWCDM Board, create committees
39 that shall have the power to exercise the authority of the SWCDM Board with regard to
40 matters delegated by resolution of the SWCDM Board. Committees shall include at least
41 one (1) Director. Non-Board Members may serve on committees; however, such
42 individuals shall not have any voting power with regard to matters that otherwise would be
43 approved by the SWCDM Board of Directors, and shall serve only in an advisory capacity.
44 The members of any such committees shall serve at the pleasure of the SWCDM Board of
45 Directors. Committees shall exercise such powers as may be designated by the Board of

1 Directors; but the designation of such committees and the delegation thereto of authority
2 shall not operate to relieve the SWCDM Board of Directors, or any individual director, of
3 any responsibility imposed upon it or her or him by law.
4

5 B. Bridger Plant Material Center Committee.

6 The SWCDM Board shall have an advisory committee to oversee the operations of the
7 Bridger Plant Material Center. The powers and duties of the committee shall be set forth in
8 a separate committee charter established and approved by the SWCDM Board.
9

10 C. Other Committees.

11 Other committees not having and exercising the authority of the SWCDM Board of
12 Directors may be designated by a resolution adopted by a majority of the SWCDM
13 Directors present at a meeting at which a quorum is present. Each such committee shall
14 have at least one member who is a Director of SWCDM.
15

16 D. Restrictions on Committees.

17 Each committee may exercise the specific authority which the SWCDM Board confers
18 upon the committee in the resolution creating the committee; *provided*, however, a
19 committee may not (1) approve the dissolution, merger, or the sale, pledge, or transfer of
20 all or substantially all of SWCDM's assets; (2) elect, appoint, or remove SWCDM
21 Directors or fill vacancies on the SWCDM Board or on any of its committees; or (3) adopt,
22 amend, or repeal the Articles of Incorporation or Bylaws.

23 E. Committee Meetings.

24 Unless otherwise provided by a separate committee charter, the sections of these Bylaws
25 which govern meetings, notice and waiver of notice, voting requirements, conduct of the
26 SWCDM Board, and action without meetings apply to committees and their members;
27 provided that, unless otherwise provided in the resolution of the SWCDM Board
28 designating a committee, a majority of the whole committee shall constitute a quorum. In
29 addition, the committees shall keep regular minutes of their proceedings and report the
30 same to the SWCDM Board. The committees are subject to all procedural rules
31 governing the operation of the SWCDM Board itself.
32

33 *Article 11*

34 Indemnification

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36
37 A. Mandatory Indemnification: SWCDM shall indemnify a Director or Former Director, who
38 was wholly successful, on the merits or otherwise, in the defense of any proceeding to
39 which he or she was a party because he or she is or was a Director of SWCDM against
40 reasonable expenses incurred by him or her in connection with the proceedings.
41

42 B. Permissible Indemnification: SWCDM shall indemnify a Director or former Director made
43 a party to a proceeding because he or she is or was a Director of SWCDM, against liability
44 incurred in the proceeding, if determination to indemnify him or her has been made in the
45 manner prescribed by the Act and payment has been authorized in the manner prescribed
46 by the Act.

- 1
- 2 C. Advance for Expenses: Expenses incurred in defending a civil or criminal action, suit or
- 3 proceeding may be paid by SWCDM in advance of the final disposition of such action, suit
- 4 or proceeding, as authorized by the SWCDM Board of Directors in the specific case, upon
- 5 receipt of (A) a written affirmation from the Director, officer, employee or agent of his or
- 6 her good faith belief that he or she is entitled to indemnification as authorized in the Article
- 7 and (B) an undertaking by or on behalf of the Director, officer, employee or agent to repay
- 8 such amount, unless it shall ultimately be determined that he or she is entitled to be
- 9 indemnified by SWCDM authorized in this article.
- 10
- 11 D. Indemnification of Officers, Agents and Employees: An officer of SWCDM who is not a
- 12 Director is entitled to mandatory indemnification under this Article to the same extent as a
- 13 Director. SWCDM may also indemnify and advance expenses to an officer, employee or
- 14 agent of SWCDM who is not a Director to the same extent as a Director or to any extent,
- 15 consistent with the Act and public policy that may be provided by the general or specific
- 16 action of the SWCDM Board or by contract.
- 17
- 18 E. Insurance: SWCDM may purchase and maintain insurance (A) to insure itself with respect
- 19 to the indemnification payments it is authorized or obligated to make pursuant to this
- 20 Article, and (B) on behalf of any person who is or was a Director, officer, employee or
- 21 agent of SWCDM, or is or was serving at the request of SWCDM as a Director, trustee,
- 22 officer employee or agent of another corporation, partnership, joint venture, trust, employee
- 23 benefit plan or other enterprise to insure against any liability asserted against person and
- 24 incurred by him or her in any such capacity, or arising out of his or her status as such,
- 25 whether or not SWCDM would have the power to indemnify the person against such
- 26 liability under the provisions of this article.
- 27
- 28

29 *Article 12*

30 Bylaws and Amendments

31

32

33 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-

34 thirds of the votes cast at any annual or special meeting of the ~~MACD board~~ *Voting Members*.

35 Notice of such must be given in accordance with *Article 6 Section 11*, and the notice must also

36 state that the purpose or one of the purposes of the meeting is to consider a proposed

37 amendment to the Bylaws. The Notice must contain or be accompanied by a copy or summary

38 of the amendment, or state the general nature of the amendment.

39

40 *Article 13*

41 Fiscal Year

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

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46 *Article 14*

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Distributions upon Dissolution

- A. Upon dissolution of SWCDM, the SWCDM Board shall, after paying or providing for payment of all of the liabilities of SWCDM, distribute all of the remaining assets of SWCDM exclusively for the purposes of SWCDM and the purposes set forth in Section 501(c)(3) of the Internal Revenue Code.
- B. If a portion of the plan of dissolution includes the sale of the Bridger Plant Material Center, then 43% of the proceeds from such sale shall be transferred to the Wyoming Association of Conservation Districts., ~~with a requirement that such proceeds be distributed pro rata to the Wyoming conservation districts that are in good standing as governmental subdivisions as described in Code Section 170(e)(2).~~
- C. All remaining proceeds from the plan of dissolution shall be distributed pro rata to the Montana conservation districts ~~in good standing~~ as governmental subdivisions as described in *Internal Revenue* Code Section 170(c)(2).
- D. Any assets not so distributed shall be disposed of by the District Court of the county in which the principal office of the SWCDM is then located, exclusively for SWCDM's purposes or to an organization or organizations operated for the purposes as the Court shall determine.

Article 15

Effective Date

These Bylaws shall become effective for all purposes on _____ ~~June 12, 2018~~, and at that time, shall supersede and replace all prior Bylaws of SWCDM.

The undersigned does hereby certify that the above and foregoing Bylaws were duly adopted by the directors as the Bylaws of SWCDM on the _____ ~~12th day of June, 2018~~, and that the same do now constitute the Bylaws of SWCDM.

Chair and Date

ATTEST: _____
Secretary and Date