

1 **ALMOST FINAL DRAFT**

2 but needing input from the MACD board and Montana’s conservation districts

3 24th APRIL 2020

4
5 **MACD BYLAWS**

6 As proposed by the Bylaws Ad Hoc Committee, March and April 2020, and
7 including byproducts at the end of the draft bylaws.

8
9 **INDEX**

- 10 1. Annual meeting: Articles 4 (C), 15(C)
- 11 2. Area meetings: Articles 4(C), 12(H), 15(C)
- 12 3. Board of Directors: Articles 8 and 9
- 13 4. Bylaws amendments: Article 15
- 14 5. Committees: Articles 4(C), 14
- 15 6. Dues: Article 4(D)
- 16 7. Executive Committee: Article 7
- 17 8. Fiscal year: Article 16
- 18 9. In Good Standing: Article 4(C)
- 19 10. Meetings: Article 11
- 20 11. Membership: Article 4
- 21 12. NACD: Article 9(C)
- 22 13. Officers defined: Article 5
- 23 14. Officer’s duties: Article 6
- 24 15. Purpose: Article 3
- 25 16. Quorums: Articles 11(A), 12(F), 14, 15
- 26 17. Removal from office: Articles 5(B) and 8(E)
- 27 18. Resolutions: Articles 4(C), 15(B)
- 28 19. Timeframes and deadlines: Articles 4(D), 5(A), 8(C) and (D), 9(C), 11, 12(C, B, H), 13(A),
- 29 14(C), 15(C)
- 30 20. Voting: Articles 4(C), 8(C), 12(A), 15(A and C)

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32
33 **Article 1**

34
35 **Name and Location of Association**

36
37 The name of the Association is the Montana Association of Conservation Districts, herein
38 referred to as MACD *or the association*. It shall maintain its principal office for the transaction of
39 business at 1101 11th Avenue, Helena, Montana 59601, but may have other offices at such other
40 places as the MACD board of directors may from time to time appoint, or the business of
41 the MACD may require.

42
43 **Article 2**

1
2 **Association as an Incorporated Entity**

3
4 MACD is a non-profit, non-partisan organization, incorporated under *and shall be operated*
5 *according the Montana Nonprofit Corporation Act (the Act)*. MACD is organized to conduct any and
6 all lawful business for which a corporation under section 501(c) (4) of the Internal Revenue Code - or
7 any corresponding section of a future federal tax code – can conduct.

8
9 **Article 3**

10
11 **Purpose**

12
13 A. MACD is organized to plan, promote, and consummate a comprehensive system of natural
14 resource conservation for the state of Montana through local conservation districts. It is organized to
15 promote social welfare and operated to further the common good and general welfare of the
16 conservation districts and the people they serve. To these ends it will cooperate with other entities
17 and organizations working for the same objectives on an area, statewide, regional, or national basis.

18
19 B. MACD will exchange information relating to the administration and operation of conservation
20 districts and otherwise promote their welfare and that of the people therein, promote the interests and
21 activities of civic, educational, and other organizations involved in soil and water conservation, and
22 otherwise aid in the prevention and control of soil and water erosion and the efficient use and
23 conservation of soil, water and other natural resources.

24
25 C. MACD will provide such other support relating to any activity or program of the conservation
26 districts as may be imposed by the laws of the state of Montana on the conservation districts.

27
28 D. MACD will carry out the purposes and exercise the powers of ~~the Association~~ **MACD** as set forth
29 in its Articles of Incorporation and as may be established by these bylaws and any amendments
30 thereto.

31
32
33 **Article 4**

34
35 **Membership**

36
37 A. Each conservation district organized under the provisions of the state of Montana
38 conservation district laws is a member of MACD. A member must be in good standing with
39 MACD to gain all privileges. ~~(Article 12 (F)).~~ *(Article 4 (C))*

40
41 B. An individual, a government entity, or a business organization may become an affiliate non-
42 voting member of MACD. An individual life membership may be purchased at an amount set
43 by the MACD board of directors. Dues for an affiliate membership or an individual life
44 membership shall be set by the MACD board of directors.

45
46 *C. A conservation district in good standing may:*

47
48 *1. Introduce resolutions*

2. *Vote when resolutions are considered at area meetings and at the annual convention*
3. *Nominate supervisors to serve on the MACD board of directors*
4. *Vote for supervisors to serve on the MACD board of directors*
5. *Vote for bylaw changes at area meetings and at the annual convention*
6. *Vote at MACD business meetings*
7. *Serve on either a standing committee and/or a special committee*

D. A ~~member~~ *conservation district* in good standing is defined as a conservation district that has paid *in* full annually assessed dues by September 1st of each year or has been excused by the MACD board of directors from *full* payment or non-payment of dues. ~~Members in good standing may vote at the annual meeting, special meeting, area meetings on MACD business items, and have a representative on the MACD Board of Directors.~~

Article 5

Officers

- A. Officers of MACD consist of a president, vice president (*both elected*), treasurer, and secretary (*both appointed*) by the MACD board of directors *on the final day of the annual convention. Newly elected/appointed officers' terms begin immediately after elected or appointed.* The officer terms are two years. Both the president and the vice president must be directors when elected *and remain directors during their terms*, but the treasurer/secretary need not be a *board* 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 *two thirds* ~~majority~~ of the entire MACD board of directors.
- C. *The filling of an unexpired officer term because of a vacancy in any office shall not be considered a term of office for the purpose of calculating term limits and determining such person's eligibility for election or reelection to an office.*

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, loans and other contracts and legal instruments, which have first been approved by the MACD board of directors.

1 B. The vice president performs the duties of the president in the president’s absence or when the
2 president is unable to serve. *The vice president shall assist in planning of the annual meeting and*
3 *shall perform other reasonable duties as assigned by the president.*
4

5 C. The treasurer receives and disperses such moneys as may be directed by the MACD board of
6 directors. *The board designates who may sign checks through a formal motion.* All checks and
7 investments must be signed by the treasurer or by any officer or employees as designated by the
8 treasurer. All checks and investments must be signed by two of the qualified individuals identified in
9 this Article.
10

11 D. The secretary, *or designated MACD staff*, keeps minutes and maintains the records for MACD and
12 the MACD board of directors, and furnishes to the membership information pertaining to the
13 activities of MACD. The proceedings of annual, special, and MACD board meetings are approved by
14 the MACD board and submitted to the membership. The MACD board may require the secretary to
15 attest to the signature of the president when an instrument requires the signature of the president.
16 Unless otherwise provided for, the treasurer serves as the secretary.
17
18

19 **Article 7**

20 **Executive Committee**

21 A. The executive committee of MACD consists of seven members: president, vice president,
22 immediate past president, and four members of the MACD board of directors appointed by the
23 president. *The most immediate past president must be a current member of the MACD board of*
24 *directors.*
25
26
27

28 B. The executive committee monitors standing and ad-hoc committee activities, sets agendas for
29 MACD board meetings, and makes incidental decisions between MACD board meetings. *The full*
30 *MACD board defines “incidental decisions” when necessary.*
31

32 *C. Out-of-state travel requests are normally brought before the full board for consideration; however,*
33 *the executive committee may approve all out-of-state travel costs for directors, officers, committee*
34 *chairs, executive director and employees of MACD in the absence of full MACD board availability.*
35

36 **Article 8**

37 **Board of Directors**

38 A. The MACD board of eighteen directors, made up of three directors from each of the six district
39 areas listed in Subsection B, constitute the governing body of MACD. A conservation district may
40 have only one director on the MACD board of directors. ~~Initially~~ *Each* district area will elect three
41 directors for *staggered* three-year terms. In the event of a vacancy a director shall be appointed to
42 fill the remainder of the term of a vacancy as provided in Article 8 (D).
43
44
45

46 B. The district areas are: Area 1 - Daniels, Garfield, McCone, Petroleum, Roosevelt, Sheridan, and
47 Valley conservation districts; Area 2 – Carter, Dawson, Little Beaver, Custer, Powder River,

1 Prairie, Richland, and Wibaux conservation districts; Area 3 - Big Sandy, Blaine, Cascade,
2 Chouteau, Fergus, Glacier, Hill, Judith Basin, Liberty, Phillips, Pondera, Teton, and Toole
3 conservation districts; Area 4 - Big Horn, Carbon, Lower Musselshell, Rosebud, Stillwater, Sweet
4 Grass, Treasure, Upper Musselshell, and Yellowstone conservation districts; Area 5 - Bitterroot,
5 Deer Lodge Valley, Eastern Sanders, Flathead, Granite, Green Mountain, Lake, Lincoln, Mineral,
6 Missoula, and North Powell
7 conservation districts; and Area 6 - Beaverhead, Broadwater, Gallatin, Jefferson Valley, Lewis and
8 Clark, Madison, Meagher, Mile High, Park, and Ruby Valley conservation districts.

9
10 C. The election of directors takes place at MACD area meetings, the time and place of which
11 will be *determined in conjunction with the districts and* announced by the president of MACD
12 *at least three* months in advance. Each district will have one vote for election of the area
13 directors whose terms have expired. *For purposes of voting for the election of a director or a*
14 *resolution or a bylaw amendment, a quorum at an Area Meeting consists of a majority of*
15 *districts in good standing present at that meeting.* Candidates for area nominations must be a
16 supervisor from a district in good standing. The candidate(s) elected will take office on the last
17 day of the annual convention. The term of office is three (3) years. ~~Terms that go vacant will~~
18 ~~be filled by the area affected.~~

19
20 D. Vacancies on the MACD board, including resignations, ~~will~~ *should* be filled by the area that
21 the individual represented, *within three months after the vacancy occurs. Areas may use*
22 *electronic voting to fill a vacancy.*

23
24 *E. Removal from Office by a MACD area – An area director may be removed from office by an*
25 *affirmative vote of at least two-thirds (2/3) of the conservation districts voting at a regular or*
26 *special meeting of that directors’ area districts. Member districts may approve removal with or*
27 *without cause.*

28
29 *F. The MACD board shall serve without compensation from MACD but may be entitled to be*
30 *reimbursed for such expenses that may be incurred in connection with their official duties as the*
31 *board determines to be reasonable.*

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33
34 **Article 9**

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36 **Duties of Board of Directors**

- 37
38 A. MACD’s powers, business and property shall be exercised, conducted and controlled by the
39 MACD board of directors. Without prejudice to the general powers and other powers
40 conferred by the Articles of Incorporation and these bylaws, the MACD board of directors
41 shall have the following powers, namely:
42
43 1. From time to time to make and change rules and regulations consistent with the Articles of
44 Incorporation and these bylaws for management of MACD’s business affairs;
45
46 2. To lease, purchase or otherwise acquire in any lawful manner, including but not limited to
47 the borrowing of money, for and in the name of MACD, any ~~and all real estate and other~~

1 property, rights, or privileges, whatsoever deemed necessary or convenient for the
2 prosecution of its business, and which MACD is authorized to acquire, at such price or
3 consideration and generally on such terms and conditions as they think fit, and at their
4 discretion to pay therefor either wholly or partly in money, stock, bonds, debentures, or other
5 securities of MACD;

6
7 3. *Upon obtaining concurrence from the districts*, sell or dispose of any ~~real or personal estate~~
8 *capital* property, rights, or privileges belonging to MACD whenever in their opinion its
9 interest would be thereby promoted.

10
11 4. *Adopt an annual budget according to generally accepted accounting principles.*

12
13 5. *Review and maintain a strategic plan of operations.*

14
15 6. *Enact and enforce a personnel policy.*

16
17 7. *Establish and maintain a manual that details policies and procedures for conducting the*
18 *business of MACD.*

19
20 B. ~~It is the duty of the~~ *Policies and programs decided by the membership are implemented by*
21 *the* MACD board of directors. ~~to effectuate all policies and programs~~ *decided by the*
22 *membership.*

23
24 C. The MACD Board of Directors will elect *(as needed) on the last day of the annual convention*
25 a National Association of Conservation Districts board member for a two-year term. The
26 National Association Board member may be re-elected by the directors, provided the person is
27 a conservation district supervisor from a district in good standing.

28
29 D. It is the duty of the MACD board of directors to cause to be kept a complete record of all their
30 minutes and acts.

31
32 E. The MACD board of directors may select an executive director who shall be given the necessary
33 authority and responsibility for the management of MACD, subject only to policies enacted by the
34 MACD board of directors. The executive director shall attend all MACD board meetings and
35 MACD board committee meetings in a nonvoting capacity. The executive director shall act as the
36 duly authorized representative of the MACD board in all matters except those in which the MACD
37 board has formally designated another individual or group to act. The executive director shall be
38 responsible for hiring and firing employees of MACD based upon the general guidelines
39 prescribed by the MACD board of directors. The executive director is directly accountable to the
40 MACD board of directors. *The executive director works under an employment contract with a set*
41 *term and conditions determined by the board.*

42
43 F. A director who is present at a meeting of the MACD board at which action on any MACD matter
44 is taken shall be presumed to have assented to the action taken unless the director's dissent shall
45 be entered in the minutes of the meeting or unless a written dissent to such action is filed with the
46 person acting as the secretary of the meeting before the adjournment thereof, or unless such dissent
47 is forwarded by registered mail to the secretary of MACD immediately after the adjournment of
48 the meeting. The right to dissent shall not apply to a director who voted in favor of such action.
49

1
2 **Article 10**

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4 **Indemnification and Insurance**

5
6 A. Mandatory Indemnification: MACD shall indemnify a director or former director, who was
7 wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she
8 was a party because he or she is or was a director of MACD against reasonable expenses incurred by
9 him or her in connection with the proceedings.

10
11 B. Permissible Indemnification: MACD shall indemnify a director or former director made a party to
12 a proceeding because he or she is or was a MACD director, against liability incurred in the
13 proceeding, if determination to indemnify him or her has been made in the manner prescribed by the
14 Act and payment has been authorized in the manner prescribed by the Act.

15
16 C. Advance for Expenses: Expenses incurred in defending a civil or criminal action, suit or
17 proceeding may be paid by MACD in advance of the final disposition of such action, suit or
18 proceeding, as authorized by the MACD board of directors in the specific case, upon receipt of (A) a
19 written affirmation from the director, officer, employee or agent of his or her good faith belief that he
20 or she is entitled to indemnification as authorized in the Article and (B) an undertaking by or on
21 behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be
22 determined that he or she is entitled to be indemnified by MACD authorized in this article.

23
24 D. Indemnification of Officers, Agents and Employees: An officer of MACD who is not a director is
25 entitled to mandatory indemnification under this Article to the same extent as a director. MACD may
26 also indemnify and advance expenses to an officer, employee or agent of MACD who is not a
27 director to the same extent as a director or to any extent, consistent with the Act and public policy,
28 that may be provided by the general or specific action of the MACD board or by contract.

29
30 E. Insurance: MACD may purchase and maintain insurance (A) to insure itself with respect to the
31 indemnification payments it is authorized or obligated to make pursuant to this Article, and (B) on
32 behalf of any person who is or was a director, officer, employee or agent of MACD, or is or was
33 serving at the request of MACD as a director, trustee, officer employee or agent of another
34 corporation, partnership, joint venture, trust, employee benefit plan or other enterprise to insure
35 against any liability asserted against person and incurred by him or her in any such capacity, or
36 arising out of his or her status as such, whether or not MACD would have the power to indemnify the
37 person against such liability under the provisions of this Article.

38
39 **Article 11**

40
41 **Board of Director's Meetings**

42
43 A. Meetings of the MACD board of directors may be held at any time as set by a quorum of the
44 MACD board of directors which is ten members. Actions of the MACD board of directors are
45 executed by a majority of the members present. Meetings may be held telephonically,
46 electronically, or at a location identified by the MACD board, *and permit all persons*
47 *participating in the meeting to read or hear the proceedings substantially concurrently with*
48 *their occurrence and to pose questions and make comments.* ~~Notice will be given to the~~
49 ~~membership.~~

- B. *Meeting notices* will be *provided* to the ~~membership~~ *conservation districts in a timely manner.*
- C. *The MACD board normally meets each month of the year and approves the annual meeting schedule in advance at the annual convention.*
- D. *Under normal circumstances the MACD board strives to meet in-person at the Spring Board Meeting and at the Annual Convention.*
- E. *The MACD board strives to follow Montana's open meeting laws, codified at Montana Code Annotated §§ 2-3-201 through 2-3-221.*

Article 12

Association Regular Meetings and Special Meetings

- A. *In matters pertaining to MACD and when authorized in these bylaws, each district in good standing is entitled to one vote.*
- B. Regular association meeting, *hereinafter called the annual convention*, 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 *the annual convention*, each district in attendance is entitled to one vote.
- C. A member must be given at least *six* months' advance notice of the time and place of ~~the regular~~ *the annual convention* by the secretary.
- D. *The annual convention* ~~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.
- E. Special meetings *of the association* may be called by the executive committee or a majority of the *MACD* directors. Written or electronic notice of a special meeting shall state the time, place and purpose of the meeting, and be sent 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.
- F. *For purposes of the annual convention, each district in good standing (Article 4(D)) shall select one supervisor as their voting representative. A quorum is a majority of the conservation districts in good standing and is needed for the transaction of business at any annual convention or special meeting. The concurrence of a majority of the conservation districts present in good standing will be necessary for the determination of all questions at issue except amendments to these bylaws for which a vote of two-thirds of the districts in good standing will be required.*
- ~~F. A member in good standing is defined as a conservation district that has paid full annually assessed dues by September 1st of each year or has been excused by the MACD Board of Directors from payment or non-payment of dues. Members in good standing may vote at the annual meeting, special meeting, area meetings, and have a representative on the MACD Board of Directors. (Moved to Article 4)~~

1 G. ~~Bylaws and Amendment~~ Action by Written Ballot: Any action requiring member approval that
2 may be taken at a meeting of the members may be taken without a meeting if the association delivers
3 a written ballot to every member entitled to vote on the matter and conducts the vote in accordance
4 with Montana law. *A written ballot does not pass if less than a majority of districts in good standing*
5 *participate in the voting. If a majority of districts in good standing participate in the voting, a written*
6 *ballot passes if a simple majority votes in the affirmative, except for bylaws amendments which*
7 *require 2/3rds majority.* A written ballot must set forth each proposed action. MACD may deliver a
8 written ballot by electronic communication as long as a member gives consent. Consent by a
9 member to receive notice by electronic communication in a certain manner constitutes consent to
10 receive a ballot by electronic communication in the same manner.

11 *H. Each MACD area shall hold an annual area meeting prior to the MACD annual convention and*
12 *such special meetings as shall be deemed necessary.*

13 *1. At its respective annual area meeting, each of the six areas of the state shall individually elect*
14 *its MACD board representative as provided in Article 8(A).*

15 *2. The host district chairman or chairwoman shall preside over and set the agenda for the area*
16 *meeting. Additional agenda items may be requested from the floor by any person eligible to vote at*
17 *the meeting.*

18 *3. All resolutions emanating from districts in good standing within an area will be considered at*
19 *an area meeting.*

20 *4. Resolutions considered at an area meeting but receiving a DO NOT PASS vote may not move*
21 *forward to the MACD annual convention.*

22
23 **Article 13**

24
25 **Dues**

26
27 A. MACD dues are established and assessed annually by the MACD board of directors *and are*
28 *due to MACD by 1st September of each year.* The MACD board of directors upon written
29 application by a conservation district may excuse payment of *full* dues or allow the partial
30 payment of dues. ~~upon good cause shown. Good cause must relate to lack of services~~
31 ~~provided by MACD to the conservation district or documentation of lack of funds of a~~
32 ~~conservation district to pay all or a portion of assessed dues.~~ *Only districts that have paid*
33 *dues in full or are excused may propose and/or vote for resolutions and bylaw amendments,*
34 *vote at the annual convention business meetings, and vote for directors to serve on the MACD*
35 *board. Refer to Article 4 (c).*

36
37 B. All conservation districts *are encouraged to* ~~may attend regular meetings~~ *the annual*
38 *convention and all special meetings and will be notified of all MACD board meetings.*

39
40 C. ~~Conservation districts in good standing may exercise the right to vote and bring forth~~
41 ~~resolutions or bylaw changes and nominate supervisors to the MACD board under the bylaws~~
42 ~~of MACD.~~ *Editor's note: Covered under Article 4 (c).*

43

1 D. Individual supervisors from districts not in good standing may participate in committees at the
2 discretion of the MACD Board. *Editor's note: Covered under Article 4 (c), which is more*
3 *restrictive than this section but would allow districts NOT in good standing to participate on*
4 *ad hoc committees only.*
5

6 C. Dues for affiliate memberships are established by the MACD board of directors for individuals
7 and for business organizations and government entities. A dues payment for an individual life
8 membership may be established by the MACD board of directors. Any amount paid above the
9 established rate will be treated as a donation.

10 **Article 14**

11 **Standing Committees, Special Committees, and Ad Hoc Committees**

12 A. There are four standing committees:

- 13 1. District Operations
- 14 2. Education
- 15 3. Water Resources
- 16 4. Soil Resource and Land Use

17 B. The appointment and action of standing committee membership is as follows:

- 18 1) The MACD board will appoint supervisors to be on a standing committee for a two-year term to
19 coincide with the term of the president.
- 20 2) The president shall select a chair *from the appointed committee members* who will be responsible
21 for the on-going business of a standing committee.
- 22 3) No supervisor may serve on two standing committees.
- 23 4) All supervisors *from districts in good standing are eligible to* ~~may~~ serve on a standing committee.
24 ~~and~~
- 25 5) *All supervisors and their staff may participate in any attend* ~~all~~ standing committee meetings.
- 26 6) All actions of the standing committees are by majority vote of a quorum of its membership in
27 attendance at the meeting.
- 28 7) *All members of the standing committee are eligible to vote. Others attending standing committee*
29 *meetings are encouraged to participate in deliberations but are not eligible to vote.*

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

32 D. The purpose of a standing committee is to consider resolutions for association policy changes, *to*
33 *accept and act upon assignments from the MACD board*, and to make other policy recommendations
34 to the MACD board of directors or to the body of MACD as necessary. Committees may also work to
35 address these policy recommendations or other issues pertinent to the committee and conservation
36 districts. All actions of a standing committee are by majority vote of a quorum of its membership in
37 attendance at a meeting.

38 E. In addition to the standing committees, two special committees will serve at the pleasure of the
39 president:

- 40 1) A finance committee consisting of six members, who are to be approved by a majority of districts,
41 whose charge will be to handle financial matters of MACD and its office. Unless otherwise provided
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1 for, the executive committee will serve as the finance committee, and the treasurer will serve as the
2 finance committee chair.

3
4 2) A legislative committee consisting of a chair and an action committee of six members, who are to
5 be approved by the majority of districts in good standing, plus coordination members appointed by
6 each conservation district board. The action committee's duties are to conduct the legislative affairs
7 of MACD. The coordination members will act as contact persons to districts and legislators. Un-
8 less otherwise provided for, the executive committee will serve as the legislative action committee.
9

10 F. Supervisors may hold both a standing committee and a special committee appointment
11 simultaneously. Association officers and directors are eligible to serve on standing and special
12 committees in any capacity. A quorum for a standing or special committees is *a majority* of the
13 membership of the committee.

14 G. The president may appoint and disband ad hoc committees made up of association members
15 and nonmembers to address special issues as necessary. Ad hoc committees make
16 recommendations to the MACD board of directors. A quorum for an ad hoc committee is *a*
17 *majority* of the membership of the committee. The acts of an ad hoc committee are executed by
18 a majority vote of the membership in attendance at a meeting.

19
20 **Article 15**

21
22 **By-Laws and Amendments**

- 23
24 A. As required by the Articles of Incorporation the initial bylaws were adopted by the
25 MACD board of directors.
- 26
27 B. *Bylaws may not be amended through the resolution process.*
- 28
29 C. Future bylaws may be adopted, amended or repealed only at the annual *MACD*
30 *convention and* only by two-thirds majority vote of all qualified districts *present*.
- 31
32 1. *Proposed bylaw changes initiated by a district must be approved by the*
33 *majority of districts in good standing in attendance at that district's area*
34 *meeting before proceeding to the annual convention for consideration. When*
35 *voting to consider amendments to the bylaws, one district has one vote.*
- 36
37 2. *Once an area approves a proposed change to the bylaws, it must be sent to all*
38 *conservation districts no less than 30 days prior to the annual meeting.*
- 39
40 3. *Proposed bylaw changes initiated by the MACD board must be sent to*
41 *districts 60 days prior to the first area meeting of the year, and placed on the*
42 *agenda of such meetings for review and discussion. Voting will occur at the*
43 *annual convention.*
- 44
45 4. *Bylaw changes approved at the annual convention take effect following the*
46 *annual convention.*

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48 **Article 16**

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50 **Fiscal Year**

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

The undersigned does hereby certify that the above and foregoing bylaws were duly adopted by the directors as the bylaws of said association on the _____ day of _____, 2020, and that the same do now constitute the bylaws of this association.

President _____

ATTEST: _____ Secretary

Byproducts of the Bylaws Review
April 2020

The Bylaws Ad Hoc Committee produced or discovered several ideas that did not seem to fit in the documents we were working on but nonetheless could be captured in some manner, such as in a resolution, a policy idea, a code of ethics, job descriptions, in the personnel policy, a mission statement, etc.

Listed below in no particular order are those ideas.

- A. The purpose of MACD is to serve the conservation districts. It will do so in a variety of ways, including but not limited to:
 1. Seeking the highest level of transparency regarding revenues and other funds by using its website and other means to show monthly budget statements, monthly profit and loss statements, and other means to make financial information available to the districts.
 2. Sending the draft MACD annual budget to the districts and asking for comments and suggestions.
 3. Seeking approval of the MACD annual budget through a vote of all conservation districts in good standing present at the annual convention.
 4. Supporting the MACD Employee Organization.
 5. Keeping the districts informed of MACD activities through dissemination of meeting minutes, periodic newsletters, an open and readable daily calendar for each MACD staff member, and making miscellaneous reports available to districts.
 6. Preparing an annual report about MACD activities, due to the districts by 15th February of each year.
 7. Seeking inclusivity by inviting districts to participate in a wide variety of meetings, including MACD board meetings, MACD executive committee meetings, MACD standing, special, and ad hoc committee meetings, meetings with partners, and other meetings that impact the districts.

- 1 8. Attending meetings of individual conservation districts when possible to hear first-hand local
2 issues and priorities.
- 3 9. Supporting entities and programs that serve groups of conservation districts, such as salinity
4 control, river coordination councils, rangeland resources partnerships, soil health, forestry
5 initiatives, grass conservation commission, regional water, coal bed committee, watershed
6 groups, and other natural resource focused groups.
- 7 10. Coordinating the annual resolution process to encourage direction from districts for MACD
8 priorities.
- 9 11. Pursuing adopted resolutions as a priority for MACD activities, taking into account budgetary
10 and staff limitations.
- 11 12. Representing the districts at the National Association of Conservation Districts.
- 12 13. Representing the districts when they need to speak with one voice to our primary partners at
13 DNRC and NRCS.
- 14 14. Supporting our primary partners at DNRC and NRCS.
- 15 15. Representing the districts to other state agencies as well as nonprofit groups.
- 16 16. Monitoring conservation trends and funding opportunities for the benefit of the districts.
- 17 17. Decentralizing programs and funding to districts to encourage capacity building.
- 18 18. Monitoring and participating in state agencies' rule-making proposals to assure district input
19 and participation.
- 20 19. Serving on statewide focus groups to represent district interests and matters, such as sage
21 grouse, wolf management, invasive species and other natural resource oriented tasks forces.
- 22 20. Periodically surveying districts to seek guidance on issues of particular relevance.
- 23 21. Helping to coordinate the Area Meetings to hear first-hand regional concerns and issues
24 facing districts.
- 25 22. Helping to coordinate activities at the Bridger Plant Materials Center for the benefit of the
26 districts.
- 27 23. Representing the districts with other local government entities, especially with the Montana
28 Association of Counties and the Montana League of Cities and Towns.
- 29 24. Representing the districts at the Montana State Legislature, including attending interim
30 committee meetings, drafting legislation to address issues identified by districts, seeking
31 sponsors, testifying in support of bills that would benefit districts, testifying in opposition to
32 bills that would negatively impact districts, helping to develop and supporting DNRC's
33 biennial funding requests, and coordinating district attendance at hearings.
- 34 25. Representing the districts to Montana's Congressional Delegates, bringing forth current
35 resolutions and other statewide and area concerns.
- 36 26. Representing the districts to federal agencies, including monitoring their activities that might
37 impact districts.
- 38 27. Generally taking steps to encourage teamwork and cooperation across Montana.

39
40 B. Membership in the statewide association (MACD) carries with it obligations and responsibilities.
41 These include a responsibility and district agreement to:

- 42
- 43 1. Read and understand the bylaws that serve as a contract between the member
44 district and the association.
- 45 2. Contribute district talents to the association through service on committees and
46 active participation in the work of the association.
- 47 3. Share responsibility.
- 48 4. Promote the objectives and aims of the association.
- 49 5. Participate in discussions and decisions on issues and express district opinions

1 during meetings and not after the decision is made.

- 2 6. Reply to surveys in a timely manner.
- 3 7. Accept and uphold the will of the majority and respect the rights of the minority.
- 4 8. Attend district, state and regional meetings.
- 5 9. Be prepared.
- 6 10. Perform faithfully all assigned duties and when that is impracticable, ask to be
- 7 excused.
- 8 11. Vote when opportunities to do so arise. Voting is a privilege. Be informed and vote
- 9 to represent your district.

10
11 C. The Treasurer shall:

- 12 1. Advise the President, other officers and the Board of Directors as to the availability of
- 13 funds for MACD expenditures,
- 14 2. Supervise custody of all funds and property of MACD,
- 15 3. Supervise an accurate recording of all of MACD's receipts and expenditures,
- 16 4. Report on MACD's present and projected financial conditions at each meeting of the
- 17 Board,
- 18 5. Be responsible for preparation of an annual budget for approval of the Board of
- 19 Director at the Spring Board meeting each June.
- 20 6. Submit a report of the MACD's financial affairs and condition for approval at the
- 21 Regular Annual meeting.
- 22 7. Sign all checks and investments or assign other officers to be a signatory. All checks
- 23 and investments must be signed by two of the qualified officers identified in this
- 24 Article.
- 25 8. Perform other reasonable duties as assigned by the President.

26
27 D. The secretary shall:

- 28 1. Supervise the safekeeping of all official documents and records.
- 29 2. Sign all MACD paper required by law.
- 30 3. Keep minutes of all meetings of the member and Board of Directors as may be
- 31 required. by law and furnish to the membership information pertaining to the activities
- 32 of MACD. The proceedings of annual, special and Board of Director meetings are
- 33 approved by the Board of Directors prior to being submitted to the membership.
- 34 4. Attest to the signature of the President when an instrument requires the signature of
- 35 the President.
- 36 5. Perform other reasonable duties as assigned by the President.

37
38 E. The committee discussed including in the bylaws a section defining when an ineligible district
39 (i.e., NOT in good standing) could not vote, but decided against the negative approach. However,
40 there was discussion about bringing a note or letter to the area meetings and convention with such a
41 list, and personally handing it to the district(s) NOT in good standing, or the MACD board member
42 responsible for communicating with the district(s) in question to telephone the chair of the district
43 NOT in good standing and relaying the list of restrictions verbally.

44
45 F. Consideration of proxy voting by Associate Supervisors and/or Administrators if previously
46 approved by their local conservation district. The committee had some positive thoughts about these
47 ideas but reviewed a survey from a number of years ago that indicated less than majority support for

1 moving forward. A new survey is suggested with carefully worded questions regarding these ideas.
2