

MONTANA WEED CONTROL ASSOCIATION
BYLAWS

ARTICLE I MISSION AND PURPOSES

Section 1.1 Mission

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

Section 1.2 Charitable Practices

a.) The Montana Weed Control Association is organized to operate exclusively for charitable and educational practices.

b.) Montana Weed Control Association shall have all power and engage in such other activities as are necessary or convenient in connection with promoting or carrying out the charitable purposes and mission of the Montana Weed Control Association and the fulfillment of its goals, including, without limitation, the following powers, all of which shall be exercised either alone or in conjunction or cooperation with others: to make application for, raise and apply grants, contributions and other donations of money, real property and other property for its purposes; to accept donations of money, real property or other property for its purposes; to engage in any and all lawful activities which may be necessary, useful, suitable, or desirable for the furtherance of any or all the purposes for which the Montana Weed Control Association is organized and to aid or assist other organizations, the activities of which are such as to further any of such purposes.

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

ARTICLE II MEMBERSHIP

Section 2.1 Members

Shall be all individuals who are concerned and interested in weeds and their management in the state of Montana and who shall be on the secretary's roster as having paid their annual dues.

Section 2.2 Voting Members

Voting membership shall be limited to members present at the annual meeting or at all other general meetings of the Association (excluding board and executive committee meetings) Those present will constitute a quorum for voting purposes.

Section 2.3 Dues

Annual membership dues for voting members and all other classes of members shall be determined by the Board of Directors.

Section 2.4 Suspension of Membership

- a.) Membership shall be suspended from the Association for non-payment of dues.
- b.) All members suspended for non-payment of fees and dues will be reinstated to full membership upon payment of current annual dues.

ARTICLE III MEETINGS OF THE ASSOCIATION

Section 3.1 Meetings

- a.) The annual meeting of the Association shall be held as set by the Board of Directors.
- b.) Special meetings of the members of the Association may be called by the Secretary upon the direction of the President or upon petition in writing requesting the same by one-fourth of the members, or upon order of the Board of Directors, and fifteen (15) days notice of the time and place of said meeting shall be given to each member by the Secretary of the Corporation, by mail.
- c.) The Secretary will give all members in good standing fifteen (15) days notice, by mail, of the time and place of all meetings.
- d.) A full and complete financial report shall be made by the Treasurer at the annual meeting.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 Powers

Board of Directors, elected as may be provided by the Bylaws shall govern the Association. The board of directors shall supervise the business, programs, and policies approved by the membership of the Association. The Board of Directors shall act only in the name of the Corporation when it shall be regularly convened by the Board Chair after due notice to all Directors and officers of such meeting.

Section 4.2 Terms

- a.) Directors other than officers to be elected at the Annual Meeting for two year terms as defined by the Association policies.

b.) Elected directors shall take office immediately following the Annual Meeting during which they were elected.

c.) Upon completion of three terms, board members must sit out for one year or run for a different position upon the board.

Section 4.3 Vacancies

In case of vacancies occurring at any time in the Board of Directors, the same may be filled by a member of the association for the unexpired term by the vote of a majority of the Directors present at any regular or special meeting of the Board of Directors. The successor chosen shall serve until the next annual meeting of the board at which time the members shall elect a director to fill the unexpired term.

Section 4.4 Removal

A director may be removed by a two-thirds (2/3) vote of the board of directors with cause. "Cause" shall include but not be limited to intentional violations of these by-laws, actions flagrantly against the interest of the Montana Weed Control Association or for consistent failure to attend committee meetings or absences from two (2) consecutive regular meetings of the board of directors in any calendar year. Resignations must be submitted in writing and will take effect upon the date designated within said document.

Section 4.5 Quorum

The members of the board of directors present shall constitute a quorum at all board meetings. Each board member shall have one vote.

Section 4.6 Board Meetings

a.) The Board of Directors shall have a minimum of three (3) meetings each calendar year. The President or Vice President shall notify each Director of the time and place of each meeting by mail a minimum of 15 days prior to each meeting.

b.) Special meetings of the Board of Directors may be called by the President or Vice President, upon ten (10) days notice by mail to each director.

Section 4.7 Board Compensation

Directors of the Association shall not, as such, be entitled to any compensation.

Section 4.8 Board Composition

The Montana Weed Control Association shall strive to attain representation in the composition of the

Board of Directors that reflects the diversity of Montana’s geographic and cultural communities, and the diversity of Montana’s weed sector. The Board of Directors may establish guidelines to assist the Nominating Committee to attain this diversity. In order to be considered for membership on the Board of Directors, the individual must be a minimum of 18 years of age and a member in good standing of the Montana Weed Control Association.

- 2 Industry Representatives
- 2 Conservation Representatives
- 2 Agricultural Representatives
- 7 Area Representatives (one must come from each of the MWCA Area Councils: Western, Southwestern, Triangle, Central, South Central, Northeastern, and Southeastern)
- 1 Education Committee Chair
- 1 Integrated Weed Committee Chair
- 1 Coordinator Support Representative
- 1 Legislative Representative
- 1 Past President
- 3 Officers

Section 4.9 Advisory Representatives

The Board of Directors may invite representatives of any local, state, or federal agencies, or other related organizations that may be beneficial to participate in Board activities as advisory representatives.

ARTICLE V OFFICERS

Section 5.1 Officers

The officers of the Corporation shall be President, Vice President, and Secretary/Treasurer, all of whom shall be chosen by membership and shall perform the duties pertaining to these offices as set forth in the bylaws.

Section 5.2 Election and Terms

a.) Officers will be elected by the membership during the annual meeting of the Association.

- 1. Vice-President
 - A. Shall be elected annually at the Annual Meeting by members present.
 - B. The Vice President shall move into the office of President the second year
- 2. The Secretary-Treasurer shall be elected biennially at the annual meeting.

b.) Term of office

- 1. The Vice-President shall be elected for a one-year term. The Vice President shall move into the office of the President the following year.

2. The Secretary-Treasurer shall serve a two-year term.
3. Elected officers shall take office immediately following the Annual Meeting during which they were elected.

Section 5.3 Removal and Resignation

An officer may be removed by a two-thirds (2/3) vote of the board of directors with cause. "Cause" shall include but not be limited to intentional violations of these by-laws, actions flagrantly against the interest of the Montana Weed Control Association or for consistent failure to attend committee meetings or unexcused absences from two (2) regular meetings of the board of directors in any calendar year. Resignations must be submitted in writing and will take effect upon the date designated within said document.

Section 5.4 Vacancies

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

Section 5.5 President Duties

The President shall be the chief volunteer executive officer of the Association and shall have general direction and control of the affairs of the corporation. They shall preside at the meetings of the Association, the Board of Directors, and the Executive Committee. They shall perform such other duties as are usual to the office.

Section 5.6 Vice President Duties

In the absence or disability of the President, the Vice President shall perform all the duties of the President; when so acting shall have all the powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties prescribed for them respectively by the Board of Directors or the President. The Vice President shall normally accede to the office of President upon the completion of the President's term of office.

Section 5.7 Secretary-Treasurer Duties

a.) The Secretary-Treasurer shall ensure all the records of the Association are accurate and current. The Secretary-Treasurer shall be the principal accounting and financial officer of the Montana Weed Control Association.

b.) The Secretary/Treasurer shall serve as Chair of the Budget and Finance Committee.

ARTICLE VI COMMITTEES

Section 6.1 Purpose

a.) To facilitate the activities of the Association, Committees shall be created to implement the programs and purposes of the Association. The President, with approval of the board of directors, shall create additional committees. Each board member, except for the President, shall serve on a committee. The President shall serve in an ex-officio capacity on all committees.

b.) All standing committees of this Association are listed as follows: Executive Committee, Finance Committee, Nominations and Board Development Committee, Coordinator Support Committee, Education Committee, and the Integrated Weed Management Committee.

Section 6.2 Descriptions

a.) The Executive Committee shall consist of the officers of MWCA and the immediate past president. It shall be responsible for and have authority to decide and act upon such matters as may be delegated to it by the board of directors and shall have the authority of the board of directors to transact the business of the MWCA between regular meetings of the board; provided, however, that the Executive Committee shall not have the authority of the board of directors in reference to:

1. Amending, altering or repealing the by-laws of the MWCA
2. Electing, appointing or removing any member of the Executive Committee or any other director of the MWCA;
3. Amending the articles of incorporation of the MWCA;
4. Adopting a plan of merger or consolidation of the MWCA; with another corporation;
5. Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the MWCA;
6. Authorizing the voluntary dissolution of the MWCA; or revoking proceedings therefore;
7. Adopting a plan of distribution of the assets of the MWCA; or
8. Amending, altering or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by the Executive committee.

b.) Finance Committee

- 1.) Committee will ensure sound financial management of the Association.
- 2.) Chair of the committee shall be the treasurer.

c.) Nominations and Board Development Committee

- 1.) Committee will engage in an active and on-going nomination process and will oversee professional development for the Board of Directors.

2.) Chair of the committee shall be the Vice President

d.) Coordinator Support Committee

1.) The chair of the coordinator support Committee shall be elected biennially by the County Weed Coordinators during their fall training meeting.

2.) The state shall be divided into seven areas to coordinate weed management efforts. Area councils shall include Western, Southwestern, South Central, Southeastern, Northeastern, Central and Triangle.

3.) Area councils may choose to elect a chairperson for their area council other than their area representative who serves on the board of directors. Such council chairs shall be voted on by their respective councils annually. If the council chair is someone other than the area representative, this will not be a voting position on the board of directors.

e.) Integrated Weed Management

1.) Committee will encourage the development, research, and demonstration of sustainable, integrated weed management strategies.

2.) Chair of the committee will be an elected board position.

f.) Education Committee

1.) Committee will encourage educational events, training, publications, and other activities to further the knowledge and expertise of MWCA members and the public.

2.) Chair of the committee will be an elected board position.

Section 6.2 Appointments

Committee chairs shall appoint committee members. The President may establish, with the consent of the Board of Directors, special committees as required for the efficient and/or effective operation of the Montana Weed Control Association. Committee members may include members of the Board of Directors and/or member representatives from the members at large. Term of appointment for special committee appointments shall be established at the time of appointment.

ARTICLE VII CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 7.1 Contracts

The board of directors may authorize any officer or officers, agent or agents of the Montana Weed Control Association, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Montana Weed Control Association and such authority may be general or confined to specific instances.

Section 7.2 Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Montana Weed Control Association shall be signed by such officer or officers, agent or agents of the Montana Weed Control Association and in such matter as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and countersigned by the president or a vice president of the Montana Weed Control Association.

Section 7.3 Deposits

All funds of the Montana Weed Control Association shall be deposited in a timely manner to the credit of the Montana Weed Control Association in such banks, trust companies or other depositories as the board of directors may select.

Section 7.4 Gifts

The board of directors may accept on behalf of the Montana Weed Control Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Montana Weed Control Association.

Section 7.5 Loans

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

ARTICLE VIII MISCELLANEOUS

Section 8.1 Corporate Seal

The corporation shall have a seal and it shall be circular with the name of the corporation and the words "Montana Corporation" inscribed around the circumference, and in the center shall be inscribed the words "Corporate Seal."

Section 8.2 Fiscal Year

The fiscal year shall close at midnight of the 30th day of June each year.

Section 8.3 Notice

Whenever, under provision of these Bylaws, notice is required to be given to any member or Director, it shall not be construed to mean personal service of notice, but rather such notice shall be deemed properly given if it is in writing and sent by mail, postpaid, to the last known address as appears on the corporate records. The postmark date shall be the official date for the determining of time of given notice; the postmark day shall not be counted as the date of notice, but such notice time shall start the day after such posting.

Section 8.4 Expenses

Necessary operating expenses of the Association shall be paid from the treasury with the approval of the Board of Directors or the President, subject to approval by the Board of Directors.

Section 8.5 Indemnification of Directors and Officers

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

ARTICLE IX AMENDMENTS

Section 9.1 Amending the Bylaws

These bylaws may be amended by a 2/3 vote of the Board of Directors at any regular meeting of the Board of Directors, provided, however, that the proposed amendment has been submitted in writing to every member of the Board of Directors prior to the meeting at which action is proposed. Such actions shall be subject to the approval of the membership at the next annual meeting.

History:

Articles of Association and Bylaws of the Montana Weed Control Association - Adopted November 10, 1959, Revised November 15, 1973, Revised November 9, 1977, Revised November 16, 1978 (Incorporation), Revised November 8, 1979 (Constitution and Bylaws), Revised January 25, 1983 (Reorganization), Revised January 24, 1984, Revised January 22, 1985, Revised January 22, 1986, Revised January 14, 1987, Revised January 14, 1988, Revised January 16, 1991, Revised January 15, 1992, Revised November 17, 1993, Revised January 14, 1998, Revised January 17, 2002 (Bylaws), Revised January 26, 2005 (Bylaws), revised January 12, 2007. Revised January 14, 2009.