

1 Soil and Water Conservation Districts Of Montana, Inc.

2 By-Laws

3 Approved and adopted 4-9-70

4 Amended 5-12-70

5 Amended 11-14-72

6 Section 1. NAME. The name of the corporation is SOIL AND WATER CONSERVATION DISTRICTS OF
7 MONTANA, INC. The official abbreviation of its name should be SWCDM.

8 Section 2. ACTIVITIES. To carry out the authorized purposes of the corporation, it will conduct
9 exclusively educational, scientific, and charitable work concerning the conservation, maintenance,
10 improvement, and development and use of land, soil, water, trees, vegetation, fish and wildlife, open-
11 space, and other related and/or renewable natural resources.

12 Section 3. VOTING MEMBERS. Membership in the corporation shall be open to every soil and water
13 conservation district, or other conservation entity representing a specific area in the state of Montana
14 not otherwise covered in whole or part by a soil and water conservation district. Each such district or
15 entity in good standing shall be entitled to one vote on every question put to vote at any meeting of the
16 members. The vote of a district will be cast by the chairman or acting chairman of those members of its
17 governing body, or other representative, who is chosen by the district as its delegate or representative
18 to the particular meeting.

19 Section 4. MEMBERSHIP DUES. Each district will pay to the corporation as annual dues an amount to be
20 determined by the board of directors. The board of directors shall be guided in determining the amount
21 of the annual dues by the recommendations of the finance committee, and the resolution approved by
22 the voting members at the annual meeting. A district having its dues in paid-up status is "in good
23 standing" and entitled vote and exercise all other rights and privileges of voting members as provided in
24 these the by-laws.

25 Section 5. NON-VOTING MEMBERS. The non-voting members shall be those persons, firms,
26 associations, corporations, or other entities who shall apply for such membership and shall make the
27 required financial contribution to the corporation. Those who contribute \$5.00 per year shall be
28 contributing members; those who contribute \$10.00 per year shall be sustaining members; those who
29 contribute \$25.00 to \$49.00 per year shall be affiliate members; and those who contribute \$50.00 or
30 more per year shall be associate members. The non-voting members shall be eligible to attend the
31 meetings of the corporation and to receive its publications.

32 Section 6. THE BOARD OF DIRECTORS. The affairs of the corporation shall be managed by a board
33 consisting of fourteen directors, including two directors from each of the six district areas listed below,
34 and two directors, to be appointed by the president, at large from the state who shall be residents of
35 the State of Montana and of the member districts. The area shall consist of the following soil and water

36 conservation districts: Area No. 1 --Daniels, Fergus, Garfield, Judith Basin, Petroleum, Phillips, Froid,
37 Culbertson, Bainville, Sheridan and Valley; Area No. 2 --Box Elder, Dawson County, Little Beaver,
38 McCone, North Custer, Powder River, Prairie County Grazing District, Richland and Wibaux; Area No. 3 –
39 Blaine County, Cascade County, Chouteau County, Big Sandy, Glacier County, Hill County, Liberty County,
40 Pondera County, Teton County, and Toole County; Area No. 4 –Big Horn, Carbon County, Lower
41 Musselshell, Rosebud County, Stillwater, Sweetgrass, Treasure County, Upper Musselshell and
42 Yellowstone; Area No. 5 --North Powel, Flathead, Lake County, Granite, Lincoln, Mineral County,
43 Missoula County, Deer Lodge Valley, Bitterroot, Eastern Sanders County and Green Mountain; Area No.
44 6 –Beaverhead, Broadwater, Gallatin Valley, Jefferson Valley, Lewis and Clark County, Madison, Ruby
45 Valley, Meagher County, Park and Mile High.

46 At the annual meeting of the members of this corporation, each area shall caucus to elect its own
47 directors. Each Director shall serve for a term of two years and/or until his successor has been elected.
48 Vacancies shall be filled by appointment by the president of the corporation for any expired term. In
49 order to provide for overlapping terms for directors, the first board of directors elected by the member
50 districts shall be assigned by lot to serve terms expiring in successive years. Any person who is a district
51 supervisor shall be eligible for election or appointment as a director of the corporation. All elected
52 directors must be residents of the area they represent.

53 Section 7. POWERS AND DUTIES OF THE BOARD. The Board of Directors shall have the following powers
54 and duties.

55 1) It shall elect the President and Vice President, and it may remove either officer in its own discretion
56 and declare the office vacant.

57 2) It shall determine the policies and procedures of the corporation which shall be consistent with the
58 purpose stated in the Articles of Incorporation.

59 3) It shall make provision for the annual meeting of the members of the corporation, and such meetings
60 of the board of directors as it may deem advisable, and shall facilitate area meetings, or other special
61 meetings, of corporation members.

62 4) It shall keep the members of the corporation currently informed of the corporation's affairs and
63 activities.

64 5) It shall approve the annual budget of the corporation, fix the rate of compensation of employees,
65 authorize the payment of necessary expenses, determine matters relating to any publications of the
66 corporation, and arrange for the annual audit or the corporation's financial affairs by a qualified
67 disinterested person or firm.

68 6) It may delegate functions and duties to the president or other officers of the corporation subject to
69 such conditions as it deems proper.

70 Section 8. OFFICERS. The officers of the corporation shall be a president and vice president, who shall be
71 elected by the Board of Directors, and a secretary and a treasurer, each of whom shall be appointed by

72 the president with the advice and approval of the board. The secretary and the treasurer need not be
73 members of the board of directors. The president and the vice president shall each serve for one year
74 and/or until his successor has been elected. The secretary and the treasurer shall be appointed for
75 terms not to exceed three years and shall serve at the will of the president unless removed by the
76 board.

77 Section 9. POWERS AND DUTIES OF OFFICERS.

78 A. The president shall preside at the meetings of the board of directors and at the annual meeting and
79 other meetings of the corporation, and shall designate a presiding officer for any meeting at which
80 neither he or the vice president will be present. He shall be responsible for seeing that the policies of the
81 corporation are carried out in accordance with the applicable procedures and requirements. He is
82 authorized to perform the functions customarily performed by the president of the corporation. He is
83 authorized to delegate to one or more officers from time to time the performance of any of his
84 functions or responsibilities, to supervise the performance of such delegated duties, and to revoke any
85 such delegation at any time. He shall perform such other and furthers as shall be assigned to the
86 president from time to time by the board of directors or by resolution approved at a meeting of the
87 members of the corporation.

88 B. The vice president, secretary, and treasurer shall each perform the duties customarily performed by
89 holders of their respective offices, and such other functions as the president or the board of directors
90 may assign to any of them. In case of the death, resignation, or disability of the president, the board of
91 directors may declare the office of president vacant and elect a successor. The officers of the
92 corporation shall assist all committees in the performance of their responsibilities.

93 C. The treasurer shall deposit or invest all funds that come into his possession as directed by the board
94 of directors and, in accordance with the approved budget, or upon authorization by the board or the
95 president, make all disbursements by check for the necessary obligations of the corporation. The
96 president shall authorize disbursements by signing the claim vouchers, and checks signed by the
97 treasurer. The treasurer shall submit to the board at each annual meeting statements showing the
98 receipts and disbursements of the corporation for the preceding year and its assets and liabilities. He
99 shall furnish to the corporation a bond conditioned upon the faithful performances of his duties, in such
100 a form and amount as the board shall prescribe, and the premium for the bond shall be paid out of the
101 funds of the corporation.

102 Section 10. MEETINGS.

103 A. An annual meeting of the members in good standing of this corporation shall be held for discussion of
104 common concerns and for other appropriate business of the corporation. The time and place of meeting
105 shall be chosen by the board of directors, and appropriate notice of the same extended to the
106 membership, as provided by Section 15-2314, R.C.M. 1947.

107 B. The board of directors shall meet immediately after the annual meeting of the members, and shall
108 hold such additional meetings as may be called from time to time by the president, at such time and

109 place the president may designate in not less than 20 days' notice to the directors. In case of
110 emergency, meetings may be called on shorter notice if this is approved by a majority of the members of
111 the board. Special meetings of the board shall be called by the president upon the written request of a
112 majority of the directors at a time and place by them

113 C. Each of the district areas may hold an annual meeting, with the assistance of an area director and at a
114 time and place designated by him after consultation with the districts of the area, for the discussion of
115 common concerns and for the purpose of making recommendations to the corporation.

116 Section 11. QUORUM.

117 A. Board of Directors: A majority of the members of the board shall constitute a quorum.

118 B. Other Meetings: The presence, in person or by proxy, of the voting delegation from at least two
119 districts of each area, shall constitute a quorum at any annual or special meeting of the members of the
120 corporation. However, at least one such delegate from each area must be present in person.

121 Section 12. COMMITTEES. The board of directors may create by resolution any necessary committees
122 and define their functions. The members of any such committee need not be members of the board of
123 directors.

124 Section 13. PUBLICATIONS. At such time as the board of directors may make provision for the
125 publication of a newsletter, magazine, or other publication by the corporation, the president shall have
126 the authority to appoint, with the approval of the board of directors, an editor, and to provide for the
127 employment of other necessary personnel, within the budget approved by the board of directors.

128 Section 14. ALTERATION, AMMENDMENT, REPEAL. The power to alter, amend, or repeal the by-laws, or
129 adopt new by-laws shall be vested in the board of directors.

130 These initial by-laws of the corporation were approved and adopted at its board of directors meeting
131 held in Helena, Montana, on the 9th day of April, 1970.

132 These by-laws were amended on May 12, 1970 at a meeting of the Board of Directors in Helena,
133 Montana.

134 These by-laws were further amended on November 14, 1972 at a meeting of the Board of Directors in
135 Miles City, Montana