



# Bylaws

**Adopted June 12, 2018**  
**Helena, Montana**

1 **BYLAWS**

2 ***Article 1***

3  
4 **Name and Location of Association**

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

13  
14 ***Article 2***

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16 **Incorporated Entity**

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

33 ***Article 3***

34 **Purpose**

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37 The purpose of SWCDM shall be to conduct educational, scientific, and charitable work  
38 concerning the conservation, maintenance, improvement, and use of land, soil, water,  
39 trees, vegetation, fish and wildlife, open-space, and other related and/or renewable natural  
40 resources.

41  
42 ***Article 4***

43 **Membership**

- 44  
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46 A. SWCDM has a close relationship with the Montana Association of Conservation Dis-

47 tricts, herein referred to as MACD. SWCDM carries out programs regarding conserva-  
48 tion related issues and assists in providing the public with education regarding Mon-  
49 tana soil and water conservation related issues, while MACD concentrates on working  
50 with government entities, interested groups and individuals to advocate for good con-  
51 servation policy and sound spending decisions by such bodies. Members in good  
52 standing with MACD shall have corresponding membership with SWCDM.

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54 B. Election of SWCDM Board of Directors.

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56 The individuals serving as Directors of the MACD, herein referred to as the Voting  
57 Members, shall elect the Board of Directors for SWCDM.

58  
59  
60 *Article 5*

61  
62 SWCDM Board of Directors

- 63  
64 A. The SWCDM Board of Directors shall have seven (7) members and shall consist of:  
65 1) One ex officio director, with vote, who shall be the vice president of MACD.  
66 2) Three (3) MACD Board members to be elected by the Voting Members.  
67 3) Three (3) members that are elected by the Voting Members from a pool of in-  
68 terested current conservation district supervisors. When electing members from  
69 this category, the Voting Members will consider the candidate's skill set and  
70 willingness to proactively participate on the SWCDM Board. If skill sets and  
71 time are equal, geographic representation will also be considered.

72 The nomination and election process may be further outlined and approved by the  
73 Voting Members. The SWCDM Board members shall be called SWCDM Directors.

- 74  
75 B. The SWCDM Board of Directors shall have control of the activities of SWCDM, es-  
76 tablish policies of SWCDM, and approve the annual budget. The Board may delegate  
77 to a committee or to the Chair the powers and authority as it may deem necessary or  
78 advisable for the conduct of the affairs or to carry out the purposes of SWCDM.

- 79  
80 C. Each member of the SWCDM Board of Directors shall take office immediately upon  
81 adjournment of the meeting at which the individual is elected. The term of office of  
82 members of the SWCDM Board of Directors shall be three (3) years unless elected or  
83 appointed to a lesser term. Directors may serve consecutive terms. There is no limit to  
84 the number of terms that an individual may serve as an elected voting SWCDM Board  
85 member. Each Director shall hold office until his or her successor has been duly  
86 elected.

- 87  
88 D. Any vacancies occurring in an SWCDM director position shall be appointed by the  
89 affirmative vote of the Voting Members. A SWCDM Director appointed to fill a va-  
90 cancy shall be appointed for the unexpired term of the position being filled.

- 91  
92 E. A SWCDM Director may be removed from office, with or without cause if a two-third  
93 majority of the Voting Members of Directors approves removal at a duly constituted

94 meeting of the Voting Members.

- 95
- 96 F. A SWCDM Director may resign at any time by delivering written notice to the  
97 SWCDM Board of Directors and the Chair of SWCDM. Unless the notice specifies a  
98 later effective date, a resignation is effective when the notice is delivered. If a resig-  
99 nation is effective at a later date, the Voting Members may fill the pending vacancy  
100 provided that the successor does not take office until the effective date.

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102

103 *Article 6*

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105 Regular Meetings and Special Meetings

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- 107 A. The annual meeting of the Members will be held each year at a time and place established  
108 by the SWCDM Board of Directors or the Board Chair, with a minimum of a month  
109 written notice to all Members. Written notice may be communicated in person, facsimile,  
110 or other form of electronic, wire, or wireless communication, or by mail or private  
111 carrier to the correct address or authenticated electronic identification, as provided by  
112 Montana law, as shown in SWCDM's record of Members. Members may participate in  
113 a meeting of the Members by means of a conference telephone call or similar remote  
114 communication. Participation by conference telephone call or similar remote communi-  
115 cation shall constitute presence in person at a meeting. Remote communication shall  
116 include communication made by conference telephone call, internet, electronic, remote  
117 technology, or similar communication through which all participants in the meeting have  
118 the opportunity to read or hear the proceedings substantially concurrent with their occur-  
119 rence, vote on matters submitted to the Members, pose questions, and make comments.
- 120
- 121 B. Unless otherwise specifically stated in these Bylaws, a majority of Voting Members  
122 present constitutes an action of the committee or of the members. Members with vot-  
123 ing rights are allowed one (1) vote. Vote or voting includes the giving of consent in the  
124 form of a record without a meeting by written ballot and written consent.
- 125
- 126 C. Special meetings of the SWCDM board may be called at any time by the SWCDM  
127 Chair. In the Chair's absence, another officer acting as Chair may call a special meet-  
128 ing or upon receipt of written request from a majority of the SWCDM Board.
- 129 D. Special meetings of the voting membership may be called by the SWCDM Chair, or  
130 upon receipt of written request from a majority of the Voting Members to address by-  
131 law issues or other issues of significance (see Article 7.B.2).
- 132
- 133 E. At all membership (Article 4) meetings of SWCDM, a quorum shall consist of at least  
134 half of the Voting Members.
- 135 F. Bylaws and Amendments Action by Written Ballot: Any action requiring member  
136 approval that may be taken at a meeting of the members may be taken without a  
137 meeting if the SWCDM delivers a written ballot to every member entitled to vote on  
138 the matter and conducts the vote in accordance with Montana law. A written ballot  
139 must set forth each proposed action. The SWCDM Board of Directors may deliver a

140 written ballot by electronic communication as long as a member gives consent. Con-  
141 sent by a member to receive notice by electronic communication in a certain manner  
142 constitutes consent to receive a ballot by electronic communication in the same man-  
143 ner.

144  
145 *Article 7*

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147 Duties of the SWCDM Board of Directors

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- 149 A. The SWCDM Board may permit any or all members to participate in a meeting of the  
150 SWCDM Board by, or conduct the meeting through, the use of conference telephone  
151 or any means of communication by which persons participating in the meeting may  
152 hear each other simultaneously during the meeting. A SWCDM Director participating  
153 in the meeting by conference telephone is deemed present in person at the meeting.  
154 The Chair of the meeting may establish reasonable rules as to conducting the meeting  
155 by telephone.
- 156
- 157 B. Notice of Board Meetings.
- 158 1) Regular Notice. Notice of a regular or special meeting must be given to each  
159 member either personally, by U.S. mail or private carrier, or other form of elec-  
160 tronic, wire, or wireless communication by correct address or authenticated  
161 electronic identification shown in SWCDM's record of members.
- 162 2) Special Notice Provisions. If a purpose of the meeting is to consider (i) an  
163 amendment to the Articles of Incorporation or bylaws, (ii) a plan of merger, (iii)  
164 the sale, lease, exchange, or disposition of all or substantially all of SWCDM's  
165 property, or (iv) the dissolution of SWCDM, then a notice must be given to  
166 each member at least seven (7) days before the meeting stating the purpose, and  
167 the notice must be accompanied by a copy of or summary of the proposed  
168 amendment, plan of merger, transaction for the disposition of property, or pro-  
169 posed dissolution. Recommendations on the above stated actions shall be for-  
170 warded to the Voting Members.
- 171 3) Waiver of Notice. Any Director may waive notice of any meeting, in accord-  
172 ance with Montana law.
- 173
- 174 C. At all SWCDM Board meetings, a quorum shall consist of at least four SWCDM Di-  
175 rectors. Each Director shall have one vote. Proxy voting shall not be allowed on behalf  
176 of any SWCDM Director.
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- 178 D. Any action required or permitted to be taken at a meeting of the SWCDM Board may  
179 be taken without a meeting if a consent in writing setting forth the action so taken shall  
180 be signed by all of the Directors entitled to vote with respect to the subject matter  
181 thereof. Such action may be taken by e-mail if an electronic copy of the resolution is  
182 printed out, signed, and returned to the Secretary by all Directors. Such consent shall  
183 have the same effect as a unanimous vote and shall be placed in the minutes book by  
184 the Secretary or designated person (see Article 9.C).
- 185
- 186 E. A Director who is present at a meeting of the SWCDM Board at which action on any  
187 corporate matter is taken shall be presumed to have assented to the action taken unless

188 the Director's dissent shall be entered in the minutes of the meeting or unless a written  
189 dissent to such action is filed with the person acting as the secretary of the meeting  
190 before the adjournment thereof, or unless such dissent is forwarded by registered mail  
191 to the secretary of SWCDM immediately after the adjournment of the meeting. The  
192 right to dissent shall not apply to a Director who voted in favor of such action.  
193

194 F. Unless otherwise specifically provided by these Bylaws, no remuneration shall be paid  
195 to a SWCDM Director for services performed on behalf of SWCDM unless authoriza-  
196 tion for remuneration is approved by the SWCDM Board of Directors before the ser-  
197 vices were rendered. However, the SWCDM Board may authorize the reimbursement  
198 of expenses incurred by a Director's duties.  
199

200 G. SWCDM shall keep correct and complete books and records of accounts and shall  
201 keep minutes of the proceedings of the SWCDM Board and committees having any of  
202 the authority of the SWCDM Board. All books and records of SWCDM may be in-  
203 spected by any Director, or his or her agent or attorney, for any proper purpose at any  
204 reasonable time.  
205

## 206 *Article 8*

### 207 Officers 208

209 A. The officers of SWCDM shall be a Chair, Vice-Chair, and Treasurer/Secretary. The  
210 SWCDM board may elect other officers and assistant officers if the SWCDM board  
211 deems it necessary or desirable to do so. The SWCDM board is required to elect the  
212 primary officers listed above, however, if the SWCDM board specifically authorizes  
213 an officer to appoint one (1) or more assistant officers, the officer may do so. No per-  
214 son may hold more than one office. The SWCDM board shall elect officers of  
215 SWCDM for one (1) year terms at the close of the annual meeting in November. Each  
216 officer shall hold office until a successor is duly elected and qualified or until he or  
217 she resigns, is unable to hold office, or is removed in a manner as provided for in Arti-  
218 cle 5.

219 B. The SWCDM Board may remove any officer, with or without cause by a majority vote  
220 of the SWCDM board. The removal shall be without prejudice to the contract rights, if  
221 any, of the person removed. The election or appointment of any officer by the  
222 SWCDM board shall not of itself create contract rights.

## 223 *Article 9*

### 224 Duties of Officers 225 226 227

228 A. The chair shall be the principal executive officer of SWCDM and shall in general su-  
229 pervise and control all of the business and affairs of SWCDM. The chair shall preside  
230 at all meetings of the SWCDM board or officers of SWCDM and may sign any deed,  
231 mortgage, bond, contract or other instrument as provided by general guidelines pre-  
232 scribed by the board of directors, unless the SWCDM board of directors has expressly

233 granted the authority for such signing and execution to another officer or agent of  
234 SWCDM. The chair shall perform all duties incident to the office and such other du-  
235 ties as may be prescribed by the SWCDM board of directors from time to time.

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237 B. The vice chair shall perform such duties as shall be assigned to the vice chair by  
238 the chair or the SWCDM board of directors. Further, in the absence of the chair,  
239 or in the event of the chair's inability or refusal to act, the vice chair shall perform  
240 the duties of the chair and, when so acting, shall have all the powers of and be  
241 subject to all the restrictions upon the chair.

242

243 C. The treasurer shall: (1) have charge and custody of and be responsible for all funds  
244 and securities of SWCDM; (2) receive and give receipts for moneys due and payable  
245 to SWCDM from any source, and deposit all moneys in SWCDM's name in banks,  
246 trust companies, or other depositories that the SWCDM board shall select; and (3) in  
247 general perform all of the duties incident to the office of Treasurer and any other du-  
248 ties that the Chair or SWCDM Board may assign to the Treasurer. The Treasurer  
249 may delegate certain acts or receive assistance from another individual in performing  
250 the duties set forth above, so long as the Treasurer retains oversight and review of  
251 the related records or documents. All checks and investments must be signed by two  
252 of the qualified individuals.

253

254 D. The Secretary shall in good faith: (1) create and maintain one or more books for the  
255 minutes of the proceedings of the SWCDM Board; (2) provide that all notices are  
256 served in accordance with these Bylaws or as required by law; (3) be a custodian of  
257 the corporate records; (4) when requested or required, authenticate any records of  
258 SWCDM; and (5) in general perform all duties incident to the office of Secretary  
259 and any other duties that the Chair or the SWCDM Board may assign to the Secre-  
260 tary. The Secretary may delegate the specific duties set forth above to another indi-  
261 vidual or receive assistance from another individual in performing such duties, so  
262 long as the Secretary retains oversight and review of the records and documents  
263 prepared and distributed. The board may require the secretary attests to the signa-  
264 ture of the Chair when an instrument requires the signature of the Chair. Unless oth-  
265 erwise provided for, the treasurer serves as the secretary.

266 E. The SWCDM Board may approve compensation for personal services rendered to  
267 SWCDM that are reasonable and necessary to carry out one or more of the tax exempt  
268 purposes of SWCDM. Officers may be reimbursed for any reasonable expenses in-  
269 curred by them in the execution of their official duties, including travel expenses.

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## *Article 10*

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### Committees

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276 A. Committees.

277 The SWCDM Board may, by a majority vote of the full SWCDM Board, create com-  
278 mittees that shall have the power to exercise the authority of the SWCDM Board with

279 regard to matters delegated by resolution of the SWCDM Board. Committees shall  
280 include at least one (1) Director. Non-Board Members may serve on committees,  
281 however, such individuals shall not have any voting power with regard to matters that  
282 otherwise would be approved by the SWCDM Board of Directors, and shall serve  
283 only in an advisory capacity. The members of any such committees shall serve at the  
284 pleasure of the SWCDM Board of Directors. Committees shall exercise such powers  
285 as may be designated by the Board of Directors; but the designation of such commit-  
286 tees and the delegation thereto of authority shall not operate to relieve the SWCDM  
287 Board of Directors, or any individual director, of any responsibility imposed upon it or  
288 her or him by law.

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290 B. Bridger Plant Material Center Committee.

291 The SWCDM Board shall have an advisory committee to oversee the operations of the  
292 Bridger Plant Material Center. The powers and duties of the committee shall be set  
293 forth in a separate committee charter established and approved by the SWCDM  
294 Board.

295  
296 C. Other Committees.

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

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302 D. Restrictions on Committees.

303 Each committee may exercise the specific authority which the SWCDM Board con-  
304 fers upon the committee in the resolution creating the committee; *provided*, however,  
305 a committee may not (1) approve the dissolution, merger, or the sale, pledge, or trans-  
306 fer of all or substantially all of SWCDM's assets; (2) elect, appoint, or remove  
307 SWCDM Directors or fill vacancies on the SWCDM Board or on any of its commit-  
308 tees; or (3) adopt, amend, or repeal the Articles of Incorporation or Bylaws.

309 E. Committee Meetings.

310 Unless otherwise provided by a separate committee charter, the sections of these By-  
311 laws which govern meetings, notice and waiver of notice, voting requirements, con-  
312 duct of the SWCDM Board, and action without meetings apply to committees and  
313 their members; provided that, unless otherwise provided in the resolution of the  
314 SWCDM Board designating a committee, a majority of the whole committee shall  
315 constitute a quorum. In addition, the committees shall keep regular minutes of their  
316 proceedings and report the same to the SWCDM Board. The committees are subject  
317 to all procedural rules governing the operation of the SWCDM Board itself.

318

319 *Article 11*

320

321 Indemnification

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323 A. Mandatory Indemnification: SWCDM shall indemnify a Director or Former Director,  
324 who was wholly successful, on the merits or otherwise, in the defense of any proceed-  
325 ing to which he or she was a party because he or she is or was a Director of SWCDM



326 against reasonable expenses incurred by him or her in connection with the proceed-  
327 ings.

328  
329 B. Permissible Indemnification: SWCDM shall indemnify a Director or former Director  
330 made a party to a proceeding because he or she is or was a Director of SWCDM,  
331 against liability incurred in the proceeding, if determination to indemnify him or her  
332 has been made in the manner prescribed by the Act and payment has been authorized  
333 in the manner prescribed by the Act.

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335 C. Advance for Expenses: Expenses incurred in defending a civil or criminal action, suit  
336 or proceeding may be paid by SWCDM in advance of the final disposition of such ac-  
337 tion, suit or proceeding, as authorized by the SWCDM Board of Directors in the spe-  
338 cific case, upon receipt of (A) a written affirmation from the Director, officer, em-  
339 ployee or agent of his or her good faith belief that he or she is entitled to indemnifica-  
340 tion as authorized in the Article and (B) an undertaking by or on behalf of the Direc-  
341 tor, officer, employee or agent to repay such amount, unless it shall ultimately be de-  
342 termined that he or she is entitled to be indemnified by SWCDM authorized in this ar-  
343 ticle.

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345 D. Indemnification of Officers, Agents and Employees: An officer of SWCDM who is  
346 not a Director is entitled to mandatory indemnification under this Article to the same  
347 extent as a Director. SWCDM may also indemnify and advance expenses to an of-  
348 ficer, employee or agent of SWCDM who is not a Director to the same extent as a Di-  
349 rector or to any extent, consistent with the Act and public policy that may be provided  
350 by the general or specific action of the SWCDM Board or by contract.

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352 E. Insurance: SWCDM may purchase and maintain insurance (A) to insure itself with re-  
353 spect to the indemnification payments it is authorized or obligated to make pursuant  
354 to this Article, and (B) on behalf of any person who is or was a Director, officer, em-  
355 ployee or agent of SWCDM, or is or was serving at the request of SWCDM as a Di-  
356 rector, trustee, officer employee or agent of another corporation, partnership, joint  
357 venture, trust, employee benefit plan or other enterprise to insure against any liability  
358 asserted against person and incurred by him or her in any such capacity, or arising out  
359 of his or her status as such, whether or not SWCDM would have the power to indem-  
360 nify the person against such liability under the provisions of this article.

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## 363 *Article 12*

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### 366 Bylaws and Amendments

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369 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by  
370 two-thirds of the votes cast, at any annual or special meeting of the Voting Members. No-  
371 tice of such must be given in accordance with Section 11, and the notice must also state  
372 that the purpose or one of the purposes of the meeting is to consider a proposed amend-  
373 ment to the Bylaws. The Notice must contain or be accompanied by a copy or summary of  
the amendment, or state the general nature of the amendment.

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*Article 13*

Fiscal Year

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

*Article 14*

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(c)(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 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 12<sup>th</sup> day of June, 2018, and that the same do now constitute the Bylaws of SWCDM.

\_\_\_\_\_  
Chair and Date

ATTEST:

\_\_\_\_\_  
Secretary and Date