By-laws of the

International Mountain Section

Society for Range Management

Approved November 3, 1990

ARTICLE I. PARENT SOCIETY AND BOUNDARY

The corporation is a local section of the Society for Range Management, a corporation organized and existing under the laws of the State of Wyoming, with its principal office in Denver, Colorado. The parent society consented to the incorporation of the corporation under the Montana Nonprofit Corporation Act and has established its area to be those parts of Montana and Alberta lying west of the following imaginary line:

From Bridger to Columbus to Big Timber to Moccasin to Great Falls due north to the International Border, thence to Bow Island, to Brooks, to Camrose, to Edmonton, to Athabasca and west of the Athabasca River.

ARTICLE II. OFFICES

The principal office of the corporation in Montana shall be located in Great Fails, Cascade County. The corporation may have such other offices either within or without Montana, as the board of directors may determine or as the affairs of the corporation may require from time to time. The corporation shall have and continuously maintain in Montana a registered office, and a registered agent whose office shall be identical with such registered office as required by the Montana Nonprofit Corporation Act. The registered office may be, but need not be identical with the principal office of the corporation, and the address of the registered office may be changed from time to time by the board of directors.

ARTICLE 111. MEMBERS

Section 1. Eligibility. Persons who are interested in or engaged in range management or related subjects are eligible for membership in the Society for Range Management. Each member of the parent society who resides within the area described in Article I shall be a member of the corporation, except where he notifies the executive vice president of the parent society otherwise. A member of the parent society outside such area may elect to become a member of the corporation by so notifying the executive vice president.

Section 2. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members. When membership is in the name of a partnership, corporation, trust, or other entity, such organization shall designate its voting representative by a written instrument filed with the secretary-treasurer of the corporation. Such representative shall be considered a member of the corporation for the purpose of serving as an officer, a director or a member of a committee.

Section 3. Termination of Membership. The membership of any member shall terminate when he ceases to be a member of the parent society.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held in the fall of each year, on such day and at such time as the board of directors may designate, for the purpose of transacting such business as may come before the meeting.

Section 2. Regular Meeting, The regular meeting of the members shall be held in the summer of each year, in conjunction with a summer tour, on such day and at such time as the board of directors may designate, for the purpose of transacting such business as may come before the meeting.

Section 3. Special Meetings. The president, the board of directors, or not less than one-tenth of the members may call special meetings of the members.

Section 4. Place of Meeting. The board of directors may designate any place, either within or without Montana or Alberta, as the place of meeting for any annual meeting, for any regular meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting were otherwise called, the place of meeting shall be the registered office of the corporation. The annual meeting and the regular meeting shall be alternated between Canada and the United States.

Section 5. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than sixty days before the date of such meeting, by or at the direction of the president, or the secretary-treasurer, or the officers or persons calling the meeting. In case of a meeting when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 6. Quorum. The members attending a meeting to which proper notice was served shall constitute a quorum at such meeting.

Section 7. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the

adoption thereof unless a greater proportion is required by law or by these by-laws.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its board of directors in accordance with law, its articles of incorporation, these by-laws and those of the parent society. Directors shall be members of the corporation.

Section 2. Number, Tenure and Qualifications. The number of directors shall be seven, consisting of four who shall be elected by the general membership, the president of the corporation, the first vice president, and the second vice president. Each elected director shall hold office for two years beginning at the close of the annual meeting of the members. Each year one director shall be elected from Alberta and one from Montana. A director shall not be eligible for re-election until at least two years have lapsed after the term of his term. The secretary-treasurer shall serve as ex-officio member of the board.

Section 3. Election of Directors. The directors shall be elected as provided in Article VII.

Section 4. Annual Meeting. The annual meeting of the board of directors shall be held immediately before the annual meeting of members, at such place as the board of directors shall provide, for the purpose of transacting such business as may come before the meeting.

Section 5. Regular Meeting. The regular meeting of the board of directors shall be held immediately before the regular meeting of members, at such place as the board of directors shall provide, for the purpose of transacting such business as may come before the meeting.

Section 6. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any three directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without Alberta or Montana, as the place for holding any special meeting of the board called by them.

Section 7. Notice. Notice of any meeting of the board of directors shall be given at least ten days previously thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the mail in a sealed envelope so addressed, with postage thereon prepaid. If notice were given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, or the purpose of, any special meeting of the board shall be specified in the notice or waiver of notice of such meeting.

Section 8. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these by-laws.

Section 10. Vacancies. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors, though not by less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 11. Compensation. Directors as such shall not receive any stated salaries for their services.

Section 12. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 13. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 14. Removal. If a director fails to attend two consecutive board meetings without a valid excuse as determined by the majority of the remainder of the board of directors, the position will be declared vacant and filled as specified in Section 10.

ARTICLE VI. OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, a first vice president and a second vice president. The board of directors may elect or appoint such ex-officio officers, as it shall deem desirable. Ex-officio officers shall be members of the corporation. The president, first vice president and second vice president shall constitute an executive committee. The secretary-treasurer shall be an ex-officio member of the executive committee.

Section 2. Election and Term of Office. The term of officers of the corporation shall be for one year, beginning at the close of the annual meeting of members. At such time the first vice president shall succeed to the presidency. The second vice president shall succeed to first vice presidency. The second vice president shall be elected as provided in Article VII. The offices of president, first vice president and second vice president shall be alternated between Alberta and Montana. Each officer shall hold office until his successor shall have been duly elected or appointed and shall have qualified. The person who has served as president shall not be eligible for re-election as second vice president until at least two years have lapsed after the end of his term as president.

Section 3. Removal. Any officer may be removed by the board of directors, by affirmative vote of a majority of ail the members of the board of directors after an appropriate hearing, whenever in its judgment the best interests of the corporation would be served thereby. If an officer fails to attend three consecutive meetings without a valid excuse, as determined by the majority of the board of directors, the office will be declared vacant and filled as specified in Section 4.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the board of directors. He may sign, with the secretary-treasurer or any other proper officer of the corporation authorized by the board of directors, any instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws or by statute to some other officer or agent of the corporation; he shall act as chairman of the program committee for the annual meeting of members; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 6. First Vice President. In the absence of the president or in the event of his inability or refusal to act, the first vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The first vice president shall act, whenever possible, as chairman of the program committee for the summer tour held in conjunction with the regular meeting of members and shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 7. Second Vice President. In the absence of the first vice president or in event of his inability or refusal to act, the second vice president shall perform the duties of the first vice president. The second vice president shall become fully acquainted with the business and affairs of the corporation and initiate plans for the next year's summer tour and shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 8. Secretary-treasurer. The president, subject to confirmation by the board of directors, shall appoint the secretary-treasurer. The secretary-treasurer shall serve as ex-officio member of the executive committee and the board of directors. The secretary-treasurer shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each member; conduct the correspondence of the corporation and keep full records thereof; have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source

whatsoever, and deposit all such moneys in the name of the corporation in such banks as shall be selected by the board of directors; shall give the members at each meeting a financial report of the corporation; and in general perform all the duties incident to the office of secretary-treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors. If required by the board of directors, the secretary-treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine, at the expense of the corporation.

ARTICLE VII. ELECTIONS

The second vice president and two directors (one from Alberta and one from Montana) shall be elected each year by letter ballot, which shall be sent to all members by the secretary-treasurer. Upon assuming office, the president shall appoint a nominating committee consisting of two members from Montana and two from Alberta. At the regular meeting of members, the nominating committee shall present a list of candidates, which shall consist of at least two candidates for each office to be filled. The president shall call for additional nominations from members at the regular meeting. The list of candidates shall be transmitted to the secretary-treasurer not later than August 15. The secretary-treasurer shall send the blank ballots to the members not later than September 15. The ballots shall be returned to the secretary-treasurer in a sealed envelope not later than October 31. The secretary-treasurer shall deliver the sealed ballots to the board of directors, who shall count the ballots at the annual meeting. The candidates receiving the largest number of votes for each office shall be declared elected. The board of directors shall resolve a tie vote.

ARTICLE VIII. COMMITTEES Section 1. Standing Committees. There shall be the following standing committees:

(a) The executive committee as provided in Article VI;

(b) The nominating committee as provided in Article VII; and

(c) The auditing committee, consisting of two members, which shall cause the books to be audited prior to the annual meeting.

Section 2. Special Committees. The board of directors, by resolution adopted by a majority of the directors, may establish special committees and shall provide the powers and duties of ail standing and special committees, except as set forth in these by-laws.

Section 3. Appointment and Removal. Members of each committee shall be members of the corporation and shall be appointed by the president, subject to the approval of the board of directors, unless otherwise provided in these by-laws. The board of directors may remove any member of a committee whenever in its judgment the best interests of the corporation would be served by such removal.

Section 4. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5. Chairman. One or more members of each committee shall be appointed chairman or co-chairman by the president.

Section 6. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the board of directors.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and board of directors, and shall keep at the office of its secretary-treasurer a record giving the names and addresses of the members entitled to vote. Any member, or his agent or attorney may inspect all books and records of the corporation, for any proper purpose at any reasonable time.

ARTICLE X. FISCAL YEAR

The fiscal year of the corporation shall begin at the annual meeting and end at the next annual meeting.

ARTICLE XI. SEAL

The board of directors may provide a corporate seal for the corporation.

ARTICLE XII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Montana Nonprofit Corporation Act or under the provisions of the articles of incorporation or by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deem equivalent to the giving of such notice.

ARTICLE XIII. AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed, and new by-laws may be adopted, as follows:

(a) Proposed amendments shall be submitted to members by mail and may be adopted by a two-thirds affirmative vote of the members voting.

(b) Amendments may be proposed at any meeting of the members providing they are submitted in writing and are signed by at least ten members or are proposed by the board of directors. A proposed amendment shall not be voted upon at that meeting but shall be open to discussion and modification, and to a vote as to whether, in its original or modified form, it shall be mailed to the members for action.

(c) A ballot shall be sent with the proposed amendment and the voting shall be by methods provided for the voting of officers in Article VII. The presiding officer at the next meeting following the close of voting shall announce the result, and if the amendment if adopted, it shall thereupon take effect.

ARTICLE XIV. PROCEDURE

The rules contained in the latest edition of Robert's Rules of Order shall govern the procedure at any meeting of the members, the board of directors or a committee unless they are inconsistent with these by-laws or with rules adopted by the board of directors.