

International Mountain Section Society for Range Management (2018) Bylaws

ARTICLE 1. 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 (as amended) and has established its area to be those parts of Montana lying west of a line that is the eastern boundary of Toole, Pondera, Teton, Cascade, Meagher and Park Counties, and all of the province of Alberta.

Section 1. Purpose

The purpose and functions of a Section shall be to bring about, through regularly scheduled meetings, tours, or other means, a closer personal acquaintance among members of the Society, an increased spirit of cooperation on matters relating to Society objectives, the encouragement of members to participate in both Section and Society functions, to study and observe local range and range-related situations, to work with other Sections or with other local organizations on matters of common interest and concern, and to confer on Society affairs.

ARTICLE 2. OFFICES

The registered office of the corporation shall reside in the State of Montana.

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 (as amended).

The registered office may be but need not be identical with the operating office of the corporation. The address of the operating office may be changed from time to time by the Board.

ARTICLE 3. MEMBERS OF THE CORPORATION

Section 1. Eligibility for Membership

Any person who is interested in or engaged in range management or related subjects is eligible for membership in the Society for Range Management.

Each member of the parent society who resides within the area described in Article 1 shall be a member of the corporation, except when the member notifies the executive vice president of the parent society.

A member of the parent society who resides outside such area may elect to become a member of the corporation by indicating so on their annual member renewal and paying section member dues to the parent society so notifying the executive vice president.

Section 2. Voting Rights of a Member

Each member shall be entitled to one vote on each matter submitted to a ballot of the members.

When membership is in the name of a partnership, corporation, trust, or other entity, such organization shall designate their voting representative by a written instrument filed with 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. A Member in Good Standing

No one shall be a member of this corporation unless they are a member in good standing of the Society for Range Management.

Section 4. Act

No debt, liability or other obligation shall be incurred or entered into by or in the name of the corporation by any member, director, officer, committee, or other individual without written authority from the board of directors.

ARTICLE 4. MEETINGS OF THE CORPORATION

Section 1. Annual General Meeting of the Membership

The annual general meeting of the members shall be held the first weekend in November for the purpose of transacting such business as may come before the meeting.

The Board may change the date of the annual meeting by giving the members 180 days notice of the change in date. The Board may not move the date into the following calendar year.

Section 2. A Regular Meeting of the Membership

A regular meeting of the members may, at the discretion of the Board, be held 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. A preferred time would be at the annual summer tour.

Section 3. A Special Meeting of the Membership

The President, the Board, or not less than one-tenth of the members may call a special meeting of the members.

Section 4. Place of Meeting

The Board may designate any place, either within or without Montana or Alberta, as the place of meeting for any annual general 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 general meeting shall be alternated between Canada and the United States.

Section 5. A Notice of Meeting for the Membership

Written and or electronic notice to each member made at least 30 days prior to the date of the meeting shall constitute official notice of a call for such 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.

The attendance of a member at any meeting shall constitute a waiver of the notice of such meeting.

Section 6. Quorum for all Meetings of the Membership

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 5. BOARD OF DIRECTORS

Section 1. General Powers

The Board and Officers shall manage the affairs of the corporation in accordance with law, the articles of incorporation, these by-laws and those of the parent society.

Directors and Officers shall be members of the corporation.

Section 2. Number, Tenure and Qualifications

The number of directors shall be five (5), who shall be elected by the members of the corporation.

The directors shall consist of the President, the First Vice-President, the Second Vice-President and two (2) directors at large.

Each director at large shall hold office for two years beginning at the close of the annual general meeting.

One director at large shall be elected from Alberta and the other from Montana.

The election of the Alberta director at large shall not be the same year as the Montana director at large.

A director shall not be eligible for re-election until at least two years have lapsed after the end of the present term.

Section 3. Election of Directors

The directors shall be elected as provided in Article 7.

Section 4. Annual Meeting of the Directors

The annual meeting of the board of directors shall be held immediately after the annual general meeting of the corporation.

The Board shall appoint all officer vacancies and director vacancies at this meeting.

The Board may appoint all committees and committee chairs at this meeting.

Section 5. A Regular Meeting of the Board

A regular meeting of the board of directors and officers may be held in conjunction with any regular meeting of members, at the discretion of the Board and at such

place as the board shall provide, for the purpose of transacting such business as may come before the meeting.

Section 6. A Special Meeting of the Board

Special meetings of the board of directors may be called by or at the request of the President or any simple majority of 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.

Section 7. Notice of Board Meetings

Notice of any meeting of the Board shall be given at least five (5) calendar days. This notice may be in writing or electronic.

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 for a Meeting of the Directors

A majority of the directors shall constitute a quorum for the transaction of business at any meeting.

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, unless the act of a greater number is required by law or by these by-laws.

Section 10. Director Vacancies and Appointment

When a director position is vacant, the Board may fill the vacancy by appointing a member of the society to the position. A director appointed to fill a vacancy shall be appointed for the unexpired term of their predecessor in office.

Section 11. Compensation

A Director as such shall not receive any stated remuneration for their services.

A Director may receive re-imbusement for direct expenses incurred and approved by the Board.

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 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.

Directors and Officers are prohibited from receiving any gift, payment or inducement.

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 directors, the position may be declared vacant and filled as specified in Section 10.

Section 15. Conflict of Interest

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board, the affected Director shall:

- 1) fully disclose the nature of the interest, and
- 2) withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so.

The minutes of Board meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE VI. OFFICERS

Section 1. Officers

The officers of the corporation shall be a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer.

The Board has the discretion to combine the office of the Secretary and the Treasurer into one position.

The Secretary and Treasurer position(s) are appointed by the Board and shall serve as non-voting members of the Board.

All officers shall be members of the corporation.

Section 2. Term of Office

The term of elected officers of the corporation shall be for one year, beginning at the close of the annual general meeting.

The President shall be elected each year as provided in Article 7.

The President shall be elected not more than two (2) years and not less than twenty-two (22) months prior to the day of taking office. Upon election this officer shall serve for one year in the office of Second Vice President. This officer shall then serve in the office of First Vice President upon the election of the succeeding Second Vice President.

The President shall alternate between Canada and the United States.

Each officer shall hold office until the successor is elected or appointed.

The member who has served as President shall not be eligible for re-election until at least two years have lapsed after the end of the term as President.

The term of the Secretary and the Treasurer shall be determined by the Board in their appointment but shall not exceed five (5) years.

Section 3. Removal

Any officer may be removed by the Board whenever in the Board's judgment the best interests of the corporation would be served.

The resolution to remove the elected officer must be of an affirmative vote of a super-majority (seventy five percent plus one) of all the directors after a fair and appropriate hearing.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board 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.

The President shall preside at all meetings of the members, the corporation and of the Board.

The President shall sign, with the Secretary or any other proper officer of the corporation authorized by the Board, any instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these by-laws or by statute to some other officer or agent of the corporation.

The President shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board from time to time.

Section 6. First Vice President

In the absence of the President or in the event of the President's 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.

Section 7. Second Vice President.

In the absence of the First Vice President or in event of their inability or refusal to act, the Second Vice President shall perform the duties of the First Vice President.

Section 8. Secretary and Treasurer

The Board shall appoint a Secretary and a Treasurer.

The Secretary and the Treasurer shall serve as non-voting members of the Board.

The Secretary shall keep the minutes of the corporation and shall keep the records of the corporation in good order. The officer shall perform all other duties as defined by the Board.

The Treasurer shall keep the financial records and reports of the corporation in good order. The officer shall perform all other duties as defined by the Board.

Section 9. Remuneration

Officers as such shall not receive any stated salaries for their services.

The Secretary and Treasurer may receive reimbursement for direct expenses incurred in performance of their duties.

Officers may receive reimbursement for direct expenses incurred and approved by the Board.

ARTICLE 7. ELECTIONS

Section 1. Election Procedures

The election of a director at large and the President along with any other matters to be voted on shall be each year by letter or electronic ballot, which shall be sent to all members by the Secretary or other officer designated by the Board.

On or before August 1 of each year, the nominating committee shall present a list of candidates to the Board.

The President shall call for nominations from the members before August 1 of each year.

The list of candidates verified by the nominating committee shall be transmitted to the Secretary not later than August 15 of each year.

The Secretary shall transmit a ballot to each member not later than September 15.

The ballots shall be received by the Secretary, by a confidential method, not later than October 15.

The Secretary shall deliver the ballots to the Board. The Board shall appoint a three-member panel from the members present at the annual general meeting to count the ballots. The Secretary shall announce the ballot results.

The member receiving the largest number of votes for each office shall be declared elected.

The Secretary shall resolve a tie vote by the flip of a coin.

Section 2. Coordination

When the annual general meeting is held in Canada, the President is elected from Canada.

ARTICLE 8. COMMITTEES

Section 1. Standing Committees

There shall be the following standing committees:

1. The nominating committee.
2. The auditing committee, consisting of two members, which shall cause the books to be inspected prior to the annual meeting.
3. The membership committee.

Section 2. Special Committees

The Board may establish special committees and shall provide the powers and duties of all 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 Board unless otherwise provided in these by-laws.

The Board 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 general meeting of the members of the corporation and until a 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.

Section 5. Committee Chairs

Unless otherwise approved by the Board each committee will have co-chairs. One chair will be from Canada and the other chair will be from the United States.

The chairs of the committee shall be appointed by the Board.

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. Terms of Reference

Each committee shall have terms of reference approved by the Board.

ARTICLE 9. 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 and shall keep at the office of its Secretary 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 10. FISCAL YEAR

The fiscal year of the corporation shall begin on October 1 of each year.

ARTICLE 11. SEAL

The Board may provide a corporate seal for the corporation.

ARTICLE 12. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Montana Non-profit 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 deemed equivalent to the giving of such notice.

ARTICLE 13. AMENDMENTS TO BY-LAWS

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

- 1) Proposed amendments shall be submitted to members by electronic and/or mail and may be adopted by a two-thirds affirmative vote of:
 - i. In the case of a face to face meeting, a vote of two-thirds by those members present.
 - ii. In the case of an electronic ballot, two-thirds of those members who voted.
- 2) 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 communicated to the members for action.
- 3) A ballot shall be sent with the proposed amendment to each member, and the voting shall be by methods provided for the voting of directors in Article 7.

The presiding officer at the next meeting following the close of voting shall announce the result, and if the amendment is adopted, it shall thereupon take effect.

ARTICLE 14. 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 or a committee unless they are inconsistent with these by-laws or with rules adopted by the Board.

ARTICLE 15. DEFINITIONS

Board – The Board of Directors of the Corporation, including all directors and officers.

Ballot – Ballot is defined as a printed ballot or an electronic ballot.

Direct Expenses – Direct expenses are cash expenditures with an accompanying receipt. They are not a payment in lieu, allowance or other proxy.

ARTICLE 16. INDEMNITY

The directors and officers of the Board shall be indemnified for their losses, expenses and liabilities which arise from any claims and/or legal action brought against them and arising out of the carrying out of their duties as directors and/or officers.

This indemnification is limited to and subject to the amount of coverage, conditions and exclusions contained in the wording of any insurance policy(s) in favour of which the corporation provides coverage for the activities of directors and officers of the corporation.

ARTICLE 17. WINDUP

The Board shall choose a foundation or charity that would benefit range management and give any left-over funds to that organization upon the wind up of the corporation.

The corporation is prohibited from and shall not pay any dividend to or distribute any property among or to members.

The Board shall set aside a reserve to adequately fund the wind up of the corporation.

ARTICLE 18. TRANSITION TO NEW BYLAWS

The Directors may make any rule or decision, including but not limited to quorum, or the term and length of a director's office, to transition the corporation from the old bylaws to the new (2018) bylaws.

Any decision made under Article 18 must have a seventy five percent (75%) majority.

The rules and decisions must be fair and consistent to the intent of the bylaws.

Article 18 shall have no force or effect once the 2018 bylaws have been fully implemented, or after January 1, 2021, which ever comes first.

The first election using the new (2018) bylaws shall ending with the annual general meeting in 2019.