

# Marias River Livestock Association Inc.

## Bylaws

### Article I - Name

#### Section 1. Name

The name of this corporation shall be known as MARIAS RIVER LIVESTOCK ASSOCIATION, INC.

1. Referred to as Association or Marias River Livestock Association in the Bylaws.

### Article II- Statement of Purpose

#### Section 1. Statement of Purpose

Marias River Livestock Association, Inc. strive to support the livestock industry and survival of its environment and lifestyle through:

1. Education of the public of the benefits of agricultural production and the problems facing livestock producers and those operating businesses linked with livestock production.
2. Promoting legislation that is favorable to persons engaged in agriculture.
3. Informing members of Marias River Livestock Association of local, State and Federal issues that may affect their livestock operations in a timely manner.
4. Promoting interest in livestock production and agricultural business to the youth of our communities.
5. Promoting the values of individual liberty, limited government, and fiscal responsibility in local, state and national government.
6. Striving to respect the letter and the spirit of the Constitution of the United States of America to encourage that "No state shall make or enforce any law which shall abridge the privileges or immunities of citizens of the United States; nor shall any state deprive any person of life, liberty, or property, without due process of law; nor deny to any person within its jurisdiction the equal protection of the laws." (XIV Amendment of the United States Constitution.)

### Article III – Members

#### Section 1. Members

Members shall be involved with the livestock industry.

#### Section 2. The Membership of the Association shall consist of Active, Youth and Associate Members

1. Active Member: Any individual 18 years of age or older, active in the livestock production industry in the counties of Glacier, Liberty, Pondera, or Toole, Montana is eligible for active membership in the

Marias Livestock Association and shall become such a member upon applying for membership and paying the dues as provided in Section 3 below. Active members will be the only voting members of the Association. An individual shall be deemed to be "active in the livestock production industry" if 10% of the person's income is derived from the business of ranching, livestock feeding, marketing, buying or selling, veterinary services or similar activities, or is retired from such an activity which would have qualified him/her for membership hereunder.

2. Youth Members: Any individual who is under 18 years of age who wishes to learn about the livestock industry and participate in the betterment of the industry is eligible for Youth Membership in the Association. Youth Members shall be non-voting members.
3. Associate Member: Any individual, firm, corporation or partnership, no matter where it's or his/her place of business or residence, may be eligible for Associate membership in the Association. To become an Associate Member the prospective member must file its or his/her written application for membership with the Association. The application may then be considered by the Association's Executive Committee, and such application may be approved upon receipt of a favorable vote of the majority of the said Committee. An approved applicant shall thereupon become a member upon payment to the Association of the dues prescribed as provide in Section 3 below. Associate Members shall be non-voting members.

### Section 3. Membership Dues: the fees for membership in the Marias River Livestock Association

1. Dues shall be paid on an annual basis prior to or during registration for the Annual Meeting. A member shall be deleted from the rolls of members and lose membership rights upon failure to pay his/her annual dues in accordance with the by-laws.
2. Annual Dues will be \$50 for Active Members and Associate Members.
3. A Voluntary Charter Membership fee of \$100 may be paid for the years of 2012 -2013. Active Members paying the Voluntary Charter Membership fee will from thereafter be recognized as Charter Members. Active membership dues will be required annually thereafter.
4. In the year of 2012 -2013 Associate Members may become Charter Members for a fee of \$250 and will be thereafter recognized as such.
5. Annual Dues for Youth Members will be \$10.

### Section 4. Rights and Benefits of Members

1. Active Members have the right to attend and speak at meetings, make motions from the floor, stand for election to Office, and vote in the election of Board Members and on questions and motions placed before the Membership. Members shall have the right, with written notice 15 days prior to meeting, to inspect the Marias River Livestock Association Minutes Records or financial records at the Membership Meeting.
2. Youth Members have the right to attend and speak at Meetings.
3. Associate Members have the right to attend Meetings and speak at the discretion of the Presiding Officer.

## Section 5. Disciplinary Action

Executive Board has the right to review and address membership.

## **Article IV- Meetings**

### Section 1. Membership Meetings

1. Two meeting shall be held for the General Membership each year. The timing of the meetings shall be scheduled so that Marias River Livestock Association can take advantage of the upcoming Annual and Mid-year meetings of the Montana Stock Growers, Montana Cattlemen's Association and Montana Farm Bureau.
2. Fall Meeting: the Fall Meeting of general membership shall be held in the fall at such time and place as the Board of Directors shall determine. It shall be held in one of the four counties: Glacier, Liberty, Pondera or Toole.
3. Spring Meeting: the Spring meeting of the general membership shall be held in May or June at such time and place as the Board of Directors shall determine. It shall be held in one of the four counties, Glacier, Liberty, Pondera or Toole.
4. Special Meetings: Special meetings of the members may be called by the President, a majority of the board of directors, or by 25% of the Active Members in good standing of the Association and shall be held at such times and places as shall be provided in the call of any such meeting.
5. Notice: Public notice stating the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be included in notice to the members and delivered not less than 14 days nor more than 50 days prior to the date of the meeting. Personal phone call, US Mail, e-mail or other public notice venue may be used as directed by the President or the Secretary/Treasurer or other persons calling the meeting. If notice is given by mail, it shall be considered delivered when deposited at the United States Post Office with postage affixed.
6. Voting: Only Active Members shall be entitled to vote, and each Active member shall have only one vote. Members must be present at a meeting to be eligible to vote on any matter presented at such meeting.
7. Quorum: The presence of one twentieth (1/20) of the Active Members of the Association shall constitute a quorum at any meeting of the members. Except as otherwise provided by law or in these bylaws, a majority vote of the members present and entitled to vote shall be sufficient to decide any matter duly presented. In case of a challenged vote, the current Marias River Livestock Association Membership list shall be proof of eligibility to vote.
8. General: The members present at duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a

meeting cannot be conducted because a quorum is not present, those present may adjourn the meeting from time to time until a quorum is present, then any business may be transacted at the meeting as originally called.

9. Removal: Members may be removed from Association Membership List for cause upon a majority of a quorum of the active members at a special meeting called for such a purpose, or at any regular meeting of the members, provide that due notice of such a proposed removal must be given prior to a regular meeting.
10. Presiding Officer: Any Board Member may preside at a Membership Meeting.

## **Article V- Board of Directors**

### **Section 1. Duties of the Board**

Duties: the property, affairs and concerns of Marias River Livestock Association shall be managed and controlled by the Board of Directors.

### **Section 2. Qualifications:**

To be elected to the Board of Directors a person must be an Active Member and resided in the Counties of Glacier, Liberty, Pondera or Toole, Montana.

### **Section 3. Number: There shall be the following on the Board of Directors**

1. President of the Association, who shall be entitled to a vote only in case of tied vote of the Board of Directors
2. The Vice President of the Association, who shall be entitled to a vote.
3. The Secretary/Treasurer of the Association, who shall be non-voting.
4. Five Directors elected as herein below provided, each of whom shall have one vote. There shall be one Director from each area and 1 elected from at large.
5. There shall also be non-voting representatives from Associations Marias River Livestock Association chooses to become associated. They shall act as advisors to the Board.

### **Section 4. Election of Directors:**

The five Directors shall be selected from the Active members at the annual meeting of the members for staggered three year terms so that each year, one or two directorships shall come up for election, and the members of the initial Directors shall choose by lot when their term of office shall expire. The Secretary/Treasurer may also be a Director at large, but neither the President nor Vice President can serve in their office and as a Director in the same term. Any number of Active Members may be nominated for the position of Director, and the two Directors receiving the majority of the votes shall thereupon be elected. A Director shall hold office until the successor shall have been elected and qualified, but may not succeed himself/herself for more than two consecutive terms, unless there is a motion, second and majority vote by a quorum of the Membership to suspend the term limits for that election.

#### Section 5. Vacancies:

Any vacancy occurring in the Board of Directors and may be filled by the affirmative vote of a majority of the remaining Board of Directors, though less than a quorum of the Board, upon nominations by members of the Board. A Director, be he elected or appointed, to fill a vacancy, shall be elected or appointed for the unexpired term of his predecessor.

#### Section 6. Meetings of the Board of Directors:

The Board of Directors shall meet monthly and at such other times as a majority of the Directors or the President of the Association might call a special meeting. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. Unless otherwise specified by written notice given no later than five (5) days prior to any regular meeting, each such meeting advertised in the Association newsletter and the publicly advertised to the members. Written notice of special meetings of the directors shall be given either personally or by mail not later than five (5) days prior thereto, and shall specify the place, day and hour of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appear on the records of the Association with postage prepaid. All regular and special meetings shall be held in one of the counties of Glacier, Liberty, Pondera, or Toole. Copies of all Board minutes and Treasurer Reports shall be properly furnished to each member of the Board of Directors.

Section 7. Quorum of Directors: Four Members of the Board of Directors shall constitute a quorum for the transaction of business and the act of a majority of the Members present at a meeting at which a quorum is present and entitled to vote on the matter presented shall be an act of the Board.

#### Section 8. Resignation

Any member of the Board may resign at any time by giving a written notice to the Board of Directors, and any such resignation shall take effect at the time specified therein, or if no time is specified, when the accepted by the Board.

#### Section 9. Removal:

Any member of the Board of Directors may be removed by an affirmative vote of two thirds (2/3) of the voting members of the Board at any regular meeting, or special meeting called for the purpose, for conduct detrimental to the interests of the Association, for acts not in sympathy with its objectives, for refusal to render reasonable assistance in carrying out its purposes. Any member proposed to be removed shall be entitled to at least five (5) days notice in writing of any meeting at which his removal is to be discussed and shall be entitled to appear before and be heard at such meeting. Any Board Member having two unexcused absences from Board meetings shall be removed at the discretion of the Board. District Directors shall be replaced according to the provisions in Article V-Board of Directors, section 5 -Vacancies.

#### Section 10. Contact and Services:

No Director, Officer or member of the Association may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Association, and no contract, transaction or act is

in any way violative of the provisions of the Internal Revenue there under as they now exist or as they may hereafter be amended concerning exempt agricultural organization.

#### Section 11. Compensation:

Directors shall not receive any stated salary for their services as such, but by resolution of the Board a fixed reasonable sum for the expenses may be allowed for attendance at each regular or special meeting of the Board. The Board shall have power in its discretion to contract for and to pay to directors rendering unusual or exceptional service to the corporation special compensation for appropriate to the value of such services.

#### Section 12: Nomination Committee

1. The Board of Directors Shall select a Nomination Committee of three members and one alternate (if necessary) prior to the Annual Membership Meeting.
2. The Nominating Committee shall prepare a single slate of nominees from the Active Membership for the office of the President-elect, Vice President and Directors whose terms are expiring. The initial Board of Directors shall be chosen from those present at the Membership Meeting where the election of officers occurs or those, who though absent, have agreed to perform the duties of office if elected.

#### Section 13. Other Committees

Other committees shall be formed as the Board of Directors sees fit from the Board or General Membership to fill temporary or permanent needs.

## **Article VI –Officers**

#### Section 1. Number of Officers:

There shall be President, Vice-President, Secretary/Treasurer and four directors representing Liberty, Toole, Glacier, and Pondera Counties, and one At-Large director.

#### Section 2. Election, term of Office and duties:

The slate of nominees shall be published in the newsletter prior to the annual meeting mailed to each member. This slate of nominees shall be presented to the Membership as a whole and nominees for each elected office solicited from the floor from the general membership. Each nomination from the floor shall require a second. The initial election of Officer and Directors shall omit the publishing of the nominees prior to the election.

1. A majority vote of members present and eligible to vote shall constitute an election. The vote may be via voice when only one candidate has been nominated for an office.
2. The Secretary/Treasurer shall be appointed by the Board of Directors immediately after the Annual Meeting of the Membership.

Section 4. President: The President shall preside at all meetings of the Board of Directors and shall be the Chief Executive Officer of the Corporation. The President, unless some other person is specifically authorized by vote of the board of Directors, shall sign as President of, and for and on behalf of the Corporation, all bonds, checks, contracts, agreements and such.

Term of the office of President shall be 2 years. President may only serve two consecutive terms unless there is a motion, second and majority vote by a quorum of the Membership to suspend the term limits for that election.

Section 5. Vice President: The Vice President in the absence of the President shall preside at all meeting of the Board of Directors and the members shall be constituted with all the authority of the President at any such meeting. In the event the President is absent or unable for any other reason to sign a corporate document as set forth above, the Vice President may be authorized by the Board to sign such document and shall sign as Vice President of the, for and on behalf of the Corporation.

The term on the office of Vice President shall be 2 years. The Vice President may server only two consecutive terms unless there is a motion, second and majority vote by a quorum of the Membership to suspend the term limits for that election.

#### Section 6. Secretary/Treasurer

As Secretary/Treasurer of the Board and Corporation, the Secretary/Treasurer shall have charge of all such books, documents and papers as the board may determine, and shall keep current a list of all members and their addresses. S/T shall attend and keep minutes of all the meetings of the Board of Directors and General Membership. The Board may appoint a Minutes Keeper, if deemed necessary to assist the S/T. S/T may sign with the President or Vice President of the Corporation, where applicable and necessary, and in the name of the Corporation, any contracts, agreements or other instruments or documents authorized by the Board. S/T shall, in general, perform all the duties incident to the office of Secretary/Treasurer, subject to the control of the Board and shall do and perform such other and further duties incident thereto as may be assigned to him by the Board. S/T shall have custody of all funds, property and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors and shall be bonded to an extent as determined by the Board. The S/T shall serve a two year term. There are no term limits placed on the position of S/T.

### **Article VII – Prohibition Against Sharing in Corporation Earnings**

#### Section 1.

No Director, Officer, employee or member of, or person connected with, the Marias River Livestock Association Corporation, or any other private individual shall receive at any time any of the net earnings or any pecuniary profit from the operation of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be entitled to share in the distributions or any of the Corporations assets upon the dissolution or winding up of the Corporation., after all debts have been satisfied or provided for, shall be distributed, transferred, conveyed, delivered and paid over in the manner provided in the Articles of Incorporation.

## **Article VIII- Exempt Activities**

### **Section 1.**

Notwithstanding any other provisions of these by-laws, no Director, Officer, employee or member of this Corporation shall take any action or carry out any activity whatsoever by or on behalf of the Corporation not permitted to be taken or carried out by an organization exempt under Section 501 ( c ) (5) of the Internal revenue Code of 1954 and the Regulation promulgated there under as they now exist or as they may be hereafter amended, or by any other corresponding provision of any subsequent Federal tax laws or regulations.

## **Article IX – Amendments**

Section 1. These By-laws may be amended, repealed or altered in whole or in part by the affirmative vote of all the Directors, or by the majority vote of a quorum of the Active Members at a General Membership meeting, provided that notice of any proposed amendment to the By-laws must be given at least five (5) days prior to the meeting at which the proposal will be considered.

Written 4-30-2012

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Revised 1-29-2018

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