BYLAWS
OF
MONTANA COALITION OF FOREST COUNTIES
a nonprofit corporation

ARTICLE I
MISSION AND OFFICES

Section 1. Mission.
The mission of this organization is to seek long term solutions to issues on federal and state forest lands that:

- fulfill our duty to provide for the health, safety, and welfare of our citizens;
- encourage active management of natural resources; and
- enhance revenue sharing receipts to counties and schools.

Section 2. Offices. The principal office of the corporation shall be at 2715 Skyway Drive, Helena, Montana. The corporation may have other offices as the Board of Directors may determine.

The corporation shall have and continuously maintain in the State of Montana a registered office and registered agent whose business office is identified with such registered office. The registered office may be, but need not be, identical with the principal office in the State of Montana and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II
MEETINGS, MEMBERSHIP AND VOTING

Section 1. Annual Meeting. The annual meeting of the membership shall be held to coincide with the annual meeting of the Montana Association of Counties for the purpose of electing directors, establishing the dues to be paid by member counties and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Montana, such meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated herein for any reason, the Board of Directors shall cause the election to be held at a special meeting of the membership as soon thereafter as is convenient.

Section 2. Special Meetings. Special meetings of the membership, for any purpose or purposes, may be called by the Chairman or by the Board of Directors.

Section 3. Place of Meeting. The Board of Directors may designate any place within or without the State of Montana as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by those County Commissioners entitled to vote at a meeting may designate any place, either within or without the State of Montana, as the place for the holding of such meeting. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the corporation at 2715 Skyway Drive, Helena, Montana.
Section 4. Notice of Meeting. Written or printed notice stating the place, day, and hour of the annual meeting, or any special meeting, shall be delivered not less than five (5) nor more than thirty (30) days before the date of the meeting. Such notice shall be delivered either personally, by mail or email, by or at the direction of the Chairman, or the Secretary, or the officer or persons calling the meeting, to each member county in good standing.

Section 5. Quorum. A majority of the member counties represented in person, virtually or telephonically, shall constitute a quorum at a duly noticed meeting of the membership.

Section 6. Voting Rights. Every member county in good standing is entitled to one vote.

Section 7. Membership Responsibilities. The membership shall adhere to the mission statement, set legislative and management policies, approve an annual budget, and provide such other direction as it deems necessary.

Section 8. Annual Dues Structure. The annual dues for membership in the corporation shall, after consideration of the recommendations from the member counties, if any, be established by a vote of the membership at its annual meeting. A minimum membership fee shall be set and may vary from year to year. Dues shall be remitted after the annual meeting of Montana Association of Counties and shall be exhibited in this document and added to as necessary as Exhibit A. After receipt of dues, each county shall be considered a member in good standing with voting powers.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall consist of the Chairman, Vice Chairman, Secretary and two members at large which are duly elected at the annual meeting. The terms shall be three (3) years. When initially established, the Chairman shall serve for a three (3) year term, the Vice Chairman and Secretary shall serve for a two (2) year term and the members at large shall serve for a one (1) year term.

Section 3. Directors to Set Policy. The Board of Directors shall establish the policies of the corporation and shall have the legislative authority and responsibility for general corporation direction and for the delegation of management responsibilities for operations. The Board shall have the power to: authorize contracts, create committees, carry-out legislative and lobbying priorities approved by the membership, authorize management policies and procedures, authorize employment of staff personnel with prior approval from the membership, authorize programs, recommend budgets to the membership, issue official reports, establish rules, regulations and procedures for its own governance within the guidelines established by the voting membership; and review the annual dues paid by member counties and recommend to the annual meeting of the membership proposed revisions in the dues structure and proposed revisions in the criteria for payment of dues.

Section 4. Regular Meetings. A regular meeting of the Board of Directors shall be held without notice other than this bylaw immediately after and at the same place as the annual meeting of the
membership. The Board of Directors shall provide the time and place for holding additional meetings, and notify the membership of such meeting.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or a majority of directors and shall be held at the principle office of the corporation or at such other place as the directors may determine. Notice shall be made to the members in good standing at least three (3) days before the time affixed for the meeting.

Section 6. Quorum. A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

Section 7. Board Decisions. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

Section 9. Compensation. The Board members may receive their necessary expenses incurred in their attendance of meetings, with the exception of those meetings held at the MACo Mid-Winter and Annual Conference.

ARTICLE IV
CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors must authorize any officer or agent prior to entering into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 2. Loans. No loan shall be contracted on behalf of the corporation without membership approval.

Section 3. Checks, Drafts or Orders. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be approved by the Chairman. No officer may make a corporate expenditure in excess of $500.00 without prior approval by the Board of Directors.

Section 4. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, other depositories or investments as the Board of Directors may select.

Section 5. Gifts and Bequests. The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.
ARTICLE V  
BOOKS AND RECORDS

MACo shall serve as the fiscal agent of the corporation and keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its membership meetings, Board of Directors or committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any voting member or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE VI  
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE VII  
SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the words “Corporate Seal of Montana Coalition of Forest Counties.”

ARTICLE VIII  
AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the votes cast by a quorum of the membership at any regular meeting or at any special meeting if at least five (5) days written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

We, the undersigned, being the Board of Directors of the MONTANA COALITION OF FOREST COUNTIES, hereby certify that the foregoing bylaws were adopted as the bylaws of the said corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 1 fifth day of

[Signatures]

Chairman

Vice-Chairman

Secretary

Member at Large

Member at Large