

# MONTANA BISON ASSOCIATION, INC.

## BYLAWS

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# Bylaws of the Montana Bison Association, Inc.

Effective June 15, 2024

Latest Revision June 15, 2024

## Article I – Name and Officers

**Section 1.1 – Name.** The name of this association will be the Montana Bison Association, Inc.; hereinafter referred to in this document as the “Association”.

**Section 1.2 – Offices.** The principal office of the Association shall be located at the office or residence of the Acting Treasurer of the Association, or such other place as the Board of Directors, shall, from time to time, determine. The members and officers of the Association may be residents of any county, state or country and business may be carried on at any place convenient to such members and officers as may be participating.

## Article II – Mission, Values, Vision, and Purpose

**Section 2.1 Mission** To gather, educate and participate in the bison community by working together to ensure the healthy sustainability of our historic native bison.

### Section 2.2 Values & Vision

We promote integrity by raising and managing bison sustainably and ethically for successful future generations while facilitating an opportunity for members to learn and assist one another.

The Association shall be known as a non-profit organization, with the monies accumulated being used to carry out functions of the Association and the promotion and welfare of the bison.

## Article III – Membership

### Section 3.1 – Type of Membership.

Members shall be of the following types: Active Members or Lifetime Members – Any individual or organization, public or private, who is the owner of bison or is marketing bison (or bison products) is eligible to become an active, voting member of the Association. The application for membership should clearly state the name in which the membership is to be recorded. Organizations

shall designate an individual officer, director, or member of the organization who shall exercise on behalf of the organization the right and privileges of such membership, including the right to vote and hold office. Each active membership carries one (1) vote.

Associate Members – Any individual or organization, public or private, interested in the promotion and protection of the bison industry may become an associate, non-voting member.

Industry Membership – Any individual, organization interested in the promotion and protection of the bison industry may have their membership be approved by the board. No annual membership fees will be applied and be a non-voting member. Such memberships will be on a one (1) year term.

**Section 3.2 – Membership Application.** Application for membership may be made by submitting to the Treasurer of the association an application in the form prescribed by the Board of Directors, accompanied by the established membership fee.

**Section 3.3 – Resignation.** Any member may resign by filing a written resignation with the Treasurer; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

**Section 3.4 – Termination of Membership.** For cause, and upon reasonable notice, any membership may be suspended or terminated. Sufficient cause for such suspension or termination of membership shall be violation of the bylaws or any lawful rule or practice duly adopted by the Association, or any other conduct detrimental to its interests or ethics. Termination of membership shall be by majority vote of the entire membership of the Board of Directors.

**Section 3.5 – Reinstatement of Membership.** On written request signed by a former member and filed with the Treasurer, the Board of Directors, by a majority affirmative vote of the entire membership of the Board of Directors, may reinstate such former member to

membership on such terms as the Board of Directors may deem appropriate.

### Section 3.6 – Transfer of Membership.

Membership in the Association is not transferable or assignable.

## Article IV – Dues.

**Section 4.1 – Annual Dues.** The Board of Directors shall determine from time to time the annual dues payable to the Association by members of each class, and shall give appropriate notice to members.

**Section 4.2 – Payment of Dues.** All dues become payable on January 1<sup>st</sup> of each year. .

**Section 4.3 – Dues Payment Default.** Any member which has not paid its dues in full by January 1<sup>st</sup> shall be considered in default. The membership of any member determined to be in default shall terminate until such time as the member shall pay all delinquent membership fees.

## Article V – Meetings.

**Section 5.1 – Annual Meetings.** The annual general membership meeting of the Association shall be held at such time and place as may be fixed by the Board of Directors for the purpose of electing directors, and for the transaction of such other business as may be brought before the meeting. Meeting dates or sites may be changed by the President and majority of the Board of Directors as deemed necessary. Notice of the annual meetings shall be given by mailing a written notice stating the time and place of such meeting to each member’s last known address as it appears on the Associations records not less than thirty (30) days prior to the date of such meeting. Such written notice may also be given via an Association publication or electronic notification.

In the event of special condition(s) that causes postponement of the annual meeting, the Board of Directors will solicit the membership for names of member(s) who want to be considered for a vacant board position(s). The Board will then submit the name(s) of member(s) seeking a vacant board position(s) to the membership for a vote, either via written form or electronic notification.

Note: Any board member(s) whose term has expired and as a result of the annual meeting being postponed, can either agree to continue in the position until a replacement board member is determined or choose to have completed their term.

**Section 5.2 – Special Meetings.** Special meetings of the members may be called by a majority of the Board of Directors by giving written or electronic notice, to the membership of the time and place if such meeting at least fifteen (15) days in advance. At a special meeting the members may transact only such business as is properly specified in the notice of the meeting.

**Section 5.3 – Board Meetings.** The Board of Directors shall meet in conjunction with the annual membership meeting. The board, by rule, may provide for other meetings at stated times and places of which no notice to the general membership shall be required. These Board meetings are however open to anyone of the general membership who is interested in attending. Special meetings of the Board of Directors shall be held whenever called by the direction of the President or by two-thirds (2/3) of the Board of Directors. The Secretary shall give notice of each special meeting either by written notice, electronic notice or by telephoning each director at least ten (10) days before the meeting. A majority of the entire membership of directors shall constitute a quorum at any meeting.

**Section 5.4 – Action without a Meeting.** Any action which may be taken at a meeting of the directors or of a committee may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the directors or all the members of the committee entitled to vote thereon.

**Section 5.5 – Rules of Order.** Meetings will be conducted in accordance with Robert's Rules of Order, with all actions determined by majority vote, unless stated otherwise or prohibited by these bylaws.

#### **Article VI – Voting Privileges and Elections.**

**Section 6.1 – Voting Qualifications.** Only Active and Lifetime members, who have been a member in good standing for at least thirty (30) days, shall have voting

privileges with only one per membership. Anyone whose dues are delinquent at the time of any meeting of the Association shall forfeit his/her right to vote at that meeting or any subsequent meeting, until his/her dues have been paid.

**Section 6.2 – Qualifications for Office.** Candidates for officers or directors must be active or lifetime members in good standing with the Association and must have attended at least one (1) prior meeting. Only one person from each family, ranch or organization may be considered for office.

**Section 6.3 – Elections.** The election of directors shall take place at the annual meeting in order to fill such vacancies as might exist due to a term ending. The Board of Directors shall fill vacancies by appointment for vacancies due to unexpired terms.

**Section 6.4 – Nominating Committee.** The Board of Directors shall appoint a nominating committee. Such committee shall consider all available candidates for the directorships to be filled at the forthcoming meeting and shall submit a slate of candidates at the meeting. Such submission shall be deemed a nomination of each person named. The committee may recommend one or more than one candidate for each vacancy to be filled. Nominations may also be added from the floor prior to voting at the meeting. In nominating the Board of Directors, consideration will be given so that directors will be distributed geographically to achieve as broad a representation as possible

**Section 6.5 – Proxy.** Voting by proxy will not be permissible.

**Section 6.6 – Voting by Mail.** Under special circumstances as deemed necessary by the Board of Directors; directors or officers may be elected by mail or electronic mail in such manner as the Board of Directors shall determine.

#### **Article VII – Board of Directors**

**Section 7.1 – Election of Directors.** The Association shall have a Board of Directors (hereinafter also referred to as the Board) consisting of six (6) directors of which four are officers and two are Directors –at-Large, all of which shall serve three (3) year terms. Board

members will be selected from and elected by the Active members at the annual meeting. Each director shall be elected for a period of three years. This will result in two directors being elected every year. No person may serve more than two (2) consecutive terms.

**Section 7.2 – Governance.** The Board of Directors shall direct the policy for the Association, carry out the affairs of the Association, and shall have the power to delegate a person or persons to represent the Association at any meetings, hearing or other assemblies that may occur from time to time relating to the welfare of buffalo and purposes of the Association.

**Section 7.3 – Vacancy.** If a director during his/her term of office, shall die or resign, or shall fail to attend three consecutive meetings, or otherwise fail to perform the duties of a director, the Board of Directors may, after written notice, including electronic notification, to such director, remove him/her from office and declare a vacancy. The Board of Directors may then fill vacancy by appointment of a new director for the unexpired portion of the term.

#### **Article VIII – Officers and Duties.**

**Section 8.1 – Officers.** The officers of the Association shall consist of the President, Vice President, Secretary and Treasurer and other such officers as the Board of Directors deems necessary. Officers shall be elected by and from the Board of Directors as soon as practicable following election of the directors at the Association annual meeting. The officers shall serve a one (1) year term.

**Section 8.2 – Duties.** The duties of the officers shall be as follows:

President – The President shall be the Chief Executive Officer of the Association and shall preside at all the meetings of the Board of Directors and members; shall be ex-officio a member of all committees; shall maintain general supervision of the affairs of the Association; shall see that bylaws of the Association are enforced; shall have a vote in the Board of Directors in case of a tie; and shall perform such other duties as may be prescribed by the Board of Directors.

Vice President – The Vice President shall perform such duties as prescribed by the

Board of Directors; and in the absence of the President, shall have the power and shall perform the duties of the President.

**Secretary** – The Secretary shall keep minutes of the meetings of the Board of Directors and of the Association; shall keep on file documents and records of the Association; and shall perform such duties as directed by the President and the Board of Directors.

**Treasurer** – The Treasurer shall keep such accounts and financial records as may be requested by the President and the Board of Directors; shall be custodian of the funds and securities of the Association and shall deposit, invest or otherwise dispose of the same, as the Board of Directors may order; shall sign all checks issued by the Association; and shall perform other duties properly ordered by the President and the Board of Directors.

**Secretary/Treasurer** – The offices and duties of the Secretary and Treasurer may be combined at the discretion of the Board.

#### **Article IX – Committees**

The Board of Directors shall have the power to appoint standing or special committees whose duties shall be to explore and carry out various functions and projects for the Association as set forth by the Board. The Board shall solicit the membership to serve on the committees and then designate a member of each committee to serve as chairperson of the committee.

#### **Article X – Contracts, Loans, Checks and Deposits**

**Section 10.1 – Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Association to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or may be confined to specific instances.

**Section 10.2 – Loans.** No loans shall be made on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors.

**Section 10.3 – Checks, Drafts or Orders.** All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the

name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such a manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and counter signed by the President or Vice President of the Association. All checks, drafts or other orders for payment of money shall be supported by vouchers, receipts, statements or other evidence of the purchase or obligation for which issued.

**Section 10.4 – Deposits.** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

#### **Article XI – Miscellaneous**

**Section 11.1 – Reimbursement of Expenses.** No Officer of this Association shall receive any salary; however, the Board of Directors may authorize reimbursement of expenses for an officer or other members in carrying out the purposes of the Association.

**Section 11.2 – Fiscal Year.** The fiscal year for the Association shall commence on January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year.

**Section 11.3 – Audits.** The books and records of the financial affairs of the Association will have a board approved annual evaluation and a review completed every three years by a third party as determined by the Board of Directors.

**Section 11.4 – Amending the Bylaws.** These bylaws may be amended by a two-thirds (2/3) vote at any meeting of this Association, provided that a copy of any amendment proposed for consideration shall be mailed to the last recorded address of each member at least thirty (30) days prior to the date of the meeting. Such written notice may be given via an Association publication or via electronic notification.

**Section 11.5 – Indemnification.** The officers, directors, employees and agents

of this Association shall be indemnified and held harmless according to the laws of the State of Montana.

**Section 11.6 – Non-Discrimination.** The officers, directors, committee members, employees and persons served by this Association shall be selected entirely on a non-discrimination basis with respect to age, sex, race, religion, national origin and sexual orientation.

**Section 11.7 – Distribution of Dissolution.** In the event of the dissolution of the Association, no member shall be entitled to any distribution or division of its remaining property or its proceeds. The balance of all money and other property received by the Association from any source, after payment of all debts and obligations of the Association from any source, shall be used or distributed exclusively for the purpose within the intentment of Section 501(c) of the Internal Revenue Code as it now exists or as it may be amended.