

BY-LAWS OF PARK COUNTY ENVIRONMENTAL COUNCIL

ARTICLE I. Organization and Purposes

Section 1: The name of the organization shall be the Park County Environmental Council, hereinafter referred to as “PCEC.”

Section 2: The purpose of PCEC shall be to support sound land use planning and protection of wild lands; to protect air, water, wildlife, and people; and to promote public awareness of environmental issues. PCEC shall operate as a non-profit, non-political, and non-sectarian organization. PCEC shall function exclusively for charitable, educational, and scientific purposes.

Section 3: PCEC and all Members acting on its behalf shall not finance, promote, or oppose the candidacy of any person seeking election to public office, and PCEC shall not participate or intervene in any campaign on behalf of any candidate for public office.

Section 4: PCEC shall not conduct or carry on any activities, including the expenditure of funds, not permitted to be conducted or carried on by a tax-exempt organization under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE II. Membership

Section 1: Any person who is interested in the activities of PCEC is eligible for membership in PCEC. Payment of annual dues is the only requirement for membership in PCEC. Annual dues shall be established by the Board of Directors.

ARTICLE III. Annual Meetings

Section 1: The Annual Meeting of PCEC shall be held in Park County at a date and time set by the Board of Directors.

Section 2: Notice of the Annual Meeting must be sent to each Member at least ten (10) days in advance.

Section 3: The business to be conducted at the Annual Meeting shall include:

- (a) **Election of Directors.** Election of Directors to serve on the Board of Directors unless elections are otherwise held by written or electronic ballot in accordance with these By-Laws.
- (b) **Financial Report.** The most recent year's activities and financial report, as well as the proposed budget for the upcoming year.
- (c) **Any Other Matter Requiring Member Approval.** Action by the voting Members on any other matter requiring Member approval, subject to the proper notice under Montana law.

ARTICLE IV. Board of Directors

Section 1: The Board of Directors shall be responsible for the general supervision of PCEC's affairs and finances.

Section 2: The Board of Directors shall have at least three but no more than fifteen members. The Board shall be divided into three classes so that approximately one-third of all Board terms expire each year.

Section 3: The Board of Directors shall approve a slate of nominees to fill the seats of Directors whose terms are expiring and shall present the slate of nominees to the Members at the Annual Meeting. The Members shall elect Directors, provided that to fill vacancies the Board may elect Directors to serve until the next election by Members. Members may vote in person, by mail-in ballot, or by electronic means, as determined by the Board of Directors. Directors (other than those elected by the Board to fill vacancies) shall be elected for three-year terms, provided, however, that Directors may be elected for one or two-year terms if necessary to balance the classes of Directors.

Section 4: The Board of Directors shall meet on a regular basis. Special meetings may be called by the President or upon request from a quorum of the Directors.

Section 5: A majority of the number of Directors in office (but no fewer than two Directors) shall constitute a quorum, and a simple majority vote of those present is required to approve any official Board action. Directors may vote by means of e-mail, telephone, or other electronic means as accepted by the Board of Directors, provided that all Directors have the opportunity to participate and that all votes are reported in the minutes of the meetings of the Board of Directors.

Section 6: Notice of any special meeting shall be given with as much notice as possible. Meetings may be held on an emergency basis without any notice.

Section 7: The Board of Directors shall elect officers -- including President, Secretary, and Treasurer – at the first meeting of the Board following the Annual Meeting. A Director may simultaneously hold more than one office. The Board of Directors may create additional elected offices should it deem it necessary.

Section 8: A Director elected by the Board of Directors may be removed with or without cause by a two-thirds vote of the Board of Directors. A Director elected by the Members may be removed only by a majority vote of the Members present at a meeting called for that purpose. A Director may resign at any time by giving written notice to the Board of Directors.

Section 9: The Board of Directors may appoint to the position of **Director Emeritus** any retiring Director who has served no fewer than nine years as a Director of PCEC. Such person so appointed shall have the title of "Director Emeritus" and shall be entitled to receive notice of and to attend all meetings of the Board, but shall not in fact be a Director, shall not be entitled to vote, shall not be counted in determining a quorum of the Board, and shall not have any of the duties or liabilities of a Director under law.

ARTICLE V. Officers

Section 1: The President shall have oversight responsibility for the overall well-being of PCEC and shall lead the Board in the performance of its responsibilities. The President shall plan for (in collaboration with the Executive Director) and preside at Board and Member meetings and may designate another Director to chair any meetings that the President is unable to attend. The President shall appoint all such standing, executive, special, or advisory committees and chairs of all committees as deemed necessary. The President shall direct the Executive Director and all staff to perform all duties as directed by the Board.

Section 2: The Secretary shall have responsibility for preparing minutes of the Director and Member meetings and shall authenticate records of PCEC, as necessary.

Section 3: The Treasurer shall have oversight responsibility for the financial condition of PCEC and shall lead the Board in the performance of its financial management responsibilities.

ARTICLE VI. Fiscal Year

Section 1: PCEC's fiscal year shall be January 1 through December 31.

ARTICLE VII. Amendments of By-Laws

Section 1: These By-Laws may be amended by the Board of Directors, provided the amendment does not relate to the number of Directors, the composition of the Board, the term of office of Directors, or the method or way in which Directors are elected or selected.

Section 2: If an amendment to these By-Laws relates to the number of Directors, the composition of the Board, the term of office of Directors, or the method or way in which Directors are elected or selected, the By-Laws must be amended by the Members by two-thirds of the votes cast or a majority of the voting power, whichever is less. Votes may be cast in person, by mail-in ballot, or by electronic means, as determined by the Board of Directors.

Adoption of By-Laws

These By-Laws are proposed by the Board of Directors this ___ date of _____, 2021.

Approved by the membership on _____.