

BYLAWS
Revised May 16, 2023
Missouri River Country Montana, Inc.

Article I Organization

- Section 1. Name: This organization is incorporated under the laws of the State of Montana and is known as Missouri River Country Montana, Inc.
- Section 2. Purpose: The purpose of the corporation shall be to enhance the general, civic and community welfare; to encourage and promote the organization, development, expansion, growth and maintenance of tourism and travel activity in the eight (8) county area of northeast Montana.
- Section 3. Definition: Missouri River Country is known as the region designated by the Governor's Tourism Advisory Council. The specific intent of Missouri River Country is to be an "umbrella" organization to efficiently coordinate tourism promotion in the areas herein defined to be within its regional boundaries. Missouri River Country shall consist of the following eight (8) counties: Phillips, Valley, Daniels, Sheridan, Roosevelt, Garfield, McCone and Richland.

The Corporation may further its purposes by engaging in research, collecting and developing statistics, and entering into promotional contracts with private and/or governmental bodies to accomplish its goals.

Article II Board of Directors

- Section 1. Number: The Board shall consist of no more than twenty (20) members, sixteen (16) appointed and four (4) members at large. Each of the eight (8) counties with Missouri River Country shall be eligible to have two representatives on the Board of Directors. The Fort Peck Tribes may appoint one (1) board member. Representation on the Board of Directors shall be no more than three (3) per county and the Fort Peck Tribes. The board must confirm at-large members.

- Section 2. Nomination and Election of Directors and Term: Nominations For directors representing the counties will be accepted by either the County Commissioners or Chambers of Commerce or any other Missouri River Country member from the county. Nominees for the Board of Directors must have their personal residence or business located with the county or Indian Reservation they are representing. Nominees for the Board of Directors must be confirmed by a majority vote of the board. Members of the Board of Directors shall serve three (3) year terms.
- Section 3. Duties: The government of the Missouri River Country, the direction of its work and the control of its property shall be vested in a Board of Directors.
- Section 4. Duties of Directors: The Board of Directors may, but shall not be limited to, the following duties: (1) hold meetings at such times and places as they believe proper; (2) appoint committees on particular subjects; (3) audit bills and disburse the funds of the Corporation (4) print and circulate documents and publish articles; (5) carry on correspondence and communicate with their associations interested in the tourism industry; (6) employ agents; and (7) devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the Corporation and to best protect the interest and welfare of the members; and (8) to elect the officers from the Board.
- Section 5. Absence: Should any member of the Board of Directors be absent unreasonably from three consecutive meetings of the Board without sending a communication to the President or Executive Director stating the reason for so doing, and if said excuse should not be accepted by the members of the Board, said member's seat on the Board may be declared vacant, and the Board of Directors may forthwith proceed to fill the vacancy.
- Section 6. Vacancies: Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote of the remaining members of the Board with a nomination from Missouri River Country members, County Commissioners or Chambers of Commerce from that county. The person so chosen shall hold office until the expiration of the term in

which he/she was elected to fill.

Article IV Officers

- Section 1. Number: The officers of this Corporation shall be President, Vice President, Secretary and Treasurer.
- Section 2. Method of Election: The Board of Directors shall elect from within the Board membership all officers for a term of two years.
- Section 3. Duties of Officers: The duties and powers of the officers of the Corporation shall be as follows:

President

The President shall preside at the meetings of the Corporation and of the Board of Directors and of the Executive Committee, and shall be a member ex-officio, with right to vote, of all committees except the Nominating Committee. The President shall also, at the annual meeting, of the Corporation and such other times as they deem proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may in their opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the office of the President

Vice President

In case of absence of the President, or of their inability from any cause to act, the Vice President, shall perform the duties of their office.

Secretary

The Secretary shall keep, or cause to be kept, the minutes of the meetings of the Board of Directors and the Executive Committee, and such other special meetings as may be called from time to time.

The Secretary shall be responsible for seeing that all notices are duly given as prescribed in these by-laws. The Secretary shall be the custodian of the Corporate Records.

The Secretary shall keep a register of the post office address and e-mail address of each member, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

The minutes are to follow the format of the agenda. The Treasurer's report is to be incorporated into the Minutes. Minutes are to be mailed or emailed to each Board member following each meeting.

Treasurer

The Treasurer will advise the Executive Committee on financial matters. The Treasurer will work with the Executive Director to insure accurate and prompt attention to regulations and financial matters. The Treasurer will assist the Executive Director and the Board to develop a Marketing Plan and Budget that follows State Regulations. The Treasurer may request any financial information or records of the Executive Director and Missouri River Country. The Treasurer will receive and keep accurate files of the following records and copies; originals will remain in the Missouri River Country office. The Executive Director will send copies to the Treasurer as soon as possible and at least, before the board meeting at which they may be presented; copies of monthly budget reports, bills to be approved, Opportunity Bank monthly statements and reconciliation reports, monthly printouts and quarterly statements. Copies of requests for approval by the Marketing Committee, approvals or disapproval's by the Marketing Committee. Copies of projects and budget pages for TAC approval, copies of letters of approval or disapproval from TAC. Marketing plan as approved by the Board, letter of

intent regarding the Marketing Plan and Budget as approved by TAC. Copies of quarterly reports for Montana Office of Tourism, CVB/Regional Tourism Regulations and copies of the Audit report, preliminary and final.

- Section 4. Vacancies: All vacancies in any office shall be filled by and from the Board of Directors at its next regular meeting, or at a meeting specially called for that purpose.
- Section 5. Compensation of Officers and Board: The officers shall receive such salary or compensation as the Board of Directors determines. Officers and Board members will be compensated at State-established rates of mileage, lodging and per diem when required to travel to conduct MRC, Inc. business at times other than regular meetings or annual meeting.

Article V

Meetings

- Section 1. Meeting Notice: Written notice of the meeting shall be provided five (5) days before the time designated for the meeting. All meeting notices shall set the place, date, time and purpose of said meeting.
- Section 2. Special Meetings: The Board of Directors or the Executive Committee at their discretion may call special meetings. Notice for any special meeting is to be given in the same manner as for the annual meeting.
- Section 3. Quorum: A majority of the filled board positions will constitute a quorum for the transaction of business, except for by-laws changes, which requires a 2/3 vote of all members of the Board of Directors. Notification to the Board of Directors shall be provided five (5) days prior to the time designated for the meeting.
- Section 4. Voting: Each member shall be entitled to one vote, this includes "at-large members" also.

Section 5. Proxy: No member shall be entitled to vote by proxy, but must be personally present, or the membership designated delegate be present, to exercise a vote in the Corporation.

Section 6. Annual Meeting: The annual meeting of Missouri River Country Montana, Inc. shall be held in the month of November or at such time chosen by the Board of Directors, in the State of Montana and at such time and place as designated by the Board of Directors. The annual meeting shall be called for the express purpose of the election of officers of the Board of Directors, as well as for the transaction of such further business as may properly come before such a meeting.

Article VI

Contracts, Loans and Grants

Section 1. Contracts and Grants: The Board of Directors may designate any officer or officers, agent or agents to enter into contract or execute any instrument for specific purpose in the name of and on behalf of the Corporation.

Section 2. Loans: No loans shall be contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Article VII

Committees

Section 1. The Executive Committee: The Executive Committee of this organization shall be composed of the officers, which include the President, Vice President, Secretary, Treasurer, and the immediate past president, determined by the Board of Directors. This Committee shall act on behalf of the Board of Directors, serving in an advisory capacity, and acting as a steering committee for the Board. They shall also hire and coordinate the annual performance review of the Executive Director. The Committee shall meet at the discretion of the President of the Board of Directors, and shall act on matters that require immediate attention when the full Board is not meeting or cannot obtain a quorum. Actions taken by

the Executive Committee shall be reported to the Board of Directors at its next regular meeting and shall be subject to revision, alteration, or rescission by the Board, provided that no rights of third parties shall be affected.

Section 2. Special Committees: The President may, at any time, appoint other committees on any subject for which there are no standing committees.

Section 3. Committee Quorum: A quorum of any committee of the Corporation shall consist of members present for the transaction of committee business. All committee recommendations require board action.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned Directors and Secretary of the Corporation known as and called MISSOURI RIVER COUNTRY MONTANA, INC., a non-profit Corporation, do hereby certify that the above and foregoing by-laws were revised on the 16th day of November 2021, and that the same do now constitute the by-laws of said Corporation.

Doug Smith
Megan Hansen
Zack Burner
Ray Trumpower
Diane Brandt
Leslie Messer
Peggy Bergsagel
Herb Allison
Brianna Vine
Kali Godfrey
David Arndt
Kaylee Williamson
Stephanie Smotherman
Ruth Boysun