

CHARTER

- I. **Name.** The name of the coalition established and governed by this charter is “The Montana Infrastructure Coalition” or MIC.

- II. **Purpose and Responsibilities.**
 - a. **Purposes.**
 - i. To create an inclusive, non-partisan process and forum for the research and study by interested volunteer members of various issues related to the problem of infrastructure investment in Montana, including but not limited to defining infrastructure, funding and financing for infrastructure, and its maintenance, improvement, and expansion, with the goal, if supported by the work of the MIC and in accordance with its decisions taken pursuant to this Charter, of providing recommendations, possibly for specific legislation, to elected leaders in Montana aimed at addressing the need for investment in infrastructure in Montana.
 - ii. To provide a source of information open to the public regarding the need for infrastructure investment and its maintenance, improvement, and expansion, and various methods of funding and financing it that are economically and politically sustainable.
 - b. **Responsibilities.** The MIC’s direct responsibility to its members is to conduct research, gather and analyze pertinent information and provide that analysis and information to its members, as well as to provide opportunities to its members to conduct open, respectful discussion of that information and analysis, including to provide input, regarding the work it does to accomplish its purposes. In fulfilling this responsibility, the MIC will take such further steps authorized by its members in accordance with this Charter, which may include, without limitation, contracting with the Montana Chamber Foundation for research, analysis, and education.

- III. **Membership.**
 - a. **Membership Qualifications.** Any not-for-profit corporation, unincorporated association, for-profit corporation, sole proprietorship, or unit of local government with an interest in maintaining, improving, and expanding Montana’s infrastructure may apply for membership in the MIC at any time. There are two types of membership, voting and non-voting.
 - i. **Voting membership.** Payment of an initial membership fee of \$5,000.00 as well as annual dues as established by the Board entitles a qualified payor or its representative to participate as a voting member in the MIC, as provided herein.
 - ii. **Non-voting associate membership.** Payment of an initial membership fee of \$500.00 as well as annual dues as established by the Board entitles a qualified payor or its representative to participate as a non-voting member in the MIC, as provided herein.
 - b. **Rights of Members.** Members of MIC are entitled to attend, either in person or electronically, every meeting of the full MIC, as well as to receive timely notice of such meetings. Members are also entitled to receive notice of any subcommittee meetings and to request attendance, which may be granted by a majority of the subcommittee members. Members are also entitled to receive a copy, electronically if feasible, of all information gathered, studies conducted, and analyses completed by the MIC or any

VIII. Board of Directors.

- a. Membership.** The officers of the MIC comprise its Board of Directors. An Executive Director who shall serve as a non-voting member of the Board of Directors may be appointed at an appropriate time with the approval of a majority of the Board of Directors and of the MIC voting membership.
- b. Powers.** The Board of Directors shall be the governing body of the MIC, with the authority granted by this Charter to fulfill its purposes.
- c. Duties.** The Board of Directors shall supervise, control and direct the affairs of the MIC, its subcommittees, and publications, including development of policies and position statements and revisions thereto consistent with the MIC's purposes. A majority of its members shall approve all publications or public statements whether by the MIC or a subcommittee before release, and such approval shall be based on the Board of Director's assessment of whether such publication or public statement comports with the decisions of 2/3 of the voting members of the voting membership of the MIC as reflected in its adopted policies and positions. The Board of Directors shall also undertake or supervise the development of proposed policies and positions in accordance with the MIC's purposes and responsibilities for presentation to the MIC as a whole for its vote on adoption or rejection of such policy or position in accordance with paragraph IX. The Board of Directors shall also take steps to actively implement the decisions of the MIC and provide supervision to any Executive Director and staff that may be employed or retained on contract and any subcommittee that seeks such direction.

IX. Staff. The Board of Directors shall supervise and direct the work of any retained contractor or hired staff, including an Executive Director, retained or hired by the MIC, or whose time is contributed by a member or members as in-kind contributions.

X. Governance. In accordance with its purposes and responsibilities, the MIC shall be directed and served by the Board of Directors and by its membership in a manner favoring inclusion of views and stakeholders in the process of its work. Adoption of policies and positions to be supported by MIC requires approval by 2/3 of the voting membership in attendance. Other decisions require a majority vote of the voting membership in attendance.

XI. Time. The MIC's work is aimed at creating useful information helpful in establishing a sustainable governing process, both economically and politically, for funding and financing infrastructure investment, maintenance, improvement, and expansion in Montana. Consequently, the MIC anticipates an ongoing, multi-session effort, which, it is hoped, will begin in the 2017 Montana Legislative session.

XII. Electoral Activity. The MIC shall not engage in any electoral activity, including soliciting or making campaign contributions. Each member remains unrestricted by this paragraph to engage in political activity, though not on behalf of MIC, its Board of Directors, or one of its subcommittees.

XIII. Amendments. Amendments to this Charter may be proposed by the Board of Directors, a Subcommittee, or any member of the MIC. Adoption requires a 2/3 vote of the MIC voting membership in attendance.