

BYLAWS
Montana Infrastructure Coalition, Inc.

ARTICLE 1: ORGANIZATION

Section 1. Name. The name of the corporation governed by these Bylaws is “The Montana Infrastructure Coalition,” or MIC.

Section 2. Tax Exempt Status. The MIC is a Montana nonprofit public benefit organization, recognized as tax exempt under Section 501(c)(4) of the United States Internal Revenue Code (“Code”).

Section 3. Purpose.

- A. To facilitate collaboration among its members for the purpose of enhancing their ability to carry out their respective missions.
- B. To create an inclusive, non-partisan process and forum for the research and study 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.
- C. To provide recommendations and lobby elected leaders in Montana to address the need for investment in infrastructure in Montana.
- D. To engage in a long-term effort to achieve and maintain permanent, sustainable, and adequate funding and financing for the construction, maintenance, improvement, and expansion of infrastructure in Montana.

Section 4. Responsibilities. The MIC’s direct responsibility to its members is to conduct research; gather, analyze, and distribute pertinent information to its members; and provide opportunities to its members to conduct open, respectful discussion of that information and analysis. In fulfilling this responsibility, the MIC will take such further steps authorized by its members in accordance with these Bylaws, which may include, without limitation, contracting for research, analysis, and education.

ARTICLE 2. MEMBERSHIP

Section 1. Membership Qualifications. Membership in the Corporation shall be restricted to those entities whose membership would not negatively impact the ability of the Corporation to qualify as a tax-exempt organization as described in section 501(c)(4) of the Code. Any not-for-profit corporation, unincorporated association, incorporated association, for-profit corporation, sole proprietorship, professional corporation, partnership, limited partnership, joint venture, limited liability company, professional limited liability company, other type of business entity, 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.

Section 2. Admission and Removal of Members.

- A. A majority vote of the Board of Directors is required to grant membership. The Board of Directors’ decision shall be based on the applicant’s statement of interest, including the Board of Directors’ assessment of whether the applicant is a directly affected stakeholder interested in achieving the purposes of MIC.
- B. If the Board of Directors votes to not admit an applicant, the applicant may appeal to the voting members for admission to membership at a special meeting called for that purpose. A two-thirds (2/3) vote of the voting members is required to overrule the Board of Directors’ decision on admission to membership.
- C. Members may be removed for any reason upon a two-thirds (2/3) vote of the Board of Directors. Members that have failed to pay dues within 90 days of mailing of invoices shall be recommended for removal from the MIC. Removal of a member for failure to pay dues shall be upon majority vote of the Board of Directors.
- D. If the Board of Directors votes to remove a member, the member may appeal to the voting members to

remain a member at a special meeting called for that purpose. A two-thirds (2/3) vote of the voting members is required to overrule the Board of Directors' decision on member removal.

Section 3. Membership Types. There are two types of membership: voting and non-voting.

- A. Voting membership: Payment of the initial voting membership fee and annual dues as established annually by the Board entitles a qualified payor or its representative to participate as a voting member in the MIC, as provided herein.
- B. Non-voting associate membership: Payment of the initial associate membership fee and annual dues as established annually by the Board of Directors entitles a qualified payor or its representative to participate as a non-voting member in the MIC, as provided herein.

Section 4. Rights and Duties of Members.

- A. All members are entitled to attend every meeting of the full MIC and the Board of Directors, as well as to receive timely notice of such meetings. Members may attend personally, or may participate in a meeting of the members by means of remote communication. Remote communication means communication made by conference telephone call, internet, electronic, remote technology, or similar communication by which persons participating in the meeting may hear or read each other's comments, questions, or votes simultaneously during the meeting.
- B. All 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 subcommittee.
- C. In keeping with the purpose of MIC, each member is encouraged to work within MIC's processes to obtain results they can support. Nevertheless, each member reserves the right to decide not to support or, if in its view it is necessary, to oppose decisions or positions of the MIC. The decision not to support or to oppose must be made at an appropriate time and in an appropriate manner and with appropriate notice.
- D. The voting members of the MIC shall adopt all policies and positions of the Corporation by 2/3 of the voting membership in attendance at the meeting.
- E. At the annual meeting, the voting members shall designate the Board of Directors by a majority vote.
- F. All members shall act in a manner favoring inclusion of views and stakeholders in the process of the work of the MIC.
- G. Except as otherwise provided in these Bylaws, each voting member shall be entitled to one vote on each matter upon which members have voting rights. Vote or voting includes the giving of consent in the form of a record without a meeting by written ballot and written consent. The record date for all meetings of members shall be ten (10) days prior to the date of such meeting or action without meeting as identified in the notice (Record Date). Only voting members in good standing as of the Record Date for any meeting or action without meeting shall have voting rights during such meeting.

ARTICLE 3. BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors (Board) shall be the governing body of the MIC, and shall exercise corporate powers subject to provisions contained in these Bylaws. The Board Directors shall operate only as a Board and individual Board Directors shall have no individual power to take any action on behalf of the organization.

Section 2. Duties and Responsibilities.

- A. The Board shall be responsible for the operation of the Corporation. Through the recommendations and oversight of its Executive Committee, the Board shall supervise, manage, control, and direct the affairs of the MIC.
- B. The Board shall have direct oversight of all MIC subcommittees, publications, and implementation of policies and positions consistent with the MIC's purposes
- C. The Board may hire, appoint, or terminate an Executive Director with approval of the voting membership.

- D. The Board shall approve all formal communications of the MIC before release, and such approval shall be based on the Board's assessment of whether such communication comports with the adopted policies and positions of the MIC.
- E. The Board shall undertake or supervise the development of proposed policies and positions in accordance with the MIC's purposes and responsibilities for presentation to the voting membership for a vote on adoption or rejection of such policy or position.
- F. The Board shall annually adopt a dues policy with initial membership fees and dues for voting and not-voting memberships.
- G. The Board shall take steps to actively implement the decisions of the MIC.
- H. In accordance with its purposes and responsibilities, the Board shall direct and serve the full membership in a manner favoring inclusion of views and stakeholders in the process of the work of the MIC.

Section 3. Membership.

- A. The Board shall consist of the Officers of the MIC and at least three additional Directors. The voting membership shall decide on the number of additional Directors to appoint to the Board at each annual meeting.
- B. The Executive Director shall serve as a non-voting member of the Board.
- C. With the exception of for-profit corporations, all members of MIC are eligible for representative election to the Board. Each person elected to the Board must have the authority to make decisions on behalf of the member entity they represent.
- D. Each member of the Board shall serve a term of one (1) year. There shall be no term limits for members of the Board.
- E. Removal of a member from the Board shall be by two-thirds (2/3) vote of the Board for any reason. Unless the member entity has been removed from membership, the member entity whose representative to the Board was removed shall designate a replacement Board member. All other vacancies on the Board shall be filled by appointment of the Board to serve until the next election.

Section 4. Conflicts of Interest. Each member of the Board must sign an annual statement affirming that the Director has received a copy of MIC's conflict of interest policy, has read and understands the policy, has agreed to comply with the policy, and understands that the MIC is recognized as tax-exempt under Section 501(c)(4) of the Code, and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 5. Compensation. Directors and Officers shall receive no compensation for carrying out their duties. The Board may adopt policies providing for reasonable reimbursement of Directors and Officers for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board or Executive Committee meetings.

Section 6. Subcommittees.

- A. The Board may designate any subcommittees to carry out the purposes of the MIC.
- B. MIC subcommittees are advisory, and may make recommendations to the Board on any subject matter related to the purposes of the MIC. Subcommittees shall report to the Board at regular and special meetings.
- C. The membership of subcommittees is voluntary and may be limited or expanded on the recommendation of the subcommittee by approval of a majority of the Board. Subcommittee members may include other employees of a member entity. All subcommittee appointments shall be made by the Chair.

ARTICLE 4. OFFICERS AND EXECUTIVE COMMITTEE

Section 1. Officers.

- A. The officers of the Board shall be a Chair, two Vice Chairs, a Secretary and a Treasurer.
- B. At the annual meeting, voting members shall elect the officers from the voting membership of the newly-elected Board.
- C. Each officer shall serve a term of one (1) year. There shall be no term limits for officers.
- D. An officer may be removed by a two-thirds (2/3) vote of the Board for any reason.
- E. All vacancies on the Board, resulting from removal or otherwise, shall be filled by appointment of the Board to serve until the next election.

Section 2. Duties and Responsibilities of the Officers.

- A. Chair. The Chair shall lead the Board in performing its duties and responsibilities, including:
 - i. Presiding at all meetings of the full membership, the Board, the Executive Committee and other subcommittees;
 - ii. In conjunction with the Executive Committee, providing the general supervision of all business of the MIC;
 - iii. Serving as or appointing a representative to serve as an ex officio, non-voting member of all subcommittees;
 - iv. Making appointments of MIC members to subcommittees as needed during his or her term;
 - v. In the absence of or with the Executive Director, representing the MIC in public and speaking on behalf of the MIC; and
 - vi. Performing other duties incident to the office or assigned by the Board.
- B. Vice Chairs. The Vice Chairs shall consult with, counsel, and assist the Chair at his or her request and perform other duties as assigned by the Chair or the Board; one of the Vice Chairs shall perform the duties of the Chair in his or her absence and perform other duties as assigned by the Chair or the Board
- C. Secretary. The Secretary shall be responsible for the keeping and reporting of adequate minutes of the annual meeting, regular Board meetings, special meetings of the Board or the full membership of the MIC, and Executive Committee meetings, and perform other duties as assigned by the Chair or the Board. The Secretary shall also record members' votes, tabulate vote totals, and perform other duties assigned by the Chair or the Board.
- D. Treasurer. The Treasurer shall be the lead Board Director for review of the financial condition and affairs of the Corporation. The Treasurer, in conjunction with the Executive Director and the Executive Committee, shall:
 - i. Keep the Board informed of the financial condition of the Corporation and of any audit or financial review results;
 - ii. Assist in budget preparation;
 - iii. Provide financial reports to the Board on a timely basis or as may be required by the Board;
 - iv. Make recommendations to the Board regarding the financial duties and responsibilities of the MIC.

Section 3. Executive Committee.

- A. The Officers of the Board shall constitute the Executive Committee.
- B. The Executive Committee shall have the direct responsibility for the supervision, management, and control of the business and property of the MIC subject to these Bylaws and oversight by the Board.
- C. The Executive Committee shall meet at least monthly. The time and date of Executive Committee meetings shall be set by the Chair at each annual meeting, and are subject to change with ten (10) days' notice. Executive Committee meetings shall be held in Helena, unless a different location is chosen by majority vote of the Executive Committee.
- D. At the Board's request, the Executive Committee shall bring recommendations to the Board for specific action or decisions needed related to the supervision, management, and control of the MIC.

- E. The Executive Committee shall supervise and annually evaluate the Executive Director and report the annual evaluation to the Board. The Executive Committee shall also make decisions regarding the performance of and set the salary for the Executive Director, subject to approval by the Board.
- F. The Executive Committee shall supervise, evaluate, and direct the work of any other contractor or staff retained or hired by the MIC, or work performed by members as in-kind contributions.

ARTICLE 5. EXECUTIVE DIRECTOR

Section 1. Appointment. The Board of Directors may appoint an Executive Director for the daily administration of the MIC. The Executive Director will hold office at the will of the Board and shall report directly to the Executive Committee.

Section 2. Duties and Responsibilities.

- A. The Executive Director shall be responsible for ongoing administrative management of the MIC, with general and active supervision over the property, business, and affairs of the MIC.
- B. The Executive Director shall maintain records identifying the adopted policies and positions of the MIC, and bring recommendations to the Board regarding actions and decisions necessary to implement those policies and positions.
- C. The Executive Director shall compile, publish, and maintain the financial records of the MIC, including annual operating budgets, accurate financial reports, audits, and any other reports or filings required for any activity related to MIC business including lobbying, financial disclosures, corporate status, and federal tax-exempt status.
- D. The Executive Director shall serve as the primary spokesperson for the MIC with respect to the public, media, government affairs, legal matters, and the adopted policies and positions of the MIC.
- E. The Executive Director shall be responsible for the keeping and reporting of adequate records for the MIC in accordance with any records retention policies adopted by the Board.
- F. The Executive Director shall assist the membership as a whole, including the Board, Executive Committee, and any other subcommittees, in providing notice of meetings, obtaining access to information, and disseminating the work product of the MIC or its subcommittees to its members.
- G. The Executive Director shall attend all meetings of the full membership, the Board, and the Executive Committee.
- H. The specific duties of the Executive Director shall be outlined annually in an employment agreement or job description.
- I. The Executive Director shall perform other duties assigned by the Board, subject to oversight by the Executive Committee and the Board.

ARTICLE 6. MEETINGS

Section 1. General.

- A. All meetings of the MIC, the Board, or any subcommittee shall be conducted in an open, fair, and inclusive manner so as to accomplish MIC's purposes.
- B. Written notice of any meeting of the MIC, the Board, or any subcommittee may be provided electronically.
- C. Personal attendance at all meetings by MIC members is encouraged but members may participate in a meeting by, or the Board may conduct a meeting through the use of remote communication by which persons participating in the meeting may hear or read each other's comments, questions, or votes simultaneously during the meeting. For voting members, participation by remote communication shall constitute presence in person at a meeting. The Chair may establish reasonable rules as to conducting or attending a meeting by remote communication.
- D. At any meeting of the MIC at which a vote is requested, the notice shall clearly state that a vote will be held of those in attendance and the issue to be voted on. Lacking such notice, such vote is not valid and does not constitute a decision by the MIC.

- E. The Board may conduct any vote of the full voting membership or the MIC Board by written ballot without a meeting in accordance with Montana law. A written ballot must set forth each proposed action, and provide an opportunity to vote for or against each proposed action. The Corporation may deliver a written ballot by electronic communication as long as a member gives consent. Consent by a member to receive notice by electronic communication in a certain manner constitutes consent to receive a ballot by electronic communication in the same manner.
- F. Upon a two-thirds (2/3) vote, a meeting of the Board or the Executive Committee may be closed for executive session with or without staff and other members during any meeting to discuss topics of a sensitive or private nature, including threatened or pending litigation, grievances from staff or members, or evaluation of the Executive Director. Upon closing an executive session, the Chair shall provide a summary of any action taken.
- G. At any meeting of the Members, a Member entitled to vote may do so by proxy in accordance with established Board policy as allowed by Montana law. The Corporation may recognize a Member's board officers or executive director as representing the Member at any in-person Membership meeting for the purposes of voting and establishing a quorum in accordance with Board policy.

Section 2. Annual Meeting.

- A. The annual meeting of the MIC shall occur at a time, date, and location decided by the Board.
- B. The Executive Director shall provide no less than thirty (30) calendar days' notice with the draft agenda of the annual meeting to the full membership of the MIC.
- C. The purpose of the annual meeting is to review the purposes of the corporation, elect officers, review the annual financial report, adopt the next fiscal year budget, and conduct any other business identified in the meeting notice.
- D. A quorum for the transaction of business at the annual meeting shall consist of 25 percent of the voting membership including representation from at least a majority of the Board of Directors. Unless otherwise provided for in these Bylaws, decisions at the annual meeting require a majority vote of the voting membership in attendance. Unless otherwise provided for in these Bylaws, decisions at the annual meeting require a majority vote of the voting membership in attendance.

Section 3. Regular Meetings.

- A. The Board shall regularly meet at least every other month. The time and date of regular meetings of the Board shall be set by the Chair at each annual meeting, and are subject to change with ten (10) days' notice. Regular meetings shall be held in Helena, unless a different location is chosen by majority vote of the Board.
- B. The Executive Director shall provide no less than ten (10) calendar days' notice with the agenda of regular Board meetings to the full membership of the MIC.
- C. A majority of the Board constitutes a quorum for the conduct of business at any regular meeting. Unless otherwise provided for in these Bylaws, decisions at a regular meeting require a majority vote of the Board.

Section 4. Special Meetings.

- A. Special meetings of the Board or the full membership of the MIC may be called by the Chair or a majority of the Executive Committee or the Board.
- B. The Executive Director shall provide no less than three (3) business days' notice with the agenda of special meetings to the full membership of the MIC. The purpose, time, date, and location of any special meeting must be outlined in detail on the notice.
- C. Special meetings may be held via remote communication.
- D. For a special meeting of the Board, a majority of the Board constitutes a quorum for the conduct of business. Unless otherwise provided for in these Bylaws, decisions at a special Board meeting require a majority vote of the Board.

E. For a special meeting of the full membership, twenty-five percent of the full membership of the MIC constitutes a quorum for the conduct of business. Unless otherwise provided for in these Bylaws, decisions at a special meeting of the full membership requires a majority vote of the voting membership in attendance.

Section 5. Subcommittee Meetings.

- A. Subcommittee meetings shall be held at times and places decided by the majority of each subcommittee with at least three (3) days' notice to the subcommittee members.
- B. Subcommittee meetings may be held electronically.
- C. The Chair or his or her designee shall keep minutes of each subcommittee meeting and provide such minutes to the Executive Director and the Chair.
- D. Each subcommittee shall report to the Board as needed.
- E. A majority of the subcommittee constitutes a quorum for the conduct of business at any subcommittee meeting. Subcommittees may make recommendations to the Board by majority vote of the subcommittee.

ARTICLE 7. INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. To the full extent permitted by Title 35, Chapter 2 of the Montana Code Annotated, the Corporation shall indemnify all persons whom a corporation may indemnify.

Section 2. Insurance. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such.

ARTICLE 8. CONFLICT OF INTEREST POLICY

The Board of Directors shall adopt, and each individual Director shall acknowledge and accept the terms of a Conflict of Interest Policy to address both real and apparent conflicts of interest or dualities of interest that may adversely affect the tax-exempt status of the Corporation or cause there to arise any sanction or penalty by a government authority.

ARTICLE 9. GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal and business year for the MIC shall be January 1 through December 31.

Section 2. Contracts, Agreements, Checks, Deposits. The Board or any designee, as noted in minutes of the Board, shall have the power or authority to engage in contracts and agreements, establish a bank account, make payments of money, notes or other evidence of indebtedness issued in the name of or payable to the Corporation, subject to financial policies adopted by the Board.

Section 3. Partisan Political Activity. The MIC shall not engage in any partisan political activity, including soliciting or making campaign contributions to candidates in partisan races. Each member remains unrestricted by this Article to engage in partisan political activity, though not on behalf of MIC, its Board, Executive Committee, or any of its subcommittees. Nothing in this section is intended to restrict the MIC from engaging in non-partisan issue advocacy.

Section 4. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of all meetings where actions are taken. All records must be kept in accordance with

any records retention policy adopted by the Board.

Section 5. Dissolution and Distribution of Assets. The MIC may be dissolved in accordance with Title 35, Chapter 2, Part 7. Upon the dissolution of the organization any payment of liabilities, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(4) of the Code. Any assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 6. Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

ARTICLE 10. AMENDMENT OF BYLAWS

These Bylaws shall be reviewed at least annually by the Board members. These Bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the voting membership in attendance at the annual meeting or a special meeting designated for that purpose with full notice of any revisions or amendments provided.

CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned hereby certifies that the above Bylaws of Montana Infrastructure Coalition were duly adopted by vote of the Voting Members during the meeting on **April 28, 2020** and now constitute the Bylaws of the Corporation.

DATED: _____.

Secretary