

BYLAWS
OF THE
MONTANA SOCIETY OF ASSOCIATION EXECUTIVES
Adopted by the Society Membership
May 20, 2008

This organization called the Montana Society of Association Executives was organized and chartered as a nonprofit corporation by the State of Montana on November 21, 1980, to promote the advancement of the science, efficiency and improvement of association management and to promote the economic, civil and social welfare of associations and their employees within the State of Montana.

Article I
Name

The name of this organization shall be Montana Society of Association Executives.

Article II
Purpose

The purpose of this society will be:

Section 1: To provide the means for exchanging experience and opinions through discussion and study of all the aspects and functions of an association and its management.

Section 2: To develop and encourage high standards of service and conduct by executives thereby assuring that the affairs of their respective associations will be conducted in a professional manner.

Section 3: To broaden and increase public understanding of the importance of Association in the local economy as well as the American economy.

Section 4: To promote the purposes and effectiveness of associations by demonstrating that their aims are in the public interest.

Section 5: To cooperate with other local and regional groups of association executives as well as maintaining close liaison with the American Society of Association Executives of which the Montana Society of Association Executives is an affiliate.

Section 6: To undertake any other functions consistent with these Bylaws which will further advance the usefulness of this Society to its members.

Article III Definition

The term "Association" as used in these Bylaws, will include such incorporated organizations as are established to perform, upon a mutual basis, an industrial, professional or trade function of the purpose of promoting and protecting the respective industry, profession or trade represented.

Article IV Membership

Section 1: The regular membership of the Society will be composed primarily of the salaried chief executive of an association or Chamber of Commerce (if he/she devote a major portion of his/her time to the association or Chamber of Commerce). Such of his/her staff members as he/she shall recommend shall also be eligible for membership.

Section 2: Associate membership shall be comprised of hotel/motel management personnel, suppliers, service representatives, and other as may be approved by the Board of Directors.

Section 3: Special membership designations can be established by the Board of Directors to honor those who have served the profession of association management or those who have served associations in a special or particular way.

Section 4: There shall be no limitation of the number of members.

Section 5: Application for membership shall be in writing upon the forms prescribed by the Board of Directors. Each application for membership shall be accompanied by a check for the year's dues, as set by the Board of Directors.

Section 6: Upon admission, every member shall be bound to comply with the bylaws of this Society.

Section 7: Membership in the Society shall be forfeited by nonpayment of dues.

Section 8: Application for membership and acceptance or rejection shall be at the discretion of the majority of the Board of Directors.

Section 9: Each regular member of the Society will be entitled to one vote from each association. Associate members shall not be entitled to vote. Action taken by the Society will be by a majority vote of the voting membership present, except as otherwise provided in the Bylaws.

Article V
Board of Directors

Section 1: The Board of Directors is to consist of nine directors.

Section 2: The operation and management of the MSAE shall be lodged in the Board of Directors. Each director shall be a member or member's representative, all of whom must be actively engaged in business in the State of Montana. A minimum of seven directors duly elected must be association executives actively engaged in business in the State of Montana. The remaining two (2) directors shall be elected from the ranks of the associate membership, and at least one must represent the Sales and Marketing Council of the Montana Innkeepers Association, or successor organization. The Council must submit one or more nominees for the position to the nominating committee prior to the annual membership meeting. All directors must be members of the society in good standing.

Section 3: The Board of Directors shall have these powers and duties, in addition to any other powers granted by law:

- (a) To call special meetings of the membership whenever they deem it necessary.
- (b) To appoint and remove from office wherein necessary all officers.
- (c) To conduct, manage, and control the business affairs of the Society in accordance with these Bylaws and Articles of Incorporation.
- (d) To cause to be kept a complete record of all their minutes and acts and proceedings and present to the membership an annual report.
- (e) To purchase, hold, sell, and lease, mortgage or exchange real estate or personal property required in the operation of the society.
- (f) To authorize the solicitation of funds, to incur debts, to borrow money, and to pledge the credit of the organization to expedite or finance its activities.
- (g) The majority of the Board of Directors, at which a quorum is present, shall act on behalf of the society.

Article VI
Elections, Meetings and Tenure of Directors

Section 1: The election of the Board of Directors shall take place at the annual meeting of the members and shall be held in the following manner. The Chairman shall appoint a nominating committee of three members, which committee shall nominate from the membership of the Montana Society of Association Executives as many candidates as there are directors to be elected. The directors shall be elected from among such candidates by ballot of the membership present at the annual meeting or at a special meeting of the membership, as may be specified by the Board of Directors. Members may not vote by proxy.

Section 2: Directors are elected for a term of three (3) years and will serve until their successors are duly elected and qualified. Directors may not serve for a period longer than two (2) three (3) year consecutive terms or eight years, whichever is greater. However, under extenuating circumstances, a quorum of the Board of Directors may extend a director's term one year at a time so long as such action is duly noted in the minutes of the corporation.

Section 3: Directors shall take office immediately following their election.

Section 4: Vacancies on the Board of Directors shall be filled by appointment made by the Chairman from among the membership upon the consent and approval of a quorum of the Board of Directors and for the unexpired term.

Section 5: A director may seek and/or accept re-election, (having served two (2) consecutive three (3) year terms or a maximum of eight years), providing he/she has not served as a director during the year immediately preceding said election.

Section 6: The Board of Directors shall hold regular meetings at the times and places specified by it and special meetings called at any time by the Chairman or by three (3) directors, provided a call is issued to each director stating the purpose of the meeting not less than forty-eight (48) hours preceding the meeting. The Board of Directors may act by meeting held by telephone conference call, electronic mail, fax, or other electronic means, provided that the notice of the regular or special meeting be given in the manner required by these Bylaws and in the absence of same in the manner set forth in the Montana Code Annotated. Waiver of any meeting notice may be given by a director.

Section 7: At all meetings of the Board of Directors, a majority of the total number of directors shall constitute a quorum for the transaction of business.

Section 8: At all meetings, a vote of the majority of those present, if a quorum, shall prevail.

Section 9: Robert's Rules of Order (newly revised) will govern the business meetings of the society in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or special rules of order of the society.

Article VII Officers

Section 1: The officers of the Montana Society of Association Executives shall be a chairman, vice chairman, and treasurer, which shall be elected at the first meeting of the Board of Directors following the annual meeting of the membership and shall hold office for two years and until their successors have been elected and qualified. Said officers shall be elected by the directors and the office of chairman, vice chairman, and treasurer shall be filled by a director duly elected.

Section 2: The chairman shall preside over all meetings of the membership and directors, shall serve as ex-officio member of all committees, shall sign as chairman all contracts and other instruments for the society (unless delegated to the executive director in person or practice) and shall call the directors together whenever the person deems it necessary, and the person shall perform such other and further duties as are usually required of such officer.

Section 3: The vice-chairman shall at the request of, or in the absence of the chairman, perform all of the duties of the chairman and for the time being shall be vested with the authority of that office.

Section 4: The Treasurer is the financial officer of the Association. In addition to the duties imposed by law, the Association's Articles of Incorporation and Bylaws, the Treasurer, is charged with the following responsibilities:

- Overseeing the financial operation of the Association in conjunction with the Finance Committee and the Executive Director
- Chairing the Finance Committee
- Presenting financial reports to the Board of Directors
- Presenting a financial report to the general membership at the Annual Meeting
- Serving on the Executive Committee as a voting member
- Overseeing fiscal operation
- Signing checks or delegating the signing of checks to the Executive Director
- Miscellaneous meetings/events

The Treasurer is authorized (along with the Chairman, Vice-Chairman and Executive Director) to sign all financial documents, including checking and savings accounts, certificates of deposit, mutual funds, and/or other such non-interest and interest-bearing accounts in which the Association has invested funds.

The Treasurer will have access to all accounting and bookkeeping ledgers, journals, and records; however, all bookkeeping and accounting functions, administration of finances, and maintenance of related records and documents are the responsibility of the Executive Director.

Article VIII Executive Director

Section 1: The Board of Directors shall employ an executive director who shall be the chief administrative officer and corporate secretary of the association. The executive director shall be hired, and when appropriate, terminated in accordance with MSAE policies. The executive director shall perform the duties set forth in the job description for the position and such additional duties as the Board of Directors may direct.

Section 2: It shall be the duty of the executive director to keep a record of the proceedings of the Board of Directors and all general or special meetings of the society.

Section 3: It shall be the duty of the executive director to maintain a registered corporation office. The registered office of the corporation required by the Montana Nonprofit Corporation Act to be maintained in the State of Montana, may be, but need not be, identical with the principal office in the State of Montana, and the address of the registered office and registered agent may be changed from time to time by the board of directors

Article IX Indemnification of Directors and Officers

Each director and officer of the association now or hereafter serving as such shall be indemnified by the society against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer to the fullest extent allowed by law.

Article X Limitations

The society shall not take any position on such issues as may fall within the purview of members' associations, except that the Board of Directors shall be authorized to take a position on those issues that may fall within the purview of all regular member associations.

Article XI
Amendments

These Bylaws or any portion thereof may be amended or repealed at any meeting of the society by a majority vote of the membership present, provided the proposed changes are submitted to each member by the executive director at least ten days prior to the meeting at which changes are to be considered.

Article XII
Meetings of Membership

Section 1: The annual meeting of the membership of the Montana Society of Association Executives shall be held not earlier than eight months and not later than thirteen months from the date of the last annual meeting, and at a convenient place and date during this period, which date and place to be set by the Board of Directors, unless extenuating circumstances warrant either an earlier or later meeting. The Board of Directors shall be empowered to govern the date due to extenuating circumstances. Notice of such annual meeting shall be given to the membership at least fourteen (14) days prior to the address of each member as it appears on the records of the society. Notice shall be by publication, direct mail, or electronic means.

Section 2: At any annual or special meeting of the membership of the society, ten percent of the total membership shall constitute a quorum. Membership consists of regular voting members certified as such by the Executive Director. After the annual or special meeting is called to order, a majority of those members present may act on any business of the society.

Section 3: Special meetings of the membership may be called and held at a time and in the manner specified by the Board of Directors.

Article XIII
Committees

Section 1: The chairman shall by and with the consent and approval of the Board of Directors appoint such standing and special committees from time to time as may be deemed advisable to carry out the purpose and objects of the society and shall name the chairman of such committees. The chairman shall be an ex officio member of all committees.

Section 2: A standing committee; that of the Executive Committee, made up of the chairman, vice chairman, executive director, treasurer and immediate past chairman, chaired by the chairman shall perform any important business as desired by the chairman for future action by the Board of Directors.

Section 3: A standing Finance Committee will be made up of members of the Executive Committee and chaired by the Treasurer.

Section 4: The various committees shall conduct investigations and make recommendations and carry out specific projects entrusted to their execution, but in no instance shall committees have authority to commit the organization as to any action or the expenditure of funds without their recommendations being approved by a majority of a quorum of the Board of Directors.

Article XIV
Dues and Expenses

Section 1: Dues shall be established by the Board of Directors.

Section 2: Officers will serve without compensation. Any expense incurred by members incident to attending society meetings shall be borne by themselves or the respective organizations in such manner as each may determine.

Section 3: Expenses of the society will be paid by order of the Board of Directors from the society's funds.

The FOREGOING amended and restated Bylaws were adopted in Bozeman, Montana this 20th day of May, by the membership, a majority, and signed on their behalf.