

RUSSELL COUNTRY, INC. BYLAWS

ARTICLE I ORGANIZATION

- Section 1.1 Purpose. The Bylaws for the non-profit corporation Russell Country, Inc., conducting business under the assumed business name of Central Montana Tourism are set forth herein to promote economic development through tourism.
- Section 1.2 Definition. Central Montana Tourism is known as the tourism region designated by the Governor's Tourism Advisory Council. The specific intent of Central Montana Tourism is to be an organization that efficiently promotes tourism in the areas herein defined to be within its regional boundaries. The organization will market and develop the destination, advocate, and educate for responsible tourism, and manage the growth of tourism. The geographical boundaries of Central Montana Tourism are defined by the following counties: Fergus, Toole, Liberty, Hill, Blaine, Teton, Wheatland, Meagher, Judith Basin, Pondera, Chouteau, Cascade, and Petroleum. These boundaries are designated by the State of Montana through Code 15-65-101.
- Section 1.3 Amendment to Boundaries. The Central Montana Tourism regional boundaries may be altered only after certain and definite procedures are followed.
- a. The specific area or community wanting to either join or disassociate itself to or from Central Montana Tourism as herein defined must first petition the Tourism Advisory Council as established by the Montana Department of Commerce.
 - b. Such boundary changes must be approved by a majority of the Central Montana Tourism Board of Directors.

ARTICLE II DIRECTORS

- Section 2.1 Number. The property, affairs, activities, and concerns of the Corporation shall be vested in a Board of Directors to be represented as follows:
- a. One (1) Director from each county included within the geographical boundaries of Central Montana Tourism.
 - b. One (1) Director per Reservation within the geographical boundaries of Central Montana Tourism (Rocky Boy, Ft. Belknap and Blackfeet) and One (1) Director per Little Shell Tribe.
 - c. One (1) Director from each accommodations tax funded visitor bureau within the geographical boundaries of Central Montana Tourism.
 - d. Under special circumstances, up to five (5) particularly deserving individuals can serve as Directors in an at large capacity.
- Section 2.2 Geographic Representation. No county may have more than three (3) Directors serving on the Board.

Section 2.3 Election of Directors. Board of Director candidates must submit an application form for the Governance Committee to review.

The Executive Director will work with County Commissioners, Chambers of Commerce, and sitting Directors to promote opening(s). Directors will be elected by a majority vote of the sitting members of the Board of Directors. In the event of a tie between 2 applicants, the Governance Committee will have a final tie breaker vote to determine the winner. The decision of the Governance Committee shall be considered final.

A letter of commitment shall be signed by any newly elected candidate, The Executive Director, and the President.

Extreme diligence will be taken to fill Director openings with individuals that:

- Provide diversity within the Board composition and across the tourism industry.
- Add needed expertise to fulfill the organization's strategies, mission, and vision.
- Bring strong and fresh perspective leadership.
- Actively engage in big picture thinking focused on growth.
- Enhance the leadership pipeline long-term.
- Commit fully to the Central Montana brand and strategies.
- Are accountable to the metrics for success.
- Evaluate their own performance in relation to aiding the organization to succeed.

Directors submitting letters of interest for term renewal are not guaranteed.

Section 2.4 Terms. Each director so elected shall serve a term of three years. If a director is elected to the board after the fiscal year start date, the completion of their first fiscal year will serve as the first year of their term.

Existing Directors whose term is up for expiration is eligible to submit a letter of interest to the Board of Directors for consideration to renew their term.

Section 2.5 Qualifications of Board of Directors. Board of Directors must have personal residence or business located within the county or Reservation they are representing.

Section 2.6 Duties of Directors. The Board of Directors may: (1) establish company policy on all issues; (2) hold meetings at such times and places as it deems proper; (3) elect and oversee the officers of Central Montana Tourism and ensure the coordinated implementation of the annual marketing plan and budget; (4) appoint committees on particular subjects from the members of the Board; (5) audit bills and disburse the funds of the Corporation; (6) print and circulate documents and publish articles; (7) carry on correspondence and communicate with other associations interested in the tourism industry; (8) employ agents; and (9) devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the Corporation and to best protect the interest and welfare of the region.

Section 2.7 Absence. If a member of the Board of Directors is absent from three consecutive meetings

of the Board, or attends less than 70% of the fiscal year's meetings, without sending a communication to the President or Executive Director stating his/her reason for so doing, and if the excuse should not be accepted by the members of the Board, that seat on the Board may be declared vacant, and the Board of Directors may forthwith proceed to fill the vacancy as outlined in Section 2.3.

- Section 2.8 Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled using the process outlined in Article V, Section 5.5. The election shall be held as soon as possible but within sixty days after receiving the nomination. The person so chosen shall hold office until the expiration of the term in which he/she was elected to fill. Vacant seats do not count towards a quorum when the Board of Directors are voting on any action items whatsoever.

ARTICLE III MEMBERSHIP

- Section 3.1 An entity qualifies for membership by placing an ad in the travel planner. Benefits of membership will be outlined in the Membership Policy to be established by the Board of Directors.
- Section 3.2 \$50 of every travel planner ad sold will constitute as dues paid to Central Montana Tourism.

ARTICLE IV FISCAL YEAR

- Section 4.1 The fiscal year of the Corporation shall begin on the first day of July and end on the 30th day of June of the following year.

ARTICLE V MEETINGS

- Section 5.1 Meetings. Regular and special meetings of the Board of Directors may be held and will be noticed in accordance with open meeting laws and these bylaws. Unless otherwise determined by the Executive Committee, the Board of Directors shall hold meetings in January, March, May, July, September, and November.
- Section 5.2 Meeting Notices. Notices of all meetings shall be announced on Central Montana Tourism's website and/or sent to any interested party list as defined by the Board of Directors and/or Executive Director (seventy-two) 72 hours prior to the meeting.
- Section 5.3 Quorum. Attendance of a simple majority of the elected directors shall constitute a quorum.

- Section 5.4 Voting. Each Director of the Board is entitled to one vote.
- Section 5.5 Proxies. Proxies and proxy voting shall not be allowed on behalf of any member of the Board of Directors.
- Section 5.6 Order of Business. Roberts Rules of Order will be a guide for meetings.
- Section 5.7 Participation. Directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is considered to be present and in person at the meeting.

ARTICLE VI OFFICERS

- Section 6.1 Number. There shall be four (4) officers of this Corporation. Those officers shall be President, Vice President, Secretary and Treasurer.
- Section 6.2 Method of Election. An officer slate shall be developed by the Governance Committee. The Governance Committee will recommend one nominee for each officer position. In May the Board of Directors shall elect all officers for a term of one year by a majority vote.
- Section 6.3 Term. An officer's term shall begin on July 1st of the fiscal year, and end on June 30th of the fiscal year.
- Section 6.4 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. The President shall not be a member of the Governance Committee. The President shall also communicate to the Corporation or to the Board of Directors such matters and make such suggestions to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are established by the Board and are necessarily incident to the office of the President.

Vice President

In case of death or absence of the President, or of his/her inability from any cause to act, a Vice President shall perform the duties of that office.

Secretary

In the case of absence or disability of the Executive Director, the Secretary will record minutes of Central Montana Tourism meetings.

Treasurer

The Treasurer reviews the monthly financial reports and ensures adherence to Section 10.6 and 11 of the Montana Office of Tourism Regulations and Procedures for Regions/CVB Tourism Organizations use of Lodging Facility Use Tax Revenue.

- Section 6.5 Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at its monthly meeting.

ARTICLE VII COMMITTEES

- Section 7.1 Committees. The President may, at any time, appoint committees on any subject for the benefit of Central Montana Tourism. All established committees will provide reports to the Board of Directors during regularly scheduled meetings.

- Section 7.2 Executive Committee. The executive committee shall be comprised of the officers of the organization, which are the President, Vice President, Secretary, Treasurer, and the immediate Past President as determined by the Board of Directors.

The Executive Committee shall act on behalf of the Board of Directors under the following circumstances:

- a. Hire the Executive Director.
- b. Conduct annual performance review of Executive Director.
- c. Provide advisory oversight to the Executive Director.
- d. The Executive Committee shall not be empowered to revise or rescind any policies or policy statements promulgated by the Board of Directors. The Executive Committee shall meet at the discretion of the President of the Board of Directors.

- Section 7.3 Chairpersons. Chairpersons may be appointed by the President or by a majority vote of the committee members. The president will be the Chair of the Executive Committee.

ARTICLE VIII AMENDMENTS

- Section 8.1 Amendments. These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote of the Board of Directors at any duly organized meeting of the Corporation.