

BY-LAWS

Montana Association for Female Executives, Inc.

ARTICLE I: NAME

The name of the Association is

MONTANA ASSOCIATION FOR FEMALE EXECUTIVES, INC.

ARTICLE II: PURPOSE

The purpose of the Association is:

- 1) To effect positive public awareness of the significant and diverse accomplishments of female executives and professional women in leadership positions and to provide them with a forum for the exchange of ideas, experiences and goals;
- 2) To seek to foster associations among women to enable them, both individually and collectively, to exert their influence;
- 3) To promote, recognize and advance women into executive and leadership positions in the private and public sectors;
- 4) And, to assist women in maintaining an awareness of community, state and nation so they can become leaders in these arenas.

ARTICLE III: RECORDS

Section 1. Books

There shall be kept, as designated by the Board of Directors, records of membership and correct books of account of the activities of the Association, including a minute book which shall contain a copy of these by-laws and all amendments thereto and all minutes of annual meetings of the members and of the Board of Directors.

Sections 2. Membership Roster Book

The use of the MAFE'S membership list, or roster book, by non-members is prohibited without the expressed approval of the Board of the Association. Release of members' personal information requires members' approval as documented by the membership application or annual renewal form.

ARTICLE IV: MEMBERSHIP

Section 1. Eligibility

MAFE is an association of professional women sharing the values of diversity, education and networking. Persons of significant and diverse accomplishments who reside and work in the State of Montana, who have attained recognition in their respective fields, shall be eligible for nomination by the Membership Committee for membership in the Association, in accordance with procedures established by the Board of Directors.

Section 2. Membership Qualifications

Applications for membership must be accompanied by a sponsorship form signed by a current MAFE member.

A qualified individual fulfills one or more of the following:

- A. Holds a managerial or executive position in a business setting.
- B. Attains recognition or executive position in a business setting.
- C. Maintains accreditation and full-time activities in a profession.
- D. Reaches an industry-wide or professionally accepted standard of achievement.
- E. Has a major administrative responsibility.
- F. Retired from a position that meets the above criteria.

Section 3. Selection of Members

There shall be a Membership Committee composed of no less than five members, The Membership Committee Chairperson shall be of the Directors-at-large as selected by the officers. A Vice-Chairperson shall be selected by the Membership Committee from among themselves, and shall consider nominations of persons who meet the eligibility requirements of Article IV, Section 2. The Membership Committee shall by majority vote recommend such qualified candidates to the Board of Directors, who, by majority vote, shall elect them to membership.

Section 4. Membership Dues

The annual dues for membership in the Association shall be established by the Board of Directors to be no less than \$75.00 per annum.

1. Payment of Dues

Annual dues are payable upon notification to the membership by the Treasurer during the

months of January through March. Annual dues which are not paid by April 1 shall be considered delinquent, and membership may be terminated. A new member notified of election to membership by the Board of Directors shall be obligated to pay dues for the remainder of the year in which they are joining on a monthly pro-rated basis. A new membership will begin, effective the first day of the month in which the new member's application is approved for membership by the board of directors.

2. Failure to Pay Dues

Failure to make annual dues payment within sixty days of notification by the Treasurer shall place the member in violation of the by-laws and shall constitute reason for being dropped from the membership in good standing in the Association. Notification of such loss of good standing shall be made by the Treasurer of the Association to the member. If dues are not paid within thirty days after such notification, membership may be withdrawn at the discretion of the Board of Directors by written notification to the member.

Section 5. Annual Meeting

The Annual Meeting of the membership shall be held on the second Wednesday in January at a time, date and place determined by the Board of Directors and designated in the notice of the meeting.

Section 6. Regular Meetings

In addition to the Annual Meeting there shall be two regular meetings of the membership per month held at such times and places designated by the Board of Directors. There shall be three networking meetings annually, to be held during each quarter as designated by the board. All other meetings shall be program meetings.

Section 7. Special Meetings

Special meetings of the membership for any purpose or purposes may be called by the Board of Directors and shall be held at such place and time as may be determined by the Board.

Section 8. Notice of Meetings

Notice of the Annual Meeting, of any special meetings directed by the Board of Directors, and of any meeting at which a vote will come before the general membership, stating the time, place and objectives thereof, shall be served by mail, phone or e-mail at least seven days before such meeting to each member.

Section 9. Voting and Proxies

All regular members in good standing shall be entitled to cast one vote on all matters presented for voting. The right to vote shall be personal and shall not be exercised by proxy.

Section 10. Quorum

At all meetings of the membership, that number of regular members in good standing entitled to cast one-fifth of the total number of votes entitled to be cast thereat shall constitute a quorum. If, however, such a quorum shall not be present at any meeting of the members, the subject or subjects presented for voting shall be referred to the Board of Directors for vote at the next Board of Directors meeting; with the exception, however, of the Annual Meeting. If there is not a quorum at the Annual Meeting, a substitute Annual Meeting shall be called within thirty days, and again each thirty days thereafter until a quorum is obtained.

Section 11. Action of the Members

Except as otherwise provided in these by-laws, the vote of a majority of the members present and entitled to vote at a meeting at which a quorum is present shall be the act of the members.

Section 12. Overruling Board Decisions

Upon written petition of 25% of the regular membership in good standing, a decision of the Board of Directors may be appealed to the membership for a vote at the next scheduled membership meeting. At the expense of the petitioners, written notice of such an appeal, including a full statement of the matter to be voted upon, shall be submitted to all members no less than seven days before the scheduled membership meeting. The vote of two-thirds of the members present and entitled to vote at a meeting at which a quorum is present shall be required to overrule a Board of Directors' decision.

Section 13. Removal of Members

Any member determined by two-thirds vote of the Board of Directors to have acted in a way which is materially damaging to the Association shall be removed from membership in the Association. Notification of removal from membership shall be made by registered mail to the member. Such member shall have the right to appeal said termination of membership to the membership. The procedure delineated in Article IV, Section 12 shall govern the appeal.

Section 14. Bringing Matters Before Meetings

1. Policy Matters for Board Meetings

The written petition of members in good standing presented not less than seven days prior to a scheduled Board of Directors meeting shall suffice to bring before the Board, for its consideration, matters affecting the policy of the Association. The vote of a majority of the full membership of the Board of Directors thereon shall be final and conclusive.

2. Subjects for Announcement to and Discussion by the Membership

The written petition of five members in good standing presented to the presiding officer of the Board of Directors no less than seven days prior to a regular meeting of the membership shall place subjects of general interest to the membership on the agenda of such meeting.

If the subject is a matter on which the membership may be requested to take a position, a written petition shall be first presented to the Board, shall state the major aspects of the issue both pro and con, and shall state why the membership is requested to act on the matter. The Board shall be allowed a minimum of ten days to respond. At the expense of the petitioners, copies of said petition along with the Board of Directors' recommendation shall be mailed to the membership at least seven days before the next scheduled meeting.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Number and Term of Office

The number of Directors shall be eleven unless changed by by-law amendment. The Board shall be comprised of six Directors-at-large, four officers, and the past president. The outgoing president will serve on the Board the year following her term. The composition of the Board should attempt to reflect the different fields of interest and endeavor of the Membership-at-large.

The six Directors-at-large shall serve a two-year term. The officers shall serve a one-year term. At each Annual Meeting in an even-numbered year, three persons shall be elected as Director-at-large and one person shall be elected to fill each of the four offices of the Board of Directors. At each annual meeting in an odd-numbered year, two persons shall be elected as Director-at-large and one person shall be elected to fill each of the four offices of the Board of Directors. Therefore, the Board's membership will be rotating on an annual basis. be elected by a vote of the Membership-at-large during the annual business meeting each year. The Board shall be responsible for appointing members to fill any vacancy or vacancies that might occur.

Directors and officers shall take office upon their election or immediately following their election and shall hold office until their successors are duly elected.

Section 2. Election of Directors

1. Nominating Committee

The Board shall appoint a Nominating Committee of five members, at least two of whom must be from the Membership-at-large and not on the Board of Directors. The Board shall designate one of the Members as Chairperson of the Nominating Committee.

2. Criteria

The Nominating committee shall select candidates for the Board of Directors on the basis of their interest in and value to the Association and insofar as is possible, of their representation of the various areas of interest and endeavor within the Membership-at-large. Candidates must be regular members of the Association in good standing at the time of nomination. Prior consent shall be required of any nominee.

3. Election

The Nominating Committee shall present a slate of candidates for each office of the Board of Directors and for the Director-at-large Board Members to the Membership-at-large at the Annual Meeting. In addition, nominations may be made from the floor. The nominee for each office receiving a simple majority of votes shall succeed to that office on the Board. The nominee for Director-at-large receiving the most votes shall succeed to the Board. If there is no quorum at the Annual Meeting, the new Directors shall be elected at a succeeding meeting as provided in Article IV, Section 10.

Section 3. Duties and Powers

The entire direction and management of the affairs of the Association shall be vested in the Board of Directors.

Section 4. Removal of Directors

Any Director may be removed by a vote of two-thirds of the members present at any meeting where there is a quorum and such purpose has been indicated in the notice of the meeting.

Section 5. Vacancies

A vacancy on the Board may be filled for the unexpired portion of the term by a majority vote of the Directors present at any meeting of the Board of Directors at which there is a quorum.

Section 6. Annual Meetings

The Board of Directors shall hold an Annual Meeting before the Annual Meeting of the membership.

Section 7. Special Meetings

Special meetings of the Board may be called by the President or by two-thirds of the Directors on written notice stating the time and place of such meeting.

Section 8. Voting

Each individual on the Board of Directors shall be entitled to cast one vote on all matters presented for voting. The right to vote shall be personal and shall not be exercised by proxy.

Section 9. Quorum

At all meetings of the Directors, that number of individuals entitled to cast two-thirds (66-2/3%) of the total number of votes entitled to be cast thereat shall constitute a quorum for the transaction of business.

If a quorum shall not be present at a Board of Directors meeting, the individuals entitled to vote thereat shall have the power to adjourn the meeting from time to time without notice and to announce a rescheduled meeting until the requisite number of individuals shall attend. At any such rescheduled meeting at which a quorum is present, any business may be transacted at the meeting as originally called. Notice of any rescheduled meeting of the Board of Directors shall be given.

Section 10. Action of the Board

The vote of a majority of individuals entitled to vote and present at a meeting at which a quorum is present, shall be the act of the Board of Directors.

Section 11. Attendance

In order to transact its necessary business, the Board requires the attendance of all its members at each of the scheduled meetings of the Board unless prevented by uncontrollable circumstances. It is the sense of the Board that all Directors obligate themselves in accepting membership on the Board to attend the Board Meeting scheduled during their term of office.

ARTICLE VI: OFFICERS

Section 1. Enumeration

The officers of the Association shall be the President, Vice President, Secretary, Treasurer and Advisor. This shall constitute the Executive Committee. The Executive Committee shall have such powers as may be delegated to it by the Board of Directors.

Section 2. Term

Officers shall serve a term of one year commencing with their election and ending with the election of their successor.

Section 3. Election

The officers of the Board of Directors shall be elected by the membership at the Annual Meeting and as designated in Article V, Section 2.

Section 4. Duties

1. President

The President shall be Chief Officer of the Association and shall preside at all meetings of the Board of Directors and all meetings of the membership of the Association. The President shall determine the agenda for all meetings of the Board except those matters brought to the Board by the mandate of the membership as provided in Article IV, Sections 12 and 14.

2. Vice President

The Vice President shall, in the absence of the President, assume and carry out all powers and functions of the President. The Vice President shall chair a committee as designated by the President and shall select a committee of not less than three to assist her.

3. Secretary

The Secretary shall be responsible for all records of the Association including the minute book, with the exception of the financial records. The Secretary also shall be responsible, with the President, to count and verify any paper ballots cast either by the Board of Directors or the Membership-at-large.

4. Treasurer

The Treasurer shall be responsible for managing the funds of the Association, for soliciting dues payments, for maintaining records of dues payments, for paying all bills and invoices received by the Association, and for creating and managing a yearly budget for the Association. The Treasurer shall be responsible for submitting quarterly financial statements to the Board of Directors.

The Treasurer may select a committee to assist her in the finance tasks.

5. Past President shall serve in the capacity as the Advisor to the board. The Advisor shall, in the absence of the President and the Vice President, assume and carry out all powers and functions of the President. The Advisor shall chair the Nominating committee and shall select a committee of not less than three to assist her.

ARTICLE VII: COMMITTEES

In addition to the Executive Committee, the Nominating Committee, the Membership Committee, the Networking Committee, the Public Relations and Retreat Committee, the Program Committee, and the Accommodations Committee, the Board, by majority resolution, may designate other standing committees, each consisting of three or more persons, and each of which shall have the powers and term of existence as prescribed by the Board.

ARTICLE VIII: STAFF

The Board may retain the services of an individual or company. They shall have such duties as may be prescribed by these by-laws and by the Board of Directors.

ARTICLE IX: CONTRACTS, CHECKS, NOTES, BANK ACCOUNTS, ETC.

Sections 1. Contracts

All contracts of the Association and all checks and drafts and other orders for the payment of money out of the funds of the Association and all promissory notes and other evidences of indebtedness of the Association shall be signed on behalf of the Association by such officer or officers, agent or agents, and in such manner, as shall from time to time be determined by resolution of the Board of Directors.

Section 2. Bank Accounts

All funds of the Association not otherwise employed shall be deposited to the credit of the Association in a general or special account in such banks, trust companies or other depositories as the Board of Directors may from time to time select, or as may be selected from time to time by an officer or officers, agent or agents of the Association, to whom such power may from time to time be delegated by the Board of Directors; and for the purpose of such deposit, not only the Treasurer, but also such officer or officers, agent or agents, to whom such power may be delegated by the Board of Directors may endorse, design, and deliver any checks, drafts or other orders for the payment of money which are payable to the order of the Association.

Section 3. Securities and Documents

All securities, valuable papers and documents of the Association shall, if the Board of Directors so determines, be deposited with or placed in the custody of such depository or depositories as the Board may from time to time select, or as may be selected from time to time by any officer or officers, agent or agents of the Association to whom such power may be delegated by the Board of Directors.

ARTICLE X: AMENDMENTS

The members shall have the power to make, amend and repeal by-laws of the Association by the vote of two-thirds of the members present in a special meeting of the members. Amendments shall be presented either by the Board or upon written petition of 25% of the members in good standing at the time of the petition, to the secretary of the meeting not less than ten days before such membership meeting.

The Board of Directors may periodically designate a committee for the review of the by-laws.

ARTICLE XI

These by-laws become effective immediately.

Dated: October 14, 1987 Revised: January 9, 1991

Revised: November 30, 1993

Revised: January 13, 1993 jmb/35619

Revised: July 14, 1999 Article n 1, 2 & 3 and Article IV Delete Section 1

Revised: February 1, 2008