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*Board of Directors By-Laws*

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## **Article I. Name**

### **The Montana College Attainment Network (MCAN)**

## **Article II. Mission**

Our mission is to support, serve, and enhance our affiliate members in their efforts to increase postsecondary education attainment, participation, and completion for all Montanans.

## **Article III. Membership**

Any person is considered an active member of MCAN as long as they are individuals, or entities, whose interests and objectives are consistent with the mission of the organization. Upon receipt of application and membership fees, as determined by the Leadership Council, an individual or entity shall be considered as a member of the network. This membership can include but not limited to active participation at membership and committee meetings, or assisting MCAN with its projects and activities.

## **Article IV. Meetings**

All Board of Directors meetings are open to members and the public. However, under certain circumstances it may be necessary to exclude the formerly mentioned groups from attending. Specific topics which preclude open meetings include the following: personnel matters such as selection and termination of employees/independent contractors, salary negotiations, evaluations and disciplinary actions, or the expulsion of a member or employees/independent contractors.

### **(a) Board of Directors Meetings**

MCAN Board of Directors meetings, will be scheduled throughout the calendar year. The Board may call special meetings for Board Members should the need arise. All individuals will be notified of the meeting prior to its determined date. Board of Directors participation can be done via telephone call or webinar and the member shall be deemed present at the meeting.

- i. **Quorum**
  - a. A quorum at any Board Meeting, shall be a majority of the number of Board members.

- ii. **Attendance**
  - a. It is expected that Board Members will attend all scheduled Board meetings.
  - b. Board Members who miss three consecutive meetings, unless excused, will be deemed to have resigned.
  
- iii. **Action without needing a Meeting**
  - a. If action is needed outside of a scheduled meeting, it may be taken electronically with a quorum of the Board Members participating.

**(b) Committee Meetings**

MCAN committee meetings will be scheduled regularly throughout the year as dictated by the committee. The Committee Chairs may call special meetings for committee members as the need arises.

**(c) Leadership Council**

MCAN's Leadership Council will meet regularly throughout the year. The Board may call a special Leadership Council meeting, should the need arise. Notice of the date, time, and place of each meeting shall be given to each member prior to the date of the meeting. Reminder of the meeting shall be sent to the contact information provided on the membership agreement. Leadership Council participation can be done via telephone or webinar and the member shall be deemed present at the meeting. Meetings will be led by the Leadership Council-elected chairperson and vice chair. The Leadership Council's secretary will be responsible for recording the highlights of each meeting and sharing them with the membership. It is expected that Leadership Council members will attend all scheduled Leadership Council meetings to the best of their abilities.

## Article V. Board of Directors

The Board of Directors is comprised of up to ten voting members.

The **MCAN Leadership Council Chairperson** will serve as a non-voting member and their term will be determined as long as they hold the position of Chair. This individual cannot serve as a Board Officer.

The **Network Manager** will serve as a non-voting member and whose term is determined as long as they hold this position. They cannot serve as a Board Officer.

Representation from the following sectors, are encouraged to apply for Board of Directors positions throughout the calendar year:

Adult Education

Businesses that benefit the Communities their based in

Civic/Volunteer Groups

Media

K-12 Educators, Staff, Counselors, or Administrators

Post-Secondary Educators, Staff, Counselors, or Administrators (Two-Year, Four-Year, Private, and Public)

Community Foundations

School/College Counselors

Workforce/Industry Leaders

State/Local/Tribal Government Officials

Youth Group Employees

Individual Adults

Individual Students-will be given the choice to serve a one, two, or three-year term

### **(a) Job Description/Duties**

Board Members will attend the majority of Board meetings and are expected to be ready to make decisions on issues and policies pertaining to the functioning of MCAN as a whole. They will regularly participate in MCAN functions, keep themselves educated on issues that pertain to MCAN, and attend Leadership Council planning meetings bi-annually. If possible, Board Members will attend MCAN's annual conference.

## **(b) Nominations**

Members of the Board are solicited for those positions by the Board. General membership, is made available by a Board application that is publicly accessible. Members will bring names and contact information of nominees to Board Officers throughout the year. Board Officers will contact nominees and share information about MCAN with them. The nominee will then provide the Board with an application.

## **(c) Elections**

Nominees to the Board will be voted on by the Board of Directors. If vacancies occur prior to the end of a member's term, the Board will look for and vote on a replacement for that position as soon as possible to serve out the remainder of the term. For Board positions that reach the end of their term, recruitment and voting will occur in conjunction with the annual meeting and must be elected with a majority vote. Nominees should make every effort to be present at the voting procedure, but their presence is not mandatory.

## **(d) Terms**

Each Board of Director member, will be asked to serve a term of two-years (with the possibility of being re-elected. However, they can only serve two consecutive terms). Elections will be held at the annual planning meeting, and those elected, will begin serving their term on the first day of the following month. (NOTE: Directors shall serve staggered terms to balance continuity with perspective). Should a Board member be elected to serve as an officer during their second or third year of serve, the Board shall be given the power to extend the officer elect's term.

## **(e) Resignations and Removal from Office**

Any Board Member may resign at any time by giving their written notice of resignation to the Board. In the event of a resignation, the Board President will appoint a person to fill the seat until the next regular election.

Any Board Member may be removed from office by an affirmative vote of three-fourths of Board members present at either a Board meeting or a special meeting called for that purpose. Removal may be based on conduct detrimental to the interests of MCAN, for conduct contrary to the organization's mission, and/or for refusing to render reasonable assistance in carrying out the purposes of the organization.

Any Board Member proposed to be removed, is entitled to receive at least a fourteen–day notice in writing of the Board Meeting at which point said removal is to be voted upon and the member shall be entitled to appear before the Board and be heard at such a meeting.

### **(f) Operating Guidelines**

The Board of Directors shall maintain a document entitled The Montana College Attainment Network Operating Guidelines. This document will outline the day to day operations of the board and will ensure continuity in MCAN's activities.

## **Article VI. Board of Director Officers**

### **(a) Duties**

- (i) President:** The President will have general oversight over the management of MCAN and the board officers and will work in conjunction with MCAN's Leadership Councils Chair. They shall preside at all board meetings and may generally perform all duties incident to the office of President and other duties as assigned. In addition, they will execute all documents or instruments for the board and they may appoint special work to groups to perform lawful functions as the Board may prescribe. The President will ascend to the position of Past President upon completing their term. They will work with the MCAN Leadership Council Chair and the Network Manager to create agendas for all board meetings.
- (ii) Vice President and Secretary:** The Vice President shall assist the President in their performance of duties of that office and shall perform other duties as may be assigned by the Board of Directors or the President. In the absence of the President, they shall perform all the duties of the President and by doing so, shall have all the powers of and shall be subject to all the restrictions on the President. The Vice President also serves as the Board Secretary and will send the minutes of the previous meeting out for review by Board Members and will prepare for their approval before the next meeting. This position may also be combined with the position of Treasurer.
- (iii) Treasurer:** The Treasurer shall monitor the distribution of all funds and make a financial report quarterly to the Board of Directors, annually at a Leadership Council meeting, or at an annual membership meeting.
- (iv) Past President:** The immediate Past President, will be a mentor to the board and will use their experience with assisting the board in the completion of their duties.

- (v) **The MCAN Network Manager:** The Network Manager is selected through a hiring process. Once hired, they will serve on the Board of Directors as part of their job duties, but they will not serve as a Board Officer, nor will they be a voting member of the Board of Directors. The Network Manager will ensure that all Board Meeting agendas and minutes are accessible to MCAN members.
- (vi) **The MCAN Leadership Council Chair:** The Chair will be selected through a Leadership Council election process. Once elected, they will serve in an advisory capacity on the Board of Directors as a part of their duties; however, they will not serve as a Board Officer, nor will they be a voting member of the Board of Directors.

## **(b) Nomination of Officers**

The Board will solicit, review, and contact nominees to serve as Board Officers. All candidates must accept their nomination by contacting the MCAN Board President before elections are held. Nominees should make every effort to be present for the voting, but their presence is not mandatory.

## **(c) Election of Officers**

The election of Officers, will take place annually. Every year the Board will vote for a new President, Vice President/Secretary, and Treasurer. Officers will begin their terms effective the first day of MCAN's next fiscal year, and will serve as "Officers Elect" in the intervening time. Each vote will be decided by a simple majority vote.

## **(d) Terms for Board of Director Officers:**

- (i) **President-** Will serve in their position for a term of one year.
- (ii) **Vice President/Secretary-** Will serve in their position for a term of one year.
- (iii) **Treasurer-** Will serve in their position for a term of one year.
- (iv) **The Past President-** Will serve in their position for a term of one year.

**(e) Committees Generally**

In addition to the Executive Committee, the Board may also create other committees necessary or advisable from time to time. Each committee shall be led by a member of the Board and include general network membership as may be appointed by the Board.

**(f) Delegation of Power**

In the event of an absence, disqualification, or inability to act as an officer other than the President, a new officer may be designated by the President and will have the authority to perform the duties of such officer.

**(g) Resignation**

An officer may resign at any time by delivering a written notice to the Board or the Executive Committee. A resignation shall be effective when delivered unless the notice specifies a later resignation date.

**(h) Removal**

An officer may be removed, with cause, at any time by the Board.

**(i) Proxies**

Unless otherwise prescribed by the Board, Board Members may designate a named proxy to act on their behalf for the duration of the meeting at hand.

**(j) Conflict of Interest**

To ensure that all transactions and arrangements are chosen for the good of the network, any transaction or arrangement that may benefit the private interest of a member must be approved by the Board of Directors. The member(s) whose private interest is at stake will abstain from voting.

## **Article VII: Amending the By –Laws**

### **(a) Amending the By– Laws:**

Amendments will be presented to Board Members for at least two readings prior to a vote. A vote will be conducted after the second reading with at fifty–one percent of Board Members present. The amendment must pass three–fourths of a quorum.