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BOARD OF DIRECTORS BY-LAWS

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Article I. Name

Montana College Access Network (MCAN) By-Laws

Article II. Mission

Our mission is to support, serve, and enhance our affiliate members in their efforts to increase postsecondary 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 purposes of the network upon receipt of application and membership fees, as determined by the Leadership Council, an individual or entity shall be considered a member of the network. This can include but is not limited to active participation at membership meetings, committee meetings, and/or assisting MCAN with its projects and activities.

Article IV. Meetings

All meetings of the Board of Directors are open to the membership and public. However, under certain circumstances it may be necessary to exclude general membership and public from the meetings. 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 expulsion of a member or employees/independent contractors.

(a) Board of Director Meetings

MCAN Board of Directors meetings will be scheduled regularly throughout the calendar year. The Board may call special meetings for Board members should the need arise. Board members will be notified of meeting times prior to the meeting. Board of Director participation can be via telephone conference call or webinar and the member shall be deemed to be present at the meeting.

i. Quorum

- a. A quorum at any meeting of the Board shall be a majority of the number of Board members.

ii. Attendance

- a. It is expected that Board members will attend all regularly scheduled Board meetings.
- a. Board members who miss three consecutive meetings, unless excused, shall be deemed to have resigned.

iii. Action without 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 calendar year as the committee work dictates. 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 calendar year. The Board may call special Leadership Council meetings 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. Notice of the meeting shall be sent to the contact information on the membership agreement. Leadership Council participation can be via telephone, conference call or webinar and the member shall be deemed to be present at the meeting. Meetings will be led by Leadership Council-elected chairperson and vice chair. The Leadership Council's secretary will be responsible for recording meeting highlights and sharing them with the membership. It is expected that Leadership Council members will attend regularly scheduled Leadership Council meetings to the best of their abilities.

Article V. Board of Directors

The Board of Directors is comprised of up to 10 voting members.

The **MCAN Leadership Council Chairperson** will serve as a non-voting member and whose term is determined as long as they hold the position of Chair. The MCAN Leadership Council Chair 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 the position of Network Manager. The Network Manager cannot serve as a Board Officer.

Representation from the following sectors are encouraged:

- Adult Education
- Business Community
- Civic/ Volunteer groups
- Media
- K-12 Education
- Higher Education (2 year, 4 year, private, public)
- Community Foundations
- School/college Counselor
- Workforce/Industry
- State/Local/Tribal Government
- Youth Groups
- Individual Adults
- Individual Students—who will be given the choice to serve a one, two, or three-year term.
- Officers of MCAN affiliate members

(a) Job Description/Duties

Board Members will attend a majority of Board meetings and will 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 well educated on MCAN issues, and attend Leadership Council planning meetings bi-annually. Whenever possible, the board members will attend the annual MCAN conference.

(b) Nominations

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

(c) Elections

Nominees to the Board will be voted on by the Board of Directors. When vacancies occur prior to the end of a member's term, the Board will look for and vote on replacements for that position as soon as possible to serve out the remainder of the term. For Board positions that term out, 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 for the voting, but their presence is not mandatory.

(d) Terms

Each member of the Board of Directors will be asked to serve a term of two years (and can be re-elected but can only serve 2 consecutive terms). Elections will be held at the annual planning meeting and those elected will begin serving their term beginning on the first day of the following month. (NOTE: Directors shall serve staggered terms to balance continuity with new perspective). Should a Board member be elected to serve as an officer during their second or third year of service, 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 written notice of such resignation to the Board. In the event of a resignation of a Board member, 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 the affirmative vote of 3/4 of the Board members present at a Board meeting or special meeting called for that purpose. Removal may be based on conduct detrimental to the interest of MCAN, for conduct contrary to MCAN's mission statement, and/or for refusal to render reasonable assistance in carrying out the purposes of MCAN.

Any Board Member proposed to be removed shall be entitled to at least fourteen days notice in writing of the Board Meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

(f) Operating Guidelines

The Board of Directors shall maintain a document entitled Montana College Access Network Operating Guidelines. This document shall outline the day to day operation of the board and ensure continuity in MCAN activities.

Article VI. Board of Directors Officers

(a) Duties

- (i) **President:** The President shall have general oversight over the management of MCAN and the board officers and will work in conjunction with the MCAN Leadership Council Chair. The President shall preside at all board meetings and may generally perform all duties incident to the office of President and other duties as assigned. They shall execute all documents or instruments for the board, and they may appoint special work groups to perform lawful functions as the Board may prescribe. The President will ascend to the position of Past President upon completion of his/her term. The President 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 the performance of the 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, the Vice President shall perform all duties of the President, and when so acting, 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 minutes out for review by Board members and will prepare for approval before the next board meeting. This position may be combined with the Treasurer position.
- (iii) **Treasurer:** The Treasurer shall monitor distribution of all funds and make a financial report quarterly to the Board of Directors and annually at a Leadership Council meeting or annual membership meeting. He/she will also have regular contact with the Network Manager to maintain a complete understanding of MCAN financial responsibilities.
- (iv) **Past President:** The immediate Past President shall be a member of the board and shall use their experience to assist the board in the completion of their duties.
- (v) **The MCAN Network Manager:** The Network Manager is selected through a hiring process. The Network Manager will serve on the Board of Directors as part of her/his job duties, but she/he will not serve as a Board officer, nor will she/he 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. The chair will serve in an advisory capacity on the Board of Directors as a part of his/her job duties; however, he/she will not serve as a Board officer, nor will he/she be a voting member of the Board of Directors.

(b) Nominations of Officers

The Board will solicit, review, and contact nominees to serve as Board Officers. All nominees 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

Elections 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) **The President** -will serve in her/his position for a term of one year.
- (ii) **Vice President** -will serve in her/his position for a term of one year.
- (iii) **The Treasurer** -will serve in her/his position for a term of one year.
- (iv) **The Past President**-will serve in her/his position for a term of one year.

(e) Committees Generally

In addition to the Executive Committee, the Board may 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 absence, disqualification or inability to act of any 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 written notice to the Board or the Executive Committee. A resignation shall be effective when delivered unless the notice specifies a later effective 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.

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 least 51% of Board Members present. The amendment must pass by $\frac{3}{4}$ of Quorum.