

THE BY-LAWS

OF

THE BROADWATER COUNTY TRUST BOARD

Adopted March 17, 2004

Revised November 17, 2004, Revised April 23, 2019

Approved by Broadwater County Commissioners June 19, 2019

Approved by Broadwater County Commissioners June 24, 2019

Article I

NAME

The name of this Board shall be:

BROADWATER COUNTY TRUST BOARD

Hereinafter referred to as the “Board” (BCTB)

Article II

PRINCIPAL OFFICE

The principal office of this Board shall be the Broadwater County Courthouse at 515 Broadway, Townsend, Montana 59644.

Article III

Section 1. Legislated Purpose

Section 1. The purpose of this Board shall be:

1. To act as an advisory committee to the Broadwater County Commission, hereinafter referred to as the “Commission”, as mandated by the CANYON FERRY RESERVOIR, MONTANA ACT of October 22, 1998 (amended 10/27/2000) as to:

A. the disposition of the \$500,000 removed from the corpus of the BROADWATER COUNTY TRUST specifically for the planning and construction of a harbor at the Silos Recreation Area

B. to act as an advisory committee to the Commission as to the disposition of monies generated in interest by the corpus of the BROADWATER COUNTY TRUST held by the trust.

Section 2. Mission and Purpose.

A. To manage the interest funds from the Trust Fund corpus to facilitate recreational development in Broadwater County.

B. Develop and utilize a Trust Fund Grant application, application process, evaluation and tracking process for soliciting and awarding grants for recreational development projects within Broadwater County.

C. To advise the Commission as to the management and development of the Silos Recreation Area Campground.

D. To assist the Commission and the public to identify recreational needs in Broadwater County.

The Canyon Ferry – Broadwater County Trust references contained within Public Law 105-277 are contained in Attachment No. xx.

Article IV

BOARD MEMBERSHIP and RESPONSIBILITY

Section 1. The Board shall consist of no less than 3 nor more than 5 voting members who are appointed by the Commission and serve at their pleasure. Appointments shall be made according to the Broadwater County Policy Board and Committee Appointments. Voting members shall be the decision body for any and all actions taken by the Board.

Section 2. Terms. See Broadwater County Policy Board and Committee Appointments

Section 3. Prior to the expiration of a Board members term the Commission shall seek their interest in staying with the Board and solicit for any public interests.

Section 4. It is the responsibility of the Chair to provide the new member with necessary materials such as bylaws, minutes, relevant policies, etc. to function effectively. Clerical assistance may be requested from the Commissioners' office.

Section 5. Removal of Members of the Board. See Broadwater County Policy Board and Committee Appointments

Section 6. Advisory Members. 1 from Broadwater County, 1 from City of Townsend and 1 from the public

Section 7. Vacancies. Vacancies for voting members shall be filled by the Commission for the unexpired portion of the vacated term.

Section 8. Compensation. Members and advisory non-voting members are not compensated other than for necessary expenses which must be approved by the Commission. Transportation and actual expenses may be reimbursed per the Broadwater County Reimbursement Policy based on state per diem rates. No other compensation shall be allowed.

The Broadwater County Board Appointment Policy is Attachment #5

Article V

MEETINGS of the BOARD

Section 1. Annual Organizational Meeting. An annual organizational meeting is held at the first regular meeting in each calendar year. Calendar year is January 1 through December 31. At this meeting the agenda will include but is not limited to these items:

- Election of officers
- Review the Board objectives which guide the board;
- Review the By Laws of the board;
- Provide overview and training as needed for new members.

Section 2. Regular meetings of the Board shall be once each month

Section 3. Special Meetings. of the Board may be called by the Chairman of the Board or by any 3 voting members of the Board. The person or persons calling the meeting may fix the time and place of the holding thereof. Meetings may be held at any predestined place or time to encourage Public Participation.

Section 4. Quorum. A majority of Board members constitutes quorum for all meetings. A quorum at a meeting of the Board shall consist of three (3) “voting members” including the Chairman or Vice-Chairman of the Board. If any meeting is convened where there is not a quorum, the board members present may discuss routine matters but not take formal action on any matter requiring a motion and a vote. No meeting shall be held unless all members of the Board have been given adequate notice

Section 5. Manner of Action. An act of majority of the Board members present at a meeting at which a quorum is present shall be the action of the Board, except where otherwise provided by law

Section 6. Parliamentary Procedure. – “Robert’s Rules of Order” shall govern parliamentary procedures at all meetings of the Board, where they are applicable.

- The Chairman of the Board may act as the Parliamentarian.
- The Chair, being a co-equal member of the Board, shall in addition to presiding, have a right to participate in debate, and shall vote on all motions, and not only where the vote of the chair would create or break a tie.
- A motion, once stated and seconded, limits the debate to points relevant to the motion. Prior to a formal motion being stated, general discussion of and the presentation of information relevant to an agenda item being considered is in order.
- Before taking any action, the Chair shall allow members of the public audience to be heard. All public comment shall be civil. All Board members shall conduct themselves in a civil manner as they serve for the citizens of Broadwater County. No member of the audience may be heard during Board discussion. The Chair may reasonably limit audience participation but must do so in an equitable manner.
- Reconsideration of any action of the Board may be allowed at any time, upon a motion of a Board member who voted affirmatively.
- Routine matters, such as setting meeting times and adjournment, setting future agenda items, or appointment of committees, may be by consensus rather than by a motion and vote.

Section 7. Notice of Meetings. Meetings shall be posted no less than 48 hours prior to the meeting in 3 public places for example the Broadwater County Courthouse main floor and basement bulletin boards, PO, school, city hall. All Board members shall be notified of all meetings orally, in writing or by email. No special meeting shall be held unless diligent efforts have been made to notify all members and all advisory Board members.

Section 8. Open Meetings Requirements. All meetings are open to the public. Section 2-3-203(1) MCA. Meetings may be closed to the public when the discussion relates to a matter of individual privacy and then only where the Chair determines on the record that the demands of individual privacy clearly exceed the merits of public disclosure. The right of individual privacy may be waived by the individual about whom the discussion pertains, and, in that event, the meeting remains open to the public. Section 2-3-203(2)(3), MCA. To comply with the spirit and intent of the open meeting and public participation laws, public notice of not less than two business days shall be given of all Board meetings, regular and special. Two business days' notice need not be given where the Board must deal with an emergency situation affecting public health, welfare, or safety. Section 2-3-112(1) MCA.

Section 9. Agenda. Agenda items requiring action should be submitted to the Chair, or Secretary, 2 weeks before a meeting. (this allows the agenda items to be listed on the agenda for full public disclosure or action)

Section 10. Minutes The minutes of the last preceding meeting of the Board shall be reviewed, changed or amended and approved at each meeting.

Section 11 Financial Report. The Board Financial Officer shall provide an analysis of funds received and distributed and fund balances at each regular meeting.

Article VI
OFFICERS

Section 1. Names of Officers. The officers of the Board shall consist of Chair Vice Chair,. Only “voting members” may be officers

Section 2. Election of Officers. Officers shall be elected by members of the Board at the first regular meeting in each calendar year. Each officer shall serve a term of one year and may be re-elected to serve multiple terms. There shall be no term limits. The Chair, First Vice shall be elected by the “voting members”.

Section 3. Term of Office. All officers shall have a term of one year except as described in the By Laws No. 4 Membership, filling vacated terms.

Section 4. Duties of Officers

- a. Chair. The Chair operates under the general direction of the “voting membership” of the Board; shall have general supervision of the day-to-day affairs and activities of the Board and shall exercise active leadership therein; shall appoint committee chairpersons and have general supervision of the same. The Chair shall conduct all meetings and business of the Board according to Open Meeting Laws and to encourage Public Participation of all citizens. The chair shall take public comment at all meetings and prior to all votes. The Chair shall be responsible for ensuring the proper and timely posting of meeting notices at least 48 hours prior to a meeting in the proper places and ensuring the agenda and all pertinent materials are emailed to the board members prior to the meeting This can be done by the Secretary. In the Chairman’s absence, his/her duties shall be carried out by the Vice Chairman.
- b. Vice Chairman – In the absence of the Chairman, or in the event of his/her inability or refusal to act, the duties of the chairman shall be performed by the Vice Chairman.

Section 5. Duties of the Voting Members of the Board. Shall include but not limited to:

- a. Appoint or employ a secretary who shall be responsible for maintaining accurate and current membership records; be responsible for keeping and maintaining the minutes of all meetings of the Board; be responsible for maintaining proper documentation, correspondence and files necessary to document and historically record events and activities of the Board.
- b. Appoint or employ a financial liaison officer – The financial officer shall be responsible for maintaining analyses of the receiving and disbursement of funds and creating and maintaining budgets for the interest generated by the Corpus of the Broadwater Trust as well as accepting and tracking of all Grant applications for trust funds. There shall be no reason for the secretary and the financial officer to not be the one and same person. Should the Board employ a secretary and/or financial officer,
- c. To recommend approval or recommend denial of trust fund claims submitted for payment to the Commission. Approval or denial shall be determined by a majority vote of the voting members. Claims of an urgent nature to be considered, provided a regular meeting is more than ten days, hence, shall be conducted through a special meeting with a quorum

in attendance. The Finance Officer shall then submit the recommendation of approval or denial to the Commission by signed letter by the Chair.

Article VII

BOARD RESPONSIBILITY

Section 1. Board Support. Non-withstanding any provisions of these bylaws, no member shall take any action or carry on any activity by or on behalf of the Board not permitted to be taken or carried on by a vote of the Board. All proposed expenditures of Trust Funds must be approved by majority vote of the Board and then approved by the Board of County Commissioners.

Section 2. Board Decision. A majority vote by the Board constitutes a Board decision. No member may move forward contrary to a Board decision. A dissenting member should continue to work with the Board in that direction, or on that project.

Article VIII

AMMENDMENTS to BYLAWS

The Bylaws may be altered, amended, or repealed and new bylaws may be adopted by 3/5 majority vote of the Board members present at any meeting. The Commission must give approval to any alterations, amendment, repeal, or new bylaws prior to implementation.

Article IX

FISCAL YEAR

The fiscal year of the Trust Board shall be a period of July 1 to June 30.

Article X

POLICIES

The Board shall have the responsibility of establishing policy, short term and long-term goals of the Board by working closely with the public, the Broadwater County Commission, other County Boards as necessary. The Board shall adhere to a policy of welcoming all comments from the community regarding recreational development within Broadwater County, including Canyon Ferry Reservoir.

Article XI

LEGAL ASSISTANCE

The County Attorney represents Broadwater County Boards on matters relating to their functions, powers, and duties. Use of outside legal counsel maybe be utilized with Commissioner approval.

Article XI

INDEMNIFICATION OF DIRECTORS

Except as otherwise limited by Montana Codes Annotated, Broadwater County may indemnify any Board member against claims, liabilities, expenses, and costs necessary incurred in the connection with the defense, compromise or settlement of any action, suit, or proceeding, civil or criminal, in which such Board member is made a party by reason of being or having served on a Broadwater County Board.

Article XII

APPROVAL AND ADOPTION OF BYLAWS

These Bylaws were approved and adopted by the Broadwater County Trust Board on April 23, 2019, effective upon adoption by the Commission.

Signatures:

Virgil Binkley, Trust Board Chair

Mike Delger, Broadwater Co Commissioner

Darrel Folkvord

Laura Obert

ATTACHMENTS

- 1. Broadwater Trust Fund Grant Application**
- 2. Broadwater County Trust Spending Policy**
- 3. Broadwater County Trust Board Goals, and Standards - 2019**
- 4. Broadwater County Procurement Policy -2018**
- 5. Broadwater County Board Appointment Policy-2019**
- 6. Broadwater County Board Directives Resolution 2019 -6**

DEFINITIONS

The terms he, his, chairman, chair and the like terms are meant to denote the male and female genders and are used simply as a convenience to this document.