

Fishing Outfitters Association of Montana BY-LAWS

ARTICLE I. NAME

The name of this Association shall be the Fishing Outfitters Association of Montana (F.O.A.M.).

ARTICLE II. OBJECTIVES

The objectives of this Association shall be as stated in Article II of the Constitution. Members of this Association shall agree to abide by the Code of Ethics attached hereto.

ARTICLE III. MEMBERSHIP, DUES, AND PRIVILEGES

Section 1. Types of Membership

A. An Outfitter Member of this Association shall be defined as any person holding a current active Montana outfitter's license, engaged in the business of fishing outfitting services in Montana. Upon payment of the annual dues required and agreement to abide by the terms and conditions of the Association's Constitution, By-laws, and Code of Ethics, such person shall be considered an outfitter member in good standing. Any outfitter member shall be eligible to hold an office in this Association in accordance with the Constitution. Outfitter members shall be able to attend and vote at all annual and special meetings, attend all Board of Directors meetings of the Association, and be eligible to serve on any committee as appointed by the President of this Association.

B. A Guide Member of this Association shall be defined as any person holding a current active Montana guide's license, engaged in the business of fishing guiding services in Montana. Upon payment of the annual dues required and agreement to abide by the terms and conditions of the Association's Constitution, By-laws, and Code of Ethics, such person shall be considered a guide member in good standing. Any guide member shall be eligible to hold the at-large guide director position on the Board of Directors. Guide members shall be able to attend all annual and special meetings and Board of Directors meetings of this Association, to speak on questions before the membership, and to serve on any committee as appointed by the President of this Association.

C. A Business Member of this Association shall be defined as any corporation, firm, or individual who has an interest in the objectives of this Association and its goals of upgrading the fishing outfitting industry and protecting the fishing and water resources of Montana. Upon payment of the annual dues required and agreement to abide by the terms and conditions of

the Association's Constitution, By-laws, and Code of Ethics, such person shall be considered a sustaining member in good standing. Sustaining members shall be able to attend all annual and special meetings and Board of Directors meetings of this Association, to speak on questions before the membership, and to serve on any committee as appointed by the President of this Association.

D. Other. I.e., honorary, life, etc.

Section 2. Dues, Membership Year

A. Annual dues for the various classes of membership shall be determined from time to time by the Board of Directors. Membership shall expire and annual dues become due at the end of each calendar year.

B. A completed membership application and payment of the required dues must be received in the offices of the Association prior to the end of the calendar year in order to maintain the "member in good standing" status. If such membership application and the required dues are not received by the end of the calendar year, said membership in the Association and all privileges received thereby, including participation in the group liability insurance policy, shall be subject to immediate cancellation, such member dropped from the membership rolls, and, when applicable, notification sent to the Montana Board of Outfitters. Subsequent to the end of the calendar year, any member who has been dropped from the membership rolls must reapply for membership and complete all requirements in order to be reconsidered for membership.

C. The dues structure for this Association shall be as follows: Calendar year (January 1st to December 31st)

Outfitter Member \$150.00

Guide Member 100.00

Business Member (minimum required) 100.00

Section 3. Privileges

A. Voting. Only outfitter members shall be eligible to vote in elections and for any business brought before the Association in accordance with these By-laws. Guide members shall be eligible to vote only for the at-large guide directors.

B. Insurance. Outfitter and guide members of this Association offering fishing outfitting or guiding services within the borders of Montana shall be eligible to participate in the insurance program.

C. The FOAMLINe. Membership in the Association shall include a subscription to The FOAMLINe, the official publication of the Association.

Section 4. Suspension, Revocation, and Reinstatement

A. Any outfitter member of this Association who has his/her outfitter's license revoked or suspended may be suspended from membership. Any outfitter member reprimanded by the Montana Board of Outfitters for unprofessional conduct may be suspended from

membership. Any outfitter member exhibiting actions adverse to the general objectives or best interests of the Association may be suspended from membership. An outfitter member who has been suspended

from membership may appeal the process and request a hearing before the Board of Directors. The Board may, at its discretion, reinstate such outfitter member.

B. Any guide member of this Association who has his/her guide's license revoked or suspended may be suspended from membership. Any guide member reprimanded by the Montana Board of Outfitters for unprofessional conduct may be suspended from membership. Any guide member exhibiting actions adverse to the general objectives or best interests of the Association may be suspended from membership. A guide member who has been suspended from membership may appeal the process and request a hearing before the Board of Directors. The Board may, at its discretion, reinstate such guide member.

ARTICLE IV. BOARD OF DIRECTORS AND OFFICERS

Section 1. Directors. The Board of Directors of this Association shall consist of two at-large guide members (one from east and one from west of the Continental Divide) and seven outfitter members, one from each of the following designated regions, as shown on the attached map:

Region 1	Flathead Lake/Bitterroot/Clark Fork
Region 2	Missouri
Region 3	Beaverhead/Big Hole
Region 4	Madison
Region 5	Gallatin
Region 6	Yellowstone
Region 7	Bighorn/Ft. Peck

The guide members shall be at-large directors representing guides from the regions east and west of the Continental Divide. Guide at-large directors cannot serve as officers on the Board of Directors.

A. Term. Directors shall serve a two-year term or until reelected or a successor is duly qualified and elected as provided herein.

B. Resignation. Any director may resign by directing a letter of resignation to the executive secretary of the Association.

Section 2. Nominations. Nominations for directors may be made by the members during the annual membership meeting, or, after a poll conducted by the current directors, names may be placed in nomination via electronic media such as email. Such nominees must be outfitter and guide members in good standing. The directors shall be elected by the majority vote as provided herein. Only those outfitter members residing in a region are eligible for nomination in that region. The at-large guide nominee may be from any of the seven regions. In the event no one is elected to fill a vacancy in a particular region or the at-large guide position, that seat shall be deemed vacant. The President and Board of Directors may appoint any representative to serve out the vacant term. An outfitter member may vote for a director only in the region which that member has declared as his/her voting region on

their membership application. The at-large guide director shall be elected by all members of the Association.

Section 3. Elections

A. Elections for the Board of Directors shall be conducted by mail, email, or online poll. After nominations have been concluded, the Executive Secretary shall cause to be mailed or emailed to all eligible voting members a Notice of Election along with a ballot and a specified due date of return. The ballot shall contain the names of nominees for the director positions.

B. Ballots shall be returned to the Executive Secretary. Within 15 days of the return date the Executive Secretary shall report the results of the election to the Executive Director and President. The Executive Director shall communicate the results to the newly-elected directors.

C. The official publication of the Association shall print the results of the election in its next issue.

Section 4. Alternates. Each director may appoint an alternate from his/her region to serve as a representative at Board of Directors meetings, and the at-large guide director may appoint an alternate from any of the eight regions. Such alternate may be either an outfitter or guide member and shall attend Board of Directors meetings in the absence of the elected director and carry a written proxy from the absent director.

Section 5. Directors.

A. Duties and responsibilities.

1. Provide guidance and directions for the Association in accordance with the Constitution and within the dictates of the Bylaws

2. Develop, maintain, and interpret all policies, programs, business, issues of interest, and political positions of the Association.

B. Additional responsibilities.

-- Attend a minimum of 80 percent of all Board of Director meetings;

-- Take responsibility for at least one activity with which F.O.A.M. is involved, i.e. annual meeting, oversee a committee, represent F.O.A.M. on a state or local organization;

-- Conduct regional surveys as needed or requested by the Board or the President;

-- Conduct regional meetings as needed or requested by the Board or the President;

-- Produce regional newsletters as needed or requested by the Board or the President;

-- Forward to the Executive Director any information, newspaper articles, or minutes from meetings of other organizations that might affect F.O.A.M. members;

-- Make a strong effort to get members in the region to respond to proposed legislation when needed and set an example by doing same;

-- Develop a phone tree of members in the region for use when needed;

-- Participate in the election process of the Montana Board of Outfitters, both within and outside of individual districts.

If a director has not met the responsibilities of his position as outlined in these By-laws, including attendance at Board of Directors meetings, the Board of Directors may require such director to give cause for failure to meet his/her responsibilities. If such director fails to give good cause, the Board of Directors may vote to dismiss such director and subsequently notify him/her of the Board's action. Immediately thereafter, the Executive Secretary shall notify all members in the unrepresented region of the Board's action and within the same notice shall request a volunteer

from the region to fill the vacancy for the remainder of the vacant term. If no such person from the region comes forward within a 30-day time period, the President and Board of Directors may appoint a member to serve out the vacant term. At the Board's discretion such appointee may reside anywhere in the state.

Section 6. Officers. The officers of this Association shall consist of a president and vice president, each of whom shall be elected by the directors. Officers shall serve a one-year term or until reelected or a successor is duly qualified and elected as provided herein. Officers may serve no more than four consecutive years maximum in any one office.

Section 7. President. The President shall promote the objectives of the Association, initiate activities for the good of the Association, supervise the work of the Vice President and other directors, communicate regularly with the Executive Director, make committee appointments as needed, and be an ex-officio member of all committees. He shall perform such other duties as may be required.

Section 8. Vice President. The Vice President of the Association shall perform all duties of the President in his/her absence or in the event of his/her inability to act. He/she shall perform all other duties as directed by the President.

Section 9. Appointments. The Board of Directors shall be empowered to employ an Executive Director to assist in conducting the business of the Association. The Executive Director, with the approval of the Board of Directors, shall be responsible for the hiring of an Executive Secretary, either on a contractual basis or as an employee. Compensation for these positions shall be established by the Board of Directors on a yearly basis and reviewed as needed. The duties associated with each such position shall be as provided herein, subject to review and revision by the Board of Directors. All checks drawn on the account of the Association shall be signed by either the Executive Secretary, the Executive Director, or the President.

A. Executive Director. The duties of the Executive Director shall be, but are not limited to, the following:

- Prepare agenda, related correspondence, and documentation for Board of Director meetings;
- Monitor and report to Board of Directors on outfitter issues originating from state and federal government offices;
- Carry out Board of Directors instructions in a timely manner;
- Attend and report on all outfitter associated meetings at the state and federal level;

- Coordinate with conservation organizations and attend meetings relative to fishing and/or outfitter topics;
- Act as general ombudsman for F.O.A.M. members regarding local, state, and industry issues via telephone or correspondence;
- Act as an ex-officio member of all committees;
- Respond to membership questions re outfitter issues at the local, state, and federal level;
- Write, lay out, and edit The FOAMLINe newsletter and maintain the FOAM website.
- Coordinate, lay out, and publish membership directory;
- Liaison between F.O.A.M. and insurance coordinator, monitor insurance policy, investigate new policy offerings or underwriting possibilities;
- Maintain E.D. files and correspondence;
- Coordinate annual meeting with the annual meeting committee.

B. Executive Secretary. The duties of the Executive Secretary shall be, but are not limited to, the following:

- Conduct all correspondence of the Association;
- Maintain communication members and the general public;
- Maintain accurate membership files and keep all records of the Association;
- Process all dues received from members and coordinate with insurance company representatives regarding members in good standing;
- Perform all bookkeeping and accounting tasks required for the Association;
- Organization and preparation for all mass mailings and email notifications to members, i.e., The FOAMLINe, legislative mailings, membership renewal and insurance forms, membership cards, annual meeting, and membership directory;
- Preparation for and attendance at annual meeting, all Board of Directors meetings, and all Board of Directors telephone conference calls;
- Perform all other tasks necessary to conduct the business of the Association which may be assigned by the Executive Director, the President or Vice President, or other directors.

Section 10. Vacancies. In the event a director vacancy is created because of death, resignation, removal, disqualification, or otherwise, the Executive Secretary shall notify by mail or email all members in the unrepresented region of the vacancy and within the same notice shall request a volunteer from the region to fill the vacancy for the remainder of the vacant term. If no such person from the region comes forward within a 30-day time period, the President and Board of Directors may appoint a member to serve out the vacant term. At the Board's discretion such appointee may reside anywhere in the state.

Section 11. Business and Quorum. The Board of Directors shall conduct the business of the Association and shall do so within the confines of the Constitution and By-laws of this Association as contained herein. The Board of Directors shall meet as may be required to conduct the business of the Association, either in person or by telephone conference call. A majority of those members currently holding seats on the board shall constitute a quorum at Board of Directors meetings. All questions put to a vote at such meetings shall be resolved by a majority vote of those directors which constitute a quorum. All discussion and decisions of the board shall be according to the provisions of Robert's Rules of Order.

Section 12. Finances and Budgets of the Association

- A. The Executive Secretary, with the approval of the Board of Directors, shall develop an annual budget prior to the beginning of each new calendar year.
- B. The Board of Directors shall vote on any significant variation from the annual budget for expenditure of the Association's monies.
- C. When a qualified member of the Association requests special funding of a deemed worthy cause or special project, such request must be presented to and be approved by the Board of Directors. A vote on any request for funding in excess of 5 percent of the annual budget of the Association shall require a 30-day waiting period. At the end of 30 days, a vote of all members of the Board of Directors will be taken to determine the disposition of the matter.

ARTICLE V. MEETINGS

Section 1. A membership meeting for the nomination of directors and the transaction of business shall be held annually. The date and place of the annual meeting shall be established by the Board of Directors no less than 6 months prior to such meeting. A written notice stating the date, hour, place, and agenda of any meeting of members shall be mailed or emailed to each member not less than 14 days prior to the date of such meeting.

Section 2. At any meeting of the membership, representation of 10 percent of the then outfitter members present for the meeting shall constitute a quorum. Any outfitter member may give a written proxy to another member for the purpose of voting on issues at a membership meeting. The written proxy must be presented to the chairperson of the meeting, if requested, in order to be valid.

Section 3. Constitution and by-law amendments shall require the affirmative vote of two-thirds of all outfitter members present at a membership meeting or two-thirds of all outfitter members responding to a mail-in or emailed ballot or online poll as provided herein. All other questions put to the membership at a membership meeting shall be resolved by a majority vote of outfitter members present for the vote. Upon majority approval of the outfitter members present for the vote, other measures may be put before the entire membership via mail-in or email ballot or online poll. All mail-in, email ballots or online polls conducted under this section, other than constitution and by-law amendments, shall be resolved by a majority vote.

Section 4. Special Ballot Issues. From time to time, between regular annual meetings, the Board of Directors may be confronted with important matters which may require a vote of all outfitter members. Although not specifically limited thereto, these matters are intended to address whether F.O.A.M. should support specific legislative bills. Upon the President's own discretion or upon request of a majority of the Board of Directors, the President shall put a particular question to a full vote of the outfitter members by mail-in or email ballot or online poll. The wording and form of the ballot or poll shall be approved by the Board of Directors and mailed, emailed, or such poll made available to all

outfitter members by the Executive Secretary. Issues presented to the membership by such ballot or online poll shall be resolved by a majority vote of ballots or poll replies returned to the Executive Secretary within 15 days of ballot presentation to the membership. The Executive Secretary shall notify the President and Board of Directors of the membership vote.

ARTICLE VI. AMENDMENTS

Section 1. These By-laws may be amended by the affirmative vote of two-thirds of all outfitter members present at an annual meeting or by two-thirds of all outfitter members responding to a mail-in or email ballot or online poll, as provided in these By-laws.

Section 2. The Board of Directors or outfitter members in good standing constituting at least 3 percent of the membership may propose amendments to these By-laws. Amendments proposed by such members must be submitted to the Executive Secretary in writing and shall be signed by each outfitter member.

Section 3. The Executive Secretary shall cause to be published all proposed constitution and by-law amendments to be presented to the membership at any meeting and shall mail, email, or make available online to each member a copy of the proposed changes at least 14 days prior to

the date of such meeting.

Section 4. Votes by mail for or against a proposed amendment to these By-laws shall be cast on a standard size postcard and must be signed by the members with outfitter name and number printed. Email or online poll responses and ballots shall be delivered to the Executive Secretary and must be received by the secretary no later than the date set forth in the Notice of Referendum. Within 5 days of the return date, the Executive Secretary shall report the results to the Board of Directors and shall cause to be published the results of any vote or referendum in the Association's official publication.

(Revised 3/22/20)