

**BYLAWS OF THE
KOOTENAI FOREST STAKEHOLDERS COALITION, INC.**

Article I. Mission, Objectives and Membership

Section 1: Mission

To demonstrate the ability of a diverse group of stakeholders to define common ground by implementing projects on natural resource issues, including community protection, forest and watershed restoration, public safety forest health and community economic vitality.

Section 2. Objectives

- To focus on natural resource issues including timber, restoration, wilderness and economic and ecosystem sustainability.
- To identify those acres on the Kootenai National Forest which provide viable opportunities for conservation, active management, and the investment in industry capacity while meeting our collaborative objectives.
- To recommend the implementation of fuel reduction projects and to demonstrate innovative approaches to forestry and use the success of projects as a model to address other natural resource issues as identified by the stakeholder group.
- To educate ourselves, and to develop and implement educational opportunities for the general public, regarding these issues and offer assistance and leadership to others who share our interest in finding common ground on natural resource issues.

Section 3. Membership

Our Stakeholders Coalition is comprised of the community of loggers, mill owners, environmentalists, business owners, local governments, educators, fire management personnel and citizens at large.

Article II. Kootenai Forest Stakeholders Coalition, Inc.

Section 1. The Kootenai Forest Stakeholders Coalition, Inc (hereafter Coalition) is a private nonprofit corporation incorporated and acting under the laws of the State of Montana. The office address of the corporation is P.O.Box 621, Libby, Montana 59923.

Section 2. All the authority vested in the corporation under its Articles of Incorporation and laws of the State of Montana are vested in its governing body, the Board of Directors of the Coalition.

Article III. The Board

Section 1. The Board is a continuing body.

Section 2. The Board shall consist of a minimum of seven (7) and a maximum of fifteen (15) voting coalition members. Three (3) members shall be elected or appointed as Officers of the corporation to be known as the Executive Board.

Section 3. Members shall be seated on the Board by the vote of a simple majority of the members present and voting at the meeting at which the question is brought. Written notice of a motion to admit a new member shall be given to the full membership of the Board fifteen (15) days prior to the Board meeting at which the question is to be voted on, unless such board members unanimously agree to waive such notice in writing.

Section 4. The term of membership on the Board is two (2) years from the date the member was first elected to the Board. If a member desires to continue as a member of the board upon completion of his or her term, the member shall file a notice of their intentions with the Secretary and the Secretary shall proceed according to the provisions of Article III, Section 3 of these Bylaws.

Section 5. A member may be removed from the Board for good cause, including lack of attendance at meetings. Notice of intent to remove a member and the reason why must be filed with the Secretary, the Secretary must seek a response from the member in question, and the Secretary shall circulate the notice, reason, and response if available to all members of the Board in writing fifteen (15) days prior to the meeting at which the question is to be voted on. A member may be removed by a vote of two-thirds (2/3) of those members present and voting.

Section 6. All matters relating to Board affairs and membership, including resignations, shall be referred to the Secretary, who is responsible for initiating appropriate action.

Section 7. Any vacancies occurring on the Board shall be filled according to the provisions of Article III, Section 3. Upon the event of a vacancy, the Secretary shall immediately initiate the process of filling that vacancy. Toward this end, the Secretary may maintain a continuing list of persons and organizations interested in participating on the Board.

Article IV. Board: Duties and Responsibilities

Section 1. The Board is fully responsible for the development and activities of the Coalition, acting as a body and through its delegate Officers, the Executive Committee, and the Coalition membership.

Section 2. The Board shall operate according to the Articles of Incorporation of the Coalition, these Bylaws, and Robert's Rules of Order, Revised.

Section 3. The Board shall elect the President, Vice President, Secretary/Treasurer and Executive Committee at its annual meeting in the first quarter of each year. The standing Executive Committee shall nominate members of the Board for these positions, and give notice of their nominations ten (10) days prior to the annual meeting.

Section 4. The Board shall meet at least four (4) times a year to transact its business. A regular annual meeting and a schedule of board meetings shall be established and maintained by the Executive Committee of the Board. Notice of the annual meeting and the regular meetings mailed or emailed or faxed to the Board at least ten days before a Board meeting is due notice, unless such notice is waived by the board members in writing. Emergency meetings of the Board may be called by three (3) officers or the Executive Committee, provided a written notice of such a meeting is circulated to the Board five (5) days prior to the meeting, or if such notice is waived in writing.

Section 5. A quorum of the Board and Executive Committee is fifty percent (50%) of its members.

Section 6. In carrying out its responsibilities, the Board may:

- a) Adopt rules and policies governing its operations and that of the Coalition
- b) Adopt work plans and programs for the Institute
- c) Select and contract with an Executive Director (a/k/a "Coordinator")
- d) Enter into agreements with other agencies or organizations
- e) Adopt a budget and authorize the expenditure of funds
- f) Adopt official policies or positions for the Coalition
- g) Review the actions of the Executive Director (a/k/a "Coordinator", the Officers, or the Executive Committee
- h) Undertake any other action appropriate to the governing body of a non-profit corporation under the laws of the State of Montana and otherwise enumerated in these Bylaws

Section 7. The Executive Director (a/k/a “Coordinator”), Officers, (or) Executive Committee, or other committees shall have such powers or responsibilities as are specified in these Bylaws or as the Board grants and directs by resolution.

Section 8. The Board may establish committees consisting of board members or general members of the Coalition in order to better carry out its purpose. The committees shall be appointed by the President. Committees operate according to Robert’s Rules of Order, Revised. The Committees are to carry out the responsibilities assigned to them by the Board or the Executive Committee.

Section 9. Each member of the Board shall have one vote. At all meetings of the Board, the Executive Committee, and all other committees except as otherwise expressly required by these Bylaws, all matters shall be decided by a good faith attempt at consensus, but failing to reach complete consensus a simple majority (50% plus 1) of those present and voting shall be determinative.

Section 10. Meetings of the Board, Executive Committee, and other committees may be conducted by conference telephone or similar device. All parties to such a meeting must be able to hear each other. Members are present when they acknowledge contact in the hearing of others.

In extraordinary circumstances, a single matter may be voted on through a direct poll. In such instances, all members must be given an equal opportunity to participate. No such poll will be valid if twenty percent or more of the members of the Board, Executive Committee or committee request that the matter be taken up in a meeting of the body.

Article V. Officers

Section 1. The Officers of the Corporation are the President, Vice President, Secretary/Treasurer. The Officers are elected by the Board and serve at its pleasure.

Section 2. An Officer may be removed from office by a two-thirds (2/3) vote of the Board for cause. A motion to remove an officer must be filed with the President or Secretary/Treasurer. A copy of the motion must be circulated to the Officer so challenged and the Officer must be given an opportunity to respond. The motion to remove, along with the response of the Officer so challenged or an indication that the Officer chose not to respond, must be circulated to the entire Board fifteen (15) days prior to the meeting at which the motion is to be considered.

Section 3. Each Officer of the Corporation shall serve on the Executive Committee.

Section 4. The President shall act as chairperson of and spokesperson for the Board. The Vice President shall act as chairperson of the Executive Committee. The Board shall appoint all other committees and designate their chairperson.

Section 5. The President and Vice President shall act in each other's stead if one should not be available to perform its functions. The order of succession in case of a vacancy in the office of President is Vice President. Otherwise, the Executive Committee is to elect a member to fill a vacancy.

Section 6. The Secretary/Treasurer shall be responsible for the maintenance of the official records and correspondence of the Corporation, for the maintenance of the financial records of the Corporation, and for the appropriate disbursement of funds. The offices of Secretary and Treasurer may be combined into one person or may be filled by two separate persons.

Section 7. In addition to the powers and responsibilities enumerated above, each Officer shall undertake the duties and responsibilities appropriate to their office under the authority granted to a corporation by State law, these Bylaws, Robert's Rules of Order, Revised and the policy adopted by the Board.

Article VI. Executive Committee

Section 1. The Executive Committee shall act for the Board in conducting the ordinary business of the Coalition during the interim between meetings. All actions of the Executive Committee are subject to the review of the Board.

Section 2. The Executive Committee shall consist of the three (3) Officers and not more than four (4) members elected at large by the Board at its annual meeting. All rules and regulations applicable to the composition of the Board shall be deemed applicable to the Executive Committee as well.

Section 3. The Executive Committee will meet at least once every two (2) months at the call of the Vice President; or alternately, at the call of three (3) members of the Committee. Notice of a meeting must be given five (5) days prior to its being convened, unless such notice is waived in writing.

Section 4. The Executive Committee, or members thereof, shall represent the Coalition in joint operating agreements. When acting in this capacity, the Committee or its members shall be deemed to have the same authority and responsibility as provided the President under these bylaws.

Article VII. Amendments

These Bylaws may be amended by two-thirds (2/3) of those present and voting at a meeting of the Board. The proposed amendment must be circulated to the Board in writing fifteen (15) days prior to the meeting at which it is to be considered, unless such notice is waived in writing.

Article VIII. Procedures and Operations

Section 1. All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Executive Committee from time to time may determine.

All checks, drafts, endorsements, notes and evidence of indebtedness of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as the Executive Committee from time to time may determine. Endorsements for deposits to the credit of the Corporation shall be made in such manner as the Executive Committee from time to time may determine.

Section 2. There shall be maintained at the principal office of the corporation all financial books and records of account, all minutes of the Board of Directors' meetings, membership meetings, and committee meetings of the Corporation, the list of members, and copies of all other material corporate records, books, documents and contracts. All such books, records, minutes, lists, documents, and contracts shall be made available for inspection at any reasonable time during usual business hours by any member of the Board of the Corporation, any member of the Corporation, or duly authorized representative thereof, for any lawful purpose. Upon leaving office, each officer or agent of the Corporation shall turn over to his or her successor, the President, in good order such corporate moneys, books, records, minutes, lists, documents, contracts, or other property of the Corporation as have been in the custody of such officer or agent during his or her term of office.

Section 3. No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors. Any such authorization may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held by the Corporation.

Section 5. No member, or officer of the Corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless (a) such contract shall be authorized by an absolute majority of those present and voting at a meeting at which the presence of such officer or member is not necessary for such authorization, (b) the facts and nature of such interest shall have been fully disclosed or shown to the members of the Board present at the meeting at which such contract is so authorized, and (c) any interested member or officer has abstained from participating in discussions or votes related to such authorization, other than to disclose the facts and nature of such interest.

Section 6. Indemnification shall be as provided in the Articles of Incorporation.

Adopted this ____ day of _____, 2006 by the unanimous vote of the Board of Directors of the Kootenai Forest Stakeholders Coalition.

President –

Secretary -