

**BYLAWS
OF
MONTANA STATE EMPLOYERS' COUNCIL**

1. PURPOSE

- 1.1 This Corporation is established for the following purposes:
- (a) Promoting increased utilization of Montana Workforce Services Division (WSD).
 - (b) Advising WSD of employer needs and concerns.
 - (c) Formulating positions on workforce issues.
 - (d) Supporting WSD and United States Employment Service to properly fulfill their mandate.
 - (e) Serving as a communication and resource linkage to share and disseminate information, directives and ideas between Montana employers, local Job Service Employers Committees (JSEC), WSD and the U.S. Department of Labor.
 - (f) Assisting local JSEC committees to achieve their goals and objectives.
 - (g) Seeking solutions to employment, training, and related issues in need of statewide or national attention.

2. POWERS

- 2.1 This Corporation may accept all real and personal property and all tangible and intangible property transferred by any means whatsoever, so long as such acquisitions do not adversely affect the tax exempt status of this Corporation.
- 2.2 The Corporation may allocate the assets and the income received from corporate assets from time to time in accordance with policies created by the Executive Board.

3. MEMBERS

- 3.1 All persons who are current members of local Job Service Employers Committees (JSEC) are eligible for membership in the Corporation.
- 3.2 The membership of the Corporation will be one member from each local JSEC in the State of Montana.
- 3.3 Members will be elected by their local committee. The local committees may also designate an alternate member.
- 3.4 The term of membership in the Corporation will end if the member resigns, is no longer eligible, or is removed by the member's local committee. The local committee will select a replacement member.
- 3.5 A general membership meeting may be called by the Chair or by a majority of members. There must be at least one meeting in each fiscal year. Members must receive fair and reasonable notice of all membership meetings.

- 3.6 There is no quorum requirement for conducting business at a general membership meeting provided the notice required by section 3.5 has been given. When a member cannot attend a meeting, they may designate a voting representative from their respective local committee to attend in their place. Such designation shall be in writing and shall not convey the privilege of election to the Corporation. Members may submit a proxy vote on any issue in advance of the meeting.
- 3.7 A majority of the votes cast by voting members present, in person or duly represented by proxy, shall decide any question. Any action may be taken without a meeting and handled by mail, provided all other provisions of these Bylaws are met.

4. EXECUTIVE BOARD

- 4.1 All powers necessary to carry on the business affairs of the Corporation shall vest in the Executive Board.
- 4.2 The Executive Board shall consist of:
- (a) the elected offices of Chair, Vice Chair, Treasurer, and Past Chair; and
 - (b) five Area Representatives, one from each of the established Montana Areas as shown on the attached exhibit, as selected by the current Chair.
- 4.3 The Treasurer shall be elected annually by written or voiced ballot of a vote of the membership at the annual meeting. Each year the Treasurer shall succeed to the Vice Chair's position, the Vice Chair shall succeed to the Chair's position, and the Chair shall succeed to the Past Chair's position. All officer positions are for a term of one year, with a total of 4 years potential service. Treasurers may decline succession to the Vice Chair's position, with no more than two successive terms in the same position, with a limit of 2 years in that position. In the event the Treasurer elects to decline succession to the Vice Chair's position, the Vice Chair will be elected at the annual meeting.
- 4.4 The Past-Chair shall serve in this position for one year immediately upon completing the term as Chair. If this position becomes vacant for any reason, the Chair may appoint another Past Chair or any other past board member to complete the term.
- 4.5 A State Coordinator for the Executive Board will be provided by the Workforce Services Division to coordinate meetings.
- 4.6 The Area Representatives shall be appointed by the Chair from those persons eligible for membership and recommended by local JSEC Chairs. Area Representatives shall serve at the pleasure of the Chair.
- 4.7 Any Executive Board member may be removed from office by a recall petition signed by three-fourths (3/4) of the members of the Corporation. If the Chair is removed, the Vice-Chair will serve as acting Chair until the next meeting of the Corporation. The Chair may appoint another member to serve as Vice-Chair, Treasurer, or Area Representative until the next meeting of the Corporation. If the Past Chair is removed, the Chair may appoint another Past Chair to fulfill the unexpired term.
- 4.8 No Executive Board member shall receive compensation for services as a Board member, but expenses may be compensated with prior approval of the Executive Board.

5. DUTIES OF THE EXECUTIVE BOARD

- 5.1 Chair

- 5.1.A The Chair shall preside at all meetings.
- 5.1.B The Chair or appointed representative shall represent the State of Montana at regional and national meetings as deemed appropriate and necessary by the Board.
- 5.1.C The Chair shall make all Executive Board committee appointments, subject to the approval of the Executive Board.
- 5.1.D The Chair may authorize expenditures not to exceed \$500.00 for any one expenditure. Any expenditure in excess of \$500.00 can be made only with the prior approval of the Board.
- 5.1.E The Chair may take emergency action without holding a meeting, but must convene an Executive Board meeting as soon as possible for approval of the action.
- 5.1.F The Chair may appoint a team for audit purposes, as needed.
- 5.2 Vice Chair
 - 5.2.A The Vice-Chair shall perform all of the duties of the Chair in the absence of the Chair.
- 5.3 Treasurer
 - 5.3.A The Treasurer shall maintain such financial records of the Corporation as is required by the Executive Board.
- 5.4 Past Chair
 - 5.4.A The Past Chair is responsible for nominating individuals for vacant Executive Board positions outside the election process.
- 5.5 The State Coordinator will be responsible for recording and distributing the minutes of every meeting.
- 5.6 Executive Board
 - 5.6.A The Executive Board may increase or decrease the duties of any officer by resolution.
 - 5.6.B The Executive Board shall meet at least once each fiscal year. A quorum for meetings of the Executive Board shall consist of a majority of the Executive Board members immediately before a meeting begins. Meetings by conference calls are acceptable.
 - 5.6.C The Executive Board shall establish the procedures for the receipt and disbursement of the property of the Corporation, but in no event shall the Board take any action which would endanger the tax-exempt status of this Corporation.
 - 5.6.D The Executive Board may act upon the affirmative vote of the majority of Executive Board members present at the meeting.

5A. COMMITTEES

- 5A. 1 Local Job Service Employers Committees (JSECs) provide a liaison between employers and Job MSEC Bylaws

Service staff at both the local and State levels. They offer advice, exchange information, provide educational opportunities, collaborate with other like-minded organizations and interact with other employers on behalf of the Job Service.

- 5A. 2 All local Job Service Employers Committees (JSECs) will be required to obtain Federal Employer Identification numbers, 501 (c) 3 tax exempt status, and file annual reports with the Sate and IRS.

6. DISSOLUTION

- 6.1 This Corporation may be dissolved by an affirmative vote (a) by the majority of the Executive Board; and (b) by the members by two-thirds of the votes cast or a majority of the members, whichever is less.
- 6.2 This Corporation must give written notice to the Montana Attorney General of its intent to dissolve at or before the time it delivers articles of dissolution to the Montana Secretary of State.
- 6.3 Upon dissolution, all assets of the Corporation must be transferred in accordance with the Articles of Incorporation.

7. AMENDMENTS

- 7.1 To amend the Articles of Incorporation of this corporation, an affirmative vote must be made (a) by the majority of the directors; and (b) by the members by two-thirds of the votes cast or a majority of the voting power, whichever is less.
- 7.2 To amend the Bylaws of this corporation, an affirmative vote must be made by the majority of members at a membership meeting.
- 7.3 Members must receive fair and reasonable notice of any proposed amendment to the Articles or Bylaws and of the meeting to approve the amendment. The notice must state the substance of the proposed change and the reason(s) in support of the change.

REVISIONS APPROVED AND ADOPTED THIS 16 day of October, 2008 , by an affirmative vote of the members at a membership meeting held the 16th day of October, 2008.

CAL BOYLE, Chair
MONTANA STATE EMPLOYERS' COUNCIL

ATTEST:

CHRIS WILHELM, State Coordinator
MONTANA STATE EMPLOYERS' COUNCIL

AREAS OF REPRESENTATION

REGION ONE

Hamilton
Missoula
Lake County
Sanders County
Flathead
Libby

REGION TWO

Tri-County (Anaconda)
Bozeman
Butte
Dillon (Currently not active)
Helena

REGION THREE

Cut Bank (Not active – merged with CMT)
Great Falls
Havre
Shelby (Not active)

REGION FOUR

Billings
Lewistown
Livingston

REGION FIVE

Glasgow
Glendive
Miles City
Sidney
Wolf Point (Not active – merged with Business Boosters)