



BY LAWS 1-29-2020

I. NAME: The legal name of this non-profit Association shall be **Northwest Montana Wedding and Event Professionals, Inc. dba My Montana Wedding (MMW)**.

II. OBJECT: MMW exists to

- A. Produce an annual Exposition for vendors and related services serving the wedding & event industry.
- B. Create a network of ethical, professional vendors to serve Northwest Montana.
- C. Enhance the marketing of individual members by pooling resources for local and national marketing campaigns.
- D. Provide consumers access to reputable resources through one contact organization.
- E. Educate vendors and consumers about the wedding and event industry.

III. MEMBERSHIP:

- A. Qualifications—Any firm or individual directly involved in the wedding and/or event planning industry whose business is registered in the state of Montana and located within Flathead, Glacier, Lake, Lincoln, Mineral, Missoula, Ravalli, and Sanders Counties who agrees to abide by the MMW Code of Ethics as published on our official website may be admitted into membership
- B. Application - Admission to MMW is open to all qualified individuals, firms and organizations. Those desiring membership must make written application on official MMW forms. Applicants become members upon verification of receipt of dues and completed application, certificate of liability insurance and approval of the MMW board.
- C. Association membership is an annual commitment either paid in full or agreed upon monthly payment plan.
- D. Voting Rights - Each member or member organization has one (1) vote. If one member owns fully paid memberships for two or more separate businesses, that member has one vote for each of their separately paid business memberships. Votes will be accepted by email, mail, fax or proxy.
- E. Termination of Membership - Any member failing to pay their membership renewal dues within 30 days of the annual renewal date shall have their membership terminated and their business listing removed from the Association's official website. Any member failing to provide a current certificate of liability insurance any member found in violation of the MMW Code of Ethics by a majority of the Executive Board shall have their membership terminated. Members wishing to be reinstated (in the same year) after being terminated must pay the web set up fee again. If it has lapsed into the next membership period, New Membership fee plus web set up fee must be paid.
- F. Meetings - All members are encouraged to attend the Board of Directors meetings throughout the year. The Board of Directors shall hold an Annual Meeting to inform the general membership of the activities of the past year, to propose a budget for the coming year, to recommend any Bylaw amendments that may be necessary for the conduct of the Association's business, and to allow for the election of officers for the coming year. The membership must be notified either by postal service, e-mail or fax of the Annual Meeting date and location at least one month in advance. The proposed agenda shall be available at least one week before the meeting. Either a majority of the Executive Board or a majority of the membership may request a general membership meeting in addition to the required Annual Meeting.

All voting will be by simple majority of proxy email votes, received in the office prior to the meeting date, in combination with a simple majority of the general membership present at the meeting.

IV. OFFICERS:

The officers are to be elected at the Annual Meeting from among the members in good standing. Nominations for new officers will be asked for in the notice of the Annual Meeting and are to be nominated in writing or taken from the floor at the Annual Meeting. The election of the board of director positions Vice President and Treasurer will take place on odd years. The election of President, Secretary and VP Expo will take place on even years. A majority vote shall be sufficient for election of the voting directors. Any officer may serve up to, but no more than, two consecutive two-year terms. Members may be elected to a different Officer Position immediately. The Board of Directors shall fill all vacancies that may occur and the person so chosen shall hold the office for the expected term of his predecessor.

The officers of MMW (Executive Board) shall consist of:

- A. President - The President shall be the Chief Executive Officer of MMW, supervising all official activities of the organization, including presiding at all Board Meetings. The President is an ex-officio member of each committee.
- B. Vice President - The Vice President shall perform all of the duties of the President in the absence of the President. The Vice President works with the President to foster continuity of the organization's goals and efforts.
- C. Secretary - The Secretary shall be responsible for
 1. Recording and disseminating the minutes of all meetings of the Board of Directors.
 2. Maintaining historic and current records of the Association
- D. Treasurer - The Treasurer shall be responsible for
 1. The financial integrity of the Association
 2. Managing the Association's financial activities - paying bills and balancing the checkbook.
 3. Preparing and submitting an annual end of year financial report for the general membership and a proposed budget.
 4. Preparing timely financial reports for each Board Meeting.
- E. Vice President of Expo Logistics - The Vice President of Expo Logistics, in cooperation with the Board of Directors, Executive Director and the membership expo committee, shall be responsible for
 1. Securing an appropriate facility for the annual Expo
 2. The physical arrangements, booth layout and vendor booth assignment for the Expo
 3. Staffing for each year's Expo (both paid and volunteer staff)
 4. Communication and coordination between Expo vendors, facility and staff
 5. Set up and clean up for the Expo

V. BOARD OF DIRECTORS:

- A. Membership - The Board of Directors shall include the five officers of the Executive Board as named above and committee chairpersons. The Board of Directors shall not exceed nine members in total. Any member in good standing may serve as an officer or committee chairperson. Individuals from the same member organization may serve on the Board of Directors as committee chairpersons.
- B. Duties - The Board of Directors shall decide questions of policy and shall govern MMW according to the Bylaws. The Board of Directors holds authority to approve or disapprove all activities, proposed or otherwise, of the President or other officers or committees. It shall approve or disapprove financial expenditures subject to the budget adopted at the Annual Meeting. The Board of Directors may not approve any expenditure that exceeds the adopted budget by more than \$5,000.00 without the general membership's consent as expressed at a duly called general membership meeting. The Board of Directors shall aid the President and officers in the implementation and furtherance of MMW activities, objectives and policies.

- C. A quorum of the Board of Directors shall consist of a simple majority of board members.
- D. Special meeting of the Board of Directors may be held at any time and place upon call of the President, or upon request of 2 or more Board members.

- E. The Board of Directors shall meet at least six times each year, at the direction of the President or at the request of a majority of the Board of Directors. All Board Meetings are to be open to the general membership except such portion of a meeting where discipline of a member is considered. All Board Meetings must have a proposed agenda publicized to the general membership at least one week in advance of the chosen meeting date. Minutes of Board Meetings shall be published for the general membership via email before the following Board Meeting.

VII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order, latest revised edition, shall be the parliamentary authority in all matters not specified in the Bylaws of this organization.

VIII. AMENDMENTS

Amendments to the Bylaws may be presented at any time to the Board of Directors. The Board of Directors must publish them to the general membership before the Annual Meeting to consider their adoption during the Annual Meeting or any general membership meeting duly called for this purpose. Pre-published Amendments to the Bylaws take effect immediately upon their adoption. During a properly called meeting of the general membership, additional Bylaw Amendments may be considered. Under such circumstances a simple majority of the membership present and in good standing must approve the change for the amendment to be adopted.

IX. AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of MMW with such powers and to perform such acts or duties on behalf of the MMW Association as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

X. CONTRACTS

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

XI. PROHIBITING AGAINST SHARING IN ASSOCIATION EARNINGS

No member, director, officer, or employee of, or member of a committee, or person connected with the Association shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the Association's assets upon the dissolution of the Association. All members of the Association shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over exclusively to such organization or organizations as the Board of Directors may designate and which shall be organized and operated exclusively for charitable, educational or scientific purposes and at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1954 as it now exists or may hereafter be amended.

XII. INVESTMENT

The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the denial of the tax exemption under the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended.

XIII. EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no member, director, officer, employee, or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations, as they now exist or as they may hereafter be amended.

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