

BYLAWS OF MONTANA COACHES ASSOCIATION, INC.

ARTICLE I

OFFICE

The Board of Directors shall designate, and the Corporation shall maintain a principal office. The location of the principal office may be changed by the Board of Directors. The Corporation may also have offices in such other places as the Board may from time to time designate.

ARTICLE II

MEMBERSHIP

Section 1 - Types of Membership. There shall be three classifications of members as follows:

A. **Active Members:** Athletic coaches, athletic directors, or athletic trainers, who are or will be actively engaged in their respective professions in high school, junior high, or elementary athletics in the State of Montana and who are otherwise acceptable to the Organization shall be eligible for active membership. Each active member shall have the privilege of one vote.

B. **Associate Members:** Any college or out-of-state coach, athletic director, or trainer; any individual who has been in the coaching profession and a dues paying member of MCA for at least ten years previously; or any individual who is connected in any way with K-12 school athletic programs, such as administrators or MOA's, are eligible for associate membership. Associate members are entitled to all privileges of the corporation, except voting privileges.

C. **Honorary Members:** The Board of Directors shall select persons for honorary membership. Selections may be made from the coaching fraternity, athletic directors, athletic trainers, administrators, and news media. The selection shall be based on long-term contribution to Montana athletic programs and/or to the Montana Coaches Association. Honorary members shall have the same privileges as associate members and shall have their dues waived.

Section 2 - Dues. The annual membership fee for active and associate members shall be from time to time set by the Board of Directors, with a portion to be remitted to the National High School Athletic Coaches Association for similar membership in that corporation, at the discretion of the Board or Directors.

Section 3 - Cancellation. Any member of the Board of Directors or of the association may recommend cancellation of a membership for cause. Any such recommended cancellation will be effective by a two-thirds (2/3) vote of the Board of Directors.

Section 4 - Membership Year. The membership year shall run from June 1st until the following May 31st.

ARTICLE III

MEETINGS OF MEMBERS

Section 1 - Annual Meetings. The annual meeting of the members of the Corporation shall be held at such place within or without the State of Montana as shall be set forth in compliance with these Bylaws. The meetings shall be held at the Awards Ceremony at the Montana Coaches Association Clinic. If such day is a legal holiday, the meeting shall be on the next business day. This meeting shall be to inform the membership of the status of the organization and for the transaction of such other business as may properly come before it.

Section 2 - Special Meetings. Special meetings of members, other than those regulated by statute, may be called at any time by the President, or the Board of Directors, and must be called by the President upon written request of one-tenth (1/10) of the members having voting rights. Written notice of such meeting stating time place, the date and hour of the meeting, the purpose or purposes for which it is called, and the name of the person by whom or at whose direction the meeting is called shall be given. The notice shall be given to each member of record in the same manner as notice of the annual meeting. If all members shall meet at any time and place, either within or without the State of Montana, and consent to the holding of a meeting, such meeting shall be valid without callor notice, and at such meeting any corporate action may be taken.

Section 3 - Notice of Meetings. The Executive Director shall give written notice stating the place, day, and hour of the meeting, and in the case of a special meeting, the purpose, or purposes for which the meeting is called, which shall be delivered not less than ten nor more than fifty days before the date of the meeting, by mail or email to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the books of the Corporation, with postage thereon prepaid.

Section 4 - Place of Meeting. The Board of Directors may designate any place, either within or without the state of Montana, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State of Montana, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation.

Section 5 - Record Date. The Board of Directors may fix a date not less than ten nor more than fifty days prior to any meeting as the record date for the purpose of determining members entitled to notice of and to vote at such meetings of the members.

Section 6 - Quorum. A majority of the active members of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than a majority of the active members are represented at a meeting, a majority of the active members so represented may adjourn the meeting from time to time without further notice. At a meeting resumed after any such adjournment at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of members in such number that less than a quorum remain.

Section 7 - Voting. An active member entitled to vote at a meeting may vote at such meeting in person or by proxy. Except as may otherwise be provided in the Articles of Incorporation, every active member shall be entitled to one vote. If a quorum is present, member action shall be taken by the affirmative vote of a majority of the active members represented at the meeting and entitled to vote on the subject matter and such shall be the act of the Corporation.

Section 8 - Proxies. At all meetings of members, an active member may vote in person or by proxy executed in writing by the active member or by his duly authorized attorney in fact. Such proxy shall be filed with the Executive Director of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided by proxy.

Section 9 - Informal Action by Members. Any action required to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the active members entitled to vote with respect to the matter thereof.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 - General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they deem proper.

Section 2 - Number, Tenure and Qualifications. The number of Directors of the corporation shall be eight (8). The Board of Directors shall consist of the following officers: President, President-Elect, Past President, Executive Director, and one Director from each of the high school classifications. The Board may also appoint ex officio members as deemed necessary. Each Director shall hold office until his successor has been elected and qualified. Directors need not be residents of the state of Montana, but must be members of the Corporation.

Section 3 - Election of Officers & Directors and Terms of Office. The officers and Directors of the Corporation shall be elected by the membership. The President and President-Elect shall serve two-year terms. The Past President shall serve the same term as his or her successor as president. The Directors shall be elected for four-year terms on a rotating basis determined by the Board of Directors so that the election of one Director shall be held each year. The elected officers and Directors of the Corporation shall be eligible for two full terms. The Executive Director and any ex officio members shall be appointed by the Board of Directors and serve at the discretion of the Board of Directors.

Section 4 - Regular Meetings. Regular meetings of the Board of Directors shall be held three times a year, at the conclusion of the fall sports season, at the conclusion of the wintersports season, and at the annual Montana Coaches Association Clinic. Notice shall be given at least ten days prior to the meeting date. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than this resolution.

Section 5 - Special Meetings. Special meetings of the Board of Directors may be called by order of the President or by one-third (1/3) of the Directors. The Executive Director shall give notice of the time, place, and purposes of each special meeting by emailing the same at least two days before the meeting or by telephoning the same at least one day before the meeting to each Director. Notice of special meetings need not be given if all Directors are present or if the Directors have waived notice.

Section 6 - Quorum. Four of the members of the Board of Directors entitled to vote thereat shall constitute a quorum for the transaction of business, but less than a quorum may adjourn any meeting from time to time until a quorum shall be present, whereupon the meeting may be held, as adjourned without further notice. At any meeting at which every Director shall be present, even though without any notice, any business may be transacted.

Section 7 - Manner of Acting. At all meetings of the Board of Directors, each of the elected officers and Directors and the Executive Director shall have one vote. The act of a majority present at a meeting shall be the act of the Board of Directors, provided a quorum is present.

Section 8 - Proxy Voting. Any member of the Board of Directors who is eligible to vote but not present at a meeting will be permitted to vote by proxy by filing notice of such desire with the Executive Director of the Corporation before such meeting. Proxies to be valid must be given in writing and must be dated not more than ten days before the meeting named therein, and no proxy will be valid after the final adjournment of such meeting.

Section 9 - Vacancies. A vacancy in the Board of Directors shall be deemed to exist in case of death, resignation, or removal of any Director, or if the authorized number of Directors be increased, or if the members fail, at any meeting of members at which any Director is to be elected, to elect the full authorized number to be elected at that meeting. Any vacancy shall be filled by a majority vote of the Directors then in office, though less than a quorum, the replacement to hold office until the next annual meeting or until his successor is duly elected and qualified, except that any directorship to be filled by reason of removal by member action may be filled also by member action at the same time as removal. NO reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

Section 10 - Removals. Any director may be removed at any time by member action as set forth in Article III, sections 7 and 9 of these Bylaws.

Section 11 – Resignation. A Director may resign at any time by delivering written notification thereof to the president or Executive Director of the Corporation. Resignation shall become effective upon its acceptance by the Board of Directors; provided, however, that if the Board of Directors has not acted thereon within ten days from the date of its delivery, the resignation shall upon the tenth day be deemed accepted.

Section 12 - Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Executive Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 13 - Expenses. By resolution of the Board of Directors, the Directors may pay the expenses, if any, of each meeting of the Board of Directors, the business of the Corporation, and reasonable expenses for the operation of the Montana Coaches Association office.

Section 14 - Emergency Power. When, due to a national disaster or death, a majority of the Directors are incapacitated or otherwise unable to attend the meetings and function as Directors, the remaining members of the Board of Directors shall have all the powers necessary to function as a complete Board, and for the purpose of doing business and filling vacancies shall constitute a quorum, until such time as all Directors can attend or vacancies can be filled pursuant to these Bylaws.

Section 15 - Nominations. Nominations for the elected officers and Directors of this Corporation shall be made by the Board of Directors, or the Board of Directors may delegate the authority to a nominating committee appointed by the Board. The Board of Directors may encourage the general active membership to suggest nominations.

ARTICLE V **DUTIES OF THE OFFICERS**

Section 1 - President. The President shall, when present, preside at all meetings of the Board of Directors and at all meetings of the membership, and shall perform such other duties and have such other powers as the Board of Directors may, from time to time, designate. He shall be the chief executive officer of the Corporation and the Chairman of the Board,

Section 2 – President-Elect. The President-Elect shall preside at meetings when the President is absent and shall perform other duties as designated by the President,

Section 3 - Past President. The Past President shall assume the duties of the President-elect in his absence and perform other duties as designated by the President.

Section 4 - Executive Director. The Executive Director shall have the care and custody of the funds of the Corporation and shall exercise under the supervision of the Board of Directors all the powers and duties commonly incident to the office. The Executive Director shall deposit all of the funds of the Corporation in such bank or general or confined to specific instances.

Section 3 - Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select, or as may be selected by any officer or agent authorized to do so by the Board of Directors.

Section 4 - Checks and Drafts. All notes, drafts, acceptances, checks, endorsements and evidences of indebtedness of the Corporation shall be signed by such officer or officers or such agent or agents of the Corporation and in such manner as the Board of Directors from time to time may determine. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories shall be made in such manner as the Board of Directors from time to time may determine.

Section 5 - Bonds and Debentures . Every bond or debenture issued by the Corporation shall be evidenced by an appropriate instrument, which shall be signed by the President and by the Executive Director, and sealed with the seal of the Corporation. The seal may be facsimile, engraved or printed. Where such bond or debenture is authenticated with the manual signature of an authorized officer of the Corporation or other trustee designated by the indenture of trust or other agreement under which such security is issued, the signature of any of the Corporation's officers named thereon may be facsimile. In case any officer who signed, or whose facsimile signature has been used on any such

bond or debenture, shall cease to be an officer of the Corporation for any reason before the same has been delivered by the Corporation, such bond or debenture may nevertheless be adopted by the Corporation, issued, and delivered as though the person who signed it or whose facsimile signature has been used thereon had not ceased to be banks, or with such firm or firms of banking business as the Board of Directors may from time to time designate. The Executive Director may, on behalf of the Corporation, endorse for depositor for collection, all checks, notes, and other obligations payable to the Corporation or its order and may accept drafts on behalf thereof. The Executive Director shall keep accurate books on account of the Corporation transactions, including Montana Coaches Association Clinic accounts, which books shall be property of the Corporation and together with all of its property in his possession shall be subject at all times to the inspection and control of the Board of Directors. The Executive Director shall conduct the day-to-day business of the Corporation within the limits set by the Board of Directors.

Section 6 - Directors. Each Director shall conduct business affecting the high school classification which they represent, such as supervising all-state, all-conference, and all-divisional awards and the distribution of the same. Each Director shall also perform other duties as designated by the president and shall act as liaison for members of their high school classification along with representing the entire membership.

ARTICLE VI **COMMITTEES**

Section 1 - Executive Committee. The Board of Directors may appoint from among its members and the officers of the Corporation an Executive Committee, and shall designate one of such members as Chairman. The Board may also designate one or more of its members as alternates to serve as members of the Executive Committee in the absence of a regular member or members. The Board of Directors reserves to itself alone the power to recommend to members any action requiring their approval, change the membership of any committee at any time, fill the vacancies therein, and discharge any committee either with or without cause at any time. Subject to the foregoing limitations, the Executive Committee shall possess and exercise all other powers of the Board of Directors during the intervals between meetings.

Section 2 - Other Committees. The Board of Directors may also appoint from among its own members such other committees as the Board of Directors may determine, which shall in each case consist of not less than two Directors, and which shall have such powers and duties as shall from time to time be prescribed by the Board of Directors. The President shall be a member, ex officio, of each committee appointed by the Board of Directors. A majority of the members of any committee may fix its rules of procedure.

ARTICLE VII **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

Section 1 - Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2 - Loans. No loan or advances shall be contracted on behalf of the Corporation, no negotiable paper or other evidence of its obligation under any loan or advance shall be issued in its name, and no property of the Corporation shall be mortgaged, pledged, hypothecated or transferred as security for the payment of any loan, advance, indebtedness or liability of the Corporation unless and except as authorized by the Board of Directors. Any such authorization may be general or confined to specific instances.

Section 3 - Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select, or as may be selected by any officer or agent authorized to do so by the Board of Directors.

Section 4 - Checks and Drafts. All notes, drafts, acceptances, checks, endorsements and evidences of indebtedness of the Corporation shall be signed by such officer or officers or such agent or agents of the Corporation and in such manner as the Board of Directors from time to time may determine. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories shall be made in such manner as the Board of Directors from time to time may determine.

Section 5 - Bonds and Debentures. Every bond or debenture issued by the Corporation shall be evidenced by an appropriate instrument, which shall be signed by the President and by the Executive Director, and sealed with the seal of the Corporation. The seal may be facsimile, engraved or printed. Where such bond or debenture is authenticated with the manual signature of an authorized officer of the Corporation or other trustee designated by the indenture of trust or other agreement under which such security is issued, the signature of any of the Corporation's officers named thereon may be facsimile. In case any officer who signed, or whose facsimile signature has been used on any such bond or debenture, shall cease to be an officer of the Corporation for any reason before the same has been delivered by the Corporation, such bond or debenture may nevertheless be adopted by the Corporation and issued and delivered as though the person who signed it, or whose facsimile signature has been used thereon, had not ceased to be such officer.

ARTICLE VIII

ANNUAL FINANCIAL REPORT AND INSPECTION OF BOOKS

An annual financial report shall be made by the Executive Director, for both general corporation business and the Montana Coaches Association Clinic. The report shall be audited by a competent accountant at the discretion of the Board of Directors and shall be open to inspection by the membership at all times.

ARTICLE IX

MONTANA COACHES ASSOCIATION CLINIC

The Montana Coaches Association, Inc. shall sponsor and conduct a coaching clinic each summer. A clinic director shall be appointed by the Board of Directors, and the clinic director shall appoint a committee to assist with the administration of said clinic. Participation in the clinic will be open to anyone interested, and a clinic fee shall be assessed plus a Montana Coaches Association, Inc., membership fee for nonmembers of the Corporation.

ARTICLE X

AWARDS AND RECOGNITION

Section 1 - Scholarships. The Board of Directors shall direct the funding and administration of a scholarship program for high school seniors in Montana. The Board of Directors shall determine the monetary amounts and the number of scholarships based on the financial condition of the Corporation. The Board of Directors shall also determine the qualifications for recipients and appoint a committee to make selections.

Section 2 - Hall of Fame. The Corporation shall sponsor a Montana Coaches Hall of Fame which will be displayed digitally on the MCA website and other sites as determined by the Board of Directors. The Board of Directors shall establish the criteria for nominations and shall select the recipients from these nominations. The recipients shall be inducted into the Hall of Fame at the annual awards ceremony at the Montana Coaches Association Clinic. Nominations shall be accepted from the general public as well as from the membership. The Board of Directors will vote annually on these nominations with all unsuccessful nominees to be considered again the following year.

Section 3 - Other Awards. The Board of Directors shall be empowered to establish awards for athletes, members of the Corporation, and other contributors to the betterment of athletic programs. The Board may seek corporate sponsorship to assist in financing of these awards as deemed necessary.

ARTICLE XI
WAIVER OF NOTICE

Whenever any notice is required to be given to any member or Director of the Corporation under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the Montana Non-Profit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice and shall constitute a release of any claim based upon or arising out of the failure to give or receive such notice. Attendance at any meeting shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the legality of that meeting.

ARTICLE XII
AMENDMENTS

These Bylaws may be altered, amended, repealed, or new bylaws adopted by a majority of the entire Board of Directors at any regular or special meeting. Any bylaw adopted by the Board may be repealed or changed by action of the members.

ARTICLE XIII
FISCAL YEAR

The fiscal year of the Corporation shall be from June 1st through the following May 31st and may be varied by resolution or the Board of Directors.

ARTICLE XIV
CORPORATE SEAL

The seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation and state that it is incorporated in Montana.

The foregoing Bylaws were adopted by the action of the winter meeting of the Board of Directors held by them at Great Falls, Montana, on the 20th day of March, 2022, at 12:30 o'clock p.m.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this day 20th of March, 2022



Executive Director

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, a majority of the Board of Directors of MONTANA COACHES ASSOCIATION INC., do hereby certify that the attached Bylaws were unanimously adopted:

President Dennis P. Murphy

Past President _____

President Elect Kristy D. Smith

AA Director Bob N...

A Director _____

B Director Jim Canell

C Director [Signature]

3-20-22
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