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## Bylaws of the Farmers Educational and Cooperative Union of America, Montana Division

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2	AMENDED BYLAWS OF THE FARMERS EDUCATIONAL AND	48
3	COOPERATIVE UNION OF AMERICA, MONTANA DIVISION	49
4		50 51
5 6	Preamble	52
6 7	Be it known that we, citizens and residents of the State of	53
8	Montana have voluntarily associated ourselves together as an	54
9	educational and cooperative association for our mutual benefit under the	55
10	name and title of the Farmers Educational and Cooperative Union of	56 57
11	America, Montana Division (hereinafter "Montana Farmers Union"), and	58
12 13	do declare the following to be our aims and purpose:	59
14	To strive for harmony, good will and understanding among all	60
15	people by promoting and advancing the great truth that there is a unity	61
16	of all mankind;	62 63
17	To establish economic and political justice and secure an	63 64
18 19	equitable distribution of the national income for agriculture related	65
20	groups;	66
21		67
22	To educate members of this Union in the science of producing,	68
23	classifying, marketing and distributing agricultural products	69 70
24 25	cooperatively;	70
26	To teach the principles and philosophy of cooperation and	72
27	encourage and promote the practice in the lives of all people;	73
28		74 75
29	To pursue its purposes and attain its objectives by orderly	75
30 31	processes and efficient methods, and through a system of local and county units with affiliated business institutions, culminating in a state	70
32	organization headquartered in Great Falls, Montana, and chartered by	78
33	the Farmers Educational and Cooperative Union of America;	79
34		80
35	To educate the members of this organization in better business	81 82
36 37	methods for agricultural producers, in the principles and practices of cooperative business associations in handling purchases and sales for	83
37	members:	84
39	nemsers,	85
40	To give every member a chance to exercise his/her natural right	86
41	to control the production and marketing of the products of his/her own	87
42 43	labor;	88 89
43 44	To encourage and support cooperative ventures of agricultural	90
44	products and service institutions consistent with Montana Farmers Union	91
46	policies;	92
		_

7							
3	To encourage Montana cooperative enterprises to pay five percent (5%) of annual net income to the Montana Farmers Union; and						
5 2 3 4 5	To meet its purposes, the Montana Farmers Union shall remain politically nonpartisan, shall not endorse candidates for partisan political office, and no director, officer or employee the Montana Farmers Union, a County Union, County-Wide Union or Local Union use the name Montana Farmers Union or his or her position in endorsing any candidates for partisan political office.						
3	ARTICLE 1 - Organization						
9 )	1.1	The Mc	ontana Farmers Union is organized as follows:				
2		(a)	The Montana Farmers Union, the state organization serving all of Montana;				
5 5 5		(b)	County Unions, a subdivision of the Montana Farmers Union serving one or more counties in Montana:				
7 3 9		(c)	County–Wide Local Unions, a subdivision of the Montana Farmers Union serving one or more cities, towns or municipalities in any one county in Montana: and				
5 L 2 3		(d)	Local Unions, a subdivision of the Montana Farmers Union serving one or more cities, towns or municipalities in Montana.				
+ 5 5	1.2 To the extent feasible, there shall be a County Union in each county in Montana.						
7 3 9 1	1.3 To the extent feasible and desired, there may be Local Unions in any Montana city, town or municipality.						
L	1.4	Montar	na shall be divided into Districts as follows:				
- 3 1 5		Jefferso	t 1: Broadwater, Cascade, Chouteau, Fergus, on, Judith Basin, Lewis & Clark, Meagher, um and Powell counties.				
7 7 3			t 2: Blaine, Glacier, Hill, Liberty, Pondera, Teton ole counties.				
) L			t 3: Daniels, Phillips, Richland, Roosevelt, an, and Valley counties.				

93	District 4: Carter, Custer, Dawson, Fallon, Garfield, McCone, Powder River, Prairie, Rosebud and Wibaux	139	<b>ARTICLE 3 - Elections / Nominations</b>
94 05		140	3.1 The Directors and Officers of the State Union, except the
95	counties.	141	· · · · ·
96	District F. Desugrhand Big Have Carbon Calletin	142	Secretary-Treasurer, shall be elected and installed at the annual meeting
97	District 5: Beaverhead, Big Horn, Carbon, Gallatin,	143	of the State Union. The annual meeting may be referred to as the
98	Golden Valley, Madison, Musselshell, Park, Stillwater,	144	"Convention".
99	Sweet Grass, Treasure, Wheatland and Yellowstone	145	
100	counties.	146	3.2 All nominations shall be made at least 45 days prior to
101		147	the Convention Nomination Deadline pursuant to a nominating
102	District 6: Deer Lodge, Flathead, Granite, Lake, Lincoln,	148	petition with at least five (5) signatures from voting members within
103	Mineral, Missoula, Ravalli, Sanders, and Silver Bow	149	the represented district. The candidates for State Union President
104	counties.	150	and Vice-President must announce their candidacy no later than the
105		151	Nomination Deadline and shall list their qualifications to serve. All
106	1.5 Redistricting shall be reviewed by the Montana Farmers	152	applications and nominations to the state office and must be dated
107	Union Board of Directors (hereinafter "Board of Directors") every five	153	with date of receipt and published in the State Newsletter.
108	years, beginning in 2018.	154	
109	years, beginning in 2010.	155	A member may be presented as a candidate for office and is eligible
110	1.6 The Montana Farmers Union shall purchase, lease or	156	to be voted into office if:
111	otherwise acquire and maintain a place of business within Montana, to	150	i. The member has been nominated in accordance with this
112	be known as "the State Office," where the organization's principal place	157	section;
113	of business will be located.	158	ii. The member is in attendance at the convention or by
113	of busilless will be located.	160	majority vote taken at convention by voting members to
114			allow the non-attending nominee to continue as a
	ARTICLE 2 - Distributions	161	candidate.
116	ARTICLE 2 - Distributions	162	In addition to the nomination procedure set forth above, in the event
117		163	there is no nominated candidate for a position present at
118	2.1. Montana Cooperative Enterprises are encouraged to pay	164	Convention or otherwise permitted to continue as a candidate in
119	5% of annual net savings to the Montana Farmers Union. The Montana	165	accordance with Section 3.2 (ii), a candidate may be nominated by
120	Farmers Union shall distribute 40% of the funds earmarked for education	166	
121	received from each county area to the active County Union(s) serving the	167	supermajority vote taken at the convention.
122	areas in which the funds originated.	168	
123		169	Each nominee shall be required to answer pertinent questions from the
124	2.2 Each County Union shall distribute one-half (1/2) of the	170	floor.
125	funds received from the Montana Farmers Union equally to the active	171	
126	Local Unions in that county. In the event there is no active County Union	172	3.3 All elections shall be by secret ballot. <b>Election to office</b>
127	serving a county but one or more Local Unions exist in the county, then	173	shall be by majority of all votes cast.
128	the Montana Farmers Union will retain the funds that would otherwise be	174	
129	distributed to that county's County Union and distribute them in	175	
130	accordance with the direction of the Montana Farmers Union Board of	176	3.4 Eligible voting member may vote as follows:
131	Directors.	177	i. In person during the time designated during the Convention for
132		178	voting; or
133	2.3 A report shall be filed at fiscal years end indicating how	179	ii. By requesting a mail-in ballot.
134	the funds were utilized, as part of the minutes.	180	
135		181	A member is eligible to receive a mail-in ballot if the member is a
136		182	voting member as defined in Section 7.3 and meets either of the
137		183	following:
138		184	a. The member has voted in at least one (1) election in

185	the immediately preceding five (5) years or	230	(e) Two directors will be the State President and Vice
186	b. The member has attended at least one (1) Montana	231	President, nominated by all voting eligible members.
187	Farmers Union sponsored event or County meeting in the	232	3.9 A person must be a voting member of the Montana Farmers
188	year prior to the election.	233	Union in order to be eligible to serve as a director.
189		234	onion in order to be engible to serve as a director.
190	Mail-in ballot deadlines:	235	3.10 The office of President and Vice-President shall be for a
191	i. Ballots may be requested as soon as 90 days before but no	236	term of two (2) years. All other directors shall serve terms of three (3)
192	later than 30 days before the Convention	237	years. The staggered terms of the President and Vice-President in effect
193	ii. Requested ballots will be mailed to eligible voters thirty (30)	238	on adoption of these Amended Bylaws shall continue. There is no limit
194	days prior to Convention	239	on the number of terms a person may serve.
195	iii. Ballots must be postmarked at least seven (7) days prior to	240	on the humber of terms a person may serve.
196	the Convention or may be personally delivered no later	240	3.11 A majority of the Montana Farmers Union Board of
190	than the time for in-person voting at the Convention.	241	Directors shall constitute a quorum and all Board of Directors actions
198		243	shall require a majority vote. Upon demand of three members of the
198	3.5 As soon as the official count of votes in the election is	243	Board of Directors, any matter that has been approved or rejected by the
200	made by the election committee, the results shall be posted in the	244	Board of Directors must be referred to the Eligible Voting Members for
200	convention hall and such results shall be officially announced at the next	245	decision at the next regular <b>Convention</b> .
201		240	decision at the next regular <b>convention</b> .
202	convening session of the <b>Convention</b> .	247	2.1.2 Victing by Eligible Victing Members shall be sumulative
	2.C. Dellate shall be used and as some doubtil the		3.12 Voting by Eligible Voting Members shall be cumulative,
204	3.6 Ballots shall be retained and secured until the	249	with each member to have one vote for each director position subject to
205	adjournment of that <b>Convention. Sign-in paperwork shall be secured</b>	250	election.
206	and retained for at least (5) years following the convention.	251	2.12 The Decid of Directory shall call the majority water and
207	3.7 The Election Committee shall set aside and not count	252	3.13 The Board of Directors shall select, by majority vote, one
208	in any election any ballot that does not include the proper eligible	253	of its members (who has not been elected to serve as President or Vice
209	voter certification or mail-in voter certification, as required by these	254	President) to serve as Secretary-Treasurer.
210	Bylaws. In the event the Election Committee or Credentials	255	
211	Committee becomes aware of any reason why a voter who has	256	3.14 A delegate or delegates to the National Farmers Union
212	certified their eligibility may not be eligible to vote, the Credentials	257	Convention shall be elected on the basis of representation as provided in
213	Committee shall attempt to contact such voter to discuss eligibility	258	the National Constitution. Previous attendance at a National Convention
214	requirements and shall thereafter make a ruling in the sole	259	shall be made known by the delegate nominee at the time of
215	discretion of the Credentials Committee as to members eligibility to	260	nomination.
216	vote. The ruling of the Credentials Committee shall be final.	261	
217	vote. The futing of the credentials committee shall be final.	262	3.15 One percent of the Eligible Voting Members present
218	3.8 The number of directors shall be eleven (11), nominated	263	shall constitute a quorum for the transaction of business at any State
219		264	meeting.
220	as follows:	265	
221	(a) Six directors shall be nominated by the members in	266	
222	(a) Six directors shall be nominated by the members in each of the six districts within Montana;	267	ARTICLE 4 - Directors
223		268	4.1 All neurone business and offering of the Montone Ferman
224	(b) One director shall be nominated by the members in	269	4.1 All powers, business and affairs of the Montana Farmers
225	Districts I and 2;	270	Union shall be exercised by or under the authority of the Board of
226	(c) One director shall be nominated by the members in	271	Directors.
227	Districts 3 and 4;	272	4.2 The Decad of Disectory of The Montener France Unit
228	(d) One director shall be nominated by the members in	273	4.2 The Board of Directors of The Montana Farmers Union
229	Districts 5 and 6; and	274	shall have those powers and duties provided by law.
		275	

276 4.3 Absent resignation, death, or removal, each director shall hold office until the next **Convention** of members. In the event of 277 the **vacancy**, resignation, death, or removal of a director, the remaining 278 279 members of the Board of Directors shall, by majority vote, appoint a successor to serve until the next Convention of members. 280 281 The **Convention** of the members shall be held each year 282 4.4 283 at a time and date set by the Board of Directors. Special meetings may be called by the board or as provided by Montana law. An annual Convention may be held all or in part utilizing a virtual platform 284 285 pursuant to procedures determined by the Board of Directors. 286 287 288 4.5 The Board of Directors shall examine the books of the Secretary-Treasurer and shall provide for an audit of the same by a 289 certified accountant and report their condition at the **Convention** of the 290 291 State Union or at such times as may be necessary. 292 293 46 Members of the Board of Directors shall receive a 294 stipend and necessary expenses while in performance of their official 295 duties. 4.7 Any director engaged in conduct detrimental to the 296 best interest of Montana Farmers Union, shall, upon two-thirds vote 297 of the Board of Directors (excluding the Director subject to the vote), 298 be expelled from the position of Director as per the vote. A Director 299 who is removed from his or her position shall remain a member and 300 may run for election in the next election cycle unless removed in 301 accordance with Section 7.12). 302 303 **ARTICLE 5 - The State Union** 304 305 5.1 The Montana Farmers Union shall have as officers a 306 President, Vice-President, Secretary-Treasurer, Conductor, and 307 308 Doorkeeper. No person may be an officer of the Montana Farmers Union unless he or she shall have been an Eligible Voting Member for not less 309 than three (3) years preceding the election. Excepting the President and 310 311 Vice-President, officers shall be appointed by the Board of Directors. Officers and Committees shall have such duties as proscribed by law and 312 313 the Board of Directors. 314 5.2 Duties of Officers 315 (a) President: 316 Shall preside over all meetings of the 317 (i) State Union and the Montana Farmers Union Board and in his/her actions 318 will be accountable to the Board. 319

320 (ii) Shall decide all questions of order and 321 have general supervision over all business of the State Union under the 322 direction of the Montana Farmers Union Board. 323 (iii) Shall represent, designate an individual to represent, the State Union in all business pertaining to 324 the State Union or its interest where representation is necessary. 325 326 (iv) Shall perform such other duties which 327 in the judgment of the Montana Farmers Union Board promote the best 328 329 interests of the State Union. Shall have the authority to discharge 330 (v) any employee. 331 332 Shall vote on the Board of Directors only (vi) in case of a tie vote. 333 334 (b) Vice President: 335 336 Shall assist the President in the (i) 337 performance of his/her duties, and in his/her absence preside. Shall succeed to the office of President (ii) 338 and fill out the unexpired term in case of vacancy. 339 (ii) Shall function as a voting member of 340 341 the Board of Directors. 342 (c) Secretary-Treasurer: 343 Shall perform all duties assigned by the (i) 344 345 President and the Montana Farmers Union Board. 346 (ii) Shall make or cause to be made a record of proceedings of all meetings of the Montana Farmers Union 347 Board and the State Union. 348 349 (iii) Shall receive and acknowledge all monies paid to the State Union, and shall pay out the same as 350 determined by the Montana Farmers Union Board. 351 352 (iv) Shall make, or cause to be made, all statistical and financial reports. 353 Shall consult and meet with the 354 (v) Montana Farmers Union Board and act as Secretary for meetings of the 355 Board. 356 357 (vi) Shall at least 45 days prior to the **Convention.** notify all Local and County Secretaries of the time and 358 place of such meeting. 359 (vii) Shall function as a member of the Board 360 of Directors. 361 362 (d) Doorkeeper 363 (i) Shall act as a welcoming committee and 364 shall welcome visitors and members. 365

366 (e) Conductor 367 Shall assist in the installation ceremony (i) 368 of officers. 369 (ii) Shall endeavor in every way to facilitate 370 the conducting of State Union meeting. 371 372 5.3 The Board of Directors shall create a Credentials 373 Committee, an Election Committee, a Resolutions and Legislative 374 Committee, a Bylaws and Rules Committee and an Education Committee. 375 Other committees may be created by resolution of the Board of 376 Directors. 377 378 5.4 The Board of Directors may hire an Executive Director. 379 (i) Shall perform all duties assigned by the 380 President and the Board Directors. 381 Shall consult and meet with the Board of 382 (ii) Directors and furnish such reports of activities as may be required. 383 384 Shall oversee day-to-day operations and (iii) supervise staff at the direction of the President. 385 386 387 388 ARTICLE 6 - County, County-Wide and Local Unions 389 390 A County, County-Wide or a Local Union is a chartered 391 6.1 392 subdivision of the Montana Farmers Union comprised of its members in 393 good standing. 394 395 6.2 A Charter shall be issued by the Montana Farmers Union for a County Union or a County-Wide Union when there are less than 396 397 three (3) chartered Local Unions in the county and the Eligible Voting 398 Members of each by majority vote elect to become a chartered County 399 Union or County-Wide Union. The fiscal year of a County Union, County-Wide or a Local Union shall end March 31. 400 401 In order for a County, County-Wide or a Local Union to 402 6.3 receive funds from the Montana Farmers Union. it must be active. 403 holding not less than four (4) business meetings during the preceding 404 fiscal year ending March 31 of each year. Minutes of each meeting shall 405 be submitted to the Montana Farmers Union within 30 days following 406 407 each meeting. 408 64 The officers of a County Union, County-Wide or a Local 409 Union shall be a President, Vice-President, and Secretary-Treasurer. 410

Officers shall be elected annually by the members of the union by 411 majority vote by secret ballot. Voting will be cumulative. 412 413 6.5 A County Union, County-Wide or a Local Union may 414 adopt bylaws provided they are not inconsistent with the provisions of 415 these Amended Bylaws. 416 417 6.6 Division or consolidation of County. County-Wide or a 418 Local Unions may be permitted by the Montana Farmers Union upon 419 terms and conditions adopted by its Board of Directors. 420 421 6.7 Each County, County-Wide or Local Union is encouraged 422 to participate in a minimum of one educational activity annually on 423 either the adult or vouth level. 424 425 **ARTICLE 7 - Members** 426 427 7.1 The Montana Farmers Union shall be composed of 428 429 members, who shall organize themselves into County Unions, County-430 Wide Local Unions, and Local Unions, or who may participate in the 431 activities of the Montana Farmers Union as further provided in these 432 Bylaws. 433 434 7.2. Members are classified as Eligible Voting Member, Associate Non-Voting Member, and Affiliate Member. 435 436 437 7.3 An Eligible Voting Member is a member who has paid all required dues and meets one or more of the following requirements: 438 439 440 (a) Is a Montana resident sixteen (16) years of age or older and who produces an agricultural 441 commodity used for food, feed, fuel or fiber. 442 (b) Is a Montana Torchbearer: 443 Is a Montana resident retired from producing 444 (c) agricultural commodity used for food, feed, 445 fuel. or fiber. 446 (d) is the spouse of an eligible voting member. 447 (e) Is a Montana resident between the ages of 16 448 449 and 25 whose parents are, or either parent is. an eligible voting member: 450 (f) Is a Montana resident employed full-time by the 451 Farmers Educational and Cooperative Union of 452 453 America, commonly known as the "National 454 Farmers Union", or any of its affiliated 455 businesses:

456	(g) Any person not eligible for voting membership	502	by the State Secretary-Treasurer for each dues-paying member. Any
457	under the above rules may become a voting	503	member failing to timely pay dues shall lose any voting and other
458	member by paying dues and by being accepted	504	rights of membership. Any Eligible Voting Member or Non-Voting
459	as a member through an active local or county	505	Associate Member who is 65 years of age or older and who has paid
460	organization under criteria approved by the	506	dues consecutively for 25 or more years shall be assessed dues at one-
461	State Board of Directors.	507	half $(\frac{1}{2})$ the established rate.
462		508	
463	Only Eligible Voting Members are eligible to hold office in the	509	7.10 Each active County Union, County-Wide Union and Local
464	Montana Farmers Union, a County Union, a County-Wide Union or a Local	510	Union shall annually receive \$5.00 per eligible voting member from the
465	Union. Any voting member whose membership has been valid for at	511	Montana Farmers Union's general funds.
466	least 45 days prior to the start of the state <b>Convention</b> shall represent	512	5
467	one vote at the <b>Convention</b> .	513	7.11 Assessment of County Union, County-Wide Union and
468		514	Local Union dues shall be left to the discretion of each such
469	7.4 An Associate Non-Voting Member is a Montana resident	515	organization.
470	primarily engaged in an agricultural business or activity who supports	516	
471	the goals and principles of the Montana Farmers Union and who has paid	517	7.12 Any member engaged in conduct detrimental to the best
472	all required dues but does not qualify as an Eligible Voting Member.	518	interest of a Montana Farmers Union, shall, upon decision of the
473	Associate Non-Voting Members may participate in all social activities but	510	Executive Board, be expelled as per the vote. An expelled member shall
474	have no voting privileges and may not hold elective office in the	520	have the right to appeal in writing within 10 days to the Board of
475	organization.	520	Directors of the Montana Farmers Union, whose vote on a two-thirds
475	organization.	521	basis to affirm or overturn the lower Union's decision shall be final. The
470	7.5 An Affiliate Member is a Montana resident who is not	523	applicable union secretary shall report the names of members expelled
477	qualified to be an Eligible Voting Member or an Associate Non–Voting	523	
			to the County, County-Wide and Local secretaries, as well as the grounds
479	Member but is a policyholder of the National Farmers Union Insurance	525	therefore. A member who has been expelled may not apply for
480	Companies. Affiliate members are not assessed dues but may not hold	526	reinstatement for a period of one year from the date his or her expulsion
481	elective office in the organization, have voting privileges, or participate	527	was final.
482	in the organization's social activities.	528	
483		529	7.13 Any member in good standing who wishes to transfer
484	7.6 The Board of Directors may establish other categories of	530	membership from a Local Union to another Local Union shall notify the
485	membership for persons who are not otherwise qualified for	531	Montana Farmers Union in writing of the request, which must be granted
486	membership but have an interest in the organization through an	532	by the proposed Local Union to be joined. The Local Union secretary
487	affiliated entity. The Board of Directors may establish separate benefits	533	shall notify the Montana Farmers Union.
488	and dues levels for each category of membership.	534	ADTICLE 9 Decements
489		535	ARTICLE 8 - Property
490	7.7 When possible, members shall also become members of	536	
491	the most convenient County Union, County-Wide Union or Local Union,	537	8.1 The Montana Farmers Union may purchase, lease or
492	and have such membership therein for which they are eligible.	538	otherwise acquire any and all property which it is legally authorized to
493		539	own or lease, and sell, lease, or otherwise dispose of any or all of such
494	7.8 Each member shall be issued a membership card, which	540	property, in the manner provided by law and these Amended Bylaws.
495	will designate his or her membership status.	541	
496		542	8.2 All property, real or personal, acquired for the use of the
497	7.9 Dues for the Montana Farmers Union shall be	543	Montana Farmers Union, whether obtained with dues, educational funds,
498	established annually by the Board of Directors of the Montana Farmers	544	unrestricted donations, services rendered or from a Farmers Union
499	Union for Eligible Voting and Non-Voting Associate Members and paid to	545	organizational fundraising activity, shall be held in the name of the
500	the Montana Farmers Union. Dues shall include National Farmers	546	Montana Farmers Union. In the event that MFU ceases to have an
501	Union dues, which shall be remitted to the National Farmers Union	547	organizational subdivision in a county, the dues, educational funds,

548	unrestricted donation	s servi	ces rendered of from a Farmers Union	594			State Union that his or her
549			tivity shall pass in trust to the MFU.	595			conduct was in its best
550		- <b>J</b>		596			interests:
551			a Montana Farmers Union County, Local, or	597			,
552			y independently purchase property if they	598		(b)	In all other cases, that his or her
553			ived from Farmers Union dues, cooperative	599			conduct was at least not opposed to its
554			f such unit, or funds raised at or through a	600			best interests; and
555			d by the State, County, Local, or	601		<b>.</b>	
556			e Montana Farmers Union, and take it in a	602	The S	State Union shall	not indemnify a director:
557	name other than Mon	tana Fai	rmers Union. In that event such property	603			
558			r organizations which purchased the same	604			nection with a proceeding by or in the
559			or County-wide Local Union which used	605			of the State Union in which the director
560			nct, such property shall not as a matter of	606		was a	adjudged liable to it; or
561			Montana Farmers Union, but shall be	607			
562			ners, as such owners see fit. The Montana	608			nnection with any other proceeding
563			ereof shall not be responsible for such	609			ging improper personal benefit to him or
564			nion Locals may lease such property from	610			whether or not involving action in his or her
565	the owner for Farmers	Union	activities.	611			ial capacity, in which he or she was
566 567				612 613			dged liable on the basis that personal
568	ARTICI E 9 - Indem	nificatio	on of Directors, Officers and Employees	613		bene	fit was improperly received by him or her.
569		micaci	on or precess, orneers and Employees	615	9.2	If a dotormin	ation is made, following the procedures of
570	9.1 The M	Iontana	Farmers Union shall not indemnify a	616	-		, that the director has met the following
570	director unless:	iontana	a anners officir shall not indefinity a	617			prization of payment is made, following the
572	uncetor uniess.			618			forth in the Montana Corporation Act, then
573	(i)	A de	termination has been made in accordance	619			or reimburse the reasonable expenses
574	(1)		the procedures set forth in the Montana	620			a party to a proceeding in advance of final
575			poration Act that the director met the	621	disposition of	f the proceeding	if:
576			dard of conduct set forth below, and	622		p	
577				623	(I)	The director	furnished the State Union a written
578	(ii)	Payn	nent has been authorized in accordance	624		affirmation o	f his or her good faith belief that he or she
579		with	the procedures set forth in the Act based	625		has met the s	standard of conduct described in this
580			conclusion that the expenses are	626		Article;	
581			onable, the Montana Farmers Union has the	627	(ii)		furnishes the State Union a written
582			ncial ability to make the payment, and the	628			executed personally or on his or her
583			ncial resources of the Montana Farmers	629			bay the advance if it is ultimately
584			n should be devoted to this use rather than	630			hat he or she did not meet the standard of
585		som	e other use by the State Union.	631			ch undertaking must be an unlimited
586				632			ation of the director but need not be
587	(iii)		r she conducted himself or herself in good	633			may be accepted without reference to
588		faith	; and	634		tinancial abili	ity to make repayment); and
589	<i>.</i>			635	()	A	in a second all the first all and have been a
590	(iv)	He o	r she reasonably believed:	636	(iii)		ion is made that the facts then known to
591		$(\mathbf{z})$	In the case of conduct in his or	637			g the determination would not preclude
592		(a)	her official capacity with the	638 639			on under this Article or the provisions of Corporation Act.
593			ner official capacity with the	639		the Montalia	corporation Act.

640 9.3 641 The Board of Directors may indemnify and advance expenses to any officer, employee or agent of the State Union who is not 642 a director of the State Union, to any extent consistent with public policy, 643 as determined by the general or specific action of the Board of Directors. 644 645 9.4 Notwithstanding any other provisions of these Amended 646 Bylaws, the State Union shall indemnify a director who was wholly 647 successful, on the merits or otherwise, in the defense of any proceeding 648 to which the director was a party because he or she is or was a director 649 of the State Union against reasonable expenses incurred by the directors 650 in connection with the proceeding. 651 652 **ARTICLE 10 - Amendment** 653 654 10.1 These bylaws may be amended at any State Union 655 **Convention** by a majority vote of those Eligible Voting Members in 656 attendance and voting. A written copy of any proposed amendment shall 657 be presented at the State Union Convention and a copy thereof made 658 available to each qualified member not less than 24 hours before the 659 vote thereon is taken. In the event that written copies of proposed by-660 law changes are not presented to the **Convention** gualified members, a 661 two-thirds majority vote will be required for passage. 662 663 10.2 The major legal document of the Montana Farmers 664 Union is its Bylaws. The Local, County and State Organizations shall 665 function under these Bylaws using the Revised Robert's Rules of Order. 666 667 2020 Montana Farmers Union Bylaws Committee Walter Schweitzer Erik Somerfeld Eric Bergman Jennifer Bishop Ben Peterson

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