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1 **AMENDED BYLAWS OF THE FARMERS EDUCATIONAL AND COOPERATIVE**
2 **UNION OF AMERICA, MONTANA DIVISION**

3
4 Preamble

5
6 Be it known that we, citizens and residents of the State of Montana
7 have voluntarily associated ourselves together as an educational and
8 cooperative association for our mutual benefit under the name and title of
9 the *Farmers Educational and Cooperative Union of America, Montana*
10 *Division* (hereinafter “Montana Farmers Union”), and do declare the following
11 to be our aims and purpose:

12
13 To strive for harmony, good will and understanding among all
14 people by promoting and advancing the great truth that there is a unity of all
15 mankind;

16
17 To establish economic and political justice and secure an equitable
18 distribution of the national income for agriculture related groups;

19
20 To educate members of this Union in the science of producing,
21 classifying, marketing, and distributing agricultural products cooperatively;

22
23 To teach the principles and philosophy of cooperation and
24 encourage and promote the practice in the lives of all people;

25
26 To pursue its purposes and attain its objectives by orderly processes
27 and efficient methods, and through a system of local and county units with
28 affiliated business institutions, culminating in a state organization
29 headquartered in Great Falls, Montana, and chartered by the Farmers
30 Educational and Cooperative Union of America;

31
32 To educate the members of this organization in better business
33 methods for agricultural producers, in the principles and practices of
34 cooperative business associations in handling purchases and sales for
35 members;

36
37 To give every member a chance to exercise his/her natural right to
38 control the production and marketing of the products of his/her own labor;

40 To encourage and support cooperative ventures of agricultural
41 products and service institutions consistent with Montana Farmers Union
42 policies;

43
44 To encourage Montana cooperative enterprises to pay five percent
45 (5%) of annual net income to the Montana Farmers Union; and

46
47 To meet its purposes, the Montana Farmers Union shall remain
48 politically nonpartisan, shall not endorse candidates for partisan political
49 office, and no director, officer or employee the Montana Farmers Union, a
50 County Union, County-Wide Union or Local Union use the name Montana
51 Farmers Union or his or her position in endorsing any candidates for
52 partisan political office.

53
54 **ARTICLE 1 – Organization**

55
56 1.1 The Montana Farmers Union is organized as follows:

- 57
58 a) The Montana Farmers Union, the state organization
59 serving all of Montana;
60 b) County Unions, a subdivision of the Montana Farmers
61 Union serving one or more counties in Montana;
62 c) County-Wide Local Unions, a subdivision of the
63 Montana Farmers Union serving one or more cities,
64 towns, or municipalities in any one county in Montana;
65 and
66 d) Local Unions, a subdivision of the Montana Farmers
67 Union serving one or more cities, towns, or
68 municipalities in Montana

69
70 1.2 To the extent feasible, there shall be a County Union in
71 each county in Montana.

72
73 1.3 To the extent feasible and desired, there may be Local
74 Union in any Montana city, town or municipality

75
76 1.4 Montana shall be divided into Districts as follows:

77
78 District 1: Broadwater, Cascade, Chouteau, Jefferson, Judith

79 Basin, Lewis & Clark, Meagher, and Powell counties.

80
81 District 2: Blaine, Glacier, Hill, Liberty, Pondera, Teton, and
82 Toole counties.

83
84 District 3: Daniels, Phillips, Richland, Roosevelt, Sheridan,
85 Fergus, Petroleum and Valley counties.

86
87 District 4: Carter, Custer, Dawson, Fallon, Garfield, McCone,
88 Powder River, Prairie, Rosebud, Big Horn, Treasure, and
89 Wibaux counties

90
91 District 5: Beaverhead, Carbon, Gallatin, Golden Valley,
92 Madison, Musselshell, Park, Stillwater, Sweet Grass,
93 Wheatland, and Yellowstone counties.

94
95 District 6: Deer Lodge, Flathead, Granite, Lake, Lincoln,
96 Mineral, Missoula, Ravalli, Sanders, and Silver Bow counties.

97
98 1.5 Redistricting shall be reviewed by the Montana Farmers
99 Union Board of Directors (hereinafter "Board of Directors") every five years,
100 beginning in 2018.

101
102 1.6 The Montana Farmers Union shall purchase, lease, or
103 otherwise acquire and maintain a place of business within Montana, to be
104 known as "the State Office," where the organization's principal place of
105 business will be located.

106
107 **ARTICLE 2 – Distributions**

108
109 2.1 Montana Cooperative Enterprises are
110 encouraged to pay 5% of annual net savings to the
111 Montana Farmers Union. The Montana Farmers Union
112 shall distribute 40% of the funds earmarked for
113 education received from each county area to the active
114 County Union(s) serving the areas in which the funds
115 originated.
116

117 2.2 Each County Union shall distribute one
118 half (1 /2) of the funds received from the Montana
119 Farmers Union equally to the active Local Unions in that
120 county. In the event there is no active County Union
121 serving a county but one or more Local Unions exist in
122 the county, then the Montana Farmers Union will retain
123 the funds that would otherwise be distributed to that
124 county's County Union and distribute them in accordance
125 with the direction of the Montana Farmers Union Board of
126 Directors.

127
128 2.3 A report shall be filed at fiscal years end
129 indicating how the funds were utilized, as part of the
130 minutes.

131
132 **ARTICLE 3 – Elections / Nominations**

133
134 3.1 The Directors and Officers of the State Union, except the
135 Secretary-Treasurer, shall be elected and installed at the
136 annual meeting of the State Union. The annual meeting
137 maybe referred to as the "Convention".

138
139 3.2 All nominations shall be made at least 45 days prior to the
140 Convention Nomination Deadline pursuant to a nominating
141 petition with at least five (5) signatures from voting
142 members within the represented district. The candidates for
143 State Union President and Vice-President must announce
144 their candidacy no later than the Nomination Deadline and
145 shall list their qualifications to serve. All applications and
146 nominations to the state office and must be dated with date
147 of receipt and published in the State newsletter.

148
149 A member may be presented as a candidate for office
150 and is eligible to be voted into office if:

- 151 i. The member has been nominated in accordance with this section;
- 152 ii. The member is in attendance at the convention or by majority vote
153 taken at convention by voting members to allows the non-attending
154 nominee to continue as a candidate.

155 In addition to the nomination procedure set forth above, in the event there
156 is no nominated candidate for a position present at the Convention or
157 otherwise permitted to continue as a candidate in accordance with Section
158 3.2 (ii), a candidate may be nominated by supermajority vote taken at the
159 convention.

160 3.2 (iii), A member is eligible to run for a director position provided they
161 reside or operate land within the boundaries of the district.

162 3.2 (iv), If no candidate has completed the nominating process prior to the
163 passage of the 45-day deadline prior to the annual State Convention the
164 board of directors may recruit and approve a candidate who does not reside
165 in the district in question, up to 35 days prior to the State Convention. This
166 candidate would serve the full term unless a candidate from the district in
167 question presents a completed nominating petition in any year within the
168 term.

169
170 Each nominee shall be required to answer pertinent questions from the
171 floor.

172 3.3 All election shall be by secret ballot. Election to office shall
173 be by majority of all votes cast.

174
175 3.4 Eligible voting member may vote as follows:

- 176 i. In person during the time designated during the
177 Convention for voting; or
178 ii. By requesting a mail in ballot.

179
180 A member is eligible to receive a mail in ballot if the member is a voting
181 member as defined in Section 7.3 and meets either of the following

- 182 a) The member has voted in at least one (1) election in the
183 immediately preceding five (5) years; or
184 b) The member has attended at least one (1) Montana Farmers
185 Union sponsored event or County meeting in the year prior to
186 the election.

187
188 Mail in ballot deadlines

- 189 i. Ballots may be requested as soon as 90 days before but no
190 later than 30 days before the Convention.
191 ii. Requested ballots will be mailed to eligible voters thirty (30)
192 days prior to the Convention.

193 iii. Ballots must be postmarked at least seven (7) days prior to
194 the Convention or may be personally delivered no later than
195 the time for in-person voting at the Convention.
196

197 3.5 As soon as the official count of votes in
198 the election is made by the Election Committee,
199 the results shall be posted in the convention hall
200 and such results shall be officially announced at
201 the next convening session of the convention.
202

203 3.7 Ballots shall be retained and secured
204 until the adjournment of that Convention. Sign
205 in paperwork shall be secured and retained for at
206 least five (5) years following the convention.
207

208 3.6 The election Committee shall set aside
209 and not count in any election any ballot that
210 does not include the proper eligible voter
211 certification or mail in voter certification, as
212 required by these Bylaws. In the event the
213 Election Committee or Credentials Committee
214 becomes aware of any reason why a voter who
215 has certified their eligibility may not be eligible
216 to vote, the Credentials Committee shall attempt
217 to contact such voter to discuss eligibility
218 requirements and shall thereafter make a ruling
219 in the sole discretion of the Credentials
220 Committee as to members eligibility to vote. The
221 ruling of the Credentials Committee shall be
222 final.
223

224 3.8 The number of director shall be eleven
225 (11), nominated as follows:

- 226
227 a) Six directors shall be nominated by the members in
228 each of the six districts within Montana
229 b) One director shall be nominated by the members in
230 Districts 1 and 2;

- c) One director shall be nominated by the members in Districts 3 and 4;
- d) One director shall be nominated by the members in Districts 5 and 6; and
- e) Two directors will be the State President and Vice President, nominated by all voting eligible members.

3.9 A person must be a voting member to the Montana Farmers Union in order to be eligible to serve as a director.

3.10 The office of President and Vice President shall be for a term of two (2) years. All other directors shall serve terms of three (3) years. The staggered terms of the President and Vice-President in effect on adoption of these Amended Bylaws shall continue. There is no limit on the number of terms a person may serve.

3.11 A majority of the Montana Farmers Union Board of Directors shall constitute a quorum and all Board of Directors actions shall require a majority vote. Upon demand of three members of the Board of Directors, any matter that has been approved or rejected by the Board of Directors must be referred to the Eligible Voting Members for decision at the next regular or annual meeting.

3.12 Voting by Eligible Voting Members shall be cumulative, with each member to have one vote for each director position subject to election.

3.13 The Board of Directors shall select, by majority vote, one of its members (who has not been elected to serve as President or Vice President) to serve as Secretary-Treasurer.

3.14 A delegate of delegates to the National

Farmers Union Convention shall be elected on the basis of representation as provided in the National Constitution. Previous attendance at a National Convention shall be made known by the delegate nominee at the time of nomination.

3.15 One percent of the Eligible Voting Members present shall constitute a quorum for the transaction of business at any State meeting.

ARTICLE 4 - Directors

4.1 All powers, business and affairs of the Montana Farmers Union shall be exercised by or under the authority of the Board of Directors.

4.2 The Board of Directors of The Montana Union shall have those powers and duties provided by law.

4.3 Absent resignation, death, or removal, each director shall hold office until the next meeting of members. In the event of the vacancy, resignation, death, or removal of a director, the remaining members of the Board of Directors shall, by majority vote, appoint a successor to serve until the next annual meeting of members.

4.4 The annual meeting Convention of the members shall be held each year 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 pursuant to procedures determined by the Board of Directors.

4.5 The Board of Directors shall examine the books of the Secretary-Treasurer and shall provide for an audit of the same

307 by a certified accountant and report their condition at the annual meeting of
308 the State Union or at such times as may be necessary.

309
310 4.6 Members of the Board of Directors shall
311 receive a stipend and necessary expenses while in
312 performance of their official duties.

313
314 4.7 Any director engaged in conduct
315 detrimental to the best interest of Montana Farmers
316 Union, shall upon two-thirds vote of the Board of
317 Directors (excluding the Director subject to the vote), be
318 expelled from the position of Director as per the vote. A
319 Director who is removed from his or her position in
320 accordance with this section shall remain a member and
321 may run for election in the next election cycle unless
322 removed in accordance with Section 7.12.

323
324 **ARTICLE 5 – The State Union**

325
326 5.1 The Montana Farmers Union shall have
327 as officers a President, Vice-President, Secretary
328 Treasurer, Conductor, and Doorkeeper. No person may
329 be an officer of the Montana Farmers Union unless he or
330 she shall have been an Eligible Voting Member for not
331 less than three (3) years preceding the election.
332 Excepting the President and Vice-President, officers shall
333 be appointed by the Board of Directors. Officers and
334 Committees shall have such duties as proscribed by law
335 and the Board of Directors.

336 5.2 Duties of Officers

- 337 a) President:
- 338 i. Shall preside over all meetings of the State
339 Union and the Montana Farmers Union Board
340 will be accountable and in his/her actions to
341 the Board.
 - 342 ii. Shall decide all questions of order and have
343 general supervision over all business of the
344 State Union under the direction of the Montana

- 345 Farmers Union Board.
- 346 iii. Shall represent, or designate an individual to
347 represent, the State Union in all business
348 pertaining to the State Union or its interest
349 where representation is necessary.
- 350 iv. Shall perform such other duties which in the
351 judgement of the Montana Farmers Union
352 Board promote the best interests of the State
353 Union.
- 354 v. Shall have the authority to discharge any
355 employee
- 356 vi. Shall vote on the Board of Directors only in case
357 of a tie vote.
- 358 b) Vice President:
 - 359 i. Shall assist the President in the performance of
360 his/her duties, and in his/her absence preside.
 - 361 ii. Shall succeed to the office of President and fill
362 out the unexpired term in case of vacancy.
 - 363 iii. Shall function as a voting member of the Board
364 of Directors.
- 365 c) Secretary-Treasurer:
 - 366 i. Shall perform all duties assigned by the
367 President and the Montana Farmers Union
368 Board.
 - 369 ii. Shall make or cause to be made a record of
370 proceeding of all meetings of the Montana
371 Farmers Union Board and the State Union.
 - 372 iii. Shall receive and acknowledge all monies paid
373 to the State Union and shall pay out the same
374 as determined by the Montana Farmers Union
375 Board.
 - 376 iv. Shall make, or cause to be made, all statistical
377 and financial reports.
 - 378 v. Shall consult and meet with the Montana
379 Farmers Union Board and act as Secretary for
380 meetings of the Board.
 - 381 vi. Shall at least 45 days prior to the annual
382 meetings, notify all Local and County

- 383 Secretaries of the time and place of such
384 meeting.
- 385 vii. Shall function as a voting member of the Board
386 of Directors.
- 387 d) Doorkeeper:
- 388 i. Shall act as a welcoming committee and shall
389 welcome visitors and members.
- 390 e) Conductor:
- 391 i. Shall assist in the installation ceremony of
392 officers.
- 393 ii. Shall endeavor in every way to facilitate the
394 conducting of State Union meeting.

395
396 5.3 The Board of Directors shall create a
397 Credentials Committee, an Election Committee, a
398 Resolutions and Legislative Committee, a Bylaws and
399 Rules Committee and an Education Committee. Other
400 committees may be created by resolution of the Board of
401 Directors.

- 402
403 5.4 The Board of Directors may hire an
404 Executive Director.
- 405 i. Shall perform all duties assigned by the President and
406 the Board Directors.
- 407 ii. Shall consult and meet with the Board of Directors and
408 furnish such reports of activities as may be required.
- 409 iii. Shall oversee day-to-day operations and supervise staff
410 at the direction of the President.

411
412 **ARTICLE 6 – County, County-Wide and Local Unions**

413
414 6.1 A County, County-Wide or a Local Union
415 is a chartered subdivision of the Montana Farmers Union
416 comprised of its members in good standing.

417
418 6.2 A Charter shall be issued by the Montana
419 Farmers Union for a County Union or County-Wide Union when there are
420 less than three (3) chartered Local Unions in the county and the Eligible

421 Voting Members of each by majority vote elect to become a chartered
422 County Union or County-Wide Union. The fiscal year of a County Union,
423 County-Wide or Local Union shall be the same as the state organization's
424 fiscal year.

425
426 6.3 In order for a County, County-Wide or a
427 Local Union to receive funds from the Montana Farmers
428 Union, it must be active, holding not less than four (4)
429 business meetings during the preceding fiscal year.
430 Minutes of each meeting shall be submitted to the
431 Montana Farmers Union within 30 days following each meeting.

432
433 6.4 The officers of a County Union, County
434 Wide or Local Union shall be a President, Vice-President,
435 and Secretary-Treasurer. Officers shall be elected
436 annually by the members of the union by majority vote
437 by secret ballot. Voting will be cumulative.

438
439 6.5 A County Union, County-Wide or a Local
440 Union may adopt bylaws provided they are not
441 inconsistent with the provisions of these Amended
442 Bylaws.

443
444 6.6 Division or consolidation of County,
445 County-Wide or a Local Unions may be permitted by the
446 Montana Farmers Union upon terms and condition
447 adopted by its Board of Directors.

448
449 6.7 Each County, County-Wide or Local
450 Union is encouraged to participate in a minimum of one
451 educational activity annually on either the adult or youth
452 level.

453
454 **ARTICLE 7 – Members**

455
456 7.1 The Montana Farmers Union shall be
457 composed of members, who shall organize themselves
458 into County Union, County-Wide Local Unions, and Local

459 Unions, or who may participate in the activities of the
460 Montana Farmers Union as further provided in these
461 Bylaws.

462
463 7.2 Members are classified as Eligible Voting
464 Member, Associate Non-Voting Member, and Affiliate
465 Member.

466
467 7.3 An Eligible Voting Member is a member
468 who has paid all required dues and meets one or more of
469 the following requirements:

- 470 a) Is a Montana resident sixteen (16) years of age or
471 older and who produces an agricultural commodity
472 used for food, feed, fuel, or fiber.
- 473 b) Is a Montana Torchbearer;
- 474 c) Is a Montana resident retired from producing
475 agricultural commodity used for food, feed, fuel, or
476 fiber.
- 477 d) Is the spouse of an eligible voting member;
- 478 e) Is a Montana resident between the ages of 16 and
479 25 whose parents are, or either parent is, an
480 eligible voting member;
- 481 f) Is a Montana resident employed full-time by the
482 Farmers Educational and Cooperative Union of
483 America, commonly known as the "National Farmers
484 Union", or any of its affiliated businesses;
- 485 g) Any person not eligible for voting membership
486 under the above rules may become a voting
487 member by paying dues and by being accepted as a
488 member through an active local or county
489 organization under criteria approved by the State
490 Board of Directors.

491
492 Only Eligible Voting Members are eligible to hold office in the
493 Montana Farmers Union, a County Union, a County-Wide Union, or a Local
494 Union. Any voting member whose membership has been valid for at least 45
495 days prior to the start of the state annual meeting shall represent one vote
496 at the annual meeting.

497
498 7.4 An Associate Non-Voting Member is a
499 Montana resident primarily engaged in an agricultural
500 business or activity who supports the goals and
501 principles of the Montana Farmers Union and who has
502 paid all required dues but does not qualify as an Eligible
503 Voting Member. Associate Non-Voting Members may
504 participate in all social activities but have no voting
505 privileges and may not hold elective office in the
506 organization.

507
508 7.5 An Affiliate Member is a Montana
509 resident who is not qualified to be an Eligible Voting
510 Member or an Associate Non-Voting Member but is a
511 policyholder of the National Farmers Union Insurance
512 Companies. Affiliate members are not assessed dues but
513 may not hold elective office in the organization, have
514 voting privileges, or participate in the organization's
515 social activities.

516
517 7.6 The Board of Directors may establish
518 other categories of membership for persons who are not
519 otherwise qualified for membership but have an interest
520 in the organization through an affiliated entity. The
521 Board of Directors may establish separate benefits and
522 dues levels for each category of membership.

523
524 7.7 When possible, members shall also
525 become members of the most convenient County Union,
526 County-Wide or Local Union and have such membership therein for which
527 they are eligible.

528
529 7.8 Each member shall be issued a
530 membership card, which will designate his or her
531 membership status.

532
533 7.9 Dues for the Montana Farmers Union
534 shall be established annually by the Board of Directors of

535 the Montana Farmers Union for Eligible Voting and Non
536 Voting Associate Members and paid to the Montana
537 Farmers Union. Dues shall include National Farmers
538 Union dues, which shall be remitted to the National
539 Farmers Union by the State Secretary–Treasurer for each
540 due paying member. Any member failing to timely pay
541 dues shall lose any voting and other rights of
542 membership. Any Eligible Voting Member or Non–Voting
543 Associate Member who is 65 years of age or older and
544 who has paid dues consecutively for 25 or more years
545 shall be assessed dues at one–half (1 / 2) the established
546 rate.

547
548 7.10 Each active County Union, County–Wide
549 and Local Union shall annually receive \$5.00 per eligible
550 voting member from the Montana Farmers Union’s
551 general funds.

552
553 7.11 Assessment of County Union, County
554 Wide Union and Local Union dues shall be left to the
555 discretion of each such organization.

556
557 7.12 Any member engaged in conduct
558 detrimental to the best interest of Montana Farmers
559 Union, shall, upon decision of the Executive Board, be
560 expelled as per the vote. An expelled member shall have
561 the right to appeal in writing within 10 days to the Board
562 of Directors of the Montana Farmers Union, whose vote
563 on a two–thirds applicable union secretary shall report
564 the names of members expelled to the County, County
565 Wide and Local secretaries, as well as the grounds,
566 therefore. A member who has been expelled may not
567 apply for reinstatement for a period of one year from the
568 date his or her expulsion was final.

569
570 7.13 Any member in good standing who
571 wishes to transfer membership from a Local Union to
572 another Local Union shall notify the Montana Farmers

573 Union in writing of the request, which must be granted
574 by the proposed Local Union to be joined. The Local
575 Union secretary shall notify the Montana Farmers Union.

576 577 **ARTICLE 8 – Property**

578
579 8.1 The Montana Farmers Union may
580 purchase, lease, or otherwise acquire any and all
581 property which it is legally authorized to own or lease,
582 and sell, lease, or otherwise dispose of any or all of such
583 property, in the manner provided by law and these
584 Amended Bylaws.

585
586 8.2 All property, real or personal, acquired
587 for the use of the Montana Farmers Union, whether
588 obtained with dues, educational funds, unrestricted
589 donations, services rendered or from a Farmers Union
590 organizational fundraising activity, shall be held in the
591 name of the Montana Farmers Union. In the event that
592 MFU ceases to have an organizational subdivision in a
593 county, the dues, educational funds, unrestricted
594 donations, services rendered of from a Farmers Union
595 organizational fundraising activity shall pass in trust to
596 the MFU.

597
598 8.3 Members of a Montana Farmers Union
599 County, Local, or County–Wide Local Union may
600 independently purchase property if they do not use
601 funds directly derived from Farmers Union dues,
602 cooperative educational funds, services of such unit, or
603 funds raised at or through fundraising activity sponsored
604 by the State, County, Local, or County–wide Local unit of
605 the Montana Farmers Union, and take it in a name other
606 than Montana Farmers Union. In that event such property
607 shall belong to the persons or organizations which
608 purchased the same and, upon the County, Local or
609 County–wide Local Union which used such property
610 becoming defunct, such property shall not as a matter of

611 course be transferred to the Montana Farmers Union, but
612 shall be disposed of by the record owners, as such
613 owners see fit. The Montana Farmers Union or any unit
614 thereof shall not be responsible for such property.
615 Montana Farmers Union Locals may lease such property
616 from the owner for Farmers Union activities.

617 **ARTICLE 9 – Indemnification of Directors, Officers and Employees**

618
619
620 9.1 The Montana Farmers Union shall not
621 indemnify a director unless:

- 622 i. A determination has been made in accordance with the
623 procedures set forth in the Montana Corporation Act
624 that the director met the standard of conduct set forth
625 below, and
- 626 ii. Payment has been authorized in accordance with the
627 procedures set forth in the Act based on a conclusion
628 that the expenses are reasonable, the Montana Farmers
629 Union has the financial ability to make the payment,
630 and the financial resources of the Montana Farmers
631 Union should be devoted to this use rather than some
632 other use by the State Union.
- 633 iii. He or she conducted himself or herself in good faith;
634 and
- 635 iv. He or she reasonably believed:
 - 636 a) In the case of conduct in his or her official capacity
637 with the State Union that his or her conduct was in
638 its best interests;
 - 639 b) In all other cases, that his or her conduct was at
640 least not opposed to its best interests; and

641
642 The State Union shall not indemnify a director:

- 643 i. In connection with a proceeding by or in the right of the
644 State Union in which the director was adjudged liable to
645 it; or
- 646 ii. In connection with any other proceeding charging
647 improper personal benefit to him or her, whether or not
648 involving action in his or her official capacity, in which

649 he or she was adjudged liable on the basis that
650 personal benefit was improperly received by him or her.

651
652 9.2 If a determination is made, following the
653 procedures of the Montana Corporation Act, that the
654 director has met the following requirements; and if an
655 authorization of payment is made, following the
656 procedures and standards set forth in the Montana
657 Corporation Act, then the State Union shall pay for or
658 reimburse the reasonable expenses incurred by a
659 director who is a party to a proceeding in advance of
660 final disposition of the proceeding if:

- 661
662 i. The director furnished the State Union a written affirmation of
663 his or her good faith belief that he or she has met the standard
664 of conduct described in this Article;
- 665 ii. The director furnishes the State Union a written undertaking,
666 executed personally or on his or her behalf, to repay the
667 advance if it is ultimately determined that he or she did not
668 meet the standard of conduct (which undertaking must be an
669 unlimited general obligation of the director but need not be
670 secured and may be accepted without reference to financial
671 ability to make repayment) and;
- 672 iii. A determination is made that the facts then known to those
673 making the determination would not preclude indemnification
674 under this Article or the provisions of the Montana Corporation
675 Act.

676 9.3 The Board of Directors may indemnify and advance
677 expenses to any officer, employee or agent of the State Union who is not a
678 director of the State Union, to any extent consistent with public policy, as
679 determined by the general or specific action of the Board of Directors.

680
681 9.4 Notwithstanding any other provisions of these Amended
682 Bylaws, the State Union shall indemnify a director who was wholly
683 successful, on the merits or otherwise, in the defense of any proceeding to
684 which the director was a party because he or she is or was director of the
685 State Union against reasonable expenses incurred by the directors in
686 connection with the proceeding.

687
688 **ARTICLE 10 – Amendment**

689
690 10.1 These bylaws may be amended at any State Union annual
691 meeting by a majority vote of those Eligible Voting Members in attendance
692 and voting. A written copy of any proposed amendment shall be presented
693 at the State Union annual meeting and a copy thereof made available to each
694 qualified member not less than 24 hours before the vote thereon is taken. In
695 the event that written copies of proposed bylaw changes are not presented
696 to the annual meeting qualified members, a two-thirds majority vote will be
697 required for passage.

698
699 10.2 The major legal document of the Montana Farmers Union is
700 its Bylaws. The Local, County, and State Organizations shall function under
701 these Bylaws using the Revised Robert’s Rules of Order.

702
703 2025 Montana Farmers Union Bylaws Committee

704 2025 Bylaws Committee:

705 Erik Somerfeld (Chair)

706 Jeff Bangs

707 Sarah Degn

708 Brett Dailey

709 Rachel Prevost (Staff)

710