

**GLACIER COUNTY REGIONAL PORT AUTHORITY
BY-LAWS**

ARTICLE I

NAME AND LOCATION

SECTION 1. The name of this organization shall be the Glacier County Regional Port Authority, also known as GCRPA.

SECTION 2. The principle place of business of this organization shall be Attention: Glacier County Regional Port Authority, P.O. Box 178, 24 West Main St. #10, Cut Bank, MT, 59427.

SECTION 3. Other offices for the transaction of business shall be located at such places as the Board may from time to time determine.

ARTICLE II

OFFICERS AND DIRECTORS

SECTION 1. The governing authority of this organization shall be vested in a Board made up of nine (9) Glacier County residents.

SECTION 2. The Board shall consist of: 3 representatives appointed by each of the three participating governmental entities, namely the Community of Browning, the City of Cut Bank, and the Glacier County Commissioners. These entities shall make appointments for all vacated positions. The Board shall review and approve all appointments. The Board shall consist of individuals appointed by the above entities and approved by the Board and all members will be at large.

SECTION 3. Terms of office for the Board shall be 4 years. The terms of office for each of the Board members shall be staggered in accordance with the joint resolution creating the GCRPA.

SECTION 4. Candidates for Board membership shall be nominated by the Board or may be self-nominated for each opening on the GCRPA, including vacancies that occur other than by expiration of a Board member's term.

SECTION 5. Should any Board member choose to resign from the Board, he/she may do so by submitting a written notice. Any Board member may be removed for cause by the Board by a vote of a two-thirds (2/3) majority of the GCRPA Board.

SECTION 6. The officers of this Board shall consist of the Chair, the Vice-Chair, and Secretary/Treasurer chosen by the members of the Board. Officers of the Board shall combine duties of any of the officers of the Board in a manor deemed appropriate by the Board. .

SECTION 7. The duties of the offices shall be as follows:

Chair: The Chair's duties shall be to conduct all meetings, be responsible for and sign all official papers and documents of the Board, and perform such duties as is usually incident to the office.

Vice-Chair: The Vice-Chair shall assist the Chair, and shall act for the Chair when the latter is unable to perform the duties of his office.

Secretary and Treasurer: The Secretary and Treasurer shall attend to or delegate all correspondence, minutes, and business of the Board, shall keep or delegate the keeping of records of all corporate finances and shall report the financial condition of the corporation to the Board of Directors when requested.

ARTICLE III

QUORUM

SECTION 1. Each voting member in good standing shall have one (1) vote at any meeting of the members. A quorum shall consist of a majority of those present and voting. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

ARTICLE IV

MEETINGS

SECTION 1. The annual meeting of the Glacier County Regional Port Authority shall be held in the month of June each year. Officers and new Board members for the upcoming year shall be elected at the June Board meeting. Any newly appointed Board member shall start their term of office at the following regular July Board meeting.

SECTION 2. The regular meeting of the Glacier County Regional Port Authority shall be held each month and shall be noticed in accordance with the State of Montana regulations.

SECTION 3. The Executive Director shall provide all members with the notice of all meetings in accordance with the meeting regulations of the State of Montana.

The Executive Director shall provide or delegate copies of all minutes to all Board members at all meetings.

SECTION 4. Roberts Rules of Order shall govern the conduct of all meetings. Said Roberts Rule of Orders may be suspended, upon motion, by a vote of the Board at any meeting.

ARTICLE V

ATTENDANCE

SECTION 1. If three consecutive meetings are missed (excused or unexcused) a Board member may be dismissed from the Board by two-thirds (2/3) majority vote of the GCRPA Board.

ARTICLE VI
COMMITTEES

SECTION 1. Committees shall be appointed by the Chair with at least one member of each committee being from the Board of GCRPA.

SECTION 2. The Chair may appoint any such committees as he/she may deem necessary.

SECTION 3. The Chair shall be an ex-officio member of all committees.

ARTICLE VII
EXPENSES

SECTION 1. Any Board member is entitled to receive reimbursement of expenses incurred in the performance of his/her duties. Such expenses shall be governed as provided in MCA Sections 2-18-501 through 2-18-503.

ARTICLE VIII
CONFLICT OF INTEREST

SECTION 1. All Board member shall be governed and shall abide by the Montana statutes governing conflicts of interest as provided in MCA sections 2-2-101 through 2-2-207. If at any time a Board member or committee members is called upon to address on a topic which he or she has an obvious conflict of interest, such Board member or committee members shall state, for the record, his/her conflict of interest over the topic in question. Any Board member shall also abstain from any vote on the topic in question.

ARTICLE IX
AMENDMENTS

SECTION I. These By-laws may be repealed or amended by a vote of at least six (6) Board members, provided the amendment has been submitted in writing and presented at the previous regular meeting for review and consideration by the Board members.

These By-Laws are hereby adopted and attested this date by the Glacier County Regional Port Authority Board.

DATED: _____

Pat Murphy, Board Chair

Tom McKay, Vice-Chair

William McCauley, Secretary-Treasurer