

BY-LAWS
of the
NORTHERN ROCKY MOUNTAIN RETIREE ASSOCIATION (NRMRA)

A Non-Profit NRMRA

ARTICLE I - MEMBERSHIP

1. QUALIFICATIONS:

The following persons are eligible for membership:

- a. Any former employee with 10 years of service, any current or retired employee of the Forest Service and the Office of the General Counsel;
- b. Spouses of current and deceased qualified annual and life members;
- c. The Board of Directors may invite uniquely qualified individuals to become "paying members";
- d. No prospective member shall be discriminated against because of race, creed, color, sex, physical impairment, or national origin. Any indication of gender in this document is for simplicity of verbiage only and is not to be considered in any way as a requirement for membership, participation, corporate office, or duty.

2. HONORARY MEMBERS:

The Board of Directors, at a duly organized meeting, may elect honorary members by a unanimous vote of the members present. Honorary members shall be exempt from payment of any fees and shall be entitled to all the privileges of regular members except the right to vote or hold office.

3. RESIGNATION:

Any member may withdraw from the NRMRA after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt.

4. SUSPENSION:

A member may be suspended for a period or expelled for cause of a violation of any of the By-Laws or Rules of the NRMRA or for conduct prejudicial to the NRMRA's best interests. Suspension or expulsion shall be by a two-thirds vote of the membership of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the member under charges at his or her last recorded address at least 15 days before final action is taken thereon; this statement shall be accompanied by a notice of the time when and place where the Board of Directors is to take action in the premises. The member shall be allowed to present a defense at the time and place mentioned in such notice.

ARTICLE II - FISCAL YEAR

The NRMRA's fiscal year shall begin on January 1 and end on December 31 of each year.

ARTICLE III - DUES

1. ANNUAL DUES:

The Board of Directors shall establish the dues structure for members and their spouses per year payable by January 31 of each calendar year, except that new members joining after July 1 shall pay half the yearly dues established by the Board of Directors for the balance of that calendar year, and then the full annual dues thereafter. Members will be dropped from the rolls after failing to pay annual dues by December 31 of the current year. Members with a life membership are exempt from paying annual dues. Members receiving the newsletter by regular mail will be assessed a charge to cover printing and mailing costs.

2. SPECIAL ASSESSMENTS:

Special assessments may be made upon recommendation of the Board of Directors and a two-thirds (2/3) vote of the members present at any regular meeting of the NRMRA. When such a vote at a regular meeting is to be taken, the members shall be notified in advance. No more than one special assessment may be made during any calendar year.

ARTICLE IV - MEETINGS

1. ANNUAL MEETINGS:

There shall be quarterly meetings of the NRMRA each year on dates set by the Board of Directors. The first meeting of each year shall be held before March 31 in Missoula and shall be the annual business meeting. At this meeting, the results of the election will be announced, new officers will be installed, and necessary business will be conducted.

ARTICLE V - DIRECTORS

1. BOARD MEMBERS:

The NRMRA's property, affairs, activities, and concerns shall be vested in a Board of Directors of the four (4) Officers (President, Vice-President, Secretary, and Treasurer). The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

2. DUTIES of DIRECTORS:

The Board of Directors may:

- (1) hold meetings at such times and places as it thinks proper;
- (2) admit members and suspend or expel them by ballot;
- (3) establish dues and special assessments;
- (4) appoint committees on particular subjects from the members Of the Board or other members of the NRMRA;
- (5) audit bills and disburse the funds of the NRMRA;
- (6) print and circulate documents and publish articles;
- (7) carry on correspondence and communicate with other associations interested in the charitable organization industry;
- (8) employ agents; and
- (9) devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the NRMRA and to best protect the interests and welfare of the members.

3. MEETINGS of DIRECTORS:

Regular meetings of the Board of Directors shall be held immediately after the annual meeting in March. Notice of the meeting, signed by the Secretary, shall be mailed to the last recorded address of each member at least thirty (30) days before the time appointed for the meeting.

The President may, when he/she deems it necessary, or the Secretary shall, at the request in writing of three (3) members of the Board, issue a call for a special meeting of the Board, and only five (5) days notice shall be required for such special meetings.

4. QUORUM:

Three (3) members of the Board of Directors shall constitute a quorum for business transactions.

5. VACANCIES:

Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote of the remaining members of the Board at a special meeting that shall be called for that purpose. The election shall be held at the following meeting after the vacancy occurs. The chosen person shall hold office until the next annual meeting or until his successor shall have been chosen at a special meeting of the members.

6. REMOVAL of DIRECTORS:

Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds of the members present at any special meeting called for that purpose.

ARTICLE VI - OFFICERS

1. NUMBER:

The officers of this NRMRA shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall serve a term of two years. They can be re-elected for succeeding terms.

2. METHOD of ELECTION:

The President shall call for nominations or select a Nominating Committee of three (3) members who shall nominate one or more candidates for each office of President, Vice President, Secretary, and Treasurer and present their report to the President by December 1. Before December 10, the Secretary shall prepare and mail to each director a ballot containing the candidates' names and provisions for write-ins. To be valid, ballots must be in the hands of the Secretary by January 10 for counting by the Nominating Committee.

3. DUTIES of OFFICERS:

The duties and powers of the officers of the NRMRA shall be as follows:

PRESIDENT

The President shall preside at the NRMRA meetings, the Board of Directors, and meetings of the Executive Committee. The President shall also, at the annual meeting of the NRMRA and such other times as the President deems proper, communicate to the NRMRA or the Board of Directors such matters and make such suggestions as may, in his opinion, tend to promote the prosperity and welfare and increase the usefulness of the NRMRA and shall perform such other duties as are necessarily incident to the office of the President.

VICE PRESIDENT

In case of the death or absence of the President or of his inability from any cause to act, the Vice President shall perform the duties of his office.

SECRETARY

It shall be the duty of the Secretary to give notice as required of all meetings of the NRMRA and its several divisions and all committees and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the NRMRA; to send out notifications of annual dues with directions to send all payments to the NRMRA Post Office Box; to notify the officers and members of the NRMRA of their election; to inform members of their appointment on committees; to furnish the

Chairman of each committee with a copy of the vote under which the committee is appointed, and at his request give notice of the meetings of the committee; to prepare, under the direction of the Board of Directors, an annual report of the transactions and condition of the NRMRA, and generally to devote his best efforts to forwarding the business and advancing the interests of the NRMRA.

TREASURER

The Treasurer shall monitor the NRMRA Post Office Box for monies, bills, and other NRMRA mail; keep an account of all funds received and expended for the use of the NRMRA; pay all bills; pay any approved donations; and manage any other correspondence received. The Treasurer shall deposit all sums received in a bank(s) or trust company approved by the Board of Directors and report at each NRMRA meeting, at the annual meeting, or when called upon by the President.

The funds, books, and vouchers in the Treasurer's hands shall always be supervised by the Board of Directors and subject to its inspection and control. At the expiration of the Treasurer's term of office, he/she shall deliver to this successor all books, monies, and other property or, in the absence of a Treasurer-elect, to the President.

The same person may hold the office of Secretary and Treasurer.

4. VACANCIES:

The Board of Directors shall fill all vacancies in any office without delay at its regular meeting or any meeting specially called for that purpose.

5. COMPENSATION of OFFICERS:

The officers shall receive salary or compensation as the Board of Directors may determine.

ARTICLE VII - COMMITTEES

1. EXECUTIVE COMMITTEE:

- a. The elected officers, chairpersons of Standing Committees, and the immediate past President shall constitute the Executive Committee.
- b. Executive Committee meetings shall be held monthly as called by the President or upon the request of three committee members.
- c. The Executive Committee shall transact such business, including the development of official positions on critical issues as may be necessary between regular meetings of the NRMRA. It shall consider all matters concerning the well-being of the NRMRA and, when required, shall present

recommendations to the membership. Among its authorized duties and responsibilities are the following: (1) hold meetings at such times and places as it thinks proper; (2) appoint committees on particular subjects comprised of members of the Board or from other members of the NRMRA; (3) audit bills and disburse the funds of the NRMRA; (4) print and circulate documents and publish articles; (5) carry on correspondence and communicate with other associations interested in charitable organizations; industry; (6) employ agents; and (7) devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the NRMRA and to best protect the interests and welfare of the members. The Executive Committee shall report its interim activities to each meeting of the Board of Directors for ratification by the Board.

- d. Five members shall constitute a quorum for the Executive Committee. The President may vote only in the event of a tie.

2. SPECIAL COMMITTEES:

At any time, the President may appoint other committees on any subject for which there are no standing committees.

3. COMMITTEE QUORUM:

A majority of any committee of the NRMRA shall constitute a quorum for the business transaction unless any committee decides otherwise by a majority vote of its entire membership.

4. COMMITTEE VACANCIES:

The various committees shall have the power to fill vacancies in their membership.

ARTICLE VIII - SEAL

The seal of the NRMRA shall be as more particularly shown in the following impression.

ARTICLE IX - AMENDMENTS

The constitution and By-Laws can be amended at the NRMRA's annual business meeting by a two-thirds vote of the members present, provided notice of the proposed amendment has been given to members in writing at least 60 days before such action is considered.

ARTICLE X - INDEMNIFICATION of DIRECTORS and OFFICERS

Each director or officer now, or hereafter, serving the NRMRA and each person who at the request of, or on behalf of the NRMRA is now serving or hereafter serves as a director or officer of any other NRMRA and the respective heirs, executors, and administrators of each

of them, shall be indemnified by the NRMRA to the fullest extent provided by law and such indemnification shall be in accordance with the Montana Non-Profit NRMRA Act.

The foregoing right of indemnification shall not be exclusive of other rights to which such director or officer may be entitled as a matter of law.

By-laws were adopted at a meeting held on the nth day of the month 2025.

NOTE: Signatures of the proposed Board of Directors will follow here once these revised by-laws are approved.

Appendix A

Signatures from the 7 March 1991 Version

(Note: signed by the following Directors)

S/ Brander (Bernie) Alt

s/William A. Worf

s/ D. M. Durland

s/ Raymond W. Karr

s/ Elizabeth R. Cloninger

s/ Walter J. Fillmore

s/ Allen L. (Lorin) Hearst s/ Edward G.

Heilman

s/ John R. Milodragovich

History of Changes from 1991 Version

Date	Author	Change	Comments
1/21/2025	Michael Cummings	Consistent Formatting	Entire Document
1/21/2025	Michael Cummings	“Corporation” / “Association” changed to “NRMRA”	Entire Document. For clarity of reading.
1/21/2025	Michael Cummings	Changed all references to “he” to “he/she”.	Entire Document.
1/21/2025	Michael Cummings	Article I-Membership; 1 Qualifications; b: clarified that spouses of deceased life members were still members.	Ensured the spouses of life members were still members.
1/21/2025	Michael Cummings	Article III-Dues, 1 Annual Dues: Dropping members who failed to pay dues by June 30 were changed to December 31 of the current year.	Gives existing members more time to pay.
1/21/2025	Michael Cummings	Article III-Dues, 1 Annual Dues: Brought life membership wording up to date.	Life memberships were still available in the previous version. They have not been available since March 1998.
1/21/2025	Michael Cummings	Article III-Dues, 1 Annual Dues: Assessing costs to cover mailed version of newsletter.	Designed to reduce losses from printing and mailing costs.
1/21/2025	Michael Cummings	Article V-Directors: Major change to entire article to reflect that the officers will also be the Directors	We do not have enough members with the space to perform Director duties. The Director section is still necessary for a non-profit's income tax and banking purposes.
1/21/2025	Michael Cummings	Article VI-Officers: Updated language regarding the Secretary and Treasurer duties based on how these duties are currently performed.	The current language did not represent how these duties have been performed for at least five years.
1/21/2025	Tim Love	Article IV – Meetings: Remove other meetings.	It is not necessary to have these in the By Laws.

Date	Author	Change	Comments
1/21/2025	Tim Love	Article V – Directors: Vacancies: Dropped wording of within sixty days. Changed election to the following meeting.	
1/21/2025	Tim Love	Article VII – Committees: Dropped 1. Executive Committee.	This seems redundant regarding how the changes were made to the Directors section.