

Montana Agritourism Association, Inc.
BY-LAWS

Article I – Purpose, Incorporation and Definition

Purpose: The Montana Agritourism Association (hereinafter “MAA” or “Association”) shall serve as a statewide proactive advocate for agritourism venues and shall act as a liaison between and among state-level organizations, field organizations, nonprofits and rural landowners to support, grow and facilitate agritourism.

Incorporation: The MAA shall be incorporated as a nonprofit association under the law as set forth by the office of the Montana Secretary of State. The MAA shall be classified as a 501(c)(3) organization/corporation as set forth by the Internal Revenue Service. The elected Board of Directors (hereinafter “Board”) shall serve as the governing body.

Definition: Agritourism is a form of commercial enterprise which links agricultural production or processing with tourism in order to attract visitors to a working farm, ranch, or other agricultural business for purposes of recreation, entertainment or education, while advocating for agricultural life, farm and ranch culture, and community development.

Article II - Principal Office and Executive Director

The Association may have such offices within the State of Montana as the business of the Association may require from time to time. Correspondence shall be mailed to the Executive Director or designee at an address preferred by the current Executive Director or designee with Board approval. The Executive Director of the Association shall serve at the pleasure of the Board and serve as ex-officio, non-voting member.

Article III - Membership

1. Annual membership shall be automatically extended to any person, institution, organization, agency, or business interested in farm-based business or related business (irrespective of gender, race, national origin, religion, age, sexual orientation, marital status or disability) who pays dues to the Association in the appropriate category and amount.

2. Membership may be denied or revoked at the discretion of the Board if the applicant does not in good faith represent agritourism interests.

3. Classification of membership shall include voting members (Active) and non-voting members (Associate and Student) members as follows:

a. Active: Farm or farmer currently operating or aspiring to operate an agritourism or direct marketing operation and paying active member dues shall have voting rights with one vote per farm and may serve as an officer or district representative. Extension agents who are agritourism farmers may choose to become Active members or elect the associate category.

b. Associate Member: Businesses, organizations, farm agencies, rural lending institutions, Chambers of Commerce, Visitors Bureaus, economic developers, or other such rural tourism businesses that promote or have interests in agritourism activities or farms.

Associate members shall not have voting rights, unless elected or appointed as a Regional

Director.

Article IV – Dues and Other Expenses

1. Annual membership fees for Active, Associate, and Student members will be decided annually by a majority vote of the Board and will be communicated to membership before December of the year preceding the change for the next year.
2. Membership applications shall be updated accordingly and reflect any changes.
3. Membership dues shall be for a one-year period, effective from the date of receipt and acceptance by MAA for a one-year period. The Executive Director or designee shall notify members of the upcoming renewal.
4. In cases of special need, Registration for Board members may be waived for annual meetings and district workshops if decided by the Executive Director, designee or by the board.
5. The Board may by vote extend stipends to reimburse members and Board advisors to attend out-of-state agritourism meetings or other such meetings that will benefit the membership. Reports on meetings as well as receipts for lodging and transportation will be sent in writing to the Treasurer following the meetings. The Board will decide on a case-by-case situation the amount of money to be expended for the stipends. The stipends will be sent to members after they attend the meetings and provide the requested information.
6. The Board may offer scholarships for MAA members showing financial need through an application process to attend the MAA Annual Conference. The requirements, number and dollar amount of scholarships awarded will be determined by the Board.

Article V –Board of Directors

1. The Board shall be comprised of the executive officers (Chair, Vice-Chair, Secretary and Treasurer), Regional Directors, immediate past Chair, and advisory members. The Past Chair is not elected and has voting privileges.
2. The Board of Directors shall be members of the Association and shall be elected at the annual meeting by majority vote of the membership present.
3. Each member of the Board shall be elected for a two-year term and is eligible to serve consecutive terms.
4. A quorum for voting at Board meetings shall be a majority of board members present or voting proxies.
5. If it is known in advance by the Chair and/or Executive Director or designee that a quorum will not be present at an announced Board meeting, any Board member notifying the Chair or Executive Director of his/her inability to attend the meeting will be allowed to give his/her proxy to the Chair or another Board member who has indicated that he/she will be present. That member may vote the absent member's proxy. Board members awarding their proxies must do so by noon of the day before the board meeting and will be considered 'voting members'.
6. Board members not notifying the Chair or Executive Director, or designee of their absence shall not be counted as part of the quorum needed to vote on issues arising at a board meeting.
7. Board members may be polled by the Chair or Executive Director or designee via phone or email when a board voting matter arises.
8. In the event that no active member will serve as Regional Director, an active member

from another district can be appointed to that seat by the Executive Director or designee or by the board.

9. If a Board vacancy occurs, the officers may appoint a member to complete the term.
10. A special election to fill a vacated Board seat may be held by proper notice to members.
11. Board meetings are open to all members in good standing.

Article VI – Responsibilities of Board of Directors

1. The Board shall manage business and affairs of the Association as directed by the membership.
2. The Board works at the behest of the membership and is accountable to the membership.
3. Board members will work with the Executive Director or designee to recruit candidates for offices and Regional Director positions prior to the Annual Conference and Business Meeting.
4. Encourage the election of up to three Regional Directors in each Region. Co-Regional Directors can be appointed by the Executive Director or board if so desired.
5. A meeting of the board may be called by a majority of the members if necessary or by the Chair.

The Chair shall be an Active member and have the following duties:

1. Preside at all meetings of the membership and at all meetings of the Board.
2. Hold at least one board meeting during the year between annual meetings.
3. Sign as necessary all such bills, checks and contracts of the association or as assigned to the Treasurer or Executive Director or designee.
4. Report to the members at regular meetings on items of interest or concern.
5. Submit a report of operation of the Association to the membership at the annual meeting.
6. Appoint committees, as necessary.
7. Such other duties as a majority of the Board shall deem necessary.

The Vice Chair shall be an Active member and have the following duties:

1. Assist the Chair in the management of the business of the association.
2. In absence of the Chair, preside at meetings.
3. Perform such other duties as a majority of the board shall deem necessary.
4. Call a board meeting in an emergency or urgent situation when the Chair is unable or unwilling to do so.

The Treasurer shall be an Active member and have the following duties:

1. Regularly prepare or review records of all income and disbursements with supporting documentation to ensure such records are maintained correctly and adequately.
2. Deposit all money and other valuables in the name and to the credit of the association in such banks, trust companies, or other depositories as the board may select.
3. Sign as necessary all such bills, checks, contracts associated with Association's business.
4. Perform such other duties as a majority of the Board shall deem necessary.
5. Make reports to the Association at such times as the Board directs.

6. Insure an annual formal or informal audit as requested by the Board.

- a. An informal audit may be performed by a person whose experience and profession are appropriate for performing an informal audit, the results of which will be sent to the Board.
- b. An informal audit shall include 1) a balance sheet, 2) an operating statement, and 3) a statement showing the amount of capital, if any, furnished by the members during the period under review.
- c. A formal audit, if requested by a majority of the Board, shall be performed by an independent Certified Public Accountant.

7. Work with the Secretary to provide any necessary reports as required.

8. Work with the Executive Director or designee to handle deposits and write checks as necessary.

9. File appropriate IRS and state tax returns annually.

The Secretary shall be an Active member and have the following duties:

1. Record and maintain the minutes of the Association's Annual business meeting and all Board meetings.

- a. The minutes of the Annual Business meeting will be circulated in draft to the Chair and Executive Director or designee for editing as soon as possible after the Annual business meeting, and then finalized and be offered for approval at the next Annual Business meeting.
- b. The minutes in draft of all Board meetings will be sent to the Chair and Executive Director or designee for editing after any Board meeting, finalized, and presented at the next Board meeting for approval.

2. Have signatory authority for documents associated with MAA.

3. Provide for the keeping of the association membership list and other necessary written records with the Executive Director or designee.

4. Distribute the minutes of the previous annual business meeting to membership in a timely manner.

5. Provide for keeping an archival history of the Association in an appropriate manner through minutes and/or other recorded business with the Executive Director or designee.

6. Such other duties as a majority of the Board shall deem necessary.

7. Work with the Treasurer to provide and submit any necessary reports to appropriate agencies.

Regional Directors –Active Members

1. Up to three (3) Regional Directors will be elected from active members in each region to serve on the Board from that district. Co-Regional Directors can be appointed by the Executive Director or Board if so desired.

2. Serve as liaisons between the Association and the counties in their districts.

3. Recruit agritourism operations in their districts for membership and participation.

4. Assist with district and county-specific activities relative to the mission of the association.

5. Report at annual and/or other meetings and events as to activities and/or concerns of their represented counties and/or districts.

6. Work with local Cooperative Extension agents to promote any educational events and the NC-MAA annual conference information and training in their respective districts, assisted by other members of the association.
7. In the event that there are no Active members available for nomination and election to a Regional Director seat an active member from another district can be appointed to that seat by the Executive Director or designee or by the board.
8. Districts are delineated geographically to match the Cooperative Extension districts in Montana.

The Executive Director or designee

1. Administers and manages the day-to-day operations of the Association.
2. Shall assist the Board of Directors as needed and requested.
3. Shall be a custodian of certain records as requested by the Board.

Article VII- Meetings of Members

1. The annual meeting of the membership will be held during the annual agritourism conference; shall include the installation of officers elected by the membership and Regional Directors elected by each respective district, reports of the affairs of the MAA and any other business that may be properly brought before the membership.
2. Special meetings of the association for any purpose may be called by the Chair or by a vote of the majority of the board with notice of such a meeting given in such a manner that all members are able to receive notice prior to the meeting.
3. Business transacted at any special meeting shall be limited to the purpose stated in the notice and requires a quorum that shall be a majority of members present.
4. Meetings shall be conducted according to the latest edition of Robert's Rules of Order unless suspended by a majority of those voting.

Article VIII – Conflict of Interest Policy

The Association's policy on conflicts of interest is found in Exhibit A to these Bylaws and incorporated fully by reference herein.

Article IX – Amendment of Bylaws

1. Proposed changes to the bylaws requires a two (2) week prior notice before an annual or special meeting, and the adoption of any amendment(s) shall be by a simple majority vote of the

membership responding as required by the bylaws. Members may be polled electronically.
2. A majority of the Board of Directors may propose bylaws amendments based on any issue of an emergency or other necessary nature, and the membership may be polled electronically and/or by US mail, and adoption of such changes shall be by majority vote of the membership responding.

Article X– Dissolution of the Organization

- 1. The Montana Agritourism Association may choose to disband the organization by recommendation of a majority of the Board of Directors or by a majority vote of all current dues-paying Active members responding to such request by the Board. The vote may be held by electronic means or US mail by such deadline as determined by a majority of the Board of Directors.
- 2. Dissolution procedures will follow the requirements of the Articles of Incorporation filed by the Montana Agritourism Networking Association; Inc. as set forth by the office of the Montana Secretary of State.

Recommended for approval to the membership on this 11th day of April, 2025.

Chair, Carissa McNamara

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Carissa McNamara
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4/14/2025 | 7:21 AM PDT

Vice Chair, Tamara Robertson

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Tamara Robertson
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4/14/2025 | 7:21 AM PDT

Secretary, Erin Turner

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Erin Turner
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4/14/2025 | 7:21 AM PDT

Treasurer, Shannon Arnold

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Shannon Arnold
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