

**BYLAWS OF THE  
BIGFORK PROMOTION GROUP  
A MONTANA BUSINESS COOPERATIVE  
AND NONPROFIT CORPORATION**

**ARTICLE 1: Name and Purpose**

The name of this non-profit corporation is Bigfork Promotion Group. The corporation's mission is to increase the Bigfork business community's participation and direction in its promotion and advertising, to raise funds for promotion and advertising apart from other Bigfork institutions, to increase the public's and tourist's awareness and selection of Bigfork as a destination resort in the Flathead Valley, to draw visitors and residents to Bigfork and its businesses during all seasons and to develop and implement an annual marketing plan and budget to fulfill these objectives.

The Address of the Corporation is:

BPG  
PO Box 2314  
Bigfork, MT. 59911

**ARTICLE 2: Membership**

2.1 Any person, business or entity paying the dues and meeting the other requirements set by the Board of Directors by appropriate resolution may be a member of this corporation.

2.2 Members will have no rights with respect to control of the corporation, but Members will elect the Board of Directors and Directors will annually report to the membership on the condition of the corporation.

2.3 All dues received for membership will be used for furtherance of the corporation's stated purposes in their articles of incorporation and these bylaws.

2.4 New members are encouraged to join the corporation by assessing, collecting and paying to the corporation a 1% fee for products or services sold or rendered to the community. The assessment and membership are voluntary.

Alternatively, members may pay a flat fee based upon their determination of the size and abilities of their business in the following increments:

\$250.00, \$500.00, \$750.00, \$1,000.00, or more.

Entities paying at least \$50.00 but less than \$250.00 will be considered Associate Members. Associate Members will receive Group communications but will not have the right to vote or run for office.

The Treasurer, the corporation's bookkeeper and CPA will be the only individuals with access to documents or information regarding amount or rate of contribution by any member. This information will otherwise be confidential and not available to the Directors or the membership. Members will be provided forms and instructions and may direct deposit or electronically deposit dues & collections.

2.5 All members are entitled to complete disclosure of information and documentation regarding the company's goals, objectives and expenditures, provided that, except for annual reports or audits, a member requesting documentation will send its request to the Board of Directors. The requesting member may be required to pay the reasonable cost of bookkeeper or CPA charges to generate information, documentation or reports that were requested.

2.6 The Members will meet at least once annually. The directors will send written notice of the meeting at least 30 days in advance. The notice will include an agenda for the meeting, the candidates for directorships for the next term, a summary of revenue and expenses from the prior year, a statement of the cash and accounts on hand and a proposed budget. The proposed budget will have at a minimum the following categories:

Anticipated Revenue

Amounts to be spent on repeated advertising & promotion by category

Amounts to be spent on new, planned promotions and advertising

Amounts to be available for special promotions and advertising, which could be approved (ad hoc funding requests)

Other expenses (professional, legal, clerical)

2.7 Membership lists and mailing addresses may not be used by the Corporation nor by any member for any purpose not directly related to the Corporation's objectives. These lists may not be sold to or purchased by any person.

### **ARTICLE 3: Board of Directors**

3.1 General Powers. The business and affairs of the corporation will be managed by its Board of Directors.

3.2 Number, Tenure and Qualifications. There will be nine Directors on the Board. One director will be appointed from the Bigfork Chamber of Commerce. A second director will be appointed from The Community Foundation for a Better Bigfork (CFBB). The balance of directors will consist of not less than one director elected from each of the following business categories:

General Retail

Galleries

Accommodations

Restaurants

Activities (e.g. golf)

While not a requirement, the members will endeavor to elect Directors from diverse geographic areas of Bigfork. Except for the two appointed Directors, Directors must be members of the corporation or an employee or owner of a member entity. Directors will be chosen by a vote of members at their annual meeting or otherwise elected by electronic (facsimile or email) vote. Elected Director's terms of office will be two years, except that four of the initial, elected Directors will serve for one year in order to stagger the terms of all Directors. Directors appointed by the Chamber or CFBB will serve at the pleasure of their sponsoring Board. Directors may serve for a maximum of two consecutive terms.

3.3 Regular Meetings. The Directors will meet bi-monthly (every other month) at a minimum and more frequently at their option. Notices are not required for regular meetings. Any member of the corporation may attend a Director's meeting and may speak on any issue of discussion, provided that the Chairperson may limit discussion in order to complete the Board's agenda of that meeting.

3.4 Quorum. Six voting Directors will constitute a quorum. Any resolution (except a change in Bylaws) may be decided by a majority of affirmative votes of the quorum. Amendments of Bylaws will require six affirmative votes.

3.5 Email Voting. Voting may occur by email provided the vote is on a motion made and seconded at a physical meeting of the Board. A quorum of members must respond by email within a prescribed time for the vote to be considered valid.

3.6 Proxies. At all meetings of Directors, a member may vote in person or by proxy, executed in writing by the Director. The following statement or form is acceptable:

“I, \_\_\_\_\_ (Director who will be absent), hereby appoint \_\_\_\_\_ (Director who will attend) as my proxy for the purpose of casting my vote on \_\_\_\_\_ (stated issue) or \_\_\_\_\_ (all issues) before the Board on the meeting of \_\_\_\_\_ (date of meeting).”

A proxy will expire at the close of each meeting and must be renewed thereafter.

3.7 No Compensation. Directors will not be compensated for their service, but may be reimbursed for expenses undertaken on behalf of the corporation.

3.8 Officers. The Directors will elect officers from their membership. These will include a President, who will preside at all meetings of the Board of Directors and will perform additional duties as may be prescribed from time to time by the Board. The Directors will elect additional officers as provided in Article 5.

3.9 Special Meetings. Any officer may call a special meeting upon the notice prescribed in these Bylaws. Any three Directors may call a special meeting as provided in these Bylaws. A minimum of seven days notice must be given for special meetings. Any director who is unable to be physically present at a special meeting may participate by telephone.

3.10 Committees. The Board may appoint such committees for any purpose it deems appropriate at any time and may delegate to such committees appropriate tasks. All committees will report to and be supervised by the Board.

3.11 Forms. The Board will create and distribute forms for all program applications, funding and for membership.

## **ARTICLE 4: Expenditures, Accounting and Reports**

4.1 Categories of Expenditures. The corporation will expend its funds only in the following categories:

4.1.1 Direct Action. Direct Action will refer to all activities directly controlled by the Board and whose intention and effect is to promote Bigfork as a tourist destination and may include all forms of advertising and public relations.

4.1.2 Supported Action. Supported Action will refer to activities performed by other organizations and businesses that either promote Bigfork or enhance its character as a tourist destination and are supported by funds awarded by the BFG through a competitive proposal and grant process.

4.1.3 The corporation is prohibited from expending any funds whose primary purpose is the underwriting of a social event primarily designed for members' benefit or capital improvement or structure.

4.2 Forms and Guidelines. The Board will provide instructions for payment and deposit of assessments. It will create forms for application for membership and for funding and such additional purposes as it may decide. The Board will issue guidelines for funding, consistent with these bylaws and the approved budgets.

4.2 Accounting. The Board will hire a professional bookkeeper and/or accountant for the keeping of its financial books and records. This individual will provide reports at least semi-annually and more frequently as the Board may elect. Financial reports will be provided to members either electronically or by physical copies made available at the members' annual meeting. The Board will hire a CPA to file its annual tax returns. The Board is authorized to employ and pay these individuals professional fees for their

services. The Board may employ and pay legal counsel for advice and advocacy on any matter of concern to the corporation.

## **ARTICLE 5: Officers**

5.1 Number. The corporation will have a President, Vice President, Secretary and Treasurer, each of whom will be elected by a majority of the Board of Directors, from its membership. Officers must be elected Directors of the corporation, No individual may hold more than a single office at a time, except that the offices of Secretary and Treasurer may be combined at the discretion of the Board.

5.2 Election and Term of Office. Officers will be elected by the Board annually at the first meeting of the Board after each annual meeting of members. Each officer will hold office until his or her successor shall be duly elected. In the case of death or resignation, the Directors will fill the position as soon as practical.

5.3 Resignations. Any officer may resign at any time by delivering a written resignation to either the President or to the Secretary. Unless otherwise specified, the resignation will take effect upon delivery.

5.4 Removal. Any officer may be removed from the Board of Directors by affirmative vote of not less than six Directors.

5.5 President. The President is the chief executive and administrative officer. He/She will preside at all meetings of the members and the Directors. The President will appoint other agents and committees, subject to approval of the Board of Directors. The President may execute contracts and obligations and perform other duties as explicitly authorized by the Board of Directors .

5.6 Vice President. The Vice President will have such powers and duties as may be assigned to him or her by the Board or the President. In the absence or disability of the President, the Vice President will perform the duties and exercise the powers of the President.

5.7 Secretary. The Secretary will keep the minutes of all meetings of the Members and Directors, assist in preparing and distributing financial reports and events reports to Directors and Members. The Secretary is responsible for preparing and sending notices of meetings and special meetings.

5.8 Treasurer. The Treasurer will have general custody of the collection and disbursement of the funds of the corporation. He or she is responsible for the collection and deposit of all checks and payment of all obligations in the bank or banks as the Directors may designate. The Treasurer may sign checks drawn on the corporate account. The Directors shall determine the number of signatories required for bank accounts by resolution. The Treasurer will keep an accurate set of books and ledgers of the corporation's financial activity, including all deposits and expenditures with expenditures listed by specific category. The Treasurer is responsible for preparing all reports for the Directors and

members required by these Bylaws. The Treasurer will work in conjunction with the appointed or hired bookkeeper and CPA for the corporation.

### **ARTICLE 6. Loans and Property.**

6.1 Loans. Neither the corporation nor any officer of the corporation shall undertake any loan or indebtedness on behalf of the corporation.

6.2 Property. The corporation may not purchase or own any property or capital assets. The corporation may acquire supplies, provided that it has arranged for storage for such supplies at little or no cost to the corporation.

### **ARTICLE 7: Waiver of Notice**

Whenever any notice is required to be given to any member or Director of the corporation, whether under the Articles, Bylaws or Montana law, the attendance of such a person at the meeting in person or electronically, or the member's or Director's casting of a vote in favor or against any resolution within 48 hours following the meeting shall constitute a waiver of notice of that meeting. Additionally, any member or Director may sign a "waiver of notice" of any meeting.

### **ARTICLE 8: Amendments**

These Bylaws may be altered, amended or repealed by new bylaws adopted by affirmative vote of six of the Directors. Any amendment of bylaws is further subject to a negative vote of the members at the next members' meeting. If a majority of members at the next members' meeting vote to disapprove of a bylaws amendment previously approved by the Directors, then the amendment shall be overruled and shall not take effect. If the members do not cast a negative vote, then the amendment of bylaws shall take effect following that members' meeting.