



# Sons and Daughters of Montana Pioneers Bylaws

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## ARTICLE 1. NAME

**Section A. Name** The name of this organization shall be Sons and Daughters of Montana Pioneers, referred to also as SDMP.

**Section B. Incorp.** SDMP is a Domestic Non-profit Corporation, registered on August 9, 1935 as Document Number 000001. It was incorporated as a non-profit corporation in accordance with Montana Laws, Annotated 1995.

## ARTICLE 2. MISSION

**Section A. Mission** Sons and Daughters of Montana Pioneers' mission is to preserve the rich legacy, time-honored values, and cherished traditions of those pioneers who dedicated themselves to establishing the great State of Montana.

## ARTICLE 3. OFFICES

The building for this organization is provided by Montana Statute.

**Section A. Location, Legislative History** Veterans' and Pioneers' Memorial Building. MCA 22-3-301. The Veterans' and Pioneers' Memorial building is located at 225 N. Roberts in Helena, Montana.

HISTORY: *En. 78-201-1 by Sec. 8, Chap. 3, L. 1997, R.C.M. 1947. 78-201.*

*22-3-302 – Use of Building: The Veterans' and Pioneers' Memorial Building shall constitute a perpetual memorial to the war veterans and pioneers of Montana, and said building shall be devoted to the use of the Spanish War veterans of Montana, the Veterans of Foreign Wars of Montana, American Legion of Montana, the World I Veterans of Montana, the Montana Historical Society, the Society of Montana Pioneers, the Society of the Sons and Daughters of Montana Pioneers, and for the housing of books, records, documents and other property of such veterans and organizations, there shall be provided in said building appropriate office for the state headquarters and officers and employees of such veteran's and organizations and for the librarian and other employees of the Montana Historical Society.*

HISTORY: *En. Sec. 2, Chap 204, L. 1945; Amd. Sec. I, Ch54, L. 1961, Amd. Sec. 27, Ch 271, L. 1963; R.C.M. 1947, 78-209, Amd Vol. 20, Montana Laws Annotated 1995.*

## ARTICLE 4. MEMBERSHIP

**Section A. Lineal Descent** All Sons, Daughters, and direct lineal descendants only, of the men and women who resided in Montana on or prior to December 31, 1868, constituting the Pioneers of Montana, are eligible for membership in this organization. Election of applicants to membership shall be upon written application submitted to the Registrar. The application shall be researched and approved by the Registrar before being presented at the next Annual Meeting.

**Section B. Election** A majority vote of the membership present at the Annual Meeting is necessary for election to membership.

**Section C. Rights** Members shall subscribe to the Articles of Incorporation and Bylaws and agree to abide thereby. Members in good standing shall be entitled to hold office and vote in the conduct of the affairs of this organization.

## **ARTICLE 5. NOMINATIONS**

**Section A. Committee** A Nominating Committee shall be created for elections at the SDMP Annual Meeting by the following method:

- 1) At the May board meeting prior to that year's elections, the President shall appoint as chair of the Nominating Committee a director who is not up for re-election. The Nominating Committee Chair shall pick two members in attendance at that year's Annual Meeting to serve on the Nominating Committee.
- 2) At that year's Annual Meeting when nominations are opened for elections, the Nominating Committee shall present to membership a slate of members to fill elective officer and director roles.
- 3) Election of individual officers and directors should be done individually by hand vote.

## **ARTICLE 6. OFFICERS**

**Section A. Officers**

- 1) The elected officers of SDMP, collectively known as the Executive Committee, shall be a President, Vice President, Secretary/Treasurer, and Registrar/Database Manager.
- 2) No one person shall hold multiple positions simultaneously unless emergency circumstances dictate that action and if approved by majority vote of the Board of Directors and by majority vote of members at the next Annual Meeting.
- 3) Votes by the officer group are based on one vote per person (not per office held).

**Section B. Election** All officers and directors shall be elected by a majority vote of the members present at the Annual Meeting.

**Section C. Term**

- 1) Officers shall be elected for three years, except that the Secretary/Treasurer shall be elected for four years and one month to allow an overlap to ensure a smooth transition of the paperwork for the newly-elected officer.
- 2) An elected officer may not serve in that office for more than two consecutive terms. However, an officer may serve more than two consecutive terms until a successor is elected, if no eligible member in good standing is willing to serve.

**Section D. Vacancies** In the event of a vacancy in the office of any officer, the Executive Committee will call a special meeting of the Board to fill that vacancy. Such appointee shall serve only until the next Annual Meeting.

**Section E. Nominations** Written notice of any vacancies or expired terms of officers must be given to the membership at the time of notification of the Annual Meeting. Nominations of officers shall comply with Article 8; Section G. Written nominations must be received by the Nominating Committee Chair no later than two weeks prior to the Annual Meeting.

## ARTICLE 7. DUTIES OF OFFICERS

**Section A. President** The President shall preside at all meetings of the organization and shall be president of the Board of Directors and the Executive Committee. In the absence or disability of the President, the Vice President shall perform duties of the President. The President shall appoint members to serve as chairs of the Nominating Committee and the Audit Committee.

**Section B. Vice President** The Vice President shall assist the President and perform such duties as directed by the President. In the event of the death, resignation or absence of the President, the Vice President shall assume the duties of the President.

**Section C. Secretary/Treasurer** The Secretary/Treasurer shall keep a faithful, true, and correct written record of all proceedings of the organization, conduct all correspondence, and act as secretary of the Board of Directors and the Executive Committee.

**Section D. Registrar/Database Manager** The Registrar/Database Manager shall:

- 1) Provide application blanks authorized by the organization to those eligible for membership and assist them in preparing their applications.
- 2) Ascertain the correctness of all data given in membership applications. After receiving and recording the applications, the Registrar shall present the applications at the Annual Meeting for an acceptance vote by the members.
- 3) File all applications for membership in the vault in the facilities that are the official location of this organization.
- 4) Enter applications into the SDMP member database of those accepted into membership following each Annual Meeting.

**Section E. Other Roles** The other key SDMP roles listed in this Section may attend board meetings in an ex officio capacity without vote.

- 1) The Historian shall safely keep and preserve the records of this organization and other information and exhibits that the Historian has obtained relative to the Sons and Daughters of Montana Pioneers. Records shall be stored and safely maintained in the facilities at the official location of this organization.
- 2) The Newsletter Editor is responsible for preparing and distributing the *Pick and Shovel Newsletter* at least three time a year.
- 3) The Social Media Manager is responsible for maintaining the SDMP website and presence on Facebook to inform membership of upcoming events and information per directives by the President and Board of Directors.
- 4) The Immediate Past President serves as ex officio director without vote for one year following their retirement from the office of President.

## **ARTICLE 8. BOARD OF DIRECTORS**

**Section A. Number** The Directors of the organization shall consist of the officers (Executive Committee) plus five elected directors.

**Section B. Duties** The Board of Directors shall exercise the general corporate powers of SDMP as defined herein and in the Articles of Incorporation. The Board shall have control over and be responsible for the business management of all property of this organization.

The Directors shall also:

- 1) Safely keep and preserve the records of this organization and other information and exhibits that the SDMP Historian obtains relative to the Sons and Daughters of Montana Pioneers. Records shall be stored and safely maintained in the facilities at the official location of this organization.
- 2) Be empowered to authorize the expenditures of monies in response to a written request outside the amount specified in the budget, as accepted by membership at the Annual Meeting.
- 3) Ensure that an Audit Committee of three SDMP members audits the books of the Secretary/Treasurer prior to the election of the new Secretary/Treasurer.
- 4) Vote by email, mail, or teleconference in matters that require urgency before a regular Board meeting. Such vote shall be ratified at the next regular Directors meeting.
- 5) Perform such other duties as specified in these bylaws.

**Section C. Term** 1) Each director shall be elected for a three-year term and may not serve in that office for more than two consecutive terms. However, directors may serve more than two consecutive terms until a successor is elected, if no eligible member in good standing is willing to serve.

2) New directors shall be elected upon the expiration of the terms of the current Directors.

**Section D. Voting** A majority vote of the board of directors shall control its business transactions. Balloting may be via ballot, by voice vote, or by a show of hands as the majority present shall direct.

**Section E. Resignation** An officer or director may resign at any time by giving written notice to the Board of Directors or to the President. Such resignation shall take effect at the date of receipt of notice, and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.

**Section F. Removal** The Board has the right to dismiss a member from the Board with cause. As used in this Section, "cause" shall include any of the following at the discretion of the Board of Directors:

- 1) An unexcused failure to attend three board meetings,
- 2) Conviction of a gross misdemeanor or felony,
- 3) Embezzlement, and/or
- 4) Any act of or omission by a director which, by the judgement of the other directors, would result in the best interests of the organization being served by removal of the director.

- Section G. Nominations** Nominations of officers and directors may be made:
- 1) By the Nominating Committee,
  - 2) By a member in good standing:
    - a. in writing and received by the Secretary no later than two weeks prior to the Annual Meeting, and/or
    - b. From the floor at the Annual Meeting.

Written notice of any vacancies or expired terms of officers and directors must be given to the membership at the time of notification of the Annual Meeting.

**Section H. Vacancies** In the event of a vacancy in the office of any Director, the vacancy will remain unfilled until election at the next Annual Meeting.

**Section I. No Proxy Voting** There shall be no proxy voting at Board of Directors meetings. A majority vote of the Board of Directors shall control its business transactions.

## **ARTICLE 9. EXECUTIVE COMMITTEE**

**Section A. Number** The Executive Committee shall consist of the four elected officers of the organization—President, Vice President, Secretary/Treasurer, and Registrar/Database Manager.

**Section B. Duties** The Executive Committee is authorized to solicit and receive funds, gifts, legacies, and donations of money or other property for carrying out the purposes of this organization.

Only the officers of SDMP shall have access to the vault and keys to the office and supply closet.

The Executive Committee also shall:

- 1) Have supervision of the affairs of SDMP between the four Board of Directors meetings.
- 2) Vote by email, mail, or teleconference in matters that require urgency before a regular Board meeting. Such vote shall be ratified at the next regular Board of Directors meeting.
- 3) Perform such other duties as specified in these bylaws.

**Section C. No Proxy Voting** There shall be no proxy voting at Executive Committee meetings. A majority vote of the Executive Committee shall control its business transactions.

## **ARTICLE 10. COMMITTEES**

**Section A. Standing** There shall be committees on a) audit and b) nominations that are made up of directors.

**Section B. Other** SDMP may have other committees as designated by the Board of Directors. Each committee shall have at least two directors, SDMP members who are not board members, and/or other outside consultants or professionals. Committees shall act in an advisory capacity to the board and are intended to be short-term in nature with a defined scope and budget.

## ARTICLE 11. MEETINGS

**Section A.  
RONR** All SDMP business and meetings shall be conducted in accordance with the current edition of Roberts Rules of Order Newly Revised.

**Section B.  
Annual  
Membership  
Meetings** Annual Meeting. SDMP shall convene annually as near mid-August as possible for the purpose of receiving reports of officers and committees, electing board members and officers, and transacting other necessary business. At least three weeks prior to the Annual Meeting, written notice of the time and place of the Annual Meeting shall be sent to active and life members via mail or email at their last known address.

Special Meetings of this organization may be called by the President or any five members upon fifteen days written notice to all members. The date, time, location or teleconference details and specific purpose of the meeting, must be included in the written notification.

**Section C.  
Board  
Meetings** Regular Meetings. Directors will meet at least quarterly, in February, May, October, and immediately prior to the Annual Meeting in August.

Special Meetings. Special meetings of the Board of Directors may be called by the President or any three members of the board, on written notice to all the members of the board sent at least ten days prior to the meeting. Such notice shall indicate the purpose of the special meeting and no other business shall be transacted at that meeting.

## ARTICLE 12. QUORUM

**Section A.  
Meeting  
Quorum** A quorum for the transaction of business at any Annual or Special Meeting of the organization shall consist of a majority vote of the members present at the meeting.

**Section B.  
Quorums** 1) A quorum of the Board of Directors shall be five members.  
2) A quorum of the Executive Committee shall be three members.

**Section C.  
Bylaws  
Quorum** A two-thirds vote of the members present at any Annual or Special Meeting of the organization shall be required to pass changes in the bylaws.

## ARTICLE 13. DUES

**Section A.  
Application  
Fee** Each applicant for membership in this organization shall pay an application fee in the amount set by vote of the membership at the Annual Meeting. This set application fee amount is to accompany such person's application for membership.

**Section B.  
Annual  
Dues** Each member shall pay their dues to the Secretary/Treasurer (the amount stated in the *SDMP Policy & Procedure Manual*) at the beginning of each fiscal year on September 1<sup>st</sup>.



## **ARTICLE 14. LIFE MEMBERS**

**Section A. Life Members** Any members of the organization may become a Life Member for the remainder of their natural life by paying to the Secretary/Treasurer a sum to be approved by the general membership and published in the *SDMP Policy & Procedure Manual*. Upon receipt of such payment, the member shall be released from all further annual dues payments and shall receive a wallet card and a certificate certifying life membership in the organization.

Plaques showing a logo, the Life Member's name, ancestor's name, and place and date of entry into Montana are available for a fee.

## **ARTICLE 15. BYLAWS AMENDMENTS**

**Section A. Notice** All proposed amendments or additions to these bylaws must first be submitted in writing to the Secretary/Treasurer not later than the May Board of Directors meeting prior to the Annual Meeting. Notice of proposed bylaws amendments or additions shall be included in the annual notice of meeting sent to the members.

**Section B. Quorum** Proposed amendments may only be adopted at an Annual Meeting by a two-thirds majority of the members present.

**Section C. Inconsequential Amendments** Bylaws errors in article and section designations; cross-references; non-substantive errors in spelling, punctuation, grammar, or numbering; and any other such technical and conforming changes as may be necessary to reflect the intent of SDMP can be made by the Secretary after approval by the Executive Committee or Board of Directors.

## **ARTICLE 16. CONFLICT OF INTEREST**

**Section A. Avoidance of COI** Whenever a SDMP director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall:

- a) fully disclose the nature of the interest, and
- b) withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstentions, and rationale for approval.

## **ARTICLE 17. INDEMNIFICATION**

**Section A. Liabilities** The directors and officers of the organization shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

## ARTICLE 18. DISSOLUTION

**Section A. Dissolution** Although the period of duration of SDMP is perpetual, if for any reason the organization is to be dissolved or otherwise terminated, no part of the property of the organization or any of the proceeds shall be distributed to or enure to the benefit of any of the officers or members of SDMP. Upon the dissolution of SDMP, assets shall be distributed by the Board of Directors exclusively and entirely to the Montana Historical Society. Any such assets not so disposed of shall be disposed of by the local United States District Court, exclusively to such organization or organizations as said Court shall determine, which are organized and operated within the meaning of section 501(c)(3), with purposes and objectives consistent with SDMP.

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**Registration:** *Sons and Daughters of Montana Pioneers is registered at the Montana Secretary of State as: Sons and Daughters of Montana Pioneers, Registration Date 8/9/1935; Filing Number D018320, Entity Type: Domestic Non-profit Corporation; Entity Subtype: Public Benefit Corporation with Members.*

**Document History:** *(1) Bylaws originally written in 1884. Changes made, but not recorded, until amendments in 1974, 1999, 2002, 2003, 2005, 2014, 2021.*

*(2) This version approved by membership Aug. 5, 2023.*