



# MONTANA COAL COUNCIL

## BYLAWS

### ARTICLE I Purposes

The purpose or purposes for which the Council is organized are to advance coal mining and its related industries within the State of Montana, to encourage education in coal and the related coal industries, and the acquisition of information related thereto, to further and promote the business interests of and to improve business conditions in the coal industry, to promote cooperation among mining, coal and other related industries, to assist in solving the energy crisis and power shortage, to participate to these ends with organizations elsewhere, and in general to support activities in behalf of coal and the other related coal industries.

### ARTICLE II Membership

Any individual of good character who is engaged in or actively interested in coal mining or the coal-related industries in the State of Montana shall be eligible for membership, and upon acceptance of his application by the Board of Directors, shall become entitled to all rights and privileges of membership during the term for which he shall have paid membership dues. The Board of Directors shall fix membership dues.

Membership in the Montana Coal Council shall consist of the following classes:

(a) **Producer Member** – Any organization, corporation, firm, or individual (incorporated or not incorporated) engaged in coal production within the State of Montana and who produces 50,000 tons of coal or more per year shall be eligible to become a Producer Member.

(b) **Reserve Holder Member** – Any organization, corporation, firm, or individual (incorporated or not incorporated) who controls coal or surface overlying coal shall be eligible to become a Reserve Member.

(c) **Consumer Member** – Any organization, corporation, firm, or individual (incorporated or not incorporated) who purchases 50,000 tons of coal per year or more produced in the State of Montana shall be eligible to become a Consumer Member.

(d) **Transportation Member** – Any organization, corporation, or individual (incorporated or not incorporated) who transports 50,000 tons of coal per year or more produced in the State of Montana shall be eligible to become a Transportation Member.

(e) **Project Developers, Energy Distributors, Technology Providers** – Any organization, corporation, firm or individual (incorporated or not incorporated) who is in the process of developing an energy project in the state, who is an energy distributor in the state, or who is a technology provider for a proposed energy project and is not eligible as a Producer, Reserve Holder, Consumer, or Transportation Member shall be eligible to become a member in this category.

(f) **Associate Member** – Any organization, corporation, firm or individual (incorporated or not incorporated) who is interested in promoting the welfare of the coal industry and is not eligible as a Producer, Reserve Holder, Consumer or Transportation Member shall be eligible to become an Associate Member.

The Board of Directors shall decide the proper classification of applicants when an applicant's position is not clear. The Board of Directors may divide members into such further classifications upon such terms and conditions as it may deem appropriate.

### **ARTICLE III Meetings**

Section 1. An Annual Meeting of the Montana Coal Council shall be held in July of each year at such hour and place as the President shall designate, provided that the date of the Annual Meeting may be changed for cause by the Board of Directors.

Section 2. Special meetings of the members of the Board may be called by the Board of Directors, by the Executive Committee, or by the President and shall be called at any time upon written request of twenty-five percent (25%) of the members.

Section 3. A Board member may invite to meetings any individuals they desire. In addition, the members, the Board, or the Executive Committee may, upon proper motion, go into executive session at any meeting.

Section 4. Directors representing a majority of the votes eligible to be cast constitute a quorum for the transaction of business. In the event of any vacancy or vacancies by reason of death, resignation, or otherwise, a majority of the remaining votes eligible to be cast shall constitute a quorum. In the absence of a quorum, the meeting may be adjourned until a quorum is present. A majority of the members of the Executive Committee shall constitute a quorum at its meetings.

Section 5. No written proxies will be permitted at meetings of the Board of Directors. Any director unable to attend a meeting may select and send as an alternate any other representative of his company to act for him at such meeting. Any such alternate shall have all the powers and privileges of the director for whom he is an alternate.

### **ARTICLE IV Directors and Officers**

Section 1. The government, control, and management of this Council shall be vested in the Board of Directors to consist of not fewer than five (5) representatives of members of the Council. The Board of Directors shall have the power to do every act and thing which the interests of this Council shall require.

Each Board member shall, prior to the July Annual Convention of each year, designate the person to serve as its director for an unspecified term beginning at the conclusion of the Annual Meeting.

Section 2. Representation for the various categories of members on the Board of Directors shall be as follows:

(a) Producer Members be entitled to representation on the Board of Directors with one vote for each \$5,000 or part thereof paid in dues by each producer member.

(b) Reserve Members be entitled to representation on the Board of Directors with one vote for each member.

(c) Consumer Members be entitled to representation on the Board of Directors of at least one director. In addition to the director representing the initial three memberships, the group shall be entitled to one additional director for each three additional Consumer Members.

- (d) Transportation Members be entitled to representation on the Board of Directors of at least one director. In addition to the director representing the initial three memberships, the group shall be entitled to one additional director for each three additional Transportation Members.
- (e) Project Developers, Energy Distributors, Technology Providers be entitled to representation on the Board of Directors with one director.
- (f) Associate Members collectively be entitled to one director for each 10 Associate Members in good standing but in no event shall their representation exceed four (4) directors. The directors representing Associate Members shall be selected annually by those directors representing the Producer Members from a list of nominees submitted by the Associate Members at the Annual Meeting of the Board of Directors in each calendar year or by an earlier mail ballot.

Section 3. Dues: The Board of Directors is authorized to levy against the members, based pro-rata on the dues schedule provided for them, such assessments as may be necessary for the Council's financial support when warranted by special circumstances. Any member who fails to pay dues after one year shall be removed from membership at the discretion of the Board of Directors.

Section 4. The officers of the Council shall be a President, a Vice President, an Executive Director/Secretary, a Treasurer, and such other officers as the Board deems necessary, all to be elected at the Annual Meeting by the Board. The unspecified term of office for officers of the Council shall commence upon election.

Section 5. The Board of Directors shall annually elect, from its members, an Executive Committee with the President as a member and chair, and the Vice President and Treasurer also as members. The Executive Committee shall be composed of not less than five (5) board members.

The Executive Committee shall meet on call of its chair and shall have all the powers of the Board of Directors in any interim meetings of the Board, except as provided in Article VII of these Bylaws.

Proxy voting is not permitted on the Executive Committee; however, members may designate alternates to attend meetings in their absence.

Section 6. The President shall preside at all meetings of the Council and of the Board of Directors; shall enforce all the laws and orders of the Council; shall cause a report to be made on behalf of the Board of Directors at each Annual Meeting upon the work of the Council since the previous Annual Meeting; and shall present to each Annual Meeting any recommendation of the Board of Directors. The Vice President shall have the powers and duties of the President during a temporary absence of the President.

Section 7. Whenever the office of the President is vacant, for any reason, the duties of the President shall be discharged by the Vice President. In the instance of a vacancy, the Executive Committee shall have the power to elect a chair if it so chooses until a new President is elected or named by the Board.

Section 8. In the event of the death, resignation, or disability of any officer, the vacancy caused shall be filled by the Board of Directors.

Section 9. The Executive Director shall be the executive officer of the Council. After the appointment of the Executive Director, they shall conduct their office and all other affairs of the Council not herein otherwise assigned, pursuant to the policies, direction, and control of the Board of Directors. They shall keep records of meetings and proceedings of the Council, of the Board of Directors, and of the Executive

Committee; shall receive all money due to the Council and disburse the same as authorized by the Board of Directors, but in no event shall they make or authorize expenditures which exceed the approved budget for any one year without the written permission of the Board of Directors; and shall discharge such other duties as may be assigned to them.

Section 9. All elections shall be by ballot unless most of the Directors waive the provision and agree to a voice vote. When two or more candidates are nominated for the same office, the one who receives the most votes shall be declared elected to the office for which nominated. All officers of the Council shall serve at the will and pleasure of the Board until their successors have been elected.

**ARTICLE V Committees**

The Board of Directors and the Executive Committee may establish such committees as they may deem advisable. The President may fill vacancies in any committee in any interim meetings of the Board of Directors and may appoint such additional committees as deemed necessary in such interim. Such committees shall function under the overall direction of the Executive Committee. The President and the Executive Director shall be ex-officio members of all committees appointed by the Directors unless specifically excluded by the Directors.

**ARTICLE VI Resignation**


Any member of this Council may resign therefrom by giving written notice of such resignation to an officer of the Council and by paying all dues and assessments owing for the entire calendar year at the time of such resignation. Upon resignation, no dues or assessments paid will be returned in whole or in part.

**ARTICLE VII Amendment and Dues Schedule**

The power to amend these Bylaws and set the dues schedule is reserved to the Board of Directors.

MCC Board Approved December 7, 2023

Authorized By:

  
Keith P. Walters, President

20-FEB-2024  
Date

Attested By:

  
George H. Harris, Executive Director/Secretary

26-FEB-2024  
Date