

Montana Municipal Interlocal Authority

Policy Manual

Document Name:	Governance Policy, Board Structure		
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Policy Statement

The governance role has as its goal protection of the public interest. The MMIA is governed by a Board of Directors. The Board exists for one central reason: to represent and to speak for the interests of the membership.

I. Purposes/Expected Outcomes

The purpose of this policy is to establish a framework within which the Board operates by defining the structure of the Board.

II. General Powers

All powers shall be exercised under the authority of , and the business and affairs shall be managed under the direction of the Board of Directors, in accordance with the powers and duties consistent with the Interlocal Agreement and the MMIA bylaws.

III. Structure

A. Membership. The Board shall be composed of a minimum of fifteen (15) Directors, appointed or elected in the following manner:

- A minimum of seven (7) Directors, each appointed by a Member participating in one or more of the Authority's Programs and having over 20,000 population, shall represent that Member, and
- A minimum of seven (7) Directors nominated and elected at the annual meeting by the membership and representing Members participating in one or more of the Authority's Programs and having less than 20,000 population; and
- One (1) at-large Director from a Member participating in one or more of the Authority's Programs appointed by the members selected above and representing a member whose population is less than 20,000.
- At such time as the population of a Member participating in one or more of the Authority's Programs exceeds 20,000, that member shall be granted representation on the Board. The Director filling that seat shall be appointed by that entity. At the time of the addition of a seat on the Board of entities whose population exceeds 20,000, the body of Directors representing members whose population is less than 20,000

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shall expand by the same number through election as set forth above. The expansion in the number of Directors shall occur at the next annual meeting of the Member Entities following the annual census that established said population.

- B. Procedure. The nomination and election of the Board of Directors will be conducted at the regular annual meeting of the Authority. Each Member shall appoint and elect Directors for its respective category as herein provided. No Member shall have more than one Director at any time. If at the time of the annual meeting, a Member is not participating in at least one of the Authority's Programs, it shall not be eligible to vote for Board of Directors. The population of the Member shall be as determined by the most recent annual census statistics published by the United States Census Bureau.
- C. Terms. Directors, whether appointed or elected, shall serve a term of two years.
- A Director shall hold office until: (i) the expiration of his or her term of office or the Member he or she represents no longer participates in at least one Program of the Authority and (ii) a successor has been elected or appointed. In the event of a vacancy, the remaining Directors shall appoint a replacement Director who shall serve until the expiration of the predecessor's term.
- D. Qualifications. To represent a Member as a Director, the individual must be an officer of a city as set forth in Sec. 7-4-4101, MCA, 7-4-4102, MCA, or an officer of a town as set forth in Sec. 7-4-4103, MCA.
- E. Resignation of a Director. A Director may resign upon giving thirty (30) calendar days' notice in writing to the Chair of the Board of Directors of the Authority. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such other officer, and the acceptance of such resignation shall not be necessary to make it effective.
- F. Removal of a Director. Any Director may be removed from office at any time by a majority vote of the Board for neglect of duty or malfeasance in office. Neglect of duty shall occur when a Director fails to attend a regular or special meeting for a period of six (6) consecutive months, subject to review by the Board. Notification of such removal or appointment of a successor shall be by instrument in writing by the Board and delivered to all Members.
- G. Compensation of Directors. The Directors shall receive no salary but may

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be compensated for any reasonable and necessary expenses incurred in connection with the performance of their duties.

- H. Vacancies. Vacancies on the Board shall be filled by a majority of the remaining Directors, each Director so elected shall hold office for the unexpired portion of the term for the position to which they are elected to fill and until that Director's successor has been elected and qualified.
- I. Officers. The Board of Directors shall elect from its membership a Chair, a Vice Chair, a Secretary and a Treasurer to serve one -year terms. The Chair, or in his or her absence, the Vice Chair, or in his or her absence the Secretary, or in his or her absence the Treasurer, shall preside at and conduct all meetings of the Board, the Members and the Executive Committee.
- The Chair shall have the authority to appoint members to committees, both standing and special, as he or she deems appropriate, with the approval of the Board.

IV. Board Meetings

The Board shall hold at least four (4) regular meetings each year. The Board shall fix the place where each regular meeting is to be held. Special meetings may be called upon written request by the Chair or one -third or more of the Directors.

- A. Notice. All meetings of the Board shall be called, noticed, held and conducted in accordance with the provisions of the Open Meeting Law.
- B. Quorum and Conduct of Business. A majority of the authorized number of Directors constitutes a quorum. Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of that body, unless a vote by a greater number is required by law, the Interlocal Agreement or the Bylaws. Provided, however, that any action required to be taken by the Board which is restricted in effect to one of the Authority's Programs, as determined by the Chair of the Board, shall also require the affirmative vote of a majority of those Directors present in person or by proxy and voting who represent or are participating Members in that Program. No business may be transacted by the Board without a quorum being present; provided, however, less than a quorum may adjourn. Meetings of the Board shall be conducted in accordance with Roberts Rules of Order, except when in conflict with applicable law, the Interlocal Agreement or the Bylaws.
- C. Meetings by Telephone Conference Call. Members of the Board of

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Directors, or any committee designated thereby, may participate in a meeting of such Board or committee by means of a conference telephone or other electronic means of which all persons participating in the meeting shall have an equal opportunity to hear and participate in the entire meeting; and participation by such means shall constitute presence in person at a meeting.

- D. Presumption of Assent. A Director of the Authority who is present at a meeting of the Board of Directors at which action on any matter is taken is presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by registered mail to the Chief Executive Officer of the Authority immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.