

MNA Board Policy

Subject: Member Voting, Designation of Proxy, and Quorum

Purpose: This policy establishes how MNA will identify who has the authority to vote on matters submitted to the Membership for voting and how to identify Members present at a Membership meeting for the purpose of establishing a quorum.

1. In accordance with the MNA Bylaws, for votes of the Members, only nonprofit Members have voting privileges at membership meetings or on written ballots.
2. Each Member has one vote, without regard to the number of representatives of a Member present at a membership meeting.
3. If the bylaws or a board policy of a Member identifies persons by name or by position (e.g. Executive Director or Board officers) who may exercise membership voting rights for the organization, MNA will accept the bylaw or board policy in determining who may vote for a Member in a membership matter for MNA.
4. In accordance with Montana law, MCA 35-2-539, a Member may appoint a proxy to vote or otherwise act for the Member by signing an appointment form, either personally or by an attorney-in-fact.
 - a. An appointment of a proxy is effective when received by MNA's executive director, the secretary or any other officer or agent authorized to tabulate votes.
 - b. An appointment is valid for three years from its date of execution, unless a different period is expressly provided in the appointment form.
5. MNA shall solicit appointment forms from each Member prior to each annual meeting, but may rely on appointment forms from previous years in accordance with 3.b. above.
6. Appointment of a proxy is revoked by the Member appointing the proxy signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.
7. For membership votes by written ballot, the Corporation may accept the vote of the governing body of the Member or the vote of the proxy designated in the appointment form as the vote of the Member, with the former having priority.
8. If a Member organization has not established a method for identifying persons authorized to exercise the Member's rights as a Member of MNA as otherwise provided in this policy, MNA will recognize the chair of the board, the vice-chair of the board, the Board treasurer, the Board secretary, and the executive director (or individuals who perform those functions by any other title), in that order of priority, as being able to exercise the membership voting rights of the organization at an in-person meeting of the MNA Membership.
9. A Member organization will be considered present at a meeting for the purposes of establishing a quorum if an individual with authority to vote for the organization under this policy, including a proxy holder, is present at the meeting.

Adopted on July 25, 2007 by MNA Board of Directors.