## Governance

## 1. BTC Governance Guiding Principles

BTC's leadership has developed the following guiding principles:

- We wish to maintain principles that promote our organizational vision and goal, our active, outdoor orientation, and that hold us to a high standard as an employer, contractor, business associate, good neighbor, community participant, and steward of the land.
- Our intention is to describe our guiding principles and structure in simple terms that reflect our character.
- We are proud that BTC is a true, grass-roots organization. We wish to retain and nurture this character.
- Our operations are direct and straight-forward. We hope to keep them that way.
- It is of primary importance to us that we maintain the friendly, respectful nature of our organization, and that we find ways to embrace differences of opinion and promote cohesiveness among our membership.

2. Governance Vision for Next Five Years

- Over the next five years, as BTC develops over time, we will increase the formality of our structure and processes as necessary to protect ourselves (member, BOD) and others (employees, contractors, partners, community) and to maximize the function and effectiveness of our organization.
- Over the next five years, we will seek to maintain and expand BTC's current pool of engaged leadership while working to recruit and develop new leaders who can step in whenever existing leaders step down.

3. Internal Governance Structure and Process

Board Structure

- There are seven BOD members
- Of those seven BOD members, three are officers: President, Vice-President, and Secretary/Treasurer.
- Board members are elected by a simple majority from the general membership. In most cases, the board members are chosen from among the most active and engaged of the general membership.
- 1 Year Plan: Evaluate and modify if necessary the current board member selection process to incorporate methods to achieve greater diversity in gender, age, and expertise to attain
broader community representation on the BOD. Develop policy to specify the January meeting as the annual membership meeting at which elections are held.
- 5 Year Plan: Over the next five years we expect to continue operating with a seven-member board.

Term Duration and Limit

- Board members are elected for three year terms.
- The terms of BOD members are staggered so no more than three members are replaced or reelected at any single annual membership meeting.
- Board members may be re-elected to consecutive terms without limit.
- In the case that a BOD member's term is interrupted for any reason, the remaining members of the BOD nominate a replacement who is submitted for approval to the membership.
- BOD officers are elected or re-elected at the annual meeting in January.
- BOD officers are asked to serve for not less than 2 and not more than 5 years consecutively.

Membership

- Anyone who attends meetings of the organization regularly and indicates interest in the business and activities of the organization may be considered a member.
- Annual dues are encouraged but not required of the members.
- Payment of dues is thought to increase individual investment in and identification of the organization.
- It is the hope of BOD to incorporate membership from a broad community base, with members representing as many community sectors as possible.
- 1 Year Plan: Either revise to more conventional definition or seek professional consultation to determine legal requirements for definition of membership, voting rights and responsibilities within the organization. Use this advice to create more specific policy and procedure outlining authority for decision-making and establishing a quorum. Rework or refine relevant policy to describe membership.
- 3 Year Plan: Establish guidelines and procedures for the development, maintenance and use of membership log or data base.

Authority for Decision Making

- Major policy and/or time-sensitive decisions may be made for the organization by the BOD.
- Most decisions will be put to the general membership directly at regular monthly meetings for decision by consensus ideally or decision by vote if consensus cannot be reached.
- 1 Year Plan: Expand and refine the details regarding decision-making at every level of the organization. In the process, clarify in policy statements voting rights and procedures, which entity (board member, BOD, membership, ED, and/or other staff) has right and responsibility for what kind of decisions. Improve specificity regarding contracts, grants, partnerships, etc.
- 1 Year Plan: Make a decision regarding consensus process - are we committed to this or not? If so, explore and define exactly what we mean and state this more clearly in policy and procedure. If not, develop policy statements that describe what we do intend.

Establishing a Quorum

- A simple majority of the BOD (4 members) constitutes a quorum.
- $\quad$ Since the general membership is defined as those attending any given meeting, there is no defined quorum of the general membership.

Strategic Planning

- The organization will undertake a regular strategic planning process. Strategic planning will be renewed and/or undated as determined by the BOD to be appropriate. The current process targets 5-year plans.


## Committees

- The committees are formed based on the focus groups developed in the Strategic Planning Process.
- The BOD has asked that the committees do research on their areas of interest and recommend grant activity to support trail development and related topics and be prepared to give reports and recommend actions at the BTC monthly meetings.
- 3 Year Plan: Develop basic policies to guide how committees should operate and the role they should play in BTC's governance.

4. Meetings

- Meetings of the general membership are usually held monthly to conduct the business and activities of the organization.
- The time and place of meetings may be changed by the President of the BOD. If this occurs, the membership will be notified.
- The BOD will meet as needed, when special events and/or other business of the organization require more immediate and/or in-depth attention. A simple majority of the members of BOD constitutes a quorum.
- 1-3 Year Plan: Based on decisions regarding membership status and decision-making authority, review meeting strategies and create policy specifying frequency and purpose of membership meeting, frequency and purpose of BOD meetings and the relationship/interaction between the two. Create policy to define meeting notice and describe mechanism for delivery of meeting notice
- 5 Year Plan: The current process targets 5 Year plans.


## 5. Human Resources/Employees

- Terms of employment are outlined in an employment contract specifying hours, compensation, benefit and constraints, and co-signed by the employee and a designated representative of the BTC.
- Expectations regarding employment duties are outlined in a job description.
- 1 Year Plan: Develop basic policies to define the role of the ED and address the ED's role and authority relative to the BOD, committees, and membership. Develop and state
processes for evaluation/performance review and up-dating of job description. Develop policies to guide hiring and management of any future employees.
- 3 Year Plan: Assess whether BTC has the need and capacity to expand the ED's role to a fulltime position.

6. Contracting

- An officer of the BOD of the BTC may be authorized by the members to enter into a contract on behalf of the organization.
- Authorization must be approved by a majority vote of the members at a regular monthly meeting or by the BOD at a Board meeting.

7. Grants and Fund Raising

- Grant proposals and fund-raising activities must be vetted and approved by the BOD before submission, with the intent of assuring that any projects/monies applied for are consistent with the mission, vision, goals, and strategic plans of the organization.

8. Partnerships

- It is the intention of BTC to be a good neighbor, and an informed and effective collaborator within the community.
- Many local, State, and federal agencies and organizations may be seen as potential BTC partners.
- Informal partnership relationships and activities may not require written agreements. However, it is expected that any partnership relationship and/or activity will not be undertaken unilaterally by a single member of the general membership or the BOD, but will be reviewed and recognized by the membership at a regular monthly meeting.
- Formal partnership arrangements will be entered into only with the full consideration and approval of the BOD.

9. Actions in Strategic Plan not stated above

- 1 Year Plan: Review one or more policy manuals and/or relevant individual policies from well-functioning respected non-profit organizations as reference for our own policy development.
- 3 Year Plan: Complete review and update of By-laws and amend as required by State of Montana statute to reflect policy changes developed in upcoming years.
- 1-5 Year Plan: Review and update BTC's Strategic Plan annually.
- 5 Year Plan: Initiate a new strategic planning process.

