



Broadband Advisory Board

By-Laws

Adopted by Broadwater County Broadband Advisory Board on

March 30, 2023

PURPOSE:

The purpose of the Broadwater County Broadband Advisory Board shall be to study the current needs for broadband in Broadwater County. To report to the Broadwater County Commission regarding the needs in the county and opportunities for State and Federal Funding to assist with improving access and connectivity in Broadwater County. This includes planning, development, and outreach as well as raising community awareness and involvement.

Article I**Powers and Duties of the Broadband Advisory Board****Section 1. Statutory Powers and Duties.**

- Provide recommendations to the Board of County Commissioners to facilitate opportunities for improving access and connectivity to broadband internet in Broadwater County
- Provide, implement, facilitate, or encourage other functions as considered reasonable and necessary.

Article II**Board Membership and Responsibilities**

Section 1. Members. The Broadband Advisory Board is composed of 5 members who are appointed by the commissioners and serve at their pleasure. Appointments shall be made according to the Broadwater County Boards Appointment & Function Policy.

Section 2. Terms. Since the Broadband Advisory Board is temporary, all members shall serve a two-year term.

Section 3. Removal of Members from the Board. The proper functioning of a board is seriously impaired by the absence of its members. If a member has two consecutive absences from regularly scheduled meetings during the year, the commissioners may be informed, and a replacement requested. Members shall be removed by the commissioners due to unethical, unlawful or uncivil behavior. Members may participate in meetings remotely.

Section 4. Vacancies. Vacancies for voting members shall be filled by the commissioners for the unexpired portion of the term.

Section 5. Compensation. Members and advisory non-voting members are not compensated other than for necessary expenses which must be approved by the commissioners. Transportation and actual expenses may be reimbursed per the Broadwater County Reimbursement Policy based on state per diem rates with prior approval from the commissioners. No other compensation shall be allowed.

Article III**Officers**

Section 1. Elections. Officers shall be elected by members of the board at the first regular meeting in each calendar year and shall serve one (1) year. Officers may be re-elected to serve multiple years, there shall be no term limits.

Section 2. Chair. The board shall elect a Chair who shall conduct all meetings and business of the Board according to Open Meeting Laws and to encourage Public Participation of all citizens. The Chair shall take public comment at all meetings and prior to all votes and shall maintain civility. The Chair shall be

responsible for posting meeting notices at least 48 hours prior to the meeting and email a copy of the agenda and relevant information to board members prior to the meeting.

Section 3. Vice Chair. The board shall elect a Vice Chair who shall conduct all meetings and business of the Board in the Chair's absence.

Section 4. Secretary. The board shall elect a secretary who shall take minutes at meetings and is responsible for correspondence or these duties can be filled by an appointed staff member.

Article IV

Meetings

Section 1. Annual Organizational Meetings. An annual organizational meeting is held at the first regular meeting in each calendar year. Calendar year begins on January 1 and ends on December 31. At this meeting the agenda will include but is not limited to:

- Elect officers and appoint advisory members;
- Review the board objectives which guide the board;
- Review the By Laws of the board;
- Provide overview and training as needed for new members.

Section 2. Regular Meetings. Due to the temporary status of the board, meetings shall be held as often as necessary, and a minimum of once monthly. If there is nothing for them to discuss at a regularly scheduled meeting time, they may cancel the meeting but post an agenda with that cancellation to notify the public.

Section 3. Special Meetings. Special meetings shall be called as necessary by the Chair, or at the request of 3 board members. Meetings may be held at any predetermined place or time to encourage Public Participation.

Section 4. Quorum. A majority of board members constitutes a quorum for all meetings. If any meeting is convened where there is not a quorum, the directors present may discuss routine matters but may not hear testimony or take formal action on any matter requiring motion and a vote. No meeting shall be held unless all members of the Board have been given notice.

Section 5. Manner of Action. An act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Broadband Advisory Board, except where otherwise provided by law. There is no proxy voting. There is no email voting. Remote voting is allowed by phone or video conference as long as the member or members attending remotely has all necessary documents and can hear the meeting in its entirety.

Section 6. Parliamentary Procedure. For all procedural matters not specifically covered in the Bylaws, the controlling parliamentary authority shall be Robert's Rules of Order.

- The Chair, being a co-equal director of the Board, shall in addition to presiding, have a right to participate in debate, and shall vote on all motions, and not only where the vote of the chair would create or break a tie.
- A motion, once stated and seconded, limits the debate to points relevant to the motion. Prior to a formal motion being stated, general discussion of, and the presentation of information relevant to an agenda item being considered, is in order.

- Before taking of any action, the Chair shall allow members of the audience to be heard. All public comment shall be civil. All board members shall conduct themselves in a civil manner as they serve for the citizens of Broadwater County. No member of the audience may be heard during Board discussion. The Chair may reasonably limit audience participation but must do so in an equitable manner.
- Reconsideration of any action of the Board may be allowed at any time, upon motion of a board member who voted affirmatively.
- Routine matters, such as setting meeting times and adjournment, setting future agenda items, or appointment of committees, may be by consensus rather than by motion and vote.

Section 7. Notice of Meetings. Meetings shall be posted no less than 48 hours prior to the meeting in the Broadwater County Courthouse main floor and the Flynn Building window. All members shall be notified of all meetings orally, in writing or by email. No special meeting shall be held unless diligent efforts have been made to **notify all** directors.

Section 8. Open Meetings Requirements. All meetings are open to the public. Section 2-3-203(1) MCA. To comply with the spirit and intent of the open meeting and public participation laws, public notice of not less than 48 hours shall be given of all Board meetings, regular and special.

Section 9. Agenda. Agenda items should be submitted to the Chair one week in advance of a meeting.

Section 10. Minutes. Minutes of all Broadband Advisory Committee meetings shall be kept by the Secretary and shall be signed by the Chair and/or Vice Chair, after approval by the Board at the next meeting. Minutes of all open meetings, and portions of meetings that are open to the public, shall be kept available for inspection by the public in the Clerk & Recorder's office. The minutes need not have detailed reports of discussions but shall have all motions and a roll call vote. The minutes should include the names of members present and absent, and staff and/or public present.

Article VII

Legal Assistance

The County Attorney represents Broadwater County Boards on matters relating to their functions, powers, and duties.

Article VIII

Indemnification of Directors

Except as otherwise limited by Montana Codes Annotated, Broadwater County may indemnify any board member against claims, liabilities, expenses, and costs necessary incurred in the connection with the defense, compromise or settlement of any action, suit, or proceeding, civil or criminal, in which such board member is made a party by reason of being or having served on a Broadwater County board.

Article IX

Board Responsibility

Non-withstanding any other provision of these bylaws, no member shall take any action or carry on any activity by or on behalf of the Broadband Advisory Board not permitted to be taken or carried on by a vote of the board.

All proposed expenditures must be approved by majority vote of the board and approved by the Board of County Commissioners.

A majority vote by the board constitutes a board decision. No member may move forward contrary to a board decision. A dissenting member should continue to work with the board in that direction, or on that project.

Article X

Amendments to Bylaws

The bylaws may be altered, amended or repealed and new bylaws may be adopted by two thirds (2/3) majority vote of the Board members present at any meeting if, at least two weeks written notice is given to each member of the board of the intention, at such meeting, to alter, amend or repeal or to adopt new bylaws. The Broadwater County Commissioners must give approval to any alteration, amendment, repeal or new bylaw(s) prior to implementation.

Article XI

Approval and Adoption of Bylaws

These bylaws were approved and adopted by Broadwater County Broadband Advisory Board March 30, 2023, effective upon adoption. The bylaws were approved by the Broadwater County Commissioners April 12, 2023.

Broadband Advisory Board
Members' Names and Signatures:

Vic Sample, Chairman

Roger Flynn, Vice Chairman

Warren Smeltzer, Secretary

Joe Gill, Voting Member

Adam Six, Voting Member

Board of County Commissioners:

Debi Randolph, Chairperson

Darrel Folkvord

Lindsey Richtmyer

Attest: Angie Paulsen
Broadwater County Clerk & Recorder