MINUTES

Organizational Meeting
Vegetation Education and Enhancement Group, Inc.
June 4, 1988 Giant Springs, Great Falls, Montana

Attending: Joseph L. Egan, August Hormay, George Pierce, Chase T. Hibbard, John Baucus, Ruth Frisina

ELECTION OF OFFICERS

Nominations included: Joe Egan, President; John Baucus, Vice President; and Ruth Frisina, Secretary-Treasurer. All were elected by unanimous vote.

APPROVAL OF BYLAWS

Article I (s1,2,4,5) vegetation changed to rangeland
Article I (s5) add "public sector"
Article III(s2) add "economic community"(and land managers) in
Article III(s7) delete "in the absence of"
Article V(s1) delete "in May of", insert "in summer of"
  delete regular, insert "as needed at"
  delete last sentence
Article V(s2) change "signed by one" to "signed by two"
Article V(s4) delete "In the event of a tie..." insert, "To pass,
  any motion must be by clear majority of the board members."
Article VI(s2) insert by..."majority vote of the board and..."
Article VII(s2) change will to may
  Under "Executive Committee" delete "ans as a advi-
  sory group to the executive director"

Chase Hibbard moved the bylaws be adopted with the cited changes. George Pierce seconded the motion. Motion passed by unanimous vote.

Hibbard asked if the corporation has met the guidelines for membership. Egan responded that we have with the exception of a representative from the education community. Directors requested that Carl Wambolt, MSU, be approached about serving on the board for future approval. The board will entertain the addition of other directors at it's fall meeting.

CURRENT ACTIVITIES

Egan outlined the corporations activities to the present including a services contract with Fish, Wildlife and Parks. Hibbard moved that in the future all contracts be routed through for executive committee approval prior to execution. Baucus seconded the motion. Motion passed. Egan also distributed copies of a letter of support for the proposed documentary project from Jim Flynn.

Egan stated the next step in the documentary project will be to assemble a whitepaper for distribution to funding sources.
Also application for federal IRS employer ID will be submitted and IRS tax exempt application will be made.

BANKING FACILITY

Ruth Frisina moved the corporation use Norwest Bank Butte as its financial facility. George Pierce seconded the motion. Motion passed.

OTHER ITEMS

Hibbard stated the public-private land systems offer a unique opportunity for demonstration of rest rotation in land management, particular such areas as the Beartooth. He asked the board to consider the efficacy of inviting agency people to serve on the board to effect coordination. He also stated the Matador is an excellent example of application of rest rotation and desires to see it included in future tours.

Meeting adjourned. Next meeting will be scheduled by poll of the members of the board.
VEGETATION EDUCATION AND ENHANCEMENT GROUP, INC.

BYLAWS

DRAFT

ARTICLE I. PURPOSE

The corporation has been organized to operate exclusively as a non-profit organization to achieve the following purposes, among others:

(1) To generate, design, and implement projects and programs that elevate public awareness of the need for sound vegetation management and the severe impacts of poor management practices;

(2) To promote the application of sound vegetation management practices by private and public landowners through various educational and on-the-ground projects throughout Montana and the western states of the United States;

(3) To facilitate the exchange of information between the scientific community and land managers in Montana and the western states of the United States through conferences, symposia, research projects, and other appropriate mechanisms;

(4) To encourage prudent use of the vegetation resource in Montana and the western states of the United States on a sustained yield basis for the benefit of state economies and of society in general;

(5) To promote the instruction of sound vegetation management principles through public educational institutions and private service groups.

ARTICLE II. LOCATION

The principal office of the corporation, at which the general business of the corporation will be kept, will be at such place in the state of Montana as may be fixed from time to time by the board of directors. Unless otherwise fixed, it will be at 1330 West Gold, Butte, Montana.

ARTICLE III. MEMBERS

Members of the corporation will consist of the members of the board of directors and such other individuals as the board of directors may from time to time deem appropriate.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. The number of the members of the board of directors of this corporation will be not less than five (5) nor more than fifteen (15).

Section 2. Directors will be representative of a cross-section of the
scientific community, education community, and land managers of the state of Montana and the western states of the United States, and will share the mission and goals of the corporation. This corporation is committed to a policy of fair representation on the board of directors, which does not discriminate on the basis of race, physical handicap, sex, color, religion, or sexual orientation. A director must be at least 18 years of age.

Section 3. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the corporation. New directors will be elected by a majority vote of the current directors.

Section 4. The term of each director of the corporation will be three (3) years.

Section 5. When a director dies, resigns, or is removed, the board may elect a director to serve for the duration of the unexpired term.

Section 6. A director may withdraw from the board by submitting a letter of resignation to the board. Any director may be removed from the board by an affirmative vote of the majority of the directors present at an official meeting of the board. Notice of the proposed removal will be given to members with the notice of the meeting. The director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

Section 7. No compensation will be paid to any member of the board of directors. By resolution of the board, reasonable expenses may be allowed for attendance at regular and special meetings of the board, and for expenses incurred during the conduct of corporate business which have been approved in advance by the board.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. An annual meeting of the board of directors will be held in May of each year for the purpose of electing officers and directors. In addition to its annual meeting the board of directors will hold regular meetings at least three (3) times each calendar year at such place as may be designated in the notice of the meeting. The annual meeting will constitute the first quarterly meeting of the board of directors.
Section 2. Special meetings of the board of directors may be called at any time by the president of the corporation or in his or her absence by the vice-president or upon receipt of a request therefore signed by one or more directors or by a majority of the full-time, permanent paid staff of the corporation.

Section 3. Notice of regular, special and annual meetings will be mailed at least five (5) days prior to the day such meeting is to be held. Any director of the corporation may make written waiver of notice before, at, or after a meeting. The waiver will be filed with the person who has been designated to act as secretary of the meeting; this person will enter it in the record of the meeting. Appearance at a meeting is deemed a waiver unless the director attends for the express purpose of asserting the illegality of the meeting.

Section 4. At all meetings of the board of directors, each director present will be entitled to cast one vote on any motion coming before the board. The presence of a majority of the membership will constitute a quorum at any meeting. In the event of a tie, the executive director shall be permitted one vote.

Section 5. At a meeting at which there is a quorum present, a simple majority affirmative vote of the directors present is required to pass a motion before the board.

Section 6. Proxy voting will not be permitted.

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ARTICLE VI. OFFICERS

Section 1. The officers of this corporation will be a president, vice-president, secretary-treasurer, and such other officers with duties as the board prescribes.

Section 2. The officers of the corporation will be elected annually by the members of the board of directors at its annual meeting. Each officer will serve a one year term.

Section 3. Any officer may be removed with or without cause by the board of directors by a vote of a majority of all the board members. The matter of removal may be acted upon at any meeting of the board, provided that notice of intention to consider said removal has been given to each board member and to the officer affected at least thirty (30) days previously.

Section 4. A vacancy in any office may be filled by a majority vote of the board of directors for the unexpired portion of the term.

Section 5. It will be the duty of the president to preside at all meetings
of the board of directors and to have general supervision of the affairs of
the corporation. He or she will execute on behalf of the corporation all
contracts, deeds, conveyances, and other instruments in writing that may be
required or authorized by the board of directors for the proper and necessary
transaction of the business of the corporation.

Section 6. It will be the duty of the vice-president to act in the
absence or disability of the president and to perform such other duties as
may be assigned to him or her by the president of the board. In the absence
of the president, the execution by the vice-president on behalf of the cor-
poration of any instrument will have the same force and effect as if it
were executed on behalf of the corporation by the president.

Section 7. The secretary-treasurer will be responsible for keeping
the corporate records. He or she will give or cause to be given all notices
of meetings of the board of directors and all other notices required by law
or by these bylaws. The secretary-treasurer will be the custodian of all
books, correspondence, and papers relating to the business of the corpora-
tion. The secretary-treasurer will present at each annual meeting of the
board of directors a full report of the transactions and affairs of the
corporation for the preceding year and will also prepare and present to
the board of directors such other reports as it may desire and request at
such time or times as it may designate. The board of directors at its dis-
cretion may elect an assistant secretary-treasurer, not necessarily a
member of the board of directors, who will perform the duties and assume
the responsibilities of the secretary-treasurer as above set forth under
the general direction of the secretary-treasurer or the president.

The secretary-treasurer will have general charge of the finances of
the corporation. When necessary and proper, he or she will endorse on
behalf of the corporation all checks, drafts, notes, and other obliga-
tions and evidences of the payment of money to the corporation or coming
into his or her possession; and he or she will deposit the same, together
with all other funds of the corporation coming into his or her possession,
in such bank or banks as may be selected by the board of directors. He or
she will keep full and accurate account of all receipts and disbursements
of the corporation in books belonging to the corporation, which will be open
at all times to the inspection of the board of directors. He or she will
present to the board of directors at its annual meeting his or her report as
treasurer of the corporation and will from time to time make such other re-
ports to the board of directors as it may require.
Section 8. Any officer of the corporation, in addition to the powers and duties conferred upon him or her by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by said board.

ARTICLE VII. COMMITTEES

Section 1. The board of directors may designate one or more ad hoc committees, each of which will consist of at least one committee chair and two or more committee members. Committee members may be members of the board of directors or other interested individuals. The chair of the committee will be appointed by the president of the organization, who will act with the board’s approval. After consultation with the committee chair, the president will appoint committee members. The studies, findings, and recommendations of all committees will be reported to the board of directors for consideration and action, except as otherwise ordered by the board of directors. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these bylaws, the articles of incorporation, or state law.

Section 2. The board of directors will have the following standing committees:

Executive Committee. This committee will be chaired by the president of the corporation and will consist of the vice-president and secretary-treasurer of the corporation. This committee will serve as the central planning group for the organization and as an advisory group to the executive director. It also will have full authority to act for the board in managing the affairs of the corporation during the intervals between meetings of the board.

Finance Committee. This committee will be chaired by the secretary-treasurer and will consist of two (2) to three (3) members appointed by the president to one-year terms. This committee will oversee and monitor the fiscal operations of the organization, develop an annual budget for recommendation by the board, and develop and assist in the implementation of a funding strategy for the corporation.

Personnel Committee. This committee will solicit resumes of qualified persons for employment by the corporation, conduct interviews, make recommendations for salaries, establish job qualifications and job descriptions, supervise staff and insure that corporation policies are faithfully executed, present applicants to the board, and such other activities as are necessary in
furthering the corporation's goals through its personnel. This committee will
not have the authority to hire or fire any person except with the approval of
a majority of the board of directors.

ARTICLE VIII. MISCELLANEOUS

Section 1. The corporation will have the power to indemnify and hold
harmless any director, officer, or employee from any suit, damage, claim,
judgement, or liability arising out of, or asserted to arise out of, conduct
of such person in his or her capacity as a director, officer, or employee
(except in cases involving willful misconduct). The corporation will have
the power to purchase or procure insurance for such purposes.

Section 2. The board of directors may authorize any officer or offi-
cers, agent or agents of the corporation, in addition to the officers so
authorized by these bylaws, to enter into any contract or execute and de-
 deliver any instrument in the name of, and on behalf of, the corporation.
Such authority may be general or confined to specific instances.

Section 3. All checks, drafts, and other orders for payment of funds
will be signed by such officers of the corporation or other such board mem-
ers or person as the board of directors may from time to time designate.

Section 4. The corporation will keep correct and complete books and
records of account and will also keep minutes of the proceedings of its
board of directors and committees having any of the authority of the board
of directors; and it will keep at the registered or principal office a re-
cord giving the names and addresses of the members entitled to vote. All
books and records of the corporation may be inspected by any member or his
or her agent or attorney for any proper purpose at any reasonable time.

Section 5. The fiscal year of the corporation will be January 1st to
December 31st.

ARTICLE IV. AMENDMENTS

The board of directors will review these bylaws annually and may amend
these bylaws to include or omit any provision that it could lawfully include
or omit at the time the amendment is made. Upon written notice of at least
thirty (30) days, any number of amendments or any entire revision of the by-
laws may be submitted and voted upon at a single meeting of the board of di-
rectors and will be adopted at such meeting upon receiving a majority vote
of the members of the board of directors.
ARTICLE X. DISSOLUTION

Upon the dissolution of the corporation and after the payment or the provision for payment of all the liabilities of the corporation, the board of directors will dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to organizations that are then qualified as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the corporation is located.
RANGE TOUR - DAVE LITTLE RANCH
JUNE 6 & 7 1988
GUS HORMAY AND THE FOLLOWING:

Ed Gheen ........................ BLM
Lola Sept ........................ BLM
Gene Decker ........................ BLM
Steve Bunting  Dr. ........ University of Idaho
Steve Jerik  ......................... University of Idaho
Joe Thachaberry ................... Consultant
Dave Little
Brad Little
Jim Little

2nd day
Dick Gieir

Jerry Scholton  .................... Idaho F & G
Schloener ........................ Assoc. Dist. Mgr.
June 9, 1988

Dear Nancy,

The enclosed publication will give you further detail on rest-revolve grazing. Use the 3-posture (3-treatment) system I described at the meeting in explaining this kind of grazing.

Appreciate your interest. Spread the word.

With warmest regards,

Gus Hormay
David Little
Post Office Box 68
Emmett, Idaho 83617

Dear Dave,

I am pleased with the results you are getting with your grazing systems. The vigor of perennial plants has been raised to highest level and is being maintained. New plants are establishing. Increase of squirreltail (Sitanion hystrix) and Sandberg bluegrass (Poa secunda) in cheatgrass–medusahead stands and elsewhere is striking. Giant wild rye (Elymus cinereus) is spreading.

Increase in overall plant cover is resulting in better control of soil erosion, enhanced wildlife values and greater livestock grazing capacity.

Brads proposal to knock medusaehhead competition with heavy grazing during the time medusae is growing rapidly is a good one. Try it.

The change to 3-pasture systems in the Long Hollow pastures is a sound move.

The vegetation cover on the Cascade Burn reestablished as anticipated. I'm sorry we did not have opportunity to see the results of seeding (grasses and forbs) on "hot burn" areas.

I gather from Steve Jerik of the University of Idaho that seedings with bitterbrush were unsuccessful. I did'nt catch his comment on results with sagebrush.

The bitterbrush and sagebrush seedling plantings looked good. The plants appeared to be established. Once established both bitterbrush and sagebrush seedlings can be grazed by cattle under a rest-rotation system without damage.
I don't have a solution to your motorbike problem. There
does not appear to be a practical one. If you allow biking
to continue I suggest the area on one side of the road be
used one year, and the one on the other side the next, alter-
nately. Try to block use on eroding trails with signs. See
what happens!

You may have the enclosed photo enlargements. I intended to
have them with me on my last trip but they did not get back
from the photo shop in time. I wanted to repeat eight of them
to show changes in squirreltail and giant wild rye.

Can I prevail upon you to take the photos for me? They are
identified on the back with circled numbers. The photos
should be taken when the heads of squirreltail are well
fluffed-out. Take them as soon as this stage is reached
which may be anytime now. I could use the photos in early
July, so get them to me as soon as you can.

Take a couple of shots of each photo. In addition take
other photos in the vicinity showing squirreltail and giant
wild rye.

I need slides. Use Kodak 64 35mm color film. Expose at
least one 36 frame roll. Hope this isn't asking too much.

An invoice for my services is enclosed. The account starts
in Salt Lake City June 5, 1988, following the Montana
Stockgrowers Convention in Great Falls.

Let me know if I can be of further assistance.

Sincerely,

[Signature]

A. L. Hormay

ALH:be
Encl.