

NONPROFIT FORMATION AND GOVERNANCE AGREEMENT MONTANA–IRELAND TRADE AND CULTURAL EXCHANGE ASSOCIATION

A Montana Nonprofit Corporation

ARTICLE I

Formation

This Agreement establishes the Montana–Ireland Trade and Cultural Exchange Association (“Association”), a nonprofit corporation organized under the Montana Nonprofit Corporation Act, Title 35, Chapter 2, Montana Code Annotated.

The Association shall operate as a private nonprofit entity independent from the State of Montana and any executive branch agency, including the Montana Department of Commerce.

ARTICLE II

Legislative Intent and Historical Foundations

Section 1. Purpose

This Association is formed to advance the legislative intent expressed by the Montana Legislature during the 2025 session through Senate Bill 320, which recognized the value of strengthening international relationships that foster trade, economic development, educational exchange, and cultural understanding.

The Association shall work to promote and deepen the historic and contemporary relationship between the people of Montana and the people of Ireland.

Section 2. Montana and Ireland: Shared History

The founders acknowledge that the relationship between Montana and Ireland did not begin with legislation, but rather with people.

Large numbers of Irish immigrants helped shape Montana during the territorial era, working in the mines of Butte, building railroads across the northern plains, serving in civic leadership, and contributing to Montana’s cultural life. At one time, Butte, Montana, was said to have one of the largest Irish populations west of the Mississippi River, earning the affectionate nickname “Ireland of the Rockies.”

Montana and Ireland also share several enduring traits:

an appreciation for rugged landscapes
a cultural skepticism toward distant bureaucracies
storytelling traditions that sometimes improve slightly with each retelling
and a well-documented ability to hold lengthy conversations about weather.

Section 3. Purpose of the Association

Consistent with the intent of SB 320, the Association exists to:

promote bilateral trade and investment between Montana and Ireland;
facilitate economic partnerships and commercial cooperation;
encourage collaboration between universities, research institutions, and businesses;
support cultural and educational exchanges;
organize trade delegations and economic missions; and
serve as a forum for dialogue and cooperation between Montana and Ireland.

ARTICLE III

Independence from State Government

Section 1. Independent Status

The Association is not a state agency, department, board, commission, or instrumentality of the State of Montana.

The Association shall operate as a private nonprofit corporation.

Section 2. No Administrative Allocation

The Association shall not be administratively attached to or supervised by the Montana Department of Commerce or any other state agency.

Section 3. Voluntary Participation by Public Officials

Public officials and employees of the State of Montana may participate in Association activities in a voluntary capacity, provided that:

such participation does not create governmental control over the Association;
the Association remains operationally independent; and
participation complies with applicable ethics and conflict-of-interest laws.

Section 4. No State Liability

The State of Montana shall bear no liability for the debts, obligations, or activities of the Association.

ARTICLE IV

Trade Commission Structure

Section 1. Montana–Ireland Trade Commission

The Association shall establish and maintain the Montana–Ireland Trade Commission, which shall operate as a programmatic body of the Association.

Section 2. Duties

The Commission may:

- organize trade delegations between Montana and Ireland
- facilitate business partnerships and investment opportunities
- support educational partnerships between Montana and Irish universities
- promote tourism and cultural exchanges
- sponsor conferences and policy forums

Section 3. Autonomy

The Commission shall operate independently from the Montana Department of Commerce, and its activities shall be governed solely by the Association.

ARTICLE V

Board of Directors

Section 1. Composition

The Association shall be governed by a Board of Directors consisting of fifteen (15) members.

Section 2. Representation

The Board should reflect a broad range of expertise relevant to international trade and Montana–Ireland relations, including individuals with experience in:

- international commerce

agriculture and natural resources
higher education and research
technology and innovation
public policy and diplomacy
cultural and historical scholarship
sense of humor required

Section 3. Terms

Directors shall serve four-year terms.

Initial appointments shall be staggered to ensure continuity.

Section 4. Vacancies

Vacancies shall be filled by vote of the Board.

Section 5. Compensation

Board members shall serve without compensation, though reasonable expenses may be reimbursed.

ARTICLE VI

Officers

The officers of the Association shall include:

Chair
Vice Chair
Secretary
Treasurer

Officers shall be elected annually by the Board.

ARTICLE VII

Meetings

Section 1. Regular Meetings

The Board shall meet at least quarterly.

Section 2. Quorum

A majority of directors shall constitute a quorum.

Section 3. Voting

Board actions require a majority vote of members present.

Section 4. Remote Meetings

Meetings may occur in person or electronically.

ARTICLE VIII

Funding

The Association may receive funds from:

- private donations
- philanthropic foundations
- corporate sponsorships
- grants
- fundraising events
- international partnerships.

The Association may establish a Trade Development Fund to support its programs.

ARTICLE IX

Transparency

The Association shall:

- maintain financial records
- publish an annual report summarizing activities and finances
- maintain records of Board decisions.

ARTICLE X

Indemnification

Directors, officers, and volunteers shall be indemnified to the fullest extent permitted under Montana law.

ARTICLE XI

Amendments

This Agreement may be amended by two-thirds vote of the Board of Directors.

Closing Declaration

In recognition of the enduring friendship between Montana and Ireland, the founders establish this Association to promote opportunity, cooperation, and goodwill between two places known for wide landscapes, resilient people, and a long tradition of welcoming neighbors.

The Association is founded with the practical understanding that trade missions, like good stories, tend to improve when people from different places sit down together and talk.