

# **MONTANA NONPROFIT ASSOCIATION, INC**

## **A Montana Nonprofit Public Benefit Corporation**

### **BYLAWS**

#### **ARTICLE I**

##### **NAME**

**1.01 Name.** The name of this Corporation shall be Montana Nonprofit Association, Inc. The business of the Corporation may also be conducted as Montana Nonprofit Association or Montana Nonprofit Assoc.

**1.02 Name Change.** The Corporation may, at its pleasure, change its name by vote of a majority of the Board of Directors. Any such name change shall be done by filing notice of the use of an assumed name by the Corporation or by amendment to the Bylaws of the Corporation and the Articles of Incorporation with the State.

#### **ARTICLE II**

##### **PURPOSES AND POWERS**

**2.01 Purpose.** This Corporation's purpose is to strengthen the leadership, skills, effectiveness, and efficiency of Montana's nonprofits, enabling them to enrich the quality of community and personal life in Montana. The Corporation promotes a stronger nonprofit sector and supportive public climate through research, education, training, public policy education, access to affordable goods and services, and special projects.

**2.02 Powers.** The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to effect the charitable purposes for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation shall include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

##### **2.03 Nonprofit Status and Exempt Activities Limitation.**

- (a) **Nonprofit Legal Status.** The Corporation is a Montana nonprofit public benefit organization, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- (b) **Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, Member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists

or may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any Director, Officer, Member, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

- (c) **Distribution Upon Dissolution.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE III** **MEMBERSHIP**

**3.01 Membership Classes and Powers.** Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the number of classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of Members shall be determined by the Board of Directors. Except as may otherwise be required by law, the Articles of Incorporation, or these Bylaws, any right of Members to vote and any right, title or interest in or to the Corporation, its properties and franchises, shall cease and divest upon termination of Membership, except that liability of a Member for sums due the Corporation shall survive such termination unless otherwise expressly provided by the Board of Directors.

**3.02 Eligibility for Nonprofit Membership.** Nonprofit organizations which are registered in Montana and which are or would be eligible to be tax exempt under section 501(c)(3) or successor provisions of the Internal Revenue Code will be eligible for Membership in the Corporation, subject to any additional standards which may be set by the Board of Directors.

**3.03 Non-Voting Affiliates.** The Board of Directors may approve classes of non-voting Affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The Board, a designated committee of the Board, or the Executive Director in accordance with Board policy, shall have authority to admit any individual or organization as an Affiliate, to recognize representatives of Affiliates, and to make determinations as to an Affiliates' rights, privileges, and obligations. Affiliates have no voting rights, and are not

Members of the Corporation. Representatives of Affiliates may serve as Directors of the Corporation.

**3.04 Dues.** Annual Membership dues for voting Members and any dues for Affiliates shall be determined by the Board of Directors.

**3.05 Voting Rights.** Except as otherwise provided in these Bylaws, each Nonprofit Member shall be entitled to one vote on each matter upon which Members have voting rights.

#### **ARTICLE IV** **MEETING OF MEMBERS**

**4.01 Time and Place of Annual Membership Meeting.** The annual meeting of the Members will be held each year at a time and place established by the Board of Directors, with a minimum of 21 days written notice to all Members. Any Member may attend the Annual Membership meeting for the limited purpose of voting, without being required to pay registration fees to attend the meeting.

**4.02 Business to be conducted at the Annual Membership Meeting.** The following business or reports may be conducted or presented at the Annual Membership Meeting:

- (a) **Election of Directors.** Elections of Directors to serve on the Board of Directors, unless elections are otherwise held by written ballot in accordance with these Bylaws.
- (b) **Financial Report.** The most recent year's activities and financial report will be presented to the membership.
- (c) **Business Plan.** The upcoming year's business plan and budget describing the activities of the Corporation will be presented.
- (d) **Any Other Matter Requiring Member Approval.** Action by the voting Members on any other matter requiring Member approval or on which the Board requests Member advice or approval may occur, subject to proper notice under Montana law.

**4.03 Nomination and Election of Directors.**

- (a) Unless the Board determines to conduct the election by written ballot in accordance with these Bylaws, a slate of nominees for Directors for the Board shall be presented to the voting Members by the Board a minimum of 21 days before the Annual Membership meeting. Additional nominations for Directors may be made by five or more Members of the Corporation by submitting the names of nominees in writing to the Board Chair at least 10 days before the annual Membership meeting. If no additional nominations are

submitted, the Board of Directors' slate of candidates shall be elected without ballot at the annual Membership meeting. If additional nominations are submitted the elections shall be conducted at the annual Membership meeting by secret ballot or by any other method allowed under Montana law.

- (b) The Board may determine to conduct the election of Directors by written ballot during the 30 days before the Annual Membership meeting or, if for any reason (including lack of a quorum) the election does not occur at the Annual Membership meeting, within 40 days after the Annual Membership meeting. If the election is conducted by written ballot before the Annual Membership meeting, the Board shall solicit names of nominees from the membership in any reasonable manner before finalizing the slate of nominees and shall include any person on the ballot as a nominee who five or more members recommend as a Director if that person satisfies the eligibility requirements for being a Director.

**4.04 Special Meetings of the Members.** Special meetings of the Members may be called by the Board of Directors or upon written request/petition of at least one fifth of the voting Members who shall state in writing to the Board of Directors the purpose of such meeting.

**4.05 Quorum.** One tenth (10%) of the number of voting Members then in good standing present in person or by proxy shall constitute a quorum for the transaction of any business. If at any meeting of the Members there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.

**4.06 Proxies.** At any meeting of the Members, a Member entitled to vote may do so by proxy in accordance with Montana law or by other reasonable means allowed by Montana law established in Board policy. The Corporation may recognize a Member's board officers or executive director as representing the Member at any in-person Membership meeting for the purposes of voting and establishing a quorum.

**4.07 Action by Written Ballot.** Any action requiring Member approval that may be taken at a meeting of the Members may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter and conducts the vote in accordance with Montana law.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

**5.01 Number of Directors.** The Corporation shall have a Board of Directors consisting of at least 9 Directors and no more than 24 Directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Directors, to have approximately one-third of the Board elected at each annual meeting of the Membership.

**5.02 Powers.** Except as otherwise provided by law, all corporate powers are

exercised by or under the authority of the Board and the affairs of the Corporation are managed under the direction of the Board.

**5.03 Terms.** All Directors will be elected to serve three-year terms; provided, however, that the term may be extended until a successor has been elected. Directors may serve a maximum of two three-year terms in succession, plus time served to fill a vacancy or a term of less than three years. The term of a Director elected by the Membership may not be shortened by the Board.

**5.04 Vacancies.** The Board of Directors may fill vacancies due to resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these Bylaws.

- (a) **Unexpected Vacancies.** Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the Director being replaced.
- (b) **Filling Previously Unfilled Positions.** Each Director appointed by the Board between the Annual Meeting of the Membership to add a Director to a previously unfilled Board position shall stand for election for the balance of the term with the next slate of candidates presented to the Membership for election under these Bylaws.

**5.05 Removal of Directors.** A Director may be removed by a majority vote of the Board of Directors then in office if a Director is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period. The Board Chair is empowered to excuse Directors from attendance for a reason deemed adequate by the Board Chair.

**5.06 Board of Directors Meetings.**

- (a) **Regular Meetings.** The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Regular meetings of the Board may be held without further notice; however the Board Chair or Executive Director shall use best efforts to send an electronic or written reminder of regular meetings a minimum of ten days before the meeting.
- (b) **Special Meetings.** Special meetings of the Board may be called by the Chair, by any two members of the Executive Committee, or by 10 percent of the Directors. A special meeting must be preceded by at least 2 days' notice to each Director of the date, time, and place, but not the purpose, of the meeting.
- (c) **Notice of Board Meetings.** Notice of a regular or special meeting must be given to each Director either personally or by U.S. mail or e-mail at his or her address as shown by the records of the Corporation. If e-mailed, a notice shall be deemed delivered when an electronic notice of delivery is returned to the

sender of the notice. If mailed, a notice shall be deemed delivered at the earliest of (i) five days after deposited in the mail, addressed to the Director, with postage prepaid, (ii) the date shown on the return receipt if sent by registered or certified mail and the receipt is signed by or on behalf of the Director, or (iii) the date received.

- (d) **Special Notice Provisions.** If a purpose of the meeting is to consider (i) an amendment to the Articles of Incorporation, (ii) a plan of merger, (iii) the sale, lease, exchange, or disposition of all or substantially all of the Corporation's property, or (iv) the dissolution of the Corporation, then a notice must be given to each Director at least seven (7) days before the meeting stating the purpose, and the notice must be accompanied by a copy of or summary of the proposed amendment, plan of merger, transaction for the disposition of property, or proposed dissolution.
- (e) **Waiver of Notice.** Any Director may waive notice of any meeting, in accordance with Montana law.

#### **5.07 Manner of Acting.**

- (a) **Quorum.** A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board.
- (b) **Vote.** The act of the majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise specified in these Bylaws or required by law. Each Director shall have one vote.
- (c) **No Proxy Voting.** Directors may not vote or sign Board resolutions or consents by proxy.
- (d) **Participation.** Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person or by telephonic conference call.

**5.08 Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such action may be taken by e-mail if an electronic copy of the resolution is printed out, signed and returned to the Secretary by all Directors. Such consent shall have the same effect as a unanimous vote and shall be placed in the minute book by the Secretary.

**5.09 Annual Corporate Board Meeting and Election of Board Officers.** The Board shall elect Board Officers at the first meeting of the Board following the Annual Membership

meeting and election of Directors, unless the election of Board Officers is delayed by the Board.

**5.10 Qualifications of Directors.** In order to be eligible as a Director on the Board of Directors, the individual must be 18 years of age and either a representative of a Member in good standing or of an affiliate within affiliate classifications created by the Board of Directors.

## **ARTICLE VI** **OFFICERS**

**6.01 Board Officers.** The Board Officers of the Corporation shall be a Board Chair, Vice Chair, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each Board Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers. The Board may also appoint additional Vice Chairs and such other Officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board Officer may act in more than one capacity where action of two or more Officers is required.

**6.02 Term of Office.** Each Board Officer shall serve a one-year term of office and may not serve more than three consecutive terms of office. Unless elected to fill a vacancy in an Officer position, each Board Officer's term of office shall begin upon the adjournment of the Annual Corporate Board Meeting at which elected and shall end upon the adjournment of the Annual Corporate Board Meeting during which a successor is elected.

**6.03 Removal and Resignation.** The Board of Directors may remove an Officer at any time, with or without cause. Any Officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

**6.04 Board Chair.** The Board Chair shall be the Chief Volunteer Officer of the Corporation. The Board Chair shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

**6.05 Vice Chair.** In the absence or disability of the Board Chair, the ranking Vice Chair or Vice Chair designated by the Board of Directors shall perform the duties of the Board Chair. When so acting, the Vice Chair shall have all the powers of and be subject to all the restrictions upon the Board Chair. The Vice Chairs shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board Chair. The Vice Chair or ranking Vice Chair designated by the Board shall normally accede to the office of

Board Chair upon the completion of the Board Chair's term of office.

**6.06 Secretary.** The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Members, Directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board Chair. The Secretary may appoint, with approval of the Board (or the Executive Committee), a member of the staff to assist in performance of all or part of the duties of the Secretary.

**6.07 Treasurer.** The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation and shall have primary responsibility for implementing the responsibilities of the Finance and Audit Committee as specified in the committee charter. The Treasurer, working with the Finance and Audit Committee, shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with the Executive Director or other staff or Officers with responsibility for maintaining the financial records of the Corporation, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the Board Chair. The Treasurer may appoint, with approval of the Board (or the Executive Committee), a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

**6.08 Compensation for Board Service.** Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

**6.09 Compensation for Professional Services by Directors.** Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

**6.10 Executive Director and Non-Director Officers:** The Executive Director shall be an Officer of the Corporation, appointed by the Board. If the Executive Director resigns as an Officer of the Corporation, he or she may no longer serve as Executive Director. The Board of Directors may designate additional Officer positions of the Corporation and may appoint and assign duties to other non-director Officers of the Corporation.

## **ARTICLE VII**

### **BOARD COMMITTEES**

**7.01 Committees.**

- (a) **Standing and Special Committees.** The committees of the Board shall be standing and special, and each Board committee shall have membership, duties, and powers established in these Bylaws and the Board resolution or charter creating the committee. Standing committees perform continuing functions on behalf of the Board. Special committees perform specific, limited tasks of the Board. In addition to the standing committees established in these Bylaws, the Board may establish standing and special committees by Board action or resolution.
- (b) **Creation of Committees and Appointment of Members.** All Board committees shall be created by the Board of Directors, and the Board shall appoint all committee members and fill any vacancies; provided, however, that the Executive Committee may create interim special committees of the Board and establish their membership between meetings of the Board, subject to Board ratification at the next regular or special meeting of the Board. Each committee must be composed of two or more voting Directors and may include non-director members without the power to vote.

**7.02 Committee Manner of Acting.** The provisions of these Bylaws which govern meetings, manner of acting, action without meetings, notice, waiver of notice, and quorum and voting requirements of the Board shall apply to committees of the Board and their members.

**7.03 Executive Committee.** The Board shall have an Executive Committee with powers established by the Board, consistent with these Bylaws. The Chair of the Corporation shall serve as Chair of the Executive Committee.

**7.04 Governance and Nominating Committee.** The Board shall have a Governance and Nominating Committee with powers established by the Board, consistent with these Bylaws. The Board shall appoint a Committee Chair.

**7.05 Finance and Audit Committee.** The Board shall have a Finance and Audit Committee with powers established by the Board, consistent with these Bylaws. The Treasurer shall be the Committee Chair.

## **ARTICLE VIII**

### **EXECUTIVE DIRECTOR AND STAFF**

**8.01 Appointment.** The Board of Directors may appoint an Executive Director as the chief executive officer of the Corporation. The Executive Director will hold office at the will of the Board and shall report directly to the Board.

**8.02 Duties.** The Executive Director shall be responsible for administrative management of the Corporation, with general and active supervision over the property, business and affairs of the Corporation. The Executive Director shall carry out the policies and programs of the Corporation and perform duties as directed by the Board, subject to oversight by the Board

and the Executive Committee.

**ARTICLE IX**  
**CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

**9.01 Contracts and other Writings.** Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the Executive Director, the Chair, or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

**9.02 Checks, Drafts.** All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

**9.03 Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or a designated Committee of the Board may select.

**9.04 Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

**9.05 Indemnification.**

- (a) **Mandatory Indemnification.** The Corporation shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- (b) **Permissible Indemnification.** The Corporation shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the Corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- (c) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (i) a written affirmation from the Director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this Article, and (ii) an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified

by the Corporation in these Bylaws.

- (d) **Indemnification of Officers, Agents and Employees.** An officer of the Corporation who is not a Director is entitled to mandatory indemnification under this Article to the same extent as a Director. The Corporation may also indemnify and advance expenses to an employee or agent of the Corporation who is not a Director, consistent with Montana Law and public policy, *provided* that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

## **ARTICLE X** **MISCELLANEOUS**

**10.01 Books and Records.** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Board of Directors without a meeting, and a record of all actions taken by committees of the board.

**10.02 Conflict of Interest.** The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, Member, or member of a Committee with Board-delegated powers.

**10.03. Actions Regarding Membership and Ownership Interests.** The Board shall exercise membership powers and ownership interests, if any, either by Board action in accordance with these Bylaws or by delegation of authority to act for the Corporation to the Executive Committee or Executive Director or his or her designees.

**10.04 Amendments.** Except for those amendments reserved to the Members by law, these Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors. In accordance with Montana law, amendments that relate to the number of directors, the composition of the board, the term of office of directors, the method or way in which directors are elected or selected, or termination or cancellation of members or classes of voting members must be voted upon by the voting Members.

### **CERTIFICATE OF ADOPTION OF RESTATED BYLAWS**

I do hereby certify that the above amended and restated Bylaws of the Montana Nonprofit Association, Inc., were approved by the Board of Directors on July 25, 2007 and by the voting Members on September 25, 2007 and do now constitute a complete copy of the Bylaws of the Corporation, superseding all previously adopted Bylaws and amendments.

Ned Cooney  
Secretary of the Corporation

Dated: September 25, 2007