

BYLAWS OF
THE MONTANA COWBOY HALL OF FAME
&
WESTERN HERITAGE CENTER, INCORPORATED

January 12, 2012

Article I
NAME

Section 1.0 Name. The name of this Corporation shall be The Montana Cowboy Hall of Fame & Western Heritage Center, Incorporated. The business of the Corporation may also be conducted as The Montana Cowboy Hall of Fame, MCHF&WHC, MCHF & WHC or MCHF.

Section 1.1 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 POWER

Section 2.0 Purpose. The Corporation's purpose shall be to honor our cowboy way of life, American Indian Cultures and collective Montana Western heritage.

Section 2.1 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 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.

Section 2.2 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 Limitations.** 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 purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

Article III MEMBERSHIP

Section 3.0 Admission and Dues. A person may not be admitted as a member without his or her consent. Members are required to pay annual dues, with the exception of those members who are paid up lifetime members, or those provided an honorary membership. Annual dues for each class will be determined by a majority vote of the Board of Directors. Dues collected will be directed to the general operating fund of the Corporation to further the Corporations mission.

Section 3.1 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.

Section 3.2 Rights of Members and Voting. All members have the same rights and obligations with respect to voting. Each member is entitled to one vote on each matter voted on by the members. Cumulative voting is prohibited. Membership is open to all persons without regard to age, race, sex or religious belief.

Section 3.3 Resignations. A member may resign at any time. The resignation of a member does not relieve the member from obligations the member may have to the Corporation as a result of obligations incurred or commitments made prior to resignation.

Section 3.4 Limitations on use of Membership List. Without consent of the Board of Directors, a membership list or any part of it may not be obtained or used by a person for any purpose unrelated to a member's rights pursuant to MAC 35-2-908, 35-2-906, 35-2-910. This list or any part of it may not be used to solicit money or property unless the money or property will be used solely to solicit the votes of the members in an election to be held by the corporation; used for any commercial purpose; or sold to or purchased by any person.

Article IV MEETING OF MEMBERS

Section 4.0 Times, Place and Notice 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 30 days' notice to all members. Notice may be made personally, by mail or by electronic mail. 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. Any member may waive notice of any meeting before or after the date and time stated in the notice in writing, signed by the member entitled to the notice, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records. When giving notice of an annual, regular, or special meeting of members, a corporation shall give notice that a matter a member intends to raise at the meeting, if requested in writing to do so and the notice is received by the Secretary or President at least 10 days prior to the corporation giving notice of the meeting.

Section 4.1 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.

Section 4.2 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 30 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 selected 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.

Section 4.3 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. Only those matters that are within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

Section 4.4 Quorum. A majority of Members in good standing present in person or by any means where all Members can hear and be heard by one another simultaneously, at the Annual Business Meeting will constitute a quorum of members. One tenth (10%) of the number of voting Members in good standing present in person or by any means where all Members can hear and be heard by one another simultaneously, shall constitute a quorum for the transaction of any business at a Special Meetings of the Members. If at any Special 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.

Section 4.5 Proxies. Proxies are not allowed.

Section 4.6 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. A written ballot may not be revoked.

Section 4.7 Record Date. For the purpose of determining Members entitled to notice or to vote at any meeting or any adjournment thereof, or in order to make a determination of members for any other purpose, the Board of Directors of the Corporation may provide that the membership register shall be closed for stated period but not to exceed, in any case, 50 days. If the membership register shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such books shall be closed for at least 10 days immediately preceding such meeting. In lieu of closing the membership register, the board of directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than 50 days and, in case of a meeting of members, not less than 10 days prior to the date of the particular action requiring such determination of members to be taken. If the membership register is not closed and no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is mailed shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such

determination shall apply to any adjournment thereof, except where the determination has been made through the closing of the membership register and the stated period of the closing has expired. Annual members will be kept on the register for 6 months following their renewal date after which the member will be removed from the register for the reason of nonpayment of annual dues.

Article V BOARD OF DIRECTORS

Section 5.0 Number and Qualifications of Directors. The Corporation shall have a Board of Directors consisting of not more than twenty one (21) individuals. 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. In order to be eligible as a Director of the board of Directors, the individual must be 18 years of age and a Member in good standing.

Section 5.1 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.

Section 5.2 Duties. The Board shall assume management of the corporation. It shall receive and act upon all committee reports, those of its Officers and of the Executive Director. It shall determine the policies of the administration and operation of the Montana Cowboy Hall of Fame and Western Heritage Center, Inc., and it shall assume the responsibility for the ethical standards of the corporation.

Section 5.3 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.

Section 5.4 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 may be filled by the Board. The appointed Director will then stand for election on the next Slate of Nominees and if elected will serve 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 or vacant 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.

Section 5.5 Removal of Directors. A director may be removed, with or without cause, if a majority of the directors present at a duly constituted meeting votes for the removal. Removal is effective only if it occurs at a meeting called for or expressly including that purpose. Notice must be sent to all directors that a purpose of the meeting is removal. 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 three or more meetings of the Board of Directors in a twelve month period or is absent and unexcused from three consecutive meetings of the Board of Directors. The Board Chair is empowered to excuse Directors from attendance for a reason deemed adequate by the Board Chair.

Section 5.6 Resignations of Directors. A director may resign at any time by delivering written notice to the Board of Directors, its presiding officer, the president, or the secretary. A resignation is effective when the notice is effective unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

Section 5.7 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's Conflict of Interest Policy and state law.

Article VI BOARD OF DIRECTOR MEETINGS

Section 6.0 Regular and Special Meetings. If the bylaws or the board fixes the time and place of a director's meeting, the meeting is a regular meeting. All other meetings are special meetings. A board of directors may hold regular or special meetings in the state or out of the state. The board may permit any or all directors to participate in a regular or special meeting by or to conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting. Special meetings shall be called by the Secretary upon written or verbal request of an officer of the Executive Committee of the Board; written or e-mailed notice thereof shall be mailed to all members of the Board at least five (5) days prior to the day set for such meetings.

Section 6.1 Action Without Meeting. Action required or taken at a Board of Directors meeting may be taken without a meeting if all members of the board take the action. The action must be evidenced by one or more written consents describing the action taken, be signed by each director, and be included in the minutes files with the corporate records reflecting the action taken. A consent signed has the effect of a meeting vote and may be described a vote in any document. A digital signature may be accepted in the form of an email from a known and recognized email account of a director, provided that the action had been originated by the President of the Board of Directors or the Executive Director.

Section 6.2 Annual Meeting. The Annual Meeting of the Board shall be held in February of each year. Written notice of Annual meeting shall be delivered personally, mailed or e-mailed to all Members of the Board at least thirty (30) days prior to the day set for such meeting. The Secretary shall serve, or attend to the serving of all notices.

Section 6.3 Meetings of Committees. Meetings of committees shall be called by the Secretary at the direction of the Board, the Chairman of the particular committee, or any three members of the committee of which a meeting is to be called.

Section 6.4 Rules of Order. The meeting of the Board and all its Committees shall be conducted according to the latest revision of *Roberts Rules of Order*, and it shall be necessary in any event for a quorum to be present for the Board or any of its committees to act. A quorum for any such meeting shall be a majority of those entitled to notice of such meetings or in the event a Member notified in advance his/her absence to the Secretary; and

1. All members entitled to notice were provided five (5) days in advance, the agenda for the stated meeting, last meeting minutes and current financial statements.
2. The absent committee member acknowledges in writing they have reviewed the provided materials required in section 6.4.1: and
3. The absent committee member acknowledges in writing that they have no objection to the conduct of business taking place that would otherwise be postponed due to their absence.

In the event these conditions are met, a quorum may be determined by the majority of those members entitled to notice of such meeting that are present, plus the number of members having complied with Section 6.4 items 1-3. If this number composes a majority of those entitled to notice of said meeting it may be considered that the quorum requirements for said meeting are met. The action(s) to modify amend or change in any way the published agenda for said meeting will not be allowed and considered out of order.

Article VII OFFICERS

Section 7.0 Board Officers. The officers of the Corporation shall be elected by the Board of Directors at the Annual Meeting of the Montana Cowboy Hall of Fame & Western Heritage Center, Inc. If election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Officers shall include a President, Vice-President, Secretary, and a Treasurer, each of who

shall be elected for a term of one (1) year or until a successor is duly qualified. A person may simultaneously hold more than one office in the corporation except as President and Treasurer. Officers shall be voting members of the Board of Directors.

Section 7.1 Officer Re-election. No officer shall be eligible for re-election after serving three (3) consecutive terms in a single office until at least one (1) year shall have expired after his or her last term in that office.

Section 7.2 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7.3 Removals and Resignations. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served. Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. The removal by election or resignation shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an office or agent shall not of itself create contract rights.

Section 7.4 Duties of Officers

Section 7.4.1 President. The President shall preside at all meeting of the board of Directors, is subject to the control of the Board of Directors, and shall in general supervise and control the business affairs of the Corporation. The President may sign any, deeds, mortgages, bonds, contracts, or other instruments, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident of the office of President.

Section 7.4.2 Vice President. In the absence of the president or in the event of the president's death, inability or refusal to act, the Vice President shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all restrictions upon the president. The Vice President shall perform such other duties as from time to time may be assigned by the president.

Section 7.4.3 Secretary. The secretary shall: a) keep the minutes of the Board of Directors meeting in one or more books provided for the purpose, b) see that all the notices are duly given in accordance with the provisions of these bylaws or as required by law, c) be custodian of the corporate records and d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president.

Section 7.4.4 Treasurer. The treasurer shall: a) have charge, custody and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as are approved by the Board of Directors, and b) copies of all financial transactions and bank statements shall be on file with the Secretary within thirty (30) days, c) generally perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president, d) at each Annual Meeting, the treasurer shall submit a written report for the fiscal year just ended. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of duties in such sum with such surety as the Board of Directors shall determine.

Section 7.5 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 VIII
Board of Trustees

Section 8.0 Committee Appointment. Trustees to serve on the Board or Trustees will be appointed by the Board of Directors.

Section 8.1 Number of Trustees and Location. Up to 20 trustees will be appointed to represent each of the 12 MCHF & WHC Board of Director designated districts from across Montana. Two members of the Board of Directors shall be appointed to sit on the Board of Trustees. (242 trustees). There will also be one at-large district whose membership will be comprised of out-of-state individuals who have an interest in Montana's history and heritage. The Board of Directors may fill any vacancies at any time on the Board of Trustees.

Section 8.2 Duties. The duties of a member of the Board of Trustees are established by the Board of Directors and can be found in the Board of Trustees Job Description. A copy of the Board of Trustees Job Description will be maintained on file at the corporation's headquarters and will be published in the Trustees and Board of Directors Handbooks and provided to each Board of Trustee member upon appointment.

Section 8.3 Terms. The terms of trustees will be two years. Any member of the MCHF may nominate any individual to serve as a Trustee. Subject to Board of Directors approval, each trustee may serve unlimited two (2) year terms as long as the trustee fulfills their duties as a Trustee as outlined in Section 8.2 of these bylaws.

Section 8.4 Meetings. Trustee committee members will gather at a minimum of twice each year with one of the meetings taking place on the day and place of the Corporation Annual Meeting. The second meeting will take place on the day of induction of individuals into the Montana Cowboy Hall of Fame and Western Heritage Center, Inc.

Section 8.5 Voting and Quorum. Each member of the Board of Trustees shall have one vote. No proxies are allowed. A Quorum of the Board of Trustees shall constitute a majority of Board of Trustee Members present at the annual meeting. For all Special Meetings of the Board of Trustees one-third (1/3) of those Trustees eligible to receive notice of the meeting must be present.

Section 8.6 Removal and Limitations. A Trustee may be removed, with or without cause, if a majority of the directors present at a duly constituted meeting votes for the removal. Removal is effective only if it occurs at a meeting called for or expressly including that purpose. Notice must be sent to all directors and the Trustee up for consideration of removal, that a purpose of the meeting is removal. A Trustee may not use the position for financial or personal gains. A Trustee cannot obligate the corporation financially or contractually in any manner. A Trustee shall not be eligible for induction into the Hall of Fame until the passage of one year from the last year of service as a trustee.

Article IX
BOARD COMMITTEES

Section 9.0 Committees. One or more committees of the board may be created by the Board of Directors and may appoint members of the board to serve on them. Each committee must have two or more directors who serve at the pleasure of the board. The creation of a committee and appointment of members must be approved by a majority of directors in office when the action takes place. The chair of each committee of the board may not authorize distribution, approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporations assets; elect, appoint, or remove directors or fill vacancies on the board or any of its committees; or adopt, amend, or repeal the articles or bylaws.

Section 9.1 Committees

- a) Standing and Special Committees. The committees of the Board shall be standing and special, and each Board committee shall have 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. 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.

Section 9.2 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.

Section 9.3 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.

Section 9.3.1 Executive Committee Authorization. The Executive Committee of the Board of Directors shall act on behalf of the Board of Directors to manage the daily business of the MCHF&WHC during the interim quarterly periods the Board of Directors do not regularly meet. The Executive Committee is authorized to act with the same authority of the Board with the following exceptions:

- The Executive Committee may approve transactions, contracts and disbursements up to \$10,000.
- The Executive Committee may not take action on items requiring a 2/3rds majority vote of the Board of Directors, or any action that modifies or limits the membership rights of members or the Board of Directors.
- The Executive Committee may not amend or modify the Bylaws.

Section 9.3.2 Executive Committee Voting Restrictions. The voting members of the Executive Committee are those members identified herein the bylaws as well as any Board of Director Member in good standing present at the Executive Committee meeting. If at any time 1/3rd or more of the Board of Directors requests an item for consideration before the Executive Committee to be brought before the full Board for consideration, consideration of the action will be stopped and brought before the entire Board of Directors. The minutes of the Executive Committee Meetings will be published to the entire Board of directors following each Executive Committee meeting.

Section 9.4 Governance and Nominating Committee. The Board shall have a Governance and Nomination Committee with powers established by the Board, consistent with these Bylaws. The Board shall appoint a Committee Chair.

Section 9.5 Finance Committee. The Board shall have a Finance Committee with powers established by the Board, consistent with these Bylaws. The Treasurer shall be the Committee Chair.

Section 9.6 Audit Committee. The Board shall have an Audit Committee with powers established by the Board, consistent with these Bylaws. The Board of Directors shall appoint an independent committee chair.

Article X EXECUTIVE DIRECTOR AND STAFF

Section 10.0 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.

Section 10.1 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 of the programs of the Corporation and

perform duties as directed by the Board, subject to oversight by the Board and the Executive Committee. The Executive Director is responsible for, but not limited to: hiring, discipline and release of staff, executing the budget, implementing policies, managing programs and all other day to day operations.

Article XI HALL OF FAME INDUCTIONS

Section 11.0 Inductee Nominations. Hall of Fame inductee nomination may be made by the general public; however, upon being issued to the slate of Inductee Nominees by the Board of Directors, the Board of Trustees Members shall cast their votes to determine the Annual Class of Inductees. Board of Trustee members only vote for those Inductee Nominees whose notable contributions were made in their respective districts and or have been accordingly assigned to the District slate of Inductee Nominees accordingly by the Board of Directors.

Section 11.1 Election of Annual Class of Inductees. Voting by Trustees for nominated inductees will be done by written mailed ballot under the supervision of the Corporation Secretary and or Executive Director. The ballots will be delivered to and tabulated by an independent reputable auditor identified by the Board of Directors. The qualifications and number of Inductees to be elected into the Hall of Fame will be established annually by the Board of Directors. The schedule, including the open window for Inductee Nominations, Inductee Nomination Deadline, issuance date of written ballots and written ballot submission deadline, and public announcement of Annual Class of Inductees into the Hall of Fame will all be set by the Board of Directors.

Article XII FINANCIAL MATTERS

Section 12.0 Expended Funds. No funds of the corporation shall be invested or expended without the authorization of the Board of Directors. Authorization shall be granted through a budget approved by the Board of Directors. All checks must be written, "Paid to the order of" and the amount designated before officers sign. Two (2) signatures shall be required for the regular checking account and certificates of deposit. Signatories will be designated by the board of directors. The Board of Directors may authorize the use of signature stamps for Signatories provided proper controls are established and agreed upon by action of the Board.

Section 12.1 Fiscal Year. The board shall designate the corporation's fiscal year. The books of account of the corporation may be reviewed or audited by a Certified Public Accountant at the request of the board at the close of the fiscal year.

Section 12.2 Bonded Employees. The Executive Director and other employees may be required to submit to a background check and be bonded in amounts, for the purposes and with the corporate sureties, acceptable to the board.

Section 12.3 Deeds, Mortgages, Contracts, Notes, etc. All deeds, mortgages, notes, checks, contracts, and other instruments pertaining to the business and affairs of the corporation shall be signed on behalf of the corporation by the president and secretary or by such other person or persons as may be designated from time to time by the board.

Section 12.4 Permitted Activities. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, the corporation shall not engage in any activities, which are not permitted by a tax-exempt organization under Section 501 (c) 3 of the United States Internal Revenue Code.

Section 12.5 Insurance. The corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the corporation against liability asserted against or incurred by him in that capacity or arising from his status as a director, officer, employee, or agent, whether or not the corporation would have the power to indemnify the person against the same liability.

Section 12.6 Investments. The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the board of directors, without being restricted to the class of investments

which a director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended.

Article XIII MISCELLANEOUS

Section 13.0 Review of Bylaws. The Board of Directors shall appoint to the Governance and Nominating Committee the responsibility of bi-annually reviewing the bylaws of the corporation at least sixty (60) days prior to the Annual Business meeting. Recommendations, if any, made by the committee to the Board of Directors shall be made available for review in final proposed form, no less than five (10) days in advance of the Annual Business meeting of the corporation for consideration at that meeting.

Section 13.1 Alterations, Amendments or Repeals of Bylaws. Alterations, amendments, or repeals, of these Bylaws may be made by a majority vote of the Board of Directors entitled to vote at any regular meeting, provided the Board of Directors received copies of the proposed changes in accordance with standard notification policies identified within these bylaws, and that the action to consider any alterations, amendments or repeals of the bylaws is found on the published meeting agenda in advance of the meeting.

Section 13.2 Endowment Fund. The corporation shall establish and maintain a permanent, irrevocable fund (or funds), of which the historic dollar value is held or will be held by or on behalf of the corporation for the life of the organization. The corporation may accept gifts, including planned gifts, which the donors intend to be held in a permanent irrevocable fund, and the income from such funds shall be used to further the purpose(s) of the corporation. A permanent, irrevocable fund created by the corporation shall meet all the requirements for such funds provided in the Administrative Rules of Montana. (See 42.15.515.A.R.M.)

Section 13.3 Indemnification. The corporation shall indemnify any director or officer of the corporation against all claims, liabilities, expenses and costs necessarily incurred by him in connection with the defense, compromise or settlement of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been such director or officer, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation, to the extent not otherwise compensated, indemnified or reimbursed by insurance.

Section 13.4 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, Trustee, or member of a Committee with Board-delegated Powers.

Section 13.5 Actions Regarding Membership and Ownership Interests. The Board shall exercise membership powers and ownership interest, 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.

Section 13.6 Waiver of Notice. Any meeting notice (or any notice required by the Act, Articles of Incorporation, or Bylaws) may be waived by the individual entitled to notice in writing, signed and delivered to the corporation (either before or after the date and time stated in the notice) for inclusion in the minutes or filing with the corporate records.

Section 13.7 Annual Reports. The corporation shall deliver to the Secretary of State of Montana, for filing, an Annual Report on a form furnished and prescribed by the Secretary of State that sets forth the name of the corporation, the address of its registered office and the name of the registered agent, the address of its principal office, the names and addresses of its directors and principal officers, a brief description of the nature of its activities and whether or not it has members. The Annual Report must be delivered to the Secretary of State annually between January 1 and April 15.

CERTIFICATE OF ADOPTION OF BYLAWS

We the undersigned, a majority of the directors and secretary of the aforesaid Montana nonprofit corporation, do hereby certify that the above and foregoing bylaws of said corporation were adopted this date and the same do now constitute the bylaws of the corporation.

Dated _____
