

**Concerned Citizens of the Valley**  
**A Montana Nonprofit Public Benefit Corporation**  
**BYLAWS**

**ARTICLE I**

**NAME**

**1.1 Name.** The name of this Corporation shall be Concerned Citizens of the Valley, to be herein after referred to as the “Corporation.”

**1.2 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 accomplished 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**

**2.1 Purpose.** The purposes of the Corporation are the charitable, educational, and scientific purposes within the meaning of Section 501 of the Internal Revenue Code, including promoting environmentally and fiscally sound solutions to infrastructure challenges faced by the communities of Colter Pass, Cooke City, and Silver Gate, Montana, and to engage in any other lawful business or activity consistent with these purposes.

**2.2 Powers.** The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to carry out any and all lawful acts which may be necessary or convenient to further its mission, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain the Corporation’s mission. 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.

**2.3 Nonprofit Legal Status.** The Corporation is a Montana nonprofit public benefit organization, recognized as tax exempt under Section 501 of the United States Internal Revenue Code.

**2.4 Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted by an organization exempt under Section 501 of the Internal Revenue Code as it now exists or may be amended, or by an organization contributions to which are deductible under 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, 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.

**2.5 Distribution Upon Dissolution.** Upon the dissolution of the organization, assets shall be distributed to (1) The Cooke City Community Council, (2) a successor entity to the Cooke City Community Council, or (3) any other organization described in Section 501 of the Internal Revenue Code.

### **ARTICLE III** **BOARD OF DIRECTORS**

**3.1 Duties and Powers.** Subject to state law and the Articles of Incorporation, the business and affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by or under the direction of, the Board of Directors. Each Director shall exercise such powers and otherwise perform such duties in good faith and in the manner provided for by law.

**3.2 Composition of the Board.** This Corporation shall have at least three Directors and may have up to 15 Directors. This number may be changed by amendment of the Bylaws. The term “Board of Directors” as used in these Bylaws means the number of Directors authorized in this paragraph.

**3.3 Terms.** Each Director shall serve a term of two years. Directors may serve consecutive terms. New Board terms begin January 1<sup>st</sup> and end December 31<sup>st</sup>.

**3.4 Appointment.** Members of the initial Board of Directors are listed below. All subsequent Directors must be appointed by a majority of the Board. Each Director, including a Director appointed to fill a vacancy, shall hold office until expiration of the term for which appointed, resignation, or removal as provided in these Bylaws.

The initial Board of Directors shall be as follows:

Michael Menzel: President

Mary Kathleen Mahnke: Vice President

Judith Visty: Treasurer

Colben Keith Sime, Jr.: Secretary

**3.5 Vacancies.** A vacancy on the Board of Directors shall be deemed to exist in the event of the death, resignation, or removal of any Director. Any Director may resign effective upon giving written notice to the President or the Secretary unless the notice specifies a later time for that resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may appoint a successor to take office when the resignation becomes effective. No reduction of the authorized number of Directors shall have the effect of removing

any Director before the Director's term of office expires.

**3.6 Removal from Office.** Any individual Director named may be removed from office as provided by state law. In such a case, the Board may appoint a successor Director to fill such vacancy for the remaining unexpired term of the Director so removed.

## **ARTICLE IV**

### **MEETINGS**

1. **Regular Meetings.** The Board of Directors shall meet at least semi-annually, in the months of June and December when possible, at times and places fixed by the Board.

**4.2 Special Meetings.** Special meetings of the Board may be called by the Board President or by 10 percent of the Directors.

**4.3 Meeting Notice.** Written notice shall be mailed or delivered electronically to the Directors regarding any meeting of the Corporation. Except in the case of emergency, at least 7 days written notice shall be given. The agenda items for any meeting shall be stated in the written notice. A Director may waive notice as allowed by law.

**4.4 Quorum.** A simple majority (51%) of the Directors of the Corporation shall constitute a quorum.

**4.5 Voting by Proxy.** A Director shall be entitled to vote by proxy, provided that the Director delivers a written proxy signed by the Director regarding any one or more items on the agenda for a meeting.

**4.6 Participation Options.** The Corporation may conduct its meetings in person, by telephone, or by other electronic media that permit simultaneous communication among the participating Directors.

**4.7 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 is signed by all 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 vote and shall be recorded by the Secretary.

**4.8 Election of Board Officers.** The Board shall elect Board Officers at its final semi-annual meeting of each calendar year unless, due to exceptional circumstances, the election of Board Officers must be delayed by the Board.

## **ARTICLE V**

### **OFFICERS**

**5.1 As Executive Committee.** The Officers acting together shall constitute the policy-making Executive Committee of the Corporation and shall conduct the affairs and the business of the Corporation, which they may delegate as appropriate. Officers shall be elected by the Directors at their final semi-annual meeting of each calendar year and shall serve until their successors are elected. A Director may hold more than one office as permitted by law.

**5.2 Board Officers.** The Board Officers of the Corporation shall be a President, Vice President, 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. The Board may also appoint additional 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.

**5.3 Term of Office.** Each Board Officer shall serve a two-year term of office and may serve 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 final semi-annual meeting of the Corporate Board in December each year, at which elections shall occur, and shall end upon the adjournment of the semi-annual meeting during which a successor is elected.

**5.4 Removal and Resignation.** The Board of Directors may remove an Officer at any time, with or without cause by the vote of two-thirds of the Directors then in office. 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.

**5.5 Board President.** It shall be the duty of the President to preside at meetings of the Directors. The President may also appoint committees and serve as an ex-officio member of such committees. The President shall serve as spokesperson for the Corporation, as directed by the Board meetings, and the President shall perform such executive and managerial functions as are necessary to conduct the business and activities of the Corporation. The President may delegate so much of the foregoing functions as the President sees fit unless otherwise directed by the Board of Directors. The President shall be elected in even-numbered years.

**5.6 Board Vice President.** In the absence of the Board President, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such

other powers and perform such other duties prescribed for them by the Board of Directors or the President. The Vice President shall be elected in odd-numbered years.

**5.7 Board 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 contain names of all attendees, time and location of the meeting, and all other information necessary to determine actions taken, by whom, 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 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 President. The Secretary may appoint, with approval of the Board, someone to assist in performance of all or part of the duties of the Secretary. The Secretary shall be elected in even-numbered years.

**5.8 Board Treasurer.** The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation. The Treasurer 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 President or other 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 President. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent to assist in performance of all or part of the duties of the Treasurer. The Treasurer shall be elected in odd-numbered years.

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

## **ARTICLE VI**

### **FINANCIAL MATTERS**

**6.1 Fiscal Year.** The fiscal year of the Corporation shall be January 1 through December 31.

**6.2 Review of Financial Records.** The financial records of the Corporation shall be reviewed at least annually by the Executive Committee. The Executive Committee may request a formal audit from an outside professional source when deemed necessary.

**6.3 Authorization of Expenditures.** The Executive Committee shall authorize all expenditures in accordance with a policy to be determined by the Committee. In no case, however, shall expenditures be more than funds available. Expenditures requiring the use of borrowed funds

must be approved by a majority of the Board of Directors.

## **ARTICLE VII**

### **MISCELLANEOUS MATTERS**

**7.1 Indemnification.** The Corporation shall, to the maximum extent permitted by law and by the Articles, indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the Corporation. For the purposes of this section, an “agent” of the Corporation includes any person who is or was a Director, Officer, or Employee of the Corporation.

**7.2 Authorization to Act for the Corporation.** The Board of Directors, except as in the Bylaws otherwise provided, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Without such authorization, no Director, Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

**7.3 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, or member of a committee with Board-delegated powers.

**7.4 Amendments.** These Bylaws may be amended, altered, repealed, or restated by a majority vote of the majority of the Board of Directors.

**7.5** These by-laws will become effective on the approval of a majority of the Board of Directors.

## **CERTIFICATE**

I, \_\_\_\_\_ certify that I am the Secretary of the Concerned Citizens of  
Colben Keith Sime, Jr.

the Valley.

The foregoing Bylaws, consisting of 6 pages, are a true and correct copy of the Bylaws of the Corporation.

Date: \_\_\_\_\_