

**BYLAWS
OF
THE ANACONDA COMMUNITY FOUNDATION**

ARTICLE I – NAME

The name of this corporation is the Anaconda Community Foundation.

ARTICLE II – PURPOSE

The purpose of the Foundation is to generate and channel public and/or private resources to improve the quality of education, social culture, health and safety of the citizens of Anaconda Deer Lodge County and the state of Montana. The Foundation will not discriminate based upon race, religion, gender, age, disability or other conditions prohibited by law.

ARTICLE III- QUALIFICATIONS AND NUMBER OF DIRECTORS

Members of the Board of Directors shall be residents of Deer Lodge County and the immediate surrounding area who are interested and supportive of the educational, social culture, health and safety of Anaconda Deer Lodge County. The Board may extend membership to non-residents that are of similar interests. The initial number of Directors shall be ten (10) and may be increased up to fifteen (15) members.

ARTICLE IV – DIRECTORS

The Directors shall be elected for a term of three (3) years or until a successor is elected.

1. Terms. In order to implement rotating terms for the Board of Directors, one-third (1/3) of the Directors shall be elected to a term of one (1) year, one-third (1/3) of the Directors shall be elected for a term of two (2) years, and, one-third (1/3) of the Directors shall be elected for a term of three (3) years. At all subsequent elections, Directors will be elected for a term of three (3) years. All directors other than the student member shall serve a term of three years or until a successor is appointed. The student member shall serve a term of one year.
 - a. **Term Limits.** *A board member may serve a maximum of three (3) consecutive terms as a member of the board of directors after which they will be ineligible to serve. A board member may be reappointed to the board after a one year absence.*
 - b. **Board Vacancy.** *In the event of a board seat vacancy during a regular term of service, the board will appoint someone to fill the vacancy. The appointee will complete the term for which they have*

been appointed and then may serve for an additional two terms before being ineligible to serve another consecutive term.

2. Meetings. The Board of Directors shall meet regularly at least one each quarter. Regular meetings shall be publicly posted at least one (1) week in advance.
 - a. ***Attendance. Each board member is expected to attend all regular board meetings. A board member missing three consecutive board meetings will be contacted by a designated member of the Board. Continued excessive absences will result in action by the Executive Committee of the Board of Directors.***
3. Quorum. A simple majority of the Directors, present and in person, shall constitute a quorum for the transaction of business at any meeting of the Board, except that if less than such number of Directors is present at such meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum is present. All other actions taken by the Board must receive the vote of a simple majority of the Board.
4. Powers and Duties. The Board of Directors will be the governing body of the Corporation. It is responsible for establishing procedures and formulating and adopting all policies of the Corporation. It also has full and complete power and authority to perform all acts and to transact all business on behalf of the Corporation.
5. Checks, Drafts, Contracts or Orders. All checks, drafts, contracts or orders for the 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 of Directors. In the absence of such determination of the Board of Directors, such instruments shall be signed by the treasurer of the Corporation and one other officer.
6. Deposits and Investments. All funds of the Corporation shall be deposited promptly to the credit of the Corporation in such banks, trust companies, or other

depositories as the Board of Directors may select and in keeping with the purpose for which the Corporation was chartered.

7. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for any purpose of the Corporation.
8. Bond. All persons authorized to disburse funds may be bonded at Corporation expense as determined by the Board of Directors.

ARTICLE V - OFFICERS

1. The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by the Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. The President and Vice-President shall be selected from among the voting members of the Board of Directors.
2. The Officers of the Corporation shall have such powers and perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each of the respective officers shall have the following power and authority:
 - a. President: It shall be the duty of the President to preside at all meeting of the Corporation and to exercise general executive control over the affairs of this Corporation, subject to the direction of the Board of Directors. The President is encouraged to involve the Vice-President, as much as possible, in the administration of the President's duties to enhance the Vice-President's ability to replace the President if necessary.

- b. Vice-President: The Vice-President shall assist the President when called upon to do so and, in the absence of the President, shall be vested with the powers and duties of the President.
- c. Secretary: The Secretary shall keep a correct and permanent record of the meetings of the Corporation and of the Board of Directors and present the same as directed at any meeting. The Secretary shall keep a current list of members of the Corporation and their addresses. The Secretary shall issue notices of meetings of the Corporation and of the Board of Directors in consultation with the President. The Secretary shall conduct the correspondence and perform all other duties as may be assigned by the Board of Directors.
- d. Treasurer: The Treasurer shall be the custodian of all funds of the Corporation and shall be accountable for their safekeeping. The Treasurer shall keep financial records, account for all receipts and disbursements and make financial reports to the Corporation and the Board of Directors at such times as are designated by the Board of Directors.
- e. Election and Term of Office: The officers of the Corporation shall be elected biannually at the first meeting of the Board of Directors. If the election of officers is not held at this meeting, the election will be held as soon thereafter as possible.
- f. Vacancy: Any vacant office shall be filled by appointment of the Board of Directors at the next regular meeting.

ARTICLE VI – BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of all bodies having and exercising any of the authority of the Board of Directors. All records, including a record of membership shall

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be kept at the principal office of the Corporation. All books and records of the Corporation may be inspected by any member of the public or their agent or attorney for any proper purpose at any reasonable time.

ARTICLE VII – FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January in each year and end at midnight on the thirty-first day of December.

ARTICLE VIII – COMPENSATION

Neither the members of the Corporation, nor officers thereof, shall receive, directly or indirectly, and compensation for their service. Nothing herein shall prevent reimbursement for reasonably documented expenses incurred on behalf of the Corporation.

ARTICLE IX – COMMITTEES

1. Except as otherwise provided, the President shall appoint members of standing and other committees. The Chairman of each committee shall be elected by the membership of the committee.
2. Committees shall serve at the pleasure of the Board of Directors under such rules and regulations as the Board may adopt.
3. Standing Committees:
 - a. Finance Committee – Responsibilities shall be fact-finding for the Board on matters relating to the financial administration of the Corporation and preparation of the annual budget. The Chairman of the Finance Committee shall be the Treasurer.
 - b. Development Committee – Responsibilities shall include planning for the solicitation of contributions and other fund-raising activities in support of the Corporation’s mission.

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- c. Public Information Committee – Responsibilities shall include planning a program to promote understanding and acceptance of the Corporation by the community, development of a portfolio and newsletter, and all other public relations functions.
- d. Award Committee – Responsible for receiving and evaluating application for awards and recommending support of requests to the Board of Directors.
- e. The Board of Directors may create other committees as needed.

ARTICLE IX – CONFLICT OF INTEREST

The Board of Directors shall by written resolution approve a Conflict of Interest and Periodic Review policy. The purpose of the policy is to protect the Foundation’s interest when it is entering into a transaction or arrangement that might benefit the private interest of a Director, Officer, or Committee Member of the Foundation. The policy will be consistent with and at least as protective, as the applicable Conflict of Interest provisions under Montana law.

ARTICLE X – AMENDMENT OF BY-LAWS

These By-laws may be amended in the same manner as set forth in the Articles of Incorporation: “These articles may be amended by a three-fourths (3/4) vote of the Board of Directors at any duly called meeting of the Board: provided, however, that written notice setting forth the proposed amendment, or a summary of the changes to be affected thereby, shall be given each Director at least fifteen (15) days in advance of the meeting at which such amendment is to be offered for adoption.

DATED 18th day of April, 2018.

PRESIDENT

Amended April 18, 2018

ATTEST

A handwritten signature in black ink that reads "Gloria O'Rourke". The signature is written in a cursive, flowing style.

(signed by Gloria O'Rourke 04/19/2018)