

BYLAWS OF THE FRIENDS OF THE LITTLE BELTS

ARTICLE I – NAME

Section 1. The name of this organization shall be the Friends of the Little Belts.

ARTICLE II – ADDRESS

Section 1. The registered office for the Friends of The Little Belts shall be 427 Central Ave W, Great Falls, MT 59404 unless otherwise established by the Board of Directors.

ARTICLE III – RECORDS

Section 1. The corporate records, including the incorporation document, tax status, minutes of membership and Board meetings shall be at the home or business address of the current secretary.

ARTICLE IV - PURPOSE

Section 1. The Friends of The Little Belts is organized as a non-profit corporation pursuant to the Montana Non-Profit Corporation Act, and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect and as may be amended from time to time, as well as Montana Code Annotated Section 15-31-102(g). The Friends of The Little Belts is a Public Benefit Corporation organized exclusively for charitable, religious, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. The specific purposes of this organization are to preserve, promote, and improve responsible, sustainable access in the Little Belts area for all recreational users.

Section 3. To accomplish the purposes, goals have been identified. The goals will be reviewed for changes yearly and are subject to changes and additions. The goals are

- A. Bring together recreational trail users and other interested stakeholders who will work together, genuinely and honestly, to achieve the goals of the organization.
- B. Build a strong working relationship and partnership with the managing agencies to achieve these goals.
- C. Improve the quality and sustainability of the recreational experiences by improving natural resource protection, maintenance, and facility design and expansion.
- D. Increase the financial and human resources applied to the management of the Little Belts area through:
 - 1. Volunteer development, training, and management
 - 2. Coordination and implementation of volunteer trail and facility projects

3. Acquisition of funding for projects through grant acquisition, Challenge-Cost-Share agreements, and fund raising activities

E. Work in cooperation with the agencies, media, and others to educate users of the area about safe, responsible recreational use of the Little Belts area.

F. Work collaboratively to find common ground and make travel management recommendations to the managing agencies.

G. Develop an electronic communications network for members and advisors, and use the internet and social media for communications and outreach.

Section 4. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization 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 purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise trying to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 5. 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 future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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 V - MEMBERSHIP

Section 1 — Composition:

The membership of this corporation shall be open to all individuals, persons, corporations, proprietorships, associations, partnerships, and clubs interested in the promotion of the objectives and purposes of this corporation and who are deemed qualified for membership under the terms established by the Board of Directors and have met all conditions for membership. Membership in this organization shall be determined on a nondiscriminatory basis without regard to race, gender, sexual orientation, color or national origin.

The membership of this corporation shall consist of the following classes of membership. Membership shall be issued upon the receipt of an application with applicable dues. Types shall include:

- A. Organization & Associations
- B. Business
- C. Individual/Family
- D. Military
- E. Student
- F. Sponsorship
- G. Honorary
- H. Government Entities

Section 2 – Dues:

Dues for membership types shall be established by the Board of Directors. The dues may be changed from time to time by the Board without modification to the Bylaws. Dues shall be paid on an annual basis.

Section 3 – Number:

There shall be at least ten members comprising the total organization membership for it to continue.

Section 4 – Powers of Members

Members in good standing are entitled to vote for the officers and directors at large at the annual meeting and shall approve any changes to the bylaws and all mergers.

When authorized by the Board of Directors, members may present statements or documentation representing the official position of the corporation providing that such statements or documentation is consistent with the official position as stated or amended from time to time.

Members are encouraged to represent their individual points of view but shall not represent membership in the corporation as authorizing them to speak for the organization.

Section 5 – Member Removal

Any member of this corporation may be removed from membership by a two thirds (2/3) majority vote of the Board after finding a lack of support for or covert acts contrary to the purpose and objectives of this corporation. However, no member shall be removed until furnished with a written statement of reasons for proposed expulsion, and the opportunity to be heard orally or in writing, before the Board to rebut the stated reasons for expulsion.

Non-payment of dues shall cause membership to lapse, without prejudice to future application.

Section 6 – Meetings

An annual meeting shall be held at a date, time, and place determined by the Board of Directors, with notice provided to each member at least fifteen days in advance of the meeting. An officer of the organization shall chair the meeting. A quorum shall consist of twenty (20) members. Proxy votes are not permitted. Robert's rules of Order will govern motions, voting, and other conduct of the meeting.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 – Composition

The business and charitable affairs of the corporation will be managed under the direction of a Board of Directors comprising not fewer than seven persons as determined by the board.

- A. Officers for the corporation shall consist of President, 1st Vice President, 2nd Vice President, Secretary/Treasurer.
- B. Immediate Past President shall be eligible to serve on the Board of Directors.
- C. Associations shall appoint a representative to serve as a director on the Board with unanimous approval.
- D. A minimum of three directors shall be elected by the general membership to serve as a director at large.
- E. The number of directors at large may be increased or decreased by unanimous vote of the sitting Board of Directors, adjusting based on general membership numbers in ratio to number of Organizational board members.

Section 2 – Term of Office

After the initial organizational year, directors shall serve for a term of 2 years each, but shall be so elected that approximately one third are elected each year. A director may serve three consecutive two year terms.

Section 3 - Resignations & Replacements

- A. Should a director die, resign, or be removed, the Board may appoint a director to serve for the duration of the unexpired term.
- B. A director may be removed from office, with or without cause, by an affirmative vote of two thirds (2/3) of directors present at a duly-called meeting, provided that not less than five days' and not more than thirty days' notice of such meeting, stating that removal of such director is to be on the agenda, shall be given to each director.
- C. Directors may be removed from office for inaction, disruption, or incompetence that renders the Board incapable of exercising its duties. No director shall be removed until

furnished with a written statement of reasons for proposed expulsion and the opportunity for an informal hearing to rebut the stated reasons for expulsion.

- D. The secretary of the corporation will give written notice to the Attorney General if the corporation commences a proceeding to remove any director by judicial proceeding.

Section 4 - Duties

The general duties of the Board shall be to adopt operational procedures and to establish policy positions and courses of action to carry out these policies. The Board has the authority of conduct its business by mail, electronic, computerized technology or phone. Other duties of the Board shall be:

- A. Establish and appoint an Executive Board to handle the day to day operations of the corporation. The Executive Board is made up of the officers of the corporation and one (1) director at large, appointed by the President. Executive Board action is subject to Board approval.
- B. To perform the essential organization activities that must be acted upon between meetings of the membership;
 - 1. Establish and maintain a bank account with a local bank, requiring two (2) signatures on all checks issued.
 - 2. Verify required bonding of selected Treasurer.
- C. To formulate and recommend programs and activities to the members of the organization for their consideration and approval;
- D. To identify and help formulate committees necessary to further the purposes and functions of the organization. Committee members may be members of the board or other interested members. The Board may delegate the appointment of committees and their chairs to the President.
- E. To carry on such other business as may be delegated to it by the organization membership.
- F. All actions taken by the corporation shall have prior approval of the Board of Directors.

Section 5 - Meetings

A. The Board of Directors shall meet in sufficient time prior to regular meetings to formulate the agenda and have it printed for the meetings and on other occasions as called by the chair. Such meetings may be held by conference call, or other methods available to the board members.

B. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by a written action, provided that all of the directors approve the action.

The written action is effective when approved by all directors, unless otherwise provided in the action.

Section 6 – Quorum

A simple majority (51%) of the elected Board members must be present to constitute a quorum for the transaction of business.

Section 7 – Board Compensation

No compensation shall be paid to any member of the Board of Directors for services as a member of the board, except that by resolution of the board, directors may be reimbursed for expenses incurred on behalf of the corporation.

ARTICLE VII– OFFICERS

Section 1 – Composition

The officers of the Corporation shall be the President, 1st Vice-president, 2nd Vice-president, Secretary, and Treasurer. The Secretary and Treasurer may be one person.

Section 2 – Term of Office

The President and Vice-Presidents shall be elected at a predetermined annual meeting for a term of two years. Officers may be re-elected but will not be eligible to serve more than three consecutive years in any one position. The Secretary and Treasurer shall be appointed with the approval of the Executive Board.

Section 3 – Method of Election

There shall be a nominating committee appointed by the Executive Board. This committee shall recommend a candidate for each office after having acquainted the nominees with the responsibilities of the office and securing their willingness to serve.

- A. Additional nominations may be made from the floor.
- B. The officers shall be elected at the last regular meeting in the year and assume office January 1 of the following year.
- C. Officers shall serve until their successors have been elected and duly installed.

Section 4 – Duties

- A. The President shall be the chief executive officer of the organization. He/she shall preside at all meetings of the organization, shall preside at the meetings of the Board of Directors, shall sign all documents requiring an official signature, and shall perform all other duties incidental to the office or other duties as determined by the board.

- B. The 1st Vice President shall perform the duties of the President or other duties as determined by the board, in the absence or incapacity of the President, shall automatically become president of the organization upon the resignation or death of the president. The 1st Vice President shall perform the duties of communication and project director.
- C. The 2nd Vice President shall perform the duties of the 1st Vice President in the event the 1st Vice President assumes the duties of the President. The 2nd Vice President shall perform the duties of membership director.
- D. The Treasurer shall keep an accurate record of all monies allocated to the organization, shall supervise the disbursement of the funds subject to the direction and approval of the Board of Directors, shall serve as chair of any finance committee and perform other duties as determined by the board. The Treasurer shall be bonded.
- E. The Secretary shall keep an accurate record of the activities of the organization. By direction of the Board of Directors the secretary shall issue all notices of organization meetings, shall be responsible for the correspondence of the organization, shall prepare and keep a listing of all officers, committee chairs and members for the current and two previous years, and shall be responsible for the corporate records including the incorporation document, bylaws, minutes, and perform other duties as determined by the board.
- F. The duties of the Secretary and Treasurer may be combined and assumed by one person.
- G. Vacancies occurring in any of the offices due to illness, death or other incapacity to comply with assumed duties shall be filled by election by organization members except in case of the president, when the vice-president shall succeed to chair. Such officers shall serve only until the next regular election.
- H. The Board shall have the authority to amend these bylaws, provided that
 - 1. The general membership is advised of the proposed changes no less than twenty (20) days prior to any action; and
 - 2. The proposed amendments shall receive a two thirds (2/3) vote of all Directors. Such votes may be conducted at a meeting or by mail ballot.
 - 3. The Directors may, at their discretion and as set forth in MCA 35-2-230, choose to have the general membership vote on proposed changes to the bylaws. Such votes may be conducted at a meeting, electronic or computerized technology, or by mail ballot.

ARTICLE IIX – FISCAL YEAR

The **fiscal year** of the organization shall be from January 1 to December 31, inclusive.

ARTICLE IX – MEETINGS OF THE MEMBERSHIP

Section 1. - Annual Meeting:

An annual meeting of the membership shall be held at a date, time, and place determined by the Board of Directors, with notice to each member provided at least fifteen (15) days in advance of the meeting.

- A. An officer of the organization will chair the meeting.
- B. A quorum shall consist of twenty (20) members with dues paid in full, present at an annual or special meeting shall constitute a quorum for the transaction of business.
- C. Proxy votes are not permitted.
- D. Notice of an annual or regular meeting will include a description of any matter or matters that must be approved by the members.

Section 2. - Regular Meeting:

Regular meetings of the organization shall be held at times and dates as determined by the Executive Board except the month in which the annual meeting falls.

- A. The regular meetings of the membership shall be to conduct the business of the organization. More specifically, the regular meetings shall be for the following:
 - 1. To approve, reject, amend or refer back to the committees for further study reports from special or standing committees.
 - 2. To introduce new ideas with requests for the president to appoint committees to make further studies and report back their recommendations to the organization.
 - 3. To evaluate reports of completed activities, projects or programs and make suggestions for improvement.
 - 4. Present, analyze, and discuss upcoming events affecting the Little Belt Mountains and the organization.

Section 3. - All Meetings of the Membership

Notice shall be provided to all members of the organization at least 10 days in advance of all meetings, with the exception of meetings regarding amendment to by-laws which shall be 20 days, giving the date, time and place of the meeting.

Notice shall be provided to all members of the organization at least 20 days in advance of any meeting to amend the bylaws.

Special meetings of the membership may be called by the President, the Board, the Executive Board, or upon request of any five members of the organization.

Each member with dues paid in full shall be entitled to one vote.

ARTICLE X - COMMITTEES

Section 1. The president shall appoint committees deemed necessary and approved by a majority of the Board.

- A. The members of all standing committees shall serve for a period of one year, such period to be concurrent with the fiscal year of the organization.
- B. Ad hoc committee members shall serve in accordance with the charge to that committee.
- C. A committee of the board may not do the following:
 - 1. Authorize distributions;
 - 2. Approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporations assets;
 - 3. Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees
 - 4. Adopt, amend, or repeal the articles or bylaws.

ARTICLE XI - INDEMNIFICATION

Section 1. Each person who is or has been a Director or Officer of this association, and each employee of the association acting in a managerial capacity, shall be indemnified by the association against expenses, including attorney's fees necessarily incurred by such person in connection with the defense or settlement of any action, suit or proceeding to which he is a party, along or together with others, by reason of his being or having been a director, officer or an employee acting in a managerial capacity of this association.

Section 2. Each such person shall also be reimbursed by the association for any amounts paid by such person in satisfaction of any judgment or settlement in connection with any such action, suit or proceeding, unless the amount of such judgment or settlement is payable to the association itself or unless such person shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of his duties to this association.

Section 3. The foregoing right of indemnification shall be in addition to any other rights to which such person may be entitled as a matter of law.

Section 4 – Limited Liability of Volunteers.

A volunteer is not liable to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a volunteer, unless the person asserting liability proves that the act or omission constitutes any of the following (i) a violation of criminal law, unless the volunteer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful; (ii) willful misconduct; (iii) if the volunteer is a director or officer of the Corporation, an act or omission within the scope of the volunteer’s duties as a director or officer; or (iv) an act or omission for which the volunteer received compensation or anything of substantial value in lieu of compensation.

Section 5 - Amendment:

No amendment or repeal of this Article shall be effective to reduce the obligations of the Corporation under this Article with respect to any proceeding based upon occurrences which take place prior to such amendment or repeal.

We the undersigned being all the Directors of Friends of Little Belts hereby ratify and adopt these bylaws and certify that the actions taken were taken by consent of the directors effective this ____ day of _____, 2017.

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____