

# **BYLAWS OF THE GALLATIN GATEWAY SCHOOL FOUNDATION**

## **ARTICLE 1.**

### **OFFICES**

The principal office of the corporation shall be located in the Gallatin Gateway School, 17011 Cottonwood Road, Bozeman, Montana 59718. The mailing address of the Corporation is P.O. Box 251, Gallatin Gateway, MT 59730. The corporation shall have such other offices, either within or without Montana, as the board of directors may determine from time to time.

## **ARTICLE II.**

### **BOARD OF DIRECTORS**

#### **Section 2.1 General Powers**

Only individuals may be directors . All corporate powers shall be exercised by or under the authority of the board of directors. The business and affairs of the corporation shall be managed under the direction of the board of directors.

#### **Section 2.2 Number, Tenure, and Qualifications of Directors**

The number of initial directors of the corporation shall be four (4). The number of directors may never be less than four (4). Each director shall have one (1) vote on any matter that comes before the board. Fifty percent (50%) of the board members shall be elected for a two-year term which shall expire on the date of the annual meeting of the board of directors. Fifty percent (50%) of the board of directors shall be elected for a one-year term which shall expire on the date of the annual meeting of the board of directors. Each director shall hold office for his or her term or until removed in accordance with section 2.3. However, if a director's term expires, the director shall continue to serve until the members if the board of directors have elected and qualified a successor or until there is a decrease in the number of directors.

### **Section 2.3 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 the purpose of the meeting is removal.

### **Section 2.4 Board of Director Vacancies**

If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of the directors, the directors may fill the vacancy.

If the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

If a director resigns effective at a specific later date, the directors may fill the vacancy before the vacancy occurs, but the new director may not take office until the vacancy actually occurs. When the directors elect a director to fill a vacancy, the director's term expires at the next meeting at which the members elect directors.

### **Section 2.5 Regular Meetings of the Board of Directors**

The board of directors shall hold the regular annual meeting of the corporation on the first Monday of the month of October or as soon thereafter as reasonably practicable in each year at the principal office of the corporation or such other place as the board, by resolution, shall designate.

Regular monthly meetings may be held as directed by the chair or co-chairs.

### **Section 2.6 Special Meetings of the Board of Directors**

The chairman, secretary or 2/3 of the directors then in office may call and give notice of special meetings of the board of directors. Those authorized to call special board meetings may fix any place within Gallatin County, Montana as the special meeting place. Special board of directors meetings may be held by conference telephone, in convened in accordance with section 2.7.

## **Section 2.7 Board of Director Meetings by Conference Telephone**

If authorized by the board of directors, the board of directors or any designated committee of the corporation may participate in a board or committee meeting by means of a conference telephone or similar communications equipment, provided all person entitled to participate in the meeting received proper notice of the telephone meeting (see section 2.8), and provided all persons participating in the meeting can hear each other at the same time. A director participating in a conference telephone meeting is deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting the meeting by phone.

## **Section 2.8 Notice of, and Waiver of Notice for Special Meetings**

a) Notice. The corporation's secretary shall give oral notice or written notice (by mail or facsimile) of special director meeting at least two (2) days before the meeting. The notice shall include the place, day, and hour of the meeting. If the meeting is to be held by conference telephone (regardless of whether it is regular or special), the secretary must provide instructions for participating in the telephone meeting.

b) Effective Date. Oral notice as referred to above in Section 2.8 (a) shall be deemed to have been given as of the day and time the notice is given. Notice via facsimile shall be deemed to have been given as of the day and the time that a facsimile is successfully sent to the correct facsimile number previously provided by the director to the corporation's secretary for this purpose. Notice via mail shall be deemed to be effective at the earlier of:

- (1) five(5) days after deposited the notice is placed in the United States mail, addressed to the director's business office, with postage prepaid; or
- (2) the date shown on the return receipt (if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the director); or
- (3) the date when received.

c) Waiver of Notice. Any director may waive notice of any meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records.

A director's attendance at a meeting waives the director's right to object to lack of notice or defective notice of the meeting; this shall be true unless the director, at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.

### **Section 2.9 Director Quorum**

Fifty-one percent (51%) of the directors shall constitute a quorum for the transaction of business at any board of directors meeting.

### **Section 2.10 Directors, Manner of Acting**

The act of the majority of the directors present at a meeting at which a quorum is present (when the vote is taken) shall be the act of the board of directors. If no quorum is present at a meeting of directors, the directors may not take action on any board matter other than to adjourn the meeting to a later date.

### **Section 2.11 Director Action Without a Meeting**

The directors may act on any matter generally required or permitted at a board meeting, without actually meeting, if all directors consent to take the action, each one signs a written consent describing the action taken, and the directors file all the consents with records of the corporation. Action taken by consents is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be referred to as a meeting vote in any document.

### **Section 2.12 Director Committees**

a) Creation of Committees. The board of directors may create one or more committees and appoint members of the board to serve on them. Each committee

must have one (1) or more directors, who serve at the pleasure of the board directors.

b) Authority. Each committee may exercise the specific board authority which the board of directors confers upon the committee in the resolution creating the committee. Provided, however, a committee may not:

- (1) approve or recommend to members the dissolution or merger of the corporation, or the sale, pledge, or transfer of all or substantially all the corporation's assets;
- (2) elect, appoint, or remove directors or fill vacancies on the board of directors on or any of its committees; or
- (3) adopt, amend, or repeal the articles of by-laws.

### ARTICLE III.

#### OFFICERS

##### **Section 3.1 Number of Officers**

The officers of the corporation shall be members of the board of the directors and shall be a President, a secretary-treasurer, and such other officers as deemed necessary or advisable by the directors, each of which shall be elected by the board of directors at its October meeting or such other time and place as agreed on by a majority of the directors. The board may appoint any officers as assistant, if it deems necessary. If the board of directors specifically authorizes an officer to appoint one or more officers or assistant officers, that officer may do so. The same individual may simultaneously hold more than one office in the corporation. The president of the corporation shall be the chairman of the board of directors. The vice president of the corporation shall be the vice president of the board of directors. The secretary of the corporation shall be the secretary of the board of directors. The treasurer of the corporation shall be the treasurer of the board of directors.

### **Section 3.2 Appointment and Term of Office**

The board of directors shall appoint officers of the corporation for a term that the board determines.

A designation of a specified term does not grant to the officer any contract rights, and the board can remove the officer at any time prior to the termination of the designated term.

### **Section 3.3 Removal of Officers**

The board of directors may remove any officer or agent at any time, with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person removed. A board's appointment of an officer or agent shall not itself create contract rights.

### **Section 3.4 Chairman**

The Chairman shall be the president of the corporation and must be a member of the board of directors. The chairman shall in general supervise and control, in good faith, all of the business and affairs of the corporation. The chairman shall, when present, preside at all meetings of the board of directors. The chairman shall sign, with the secretary or any other proper officer of the corporation that the board has authorized, corporation deeds, mortgages, bonds, contracts, or other board authorized instruments.

### **Section 3.5 The Secretary-Treasurer**

The secretary shall in good faith: (1) create and maintain one or more books for the minutes of the proceedings of the board of directors; (2) provide that all notices are served in accordance with these bylaws or as required by law; (3) be custodian of the corporate records; (4) when requested or required, authenticate any records of the corporation; (5) keep a current register of the post office address, physical residence address, and facsimile number, if any, of each director; and (6) in general perform all duties incident to the office of secretary and any other duties that the chairman or the board may assign to the secretary.

The treasurer shall also: (1) have charge and custody of and be responsible for all

funds and securities of the corporation; (2) receive and give receipts for moneys due and payable to the corporation from any source, and deposit a; moneys in the corporation's name in banks, trust, companies, or other depositories that the board shall select; (3) submit the books and records to a certified public accountant or other accountant for annual audit or review whenever the board of directors so directs; and (4) in general perform all of the duties incident to the office of treasurer and any other duties that the chairman or board may assign to the treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful performance of the treasurer's duties and as insurance against the misappropriation of funds. If a bond is required, it shall be in a sum and with the surety or sureties that the board of directors shall determine.

#### ARTICLE IV.

#### INDEMNIFICATION OF DIRECTORS, OFFICERS, AGENTS, AND EMPLOYEES

##### **Section 4.1 Indemnification of Directors**

- a) General. An individual made party to a proceeding because the individual is or was a director of the corporation may be indemnified against liability incurred in the proceeding, but only if the indemnification is both:
- (1) determined permissible; and
  - (2) authorized, as defined in subsection (b) of the section 4.1 ( The indemnification is further subject to the limitation specified in subsection (3) of section 4.1).
- b) Determination and Authorization. The corporation shall not indemnify a director under section 4.1 of Article IV unless:
- (1) Determination. Determination has been made in accordance with procedures set forth in the Montana Nonprofit Corporation Act that the director met the standard of conduct set forth in subsection c) below; and

- (2) Authorization. Payment has been authorized in accordance with procedures listed in the Montana Nonprofit Corporation Act based on a conclusion that the expenses are reasonable, the corporation has the financial ability to make the payment, and the financial resources of the corporation should be devoted to this use rather than some other use by the corporation.
- c) Standard of Conduct. The director seeking indemnification shall demonstrate that:
- (1) in acting in an official capacity with the corporation, that the director's conduct was in the corporation's best interests;
  - (2) in all other cases, that the directors' conduct was at least not opposed to the corporation's best interests; and
  - (3) in the case of any criminal proceeding, that the director had not reasonable cause to believe that the conduct was unlawful.

The termination of a proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, a determination that the director did not meet the standard of conduct described in this section.

- d) No Indemnification Permitted in Certain Circumstances. The corporation shall not indemnify an individual under section 4.1 of Article IV if:
- (1) the director seeking indemnification was adjudged liable in any other proceeding by or in the right of the corporation; or
  - (2) the director seeking indemnification was adjudged liable in any other proceeding charging that the director improperly received personal benefit, whether or not the director acted in an official capacity.
- e) Indemnification Limited. Indemnification permitted under section 4.1 of Article IV in connection with a proceeding by the corporation or in the right of the corporation is limited to the reasonable expenses incurred in connection with the proceeding.

#### **Section 4.2 Advance Expenses for Directors**

- a) by following the procedures of the Montana Nonprofit Corporation Act the board of directors determined that the director met requirements ( c)-(e) listed below;
- b) the board of directors authorized an advance payment to a director;
- c) the director has furnished the corporation with a written affirmation of the director's good faith belief that the director has met the standard of conduct described in section 4.1 of Article IV;
- d) the director has provided the corporation with a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct; the director's undertaking must be an unlimited general obligation, but need not to be secured and the corporation may accept the undertaking without reference to financial ability to make repayment; and
- e) the board of directors determines that the facts then known to it would not preclude indemnification under section 4.1 of this Article IV or the Montana Nonprofit Corporation Act.

#### **Section 4.3 Indemnification of Officers, Agents, and Employees**

The board of directors may choose to indemnify and advance expenses to any officer, employee, or agent of the corporation applying to those individuals the same standards set forth for directors described in sections 4.1 and 4.2 of Article IV.

#### **Section 4.4 Mandatory Indemnification**

Notwithstanding any other provisions of these bylaws, the corporation shall indemnify a director or officer, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because he or she was a director of the corporation, against expenses incurred by the director or officer in connection with the proceeding.

## ARTICLE V.

### PROHIBITED TRANSACTIONS

#### **Section 5.1 Prohibit Transactions**

- a) Prohibition Against Sharing in Corporation Earnings. No member, director, officer, employee, committee member or person connected with the corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided that this shall not prevent the corporation's payment to any person of reasonable compensation for services rendered to or for the corporation in effecting its purpose as determined by the board of directors.
- b) Prohibition Against Issuance of Stock, Dividends, Distributions. The corporation shall not have or issue shares of stock. No dividends shall be paid. No part of the income or assets of the corporation shall be distributed to any of the persons listed in section 5.1(a) without full consideration. The corporation is prohibited from lending money to guarantee the obligation of a director or officer of the corporation. No member of the corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the corporation. The corporation may contract in due course, for reasonable consideration, with its members, trustees, officers without violating the provision.
- c) No Personal Distributions Upon Dissolution. None of the persons listed in section 5.1 (a) shall be entitled to share the distribution of any of the corporation's assets upon the dissolution of the corporation. All members of the corporation are deemed to have expressly agreed that, upon the dissolution or the winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the board of directors, shall be distributed, transferred, conveyed, delivered, and paid over exclusively to the organization or organizations as the board of directors may designate. Receiving organizations must be organized and operated exclusively for charitable, education, religious or scientific purposes and at the time qualify as an exempt organization or organizations under section 501 ( c ) (3) of the Internal Revenue Code of 1986 as it now exists or may later be amended.

d) Other Prohibitions. Neither the corporation, nor its directors, nor its officers have any power to cause the corporation to do any of the following with Related Parties:

- (1) make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth; or
- (2) sell any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth.

For the purpose of this subsection, Related Parties means any person who has made a substantial contribution to the corporation, or a brother, sister, spouse, ancestor, or lineal descendant of the person giving, or a corporation directly or indirectly controlled by the person's giving.

### **Section 5.2 Prohibited Activities**

Notwithstanding any other provisions of these bylaws, no member, 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 to be taken or carried on by an exempt organization under section 501 ( c ) (3) of the Internal Revenue Code and its regulations as they now exist or as they may later be amended.

### **Section 5.3 Corporate Funds Used for Indemnification**

Corporate funds may be used to benefit officers and directors by way of indemnifications, but only if such indemnification is authorized by Article IV of these bylaws.

## ARTICLE VI

### FISCAL YEAR

The fiscal year of the corporation shall be the calender year.

ARTICLE VII.

AMENDMENTS

**Section 7.1 Amendments**

Any amendments (including adding and/or replacing sections) to the corporations' bylaws must be approved by the majority of the boards of directors.

ARTICLE VIII.

CORPORATE BOOK

**Section 8.1 Creation.** The Secretary shall create and keep a corporate book for all corporate records, including but not limited to the Articles of Incorporation, Annual Reports, Tax Returns, Resolutions, Meeting Minutes, and these By-laws.

**Section 8.2 Record Keeping.** The Secretary shall maintain all records of the Corporation.

**Section 9.3 Annual Reports.** The Secretary shall draft an annual report for the Corporation to be submitted for the Board approval at the regular March meeting of the Board and shall file the approved Annual Report within 10 days of approval of the same by a majority of the Board of Directors.

ARTICLE IX.

JOB DESCRIPTIONS

**Section 9.1. Officers and Directors.** This is a volunteer organization. As such job descriptions of the officers and directors shall be dictated on an informal basis and based on the needs of the organization and the community at large.

DATED this \_\_\_\_ day of November, 2008.



Mike Coon  
Director

State of Montana            )  
  : ss  
County of Gallatin         )

I hereby certify that on this 11<sup>th</sup> day of November, 2008, that Michael Coon  
\_\_\_\_\_, a person known to me, appeared and executed the foregoing.

Suzanne C. Marshall  
Suzanne C. Marshall  
Notary Public for the State of Montana  
My Commission expires: 5/20/2011

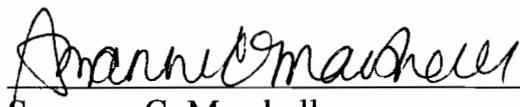
(SEAL)

  
\_\_\_\_\_  
Director

State of Montana            )  
  : ss  
County of Gallatin        )

I hereby certify that on this 11<sup>th</sup> day of November, 2008, that Wayne Threm  
\_\_\_\_\_, a person known to me, appeared and executed the foregoing.

(SEAL)

  
\_\_\_\_\_  
Suzanne C. Marshall  
Notary Public for the State of Montana  
My Commission expires: 5/20/2011