

BYLAWS OF THE ARLEE COMMUNITY DEVELOPMENT CORPORATION

A MONTANA NOT FOR PROFIT CORPORATION

ARTICLE I. NAME, LOCATION, AND STATUS

SECTION 1. Name. The name of the Corporation is the ARLEE COMMUNITY DEVELOPMENT CORPORATION, Hereinafter referred to as the "Corporation"

SECTION 2. Location. The physical location of the Corporation shall be within the boundaries of the Arlee Fire Department and School District #8.

SECTION 3. Principal Office. The principal office of the Corporation in the state of Montana shall be located at *17925 Highway 93, Arlee, Montana 59821 in the Valley Bank Building*. Based on necessity the Board of Directors has the authority to change the location of the Principal Office.

SECTION 4. Registered Office and Agent. The Corporation shall have and continuously maintain in the State of Montana a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office, and the Board of Directors may change the address of registered office from time to time.

SECTION 5. Status. The Corporation is a public benefit, a not-for-profit corporation and it expects to achieve and maintain tax-exempt status.

ARTICLE II. MISSION STATEMENT

The Arlee Community Development Corporation will assist and foster the planning and development of projects deemed to be beneficial socially, physically, economically and culturally to the public interest of the Arlee-Jocko Valley community.

ARTICLE III. PURPOSES

SECTION 1. The purposes for which the Corporation is organized are as follows:

- A. The Corporation is organized and shall be operated exclusively for non-profit charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any subsequent Federal Tax Law, provided that no such activity shall be engaged in which is not permitted by a Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or any corresponding future provision of the Code or subsequent tax law.
- B. Arlee Community Development Corporation will adopt appropriate projects that include but are not limited to: community outreach; grant writing; collaboration with other agencies private or public; project management; land transfer; housing, to promote communication and economic development and training.

ARTICLE IV: MEMBERSHIP

Section 1. Eligibility. Any person, association, corporation, partnership, governmental entity or community group residing in or having any interest in the well-being of Arlee – Jocko Valley shall be eligible for membership.

Section 2. Membership Status. Any party or group who is eligible for membership and who applies for

and is accepted by the Board of Directors for membership shall be determined to be a member of the Corporation (hereinafter referred to as "qualified member") and shall be entitled to all the rights and privileges thereof.

Section 3. Dues. Annual dues may be levied upon the membership at the discretion of the Board.

Section 4. Annual Meeting. An annual meeting of the membership shall be held during the month of *May*.

Section 5. Notice. Notice of the annual election meeting of the membership shall be given at least ten (10) days before the meeting by written notice delivered personally or sent by mail and/or e-mail to the address of record of each member. Any member may waive notice of the meeting. The attendance of a member at the meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting.

SECTION 6. Notice of Adjourned Meetings: When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at that adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If, however, after the adjournment, the Board of Directors of this Corporation fixes a new record date of the adjournment meeting, a notice of adjourned meeting shall be given as provided in this article to each Member entitled to attend such meeting.

SECTION 7: Quorum. Please refer to ARTICLE V, SECTION 6 for the definition of Quorum.

SECTION 8: Meeting and Agendas. The Board of Directors shall establish the time, schedule, and agenda of each annual and Special Meeting and the agenda shall include:

- A. The order of business shall be:
 - 1. Open ceremonies
 - 2. Call to order
 - 3. Roll call and quorum established
 - 4. Reading and approval of the minutes
 - 5. Reports from the officers
 - 6. Reports from the committees
 - 7. Unfinished business
 - 8. New business
 - 9. Hear from the members at large

SECTION 9. Open Meetings. Except as required to preserve the confidentiality of financial and other personal data submitted to the Members, the meetings shall be open to the public.

SECTION 10. Minutes of all Membership meetings shall be recorded within thirty-(30) days of the Membership meeting; the minutes of that meeting shall be made available to the Members and kept in principal office of the corporation.

SECTION 11. Membership Rights

- A. Every Member shall have the right to:
 - 1. Participate in meetings of the Membership.
 - 2. Cast one (1) vote on all matters under consideration in a properly called meeting of the Members of the Corporation;
 - 3. Nominate and participate in the election of the Directors of the Board as provided under Article VII of these Bylaws;

4. Serve as an Officer, Board of Directors or on committees, if chosen, and;
5. Receive notices, minutes, and reports as provided by these Bylaws.

ARTICLE V: DIRECTORS

Section 1. General Powers. Its Board of Directors shall manage the affairs of the Corporation.

Section 2. Number, Tenure and Qualifications. The Board of Directors of the Arlee Community Development Corporation shall have seven to fourteen (7-14) elected from and by the qualified membership. Voting power shall be vested solely in the Board of Directors. In the event a vacancy occurs on the Board of Directors, the Board of Directors shall be responsible for filling the vacancy from the qualified membership. A Director appointed to fill a vacancy shall serve the duration of the term of his/her predecessor in office. The term of office of each Director is to be three (3) years, following the initial term as was decided by draw.

Section 3. Nomination and Election of Directors

A. Directors for expired terms of office shall be elected at the annual meeting of the Corporation by a majority vote of the members present and constituting a quorum.

B. Prior to the annual meeting, the President shall call a meeting of the Executive Committee, which shall act as the Nominating Committee. The Nominating Committee shall nominate one (1) qualified member as a candidate for each directorship to be filled.

C. Upon calling the annual meeting to order, the President shall first call for the election of Directors and shall read the slate of candidates nominated by the Nominating Committee, followed by a call for additional nominations from the floor. A valid nomination consists of any qualified member nominated by any other qualified member then receiving a second to the nomination by a third qualified member.

D. If no additional nominees are presented from the membership, the members nominated by the Nominating Committee shall be considered elected. If additional nominations are made, the President shall appoint three (3) Election Judges from the qualified membership and ballots shall be distributed to qualified members in attendance. Ballots will be collected and tallied by the Judges of Election. Ballots not properly voted shall be void. The nominees receiving the highest number of votes shall be considered elected.

E. The nominees so elected shall be seated prior to continuing with the next order of business on the agenda.

Section 4. Resignation of Directors. Any member of the Board of Directors may resign therefrom by a written letter of resignation in writing lodged with the Secretary.

Section 5. Removal of Directors. Any member of the Board of Directors may be removed from his/her position because of failure, for any reason, to perform his/her duties as such Director. Such removal shall be made by a unanimous vote of the remaining Directors of the Corporation at a regularly scheduled meeting. The Board of Directors may have the option of removing any Director with notification after the 3rd absence of three consecutive meetings.

Section 6: Quorum. Fifty one percent (51%) or more members of the Board being present shall constitute a quorum for voting purposes for financial decisions and/or authorization of expenditures over \$100.00 and any/all amendments to the By Laws. For all other business, thirty three percent (33%) or more members of the Board being present shall constitute a quorum for voting purposes. The presiding officer may adjourn the meeting until such a number is present. A vote shall constitute a majority of the

Directors present and will be made by majority rather than consensus.

ARTICLE VI. OFFICERS

Section 1. Officers. The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, each of who must be elected from among the membership of the Board of Directors.

Section 2. Election and Term of Office. The Board of Directors at the *first meeting after the annual meeting of the membership* shall elect the Officers of the Corporation annually. Each officer so elected shall serve for one year or until his/her successor is duly elected and qualified, except in the case of his/her earlier death, resignation or removal. No officer may serve more than three (3) consecutive terms.

Section 3. Resignation. Any officer may resign by resignation in writing lodged with the Secretary.

Section 4. Removal. Any Officer elected by the Board of Directors may be removed by the Board of Directors by a simple majority vote whenever, in its judgement, the interests of the Corporation would be served. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5. Vacancies. A vacancy in any office, because of death, resignation, removal, or otherwise, may be filled by the Board of Directors for the duration of the term.

Section 6. Executive Committee. The Executive Committee is a permanent, standing committee of the Board, serving also as the Nominating Committee and consists of the President, Vice President, Secretary, Treasurer and Immediate Past President of the Board (if still a Director.)

Section 7. Powers and Duties. The Officers and Executive Committee shall have such powers and shall perform such duties as may from time to time be specified in the resolutions or other directives of the Board of Directors. In the absence of specifications, each officer shall have the powers and authority and shall perform and discharge the duties usual to such officers in similar corporations, except as otherwise expressly provided herein.

Section 8. The President. The President, or in his/her absence, the Vice President, shall preside at all meetings of the Board of Directors, and shall be a co-signer with another Executive Committee Member, all contracts or other instruments made on behalf of the Corporation, as authorized by the Board of Directors. He/she shall make reports to the Directors and perform all such other duties as are incident to the office or are properly required by the Board of Directors.

Section 9. The Vice President. The Vice-President shall assist the president, take the place of the president in the event of the unavailability, incapacity, or death of the president, and shall perform such other duties as may be prescribed by the board of directors or the president.

Section 10. The Secretary. The Secretary, or their appointee, shall issue notices for meetings; keep their minutes; have charge of the Seal and the Corporate Books; and, with the President, sign such instruments as require such signature. In general, the secretary shall perform all duties incident to the office of the secretary and such other duties as may from time to time be assigned to him/her by the board of directors or the president. Secretary will obtain and hold the seal of the corporation to be used for official corporation business.

Section 11. The Treasurer. He/she, or the appointed staff, shall keep an active, accurate account of all money, donations and/or gifts received by and expended for use of the Corporation; be responsible for the safe guarding of all funds received by the Corporation and for their proper disbursement; and make reports to the Directors and an annual report at the end of each year to the members and the Board of Directors. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors. The Books of the Corporation shall at all times be open to inspection by the Board of Directors. He/she shall sign or countersign such instruments as require his/her signature and shall insure the performance of all such other duties as are incident to the office or are properly required by the Board of Directors. In general, the treasurer shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the board of directors, or the president. If required by the board of directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties, as the board of directors shall determine.

ARTICLE VII: MANAGEMENT/STAFF

The Board of Directors shall have the power to hire appropriate management at such time as the Board deems such action to be in the best interest of the Corporation. The Board of Directors shall determine the duties of such management and fix compensation as are appropriate to the services rendered.

ARTICLE VIII: MEETINGS

Section 1. Annual Meetings.

A. There shall be not less than one (1) meeting annually of the Members of the Corporation, which shall serve as the Annual Meeting of the Directors as to the work in progress and status of activities of the Corporation. In addition, the Members shall participate with the Directors in evaluating the activities of the Corporation over the preceding period and in setting forth the policy direction, goals and objectives for the Corporation for the next period prior and up to the next meeting of the members. The President of the Corporation shall preside at the meetings of the Members.

B. In addition to the purpose stated immediately above, the purpose of the Annual Meeting of the Corporation shall be to elect the Directors of the Corporation, as more specifically set forth in Article VI, SECTION 2. And for the transaction of such other business as may come before the meeting.

C. The annual meeting of the Corporation shall be held in May of each year, after the first annual meeting in March 2002, or if the Board of Directors shall, for good cause, determine otherwise, the Annual Meeting may be held within sixty (60) days prior or subsequent to the designated herein for the Annual Meeting, or at any adjournment thereof the Board of Directors shall cause the election to be held at a special meeting of the Members called as soon thereafter as conveniently may be.

Section 2: Regular Meetings. A regular meeting of the Board of Directors shall be held no fewer than one each calendar quarter at a time and place which shall be determined from time to time by the Board. Such determination shall constitute the only notice required for regular meetings and notice of each change shall be provided to each Director by phone, fax, email or mail.

Section 3: Special Meetings. Special meetings of the Board of Directors may be called at the request of the President or any two (2) Directors. Notice of special meeting shall be given at least two (2) days before the special meeting by written notice, including fax, delivered personally or sent by mail or email to the address of record of each Director. If so authorized by the Board, a confirmed phone call directly to the Director, may be used where time is of the essence. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting.

Section 4: Precedence. At all meetings of the Board of Directors, the President, Vice President, Secretary or Treasurer in the order given, shall preside.

Section 5: Voting. At every meeting of the Board of Directors, each Director shall be entitled to one vote to be cast either in person or by proxy. The absent Director shall notify an Officer prior to the meeting who their designated Proxy will be. A phone poll of the entire board may be taken on any action requiring a vote of the board where a quorum is not present or if action requiring such vote is necessary prior to the next scheduled meeting. A majority of a quorum of Directors is required to pass any resolution. Votes shall be recorded and included in the minutes at the next meeting.

ARTICLE IX: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1: Contracts. The Board of Directors may authorize any agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

Section 2: Checks, Drafts or Orders. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by two officers or agents of the Corporation, as 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 by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President, Vice President or Secretary of the Corporation. Out of pocket expenses incurred by Officers, Directors, Members or Representatives of the Arlee CDC may be reimbursed at the direction of the Board.

Section 3: Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as selected by the Board of Directors.

Section 4: Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for any purpose of the Corporation.

ARTICLE X: BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record having the name and addresses of the Board members. Any member or his/her agent or attorney may inspect all books and records of the Corporation for any proper purpose upon appointment.

ARTICLE XI: FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1st of each year and end on December 31st of that year.

ARTICLE XII: SEAL

The Board of Directors shall provide a corporate seal, which shall be circular in form, and shall bear the words, "Arlee Community Development Corporation, Corporate Seal, Arlee, Montana."

ARTICLE XII. DISSOLUTION

In the event of voluntary or involuntary dissolution or liquidation of this corporation under the laws of the State of Montana, and procedures prescribed therein, all assets remaining to be distributed after payment of costs and expenses of court proceedings and all liabilities and obligations of the corporation, shall be distributed to either an organization likewise qualifying under 501 (c) (3) of the Internal Revenue Code of 1954 fulfilling similar need/position within the community or the legally governing body wherein said property is located: i.e., Arlee – Jocko Valley or other political subdivision as may be in place at the time of dissolution or liquidation.

ARTICLE XIII: INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the Corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter been a Director or Officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such Director or Officer, and shall reimburse each person for all legal and other expenses reasonably incurred by him/her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his/her willful or criminal misconduct.

The rights accruing to any person under the foregoing provisions of this article shall not exclude any other right to which he/she may be entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. The Corporation, its Directors, Officers, employees and agents shall be fully protected in taking any action or making any payment under this Article VIII, or in refusing so to do, in reliance upon the advise of counsel.

ARTICLE XIV: AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended or repealed, and new By-Laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting if at least fifteen (15) days written notice delivered personally or sent by mail to the address of record of each Director of intention to alter, amend or repeal, or to adopt new By-Laws at such meeting.

AS AMENDED THIS_DAY: BY MOTION OF THE BOARD OF DIRECTORS.

ATTESTED: _____

SECRETARY’S CERTIFICATION

The undersigned Secretary of the Arlee Community Development Corporation, a Montana non-profit corporation, hereby certifies that the foregoing Bylaws have been duly adopted by the Board of Directors at a meeting held on October 7, 2002, in Arlee, Montana

Dated this day of 2000.

SECRETARY _____