

**BYLAWS
of the
BOZEMAN SUNRISE ROTARY FOUNDATION**
a Montana non-profit public benefit corporation

ARTICLE I - NAME; OFFICES; SEAL

Section 1.1 - Name. The name of this corporation shall be Bozeman Sunrise Rotary Foundation (“Corporation”). The Corporation, may, at its pleasure, adopt any other name or change its name by affirmative vote of a majority of the voting Board of Directors. Any such adoption of another name or name change shall be done in keeping with the laws of the Montana Nonprofit Corporation Act (“Act”).

Section 1.2 - Registered Office; Other Offices. The Corporation’s Articles of Incorporation, as amended, shall set forth the place in which the Corporation is located and registered in Montana. The Corporation may have such other offices, in or outside of the State of Montana, as the Board of Directors may from time to time determine.

Section 1.3 - Corporate Seal. The Corporation shall have no corporate seal but may, at a later date, establish said seal at the discretion of the Board of Directors.

ARTICLE II – MISSION; PURPOSE; POWERS

Section 2.1 - Purpose. The Corporation is formed for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and, more specifically, to provide service to others and promote goodwill and peace, by supporting education, health, the environment, and quality of life in our community and around the world.

Section 2.2 - Powers. The Corporation shall have all powers afforded to it under the laws of the State of Montana and shall have the power, directly or indirectly, alone or in conjunction or in cooperation with others, to do any and all lawful acts which may be necessary or convenient to effect the charitable purposes for which the Corporation is organized. The powers of the Corporation include, but are not limited to, the acceptance, management, and disbursement of contributions from the public and private sectors, whether financial or in-kind contributions.

Section 2.3 - Nonprofit Status; Exempt Activities Limitation; No Private Inurement.

(a) **Nonprofit Legal Status.** The Corporation is a Montana nonprofit public benefit organization and shall operate according to the rules and regulations applicable to a tax-exempt corporation under 501(c)(3) of the Internal Revenue Code (“Code”) until and after said tax-exempt status is granted.

(b) 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 to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code as it now exists or may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code as it now exists or may be amended.

(c) Prohibition on Private Inurement. 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.

ARTICLE III – MEMBERSHIP

The Corporation shall be without members or membership. Use of the term “member” or “membership”, or any reasonable variation, shall not constitute the creation of members.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1 - Board of Directors; Number of Directors. The Corporation shall be managed by a Board of Directors that shall consist of not less than five (5) and no more than nine (9) voting Directors comprised of the Past-President, President, President-Elect, Treasurer, and Secretary of the Bozeman Sunrise Rotary Club (“Designated Directors”) and additional Directors elected by the Board (“Elected Directors”). Non-voting Directors may be added by majority vote of the Board but shall not count toward the total number of Directors. The Executive Director, if any, shall be a non-voting member of the Board.

(a) Founding Board. The founding Board of Directors may have fewer voting Directors, provided it has at least three (3) voting Directors.

(b) Qualifications of Directors. Elected Directors shall be elected by the Board from among members of the Bozeman Sunrise Rotary Club.

Section 4.2 - Board Role; Powers. The primary role of the Board includes, but is not limited to: (a) overseeing the Corporation’s governance, compliance, and business affairs; (b) determining the Corporation’s governing documents and policies, and changes thereto; (c) carrying out the Corporation’s objectives; (d) hiring, firing, and supervising an Executive Director (if any) and supporting any employees and volunteers in carrying out the Corporation’s mission; and (e) actively participating in the work of the Board. In addition, the Board shall have all the powers granted to it under the Act and applicable law.

Section 4.3 - Terms; Term Limits; Staggered Terms. Designated Directors shall serve for the duration of their service in the office which qualifies them to serve as a Designated Director. Elected Directors shall serve terms of three (3) years, beginning July 1st and ending June 30th of the third year. Elected Directors may be elected to serve up to two (2) additional terms (i.e., three (3) consecutive terms). After serving three (3) consecutive terms, an Elected Director is again eligible for election one (1) year after completion of service. To the extent possible and to support continuity, terms shall be staggered such that the terms of less than a majority of Elected Directors' terms expire in any given year. Staggered terms shall be achieved by any means approved by the Board including, but not limited to, the drawing of lots.

Section 4.4 – Resignation. A Director may resign at any time by letter of resignation to the Board Chair or Secretary. The resignation of a Director need not be accepted to be effective and shall take effect upon delivery of the resignation or at the time specified in the resignation, whichever is later.

Section 4.5 – Removal of Directors. A Director may be removed with or without cause or for failing to attend three (3) consecutive meetings without approval from the Board Chair. Such removal shall be effective upon an affirmative vote of two-thirds (2/3s) of the voting Directors at any meeting that is properly noticed and includes such action on the published agenda.

Section 4.6 – Vacancies. A vacancy in an Elected Director position caused by death, resignation, removal, or any other event, may be filled by a new Elected Director upon majority vote of the Board. A new Elected Director filling a vacancy shall assume the term applicable to the vacancy ("Special Term") and shall be eligible to serve up to two (2) additional terms upon re-election.

Section 4.7 – Committees; Manner of Acting.

(a) **Standing Committees.** The Board shall have the following committees: Executive Committee, Budget & Finance Committee, Governance & Audit Committee, and Nominating Committee. These committees shall have the powers and duties established by the Board via resolution or charter, or otherwise set forth in writing.

(b) **Establishment of Additional Committees; Termination.** From time to time, the Board may establish one or more additional standing or ad hoc committee. Each committee shall have the composition, duties, and powers given to it in the Board resolution or charter creating the committee. The Board may terminate any committee established under this subsection (b).

(c) **Composition.** Each committee shall be comprised of two (2) or more Directors who shall be appointed by the Board Chair.

(d) Limitation on Powers. While committees shall have the powers afforded to them by the Board, said powers shall be limited by the provisions of MCA 35-2-433(4) or its successor section.

(e) Manner of Acting. The provisions of these Bylaws which govern meetings, manner of acting, action without meetings, notice, waiver of notice, and quorum and voting requirements of the Board shall apply to committees of the Board and committee members.

Section 4.8 - Fiduciary Responsibility; Conflict of Interest. Directors must exercise all of the skill, care, and diligence required by law in fulfilling their role on the Board must act in a reasonable and informed manner when participating in all Board matters. Directors must exercise their authority in good faith and in the best interests of the Corporation. Furthermore, Directors must follow the Corporation's policies and avoid actual or apparent conflicts of interest and self-dealing transactions.

ARTICLE V – OFFICERS

Section 5.1 – Officers. The Officers of the Corporation shall be a Board Chair, Vice Chair, Secretary, and Treasurer. The Board Chair and Vice Chair shall be Designated Officers, as defined in Section 5.2. All other Officers shall be Elected Officers. Any Director may hold any two (2) or more offices concurrently, except those of Board Chair and Treasurer. The Executive Director, if any, shall be an Officer.

Section 5.2 – Eligibility; Election; Terms. The Past President of the Club shall serve as Board Chair and the President of the Club shall serve as Vice Chair, subject to the approval of the Board. All voting Directors are eligible to be Elected Officers. Designated Officers shall serve for the duration of their service in the office which qualifies them to serve as a Designated Officer. Elected Officers shall be elected by majority vote of the voting Directors at or before the Annual Meeting and shall serve terms of two (2) years beginning July 1st and ending June 30th. After serving in one office, an Officer may serve in another office or in the same office. However, Officers may only serve one (1) additional consecutive term in the same office.

Section 5.3 – Resignation. Any Officer may resign pursuant to Section 4.4. Resignation by an Officer shall not constitute a resignation of a Director, unless the resignation so specifies.

Section 5.4 – Removal of Officer. Any Officer may be removed pursuant to Section 4.5. Removal of an Officer shall not constitute a removal of a Director, unless otherwise specified in the published agenda of the meeting at which removal is discussed and decided.

Section 5.5 - Vacancies. A vacancy in any office shall be filled for the balance of the term by an eligible Director upon majority vote of the voting Directors. A Director filling such vacancy shall be eligible to serve additional terms as an Officer according to Section 5.2.

Section 5.6 - Board Chair. The Board Chair shall lead the Board in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board; shall see that orders and resolutions of the Board are carried into effect; may execute and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, unless said authority is expressly designated to one or more other Officer or agent; and shall perform all other duties incident to the office or properly required by the Board. In absence of an executive director, the Board Chair shall serve in that capacity and shall have general active management of the business of the Corporation.

Section 5.7 – Vice Chair. In the absence or disability of the Board Chair, the Vice Chair shall perform the duties of the Board Chair. When so acting, the Vice Chair shall have all the powers of and be subject to all the restrictions upon the Board Chair. The Vice Chair shall have such other powers and perform such other duties prescribed for them by the Board or the Board Chair. The Vice Chair shall accede to the office of Board Chair upon completion of the Board Chair’s term, subject to Board approval.

Section 5.8 - Secretary. The Secretary shall, when present, record proceedings of all meetings of the Board; shall keep a register of the names and addresses of all Directors, Officers, and Affiliates of the Corporation; shall at all times keep on file a complete copy of the Articles of Incorporation, including amendments and restatements thereof, as well as a complete copy of these Bylaws, including amendments and restatements thereof; shall, when directed to do so, give proper notice of meetings of the Board; shall perform other duties as may from time to time be prescribed by the Board or by the Board Chair; and, in general, shall perform all duties usually incident to the office of the Secretary.

Section 5.9 - Treasurer. The Treasurer shall keep accurate accounts of all assets of the Corporation received or disbursed; shall deposit all moneys, drafts, and checks in the name of, and to the credit of, the Corporation in such banks and depositories as a majority of the voting Directors shall from time to time designate; shall have power to endorse funds of the Corporation as ordered by the Board, making proper vouchers; shall render to the Board Chair and the Directors, whenever required, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation; shall perform such other duties as may from time to time be prescribed by the Board or by the Board Chair; and, in general, shall perform all duties usually incident to the office of Treasurer.

Section 5.10 - Executive Director. The Executive Director, if any, shall be responsible for managing the day-to-day activities of the Corporation, in furtherance of the Corporation’s mission and in alignment with all Board decisions and the Corporation’s policies. The Executive Director shall be subject to the direction and oversight of the Board.

Section 5.11 - Compensation for Board Service; Expenses. Directors and Officers shall not receive compensation for carrying out their duties but may be reimbursed for expenses incurred in carrying out Board duties, pursuant to a policy on reasonable reimbursement.

Section 5.12 - Compensation for Professional Services by Directors. Directors may be compensated for professional services provided to the Corporation, provided compensation is reasonable and fair to the Corporation, and is reviewed and approved by the Board in accordance with the Corporation's Conflict of Interest policy and state law.

Section 5.14 - Bond. The Board may from time to time determine which, if any, Officers shall be bonded and the amount of each bond.

ARTICLE VI – MEETINGS

Section 6.1 - Regular Meeting. The Board of Directors shall meet monthly at dates, times, and places fixed by the Board. The Board shall determine which of these meetings constitutes the Corporation's Annual Meeting. No additional notice is required for regular meetings. The Board may cancel or postpone any monthly meeting, provided that the Board meets at least quarterly.

Section 6.2 - Special Meeting. Special meetings of the Board may be called by the Board Chair, by any two (2) members of the Executive Committee, or by a majority of the voting Directors. A special meeting must be preceded by at least two (2) days' notice to each Director of the date, time, and place of the meeting. The purpose of the meeting need not be stated unless otherwise provided by these Bylaws or by law. The Board Chair may conduct so much of any special meeting in executive session as deemed appropriate given the subject matter.

Section 6.3 - Place of Meeting. The Board may hold its meetings at such place or places, within Gallatin County, State of Montana, as it from time to time determines.

Section 6.4 - Waiver of Notice. A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director, upon arriving at the meeting, objects to lack of notice and does not vote for or assent to an action. Additionally, wherever notice of any meeting is required to be given by these Bylaws or applicable law, such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at or after the meeting.

Section 6.5 - Participation. Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person or by video or telephonic conference call.

Section 6.6 - 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 shall be signed by all of 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 voting Directors. Such consent shall have the same effect as a unanimous vote and shall be placed in the minutes by the Secretary.

Section 6.7 - Presumption of Assent; Waiver of Notice. A Director who is present at a meeting of the Board at which action on any corporate matter is taken is presumed to have assented to the action taken and waived notice unless the Director's dissent to the action or objection to notice shall be entered in the minutes of the meeting, or unless a written dissent or objection is filed with the person acting as the secretary for the meeting before the adjournment thereof. The right to dissent shall not apply to a Director who voted in favor of such action.

Section 6.8 - Quorum and Manner of Acting. Except as otherwise provided by statute or these Bylaws, a majority of voting Directors shall be required to constitute a quorum for the transaction of business at any meeting. The act of a majority of voting Directors present at any meeting at which a quorum is present shall constitute an act of the Board. However, a majority of the voting Directors present, whether or not constituting a quorum, may adjourn a meeting and may reschedule a meeting for another time and place.

Section 6.9 - Proxies; Rules. Proxies shall not be allowed or used. Robert's Rules of Order Revised shall apply to all meetings of the Board and committees.

ARTICLE VII – EXECUTIVE DIRECTOR; STAFF

The Board of Directors may appoint an Executive Director as the chief executive officer of the Corporation. The Executive Director will serve at the will of the Board and shall report directly to the Board. The Executive Director shall be responsible for the administration and management of the Corporation; shall actively supervise the Corporation's business, assets, and affairs; and shall carry out the Corporation's policies and programs and perform duties as directed by the Board, subject to oversight by the Board and the Executive Committee.

ARTICLE VII – BOOKS & RECORDS; CONTRACTS; CHECKS; LOANS; ACCOUNTING

Section 8.1 - Books and Records. The Board shall cause to be kept at the registered office or such office as determined by the Board copies or originals of: Articles of Incorporation and Bylaws of the Corporation, along with amendments and restatements thereof; records of all proceedings of the Board; all financial statements of the Corporation; and such other records and books of accounts as shall be necessary and appropriate to the conduct of the Corporation's business.

Section 8.2 - Checks; Drafts; Contracts and Writings. Except as otherwise provided by resolution of the Board or Board policy, the Executive Director, the Board Chair, or other person delegated by the Board, shall execute all checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness, as well as all contracts, deeds, leases, mortgages, grants, and other agreements.

Section 8.3 - Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or a designated Committee of the Board may select.

Section 8.4 - Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by Board resolution.

Section 8.5 - Accounting. The Board may cause to be established and maintained an appropriate accounting system for the Corporation that adheres to generally accepted accounting principles. The Board may cause the records and books of account of the Corporation to be compiled and reconciled by an independent accountant.

Section 8.6 - Right to Inspect Records. The records of the Corporation shall be available for inspection by any Director upon reasonable notice, during regular business hours, and at no cost to the Corporation.

ARTICLE IX – INDEMNIFICATION

The Corporation shall indemnify Directors, former Directors, Officers, and former officers, as well as employees or other volunteers pursuant to Montana law.

ARTICLE X – TRANSFER OF ASSETS UPON MERGER, DISSOLUTION

Pursuant to the Corporation’s Articles of Incorporation, the Board may authorize: (1) the sale, lease, exchange, mortgage, encumbrance, or other transfer of all or substantially all of the Corporation’s property and assets; (2) the merger or consolidation of the Corporation with another non-profit corporation; and (3) the dissolution of the Corporation. Such action requires not less than two-thirds (2/3) affirmative vote of the voting Directors.

ARTICLE XI – AMENDMENTS; MISCELLANEOUS

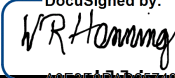
These Bylaws, including any restatements or amendments thereto, may be amended, altered, repealed, or restated by a vote of not less than two-thirds (2/3) of the voting Directors at a meeting at which a quorum is present. Notice of the proposed amendment(s) must be provided to the Board at least ten (10) days in advance of the meeting at which discussion will occur or action will be taken.

Approved: September 2022
Next Review: September 2024

CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned hereby certifies that the foregoing Bylaws of the Corporation were adopted by the Board effective the date set forth below, superseding and revoking all other Bylaws of Corporation.

DATED this Fourth day of October, 2022.

By: 
Title: W R Henning