

FINAL

**BYLAWS OF
UNITED STATES CATTLEMEN'S ASSOCIATION**

A NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I – GENERAL INFORMATION

Section 1. Name

The name of this Corporation is the **UNITED STATES CATTLEMEN'S ASSOCIATION**, a public benefit corporation organized under the Montana Nonprofit Corporation Act, Montana Statute sections 35-2-113 *et sec.* For purposes of these Bylaws, the words "Association" and "Corporation" each refer interchangeably to the **UNITED STATES CATTLEMEN'S ASSOCIATION**.

Section 2. Principal Business Office and Official Registered Office

The Corporation's principal office for the transaction of the business of the Corporation and the Corporation's official registered office in the State of Montana shall be located at P.O. Box 156, Melville, Montana 59055. The Board of Directors (hereinafter the Board) is granted full power and authority to change the location of said principal business office and official registered office in the State of Montana through amendment of these Bylaws, except that relocation of the principal office and official registered office within Sweet Grass County, Montana, shall not be deemed an, nor require, amendment of these Bylaws.

Section 3. Other Offices

To facilitate administration of the Corporation, the Board may establish branch or subordinate offices and establish and maintain post office boxes at any place or places.

ARTICLE II – NONPROFIT PURPOSES

Section 1. Purpose

The purpose for which the Corporation is organized shall be to present an effective voice for the United States cattle industry. **UNITED STATES CATTLEMEN'S ASSOCIATION** is dedicated to, and focused on, efforts in Washington, D.C. to further the interests of cattle producers on mandatory country of origin labeling, international trade, market competition, reform of the mandatory beef checkoff, animal health, welfare and identification, private property rights, and other issues that affect the United States cattle industry.

The Corporation may do all and everything necessary, suitable and proper for the accomplishment of said purposes or the attainment or furtherance of any of the powers herein mentioned, either alone or in association with any other act or acts, thing or things, incidental or appurtenant to, or growing out of, or connected with the said purposes or powers, or any part or parts thereof, provided that the same be not inconsistent with its qualification as an organization described in Internal Revenue Code section 501(c)(6). The Corporation shall not discriminate on the basis of race, color, national or ethnic origin, sex, or religion.

Section 2. Tax Exempt Status

The Association shall at all times be operated to establish and maintain tax exempt status as an organization to promote the common business interests of the domestic cattle industry within the confines of Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE III – MEMBERS

Section 1. Classes and Qualifications of Members

The Association hereby establishes two classes and qualifications of its membership as follows:

A. Members:

1. Members shall be United States residents who own cattle. Each member shall have one vote in setting policy and electing directors.
2. Members shall have the right to attend the Association's annual meeting, directors meetings, and any other public meeting or convention sponsored by the Association.
3. Membership dues shall be set by the Board of Directors.

B. Associate Members:

Associate membership shall be available to all affiliated businesses and affiliated organizations and to individual members who do not own cattle and shall be classified in categories and dues set annually by the Board of Directors. Associate members shall be non-voting members.

Section 2. Admission of Members and Associate Members

- A. Membership in the Association shall be available without regard to race, color, creed, or national origin.
- B. Prospective members and associate members of the Association shall file an application for membership or associate membership with the Secretary of the Association. All applications for members shall be in writing on a form prescribed by the Association's Board of Directors and shall state the name, business, and business address of each applicant. Membership shall be open and unrestricted to any person who owns domestic cattle. The applicants for membership shall agree to be bound by the Articles of Incorporation and the Bylaws of the Association.
- C. Affiliate groups may join and participate in the Affiliate Council that will consist of all such groups and shall have a seat on the Board of Directors. The Affiliate Council Board seat shall be filled pursuant to Article IV, Section 1(c).

Section 3. Rights of Members

- A. Subject to the provisions of the Articles of Incorporation, members shall have the right to participate in the governance of the Association in the following manner: Members shall have the right to vote for the election of directors and to set corporation policy by majority vote, provided however they own cattle.
- B. Members shall have the right to amend Bylaws pursuant to Article XVII.
- C. Members shall have the right to attend Board meetings unless the Board is in Executive Session.
- D. The membership shall have the right to call an open face-to-face Board meeting by submitting a petition to the Board stating the reasons for such a meeting and the issues to be addressed. Said petition shall contain the signatures representing one-third (33-1/3%) of the membership if the total membership is below two thousand (2,000) dues paying paid-up members, and fifteen percent (15%) of the total membership if said membership is two thousand (2,000) or above dues paying paid-up members. In either event, no more than twenty-five percent (25%) of said signatures may be from residents of any one state. Upon receiving such a petition, the Board of Directors shall set a meeting at a centrally located site within fourteen (14) days. Said meeting will take place no more than twenty-one (21) days thereafter. Members shall be given notice of said meeting and said notice shall include the meeting's agenda.

Section 4. Associate Members

Associate members shall have the right to attend the Association's annual meeting of members and any other public meeting or convention sponsored by the Association.

Section 5. Termination of Membership

The Board of Directors, by affirmative vote of two-thirds of all the Directors of the Association, may suspend or expel a member for cause after an appropriate hearing, and may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default of the payment of dues.

Section 6. Resignation

Any member may resign by filing a written resignation with the Secretary.

Section 7. Transfer of Membership

Membership in the Association is not transferable or assignable.

Section 8. Dues

The Board of Directors of the Association may determine from time to time the amount of annual dues, if any, payable by the members of the Association. Special dues assessments may be levied upon the approval of the Board of Directors where such additional assessments are necessary for furthering the exempt purposes of the Association. The membership shall be notified thirty (30) days prior to any dues change and shall be given the opportunity to comment within that period.

ARTICLE IV – DIRECTORS

Section 1. Numbers of Terms of Office of Directors

The Board of Directors shall consist of the following twenty-one (21) voting Board members:

- A. The immediate past president, designated as President Emeritus.
- B. A one time, lifetime voting Director seat is hereby reserved for Leo McDonnell.
- C. The Affiliate Council shall have a seat on the Board of Directors and this seat shall be for a one-year term. This seat will be filled on a rotating basis among all state affiliates in the order that they affiliated with USCA. The person sitting in this capacity shall be approved annually at the annual meeting.
- D. Region I shall consist of Washington, Oregon, Alaska, and Hawaii. The initial term shall be for one year.
- E. Region II shall consist of California and Nevada. The initial term shall be two years.
- F. Region III shall consist of Arizona and New Mexico and the initial term shall be three years.
- G. Region IV shall consist of Utah, Wyoming, and Colorado and the initial term shall be one year.
- H. Region V shall consist of Texas and the initial term shall be two years.
- I. Region VI shall consist of Montana and Idaho and the initial term shall be three years.
- J. Region VII shall consist of Nebraska and Iowa and the initial term shall be one year.
- K. Region VIII shall consist of Kansas, Missouri, and Oklahoma and the initial term shall be two years.
- L. Region IX shall consist of Arkansas, Mississippi, Louisiana, and Alabama and the initial term shall be three years.
- M. Region X shall consist of North Dakota, South Dakota, and Minnesota and the initial term shall be one year.
- N. Region XI shall consist of Florida and Georgia and the initial term shall be two years.
- O. Region XII shall consist of West Virginia, Virginia, North Carolina, and South Carolina and the initial term shall be three years.
- P. Region XIII shall consist of Kentucky, Indiana, and Michigan and the initial term shall be one year.
- Q. Region XIV shall consist of Ohio, Wisconsin, and Illinois and the initial term shall be two years.
- R. Region XV shall consist of Pennsylvania, New York, Maine, and Rhode Island and the initial term shall be three years.
- S. Region XVI shall consist of the Native American Reservations of the United States, by the same rules as all other regional directors. The initial term shall be three years.

When the President of the Association is elected, a new director from the Region from where the President is selected will be nominated and elected by the membership in said Region. The Board of Directors will select the interim Board member from such Region until the election is held. Both the President and Vice-President shall be voting Board members. Terms for the President and Vice-President shall be one year with a two consecutive term limit.

There shall be four additional non-voting Board seats nominated by the President and confirmed by the majority vote of the voting Board. Three of these seats are Parliamentarian, Secretary, and Treasurer. These positions will serve a one-year term. There shall be no term limits. The fourth non-voting member will be from the Business Community and shall serve a one-year term and be limited to a single term.

Section 2. Terms

Subsequent to the initial terms set forth herein, the directors shall be elected by the majority vote of the regional membership and shall serve three-year terms. No director may serve more than two consecutive terms. The exception will be the first set of directors: Directors initially serving a one or two year term may serve two full elected terms. Directors initially selected for a three-year term may serve only one full elected term.

Section 3. Nomination and Election of Directors

- A. The initial directors shall be appointed by the interim President and the founding members. At the expiration of that initial term, directors shall be nominated and selected by members as set forth below.
- B. Upon the expiration of a director's term or upon a vacancy, each region shall be responsible for nominating two or more nominees who reside within the region. Further nominations will be taken from the floor at the annual meeting. In addition, any member may petition to be nominated by forwarding a letter to the Board of Directors making such a request.
- C. Nominations for each region described in Section 1 above shall be presented, on a mail-back ballot, only to the voting members within the nominees' region. Pursuant to Section 2 above, the elected director must win by a majority vote. If necessary, a run-off election between the top two vote-getters will be conducted immediately by the same process. In the event of a tie, those two nominees alone will be presented to the regional voting membership for the deciding vote through the use of a mail-back ballot. All voting is to be completed within forty-five (45) days of the annual meeting, except that if a tie-break is necessary, another fifteen (15) days shall be added to this vote completion deadline.
- D. Each region shall form a nominating committee to assure that two or more nominees will be presented to the membership for consideration.

Section 4. Change of Number of Directors

The voting members by two-thirds majority vote (of those members voting) may through the amendment of these Bylaws change the number of directors and/or regions.

Section 5. Qualification of Directors

Directors must be members in good standing of the Association and reside in the region that they represent.

Section 6. Removal from Board or Term

Upon the affirmative vote of at least two-thirds of the number of directors then serving in office as directors, the Board may remove any director from the Board with cause; provided, however, that each director shall be given at least fourteen (14) days prior written notice that a vote to remove a director from office is proposed at a meeting of the Board. Reasons for removal for cause include the following: (i) repeated unexcused failure to attend meetings, (ii) refusal or incapacity to act as a

director, (iii) acting or failing to act in such a manner so as to subject the Corporation to possible loss of its tax exempt status, (iv) acting in a manner inconsistent with duties imposed by the Articles of Incorporation, these Bylaws, or law. Whatever the reason or reasons they must be stated with particularity in the written notice of removal. Further, membership shall be given notice of any such contemplated action and the reasons for such action. Any such removal must be undertaken only during a face-to-face meeting of the Board. Telephonic or video conferencing will not be allowed in these instances.

Section 7. Vacancies

Whether by death, resignation, or removal, vacancies on the Board of Directors shall be filled by a person elected by the affirmative vote of the majority of the remaining directors of the Board until the next annual meeting.

Section 8. Resignations of Directors

Subject to the Articles of Incorporation, these Bylaws, and provisions of law, a director may resign by giving written notice to the President or the Secretary. Such written notice of resignation shall be given either manually or by facsimile. The resignation shall be effective when the notice is given, unless by its terms the notice states a later effective date.

Section 9. Conduct of Business and Powers

Subject to the limitations of the Articles of Incorporation, these Bylaws, and provisions of law, the activities and affairs of the Corporation shall be exercised by or under the management of the Board. The Board may delegate the management of the Corporation's activities to any committee, officer, employee, or any other person; provided, however, that the ultimate management and control of the Corporation's activities and powers shall always be exercised under the direction of the Board.

Without prejudice to the Board's powers, but subject to the same limitations, the Board shall have the following powers in addition to other powers enumerated or otherwise permitted by the Articles of Incorporation, these Bylaws, or laws:

- A. To set the Corporation's policies and make rules and regulations not inconsistent with law, the Articles of Incorporation, or these Bylaws, which it deems necessary or convenient to effectuate the purposes of the Corporation, subject to the policies set by the membership under Article XVIII;
- B. To adopt, make and use a corporate seal, logo, or trademark, and to alter the form of said seal, logo, or trademark from time to time as it deems appropriate;
- C. To establish such committees as it deems appropriate;
- D. To establish official or unofficial subsidiary organizations or entities as it deems appropriate; provided, however, that no such subsidiary shall undertake activities inconsistent with the Corporation's purposes or in derogation or jeopardy of the Corporation's tax exempt status under section 501(c)(6) of the Internal Revenue Code or a corresponding section of a future federal tax code;
- E. To select and remove persons to serve as officers, agents and employees of the Corporation and to prescribe powers and duties for said persons not inconsistent with the Articles of Incorporation, these Bylaws, or law. When permitted, the Board shall fix reasonable compensation for said persons and require from them security for faithful service to the Corporation;
- F. To select and remove persons to serve as advisors or consultants to the Board and Corporation; provided, however, that no advisor or consultant shall have power to vote on the Corporation's affairs.

Section 10. Fiscal

- A. The records of this Corporation shall be maintained on an annual year basis of January 1 to December 31.
- B. Current financial reports shall be laid before every regular meeting of the Board of Directors and the annual meeting of the members.
- C. Specific authorization of the Board of Directors shall be required for:
 - 1. Any contracts or instruments entered into on behalf of, or in the name of the Corporation.
 - 2. The opening of any accounts to be used as a depository for Corporation funds.
 - 3. The borrowing of any funds for the use of or in the name of the Corporation.
 - 4. The acceptance of any contribution, bequest, gift or devise for the general use of the Corporation, for any special use within the Corporation.
- D. The Treasurer shall prepare disbursements from and make deposits to the accounts of the Corporation. The Treasurer shall keep a true and accurate record of all accounts and transactions of the Corporation. The Treasurer shall perform these and such other duties as may be assigned by the Board of Directors. The Board shall ensure that an annual audit of the Corporation's records and accounts at the close of each year is performed by an independent C.P.A. and is presented to the Board.
- E. The Board shall oversee the development of and lend final approval to an annual budget document. This document will at a minimum contain monthly and annual estimations for all current organizational accounts including, but not limited to, income, expenses, and liabilities. The budget document will be completed and filed with the other financial statements prior to the start of each new fiscal year.

Section 11. Voting

Each director shall have one (1) vote. Voting by proxy WILL NOT be allowed. A majority of the current directors shall constitute a quorum of the Board and be required for the conduct of Board business.

Section 12. Compensation

Directors shall not receive any salary or other financial compensation for their services as directors; provided, however, that a director may be compensated or reimbursed for actual, reasonable, and necessary expenses incurred in performance of their duties as directors. Such expenses include, but are not limited to, travel and lodging expenses, mileage, and incidental expenses.

ARTICLE V – OFFICERS

Section 1. Corporation Officers

- A. The officers of the Corporation shall consist of a President and Vice-President of the Board of Directors and shall be selected by the Board from among its ranks before the annual meeting and take office at the conclusion of the annual meeting.
- B. The Secretary, Treasurer, and Parliamentarian shall be selected by majority vote of the directors and shall be non-voting Board members. They shall serve one-year terms with no term limits.
- C. The Board is given authority and power to create and fill other officer positions when doing so is in the best interest of the Corporation.

Section 2. Duties of Officers

The Board shall describe the duties and powers of the Corporation's officers, subject to the following limitations:

- A. President: The President shall preside over all meetings of the Corporation. The President shall appoint any committee chairpersons and be an *ex officio* member of any committee.
- B. Vice-President: The Vice-President shall preside in the absence, removal, or disability of the President, or whenever the President vacates the chair, and in such instances shall have the powers and duties of the President.

- C. Secretary: The Secretary shall record the minutes of all meetings of the Board and shall submit the minutes for approval of the Board at the next meeting of the Board. The Secretary shall be responsible for authenticating the records of the Corporation. The Secretary shall be responsible for giving notice of Board meetings. The Secretary shall prepare and maintain other records as the Board deems necessary, except that the original copies of the Corporation's Articles of Incorporation and Bylaws shall at all times be kept in the Corporation's official registered office in the State of Montana.
- D. Treasurer: The Treasurer is the Chief Financial Officer of the Corporation. The Treasurer shall keep the financial accounts and records of the Corporation and shall maintain the funds of the Corporation in the manner authorized by the Board. The Treasurer shall prepare a financial statement quarterly for each officer, and shall prepare a semi-annual financial report for the entire Board and all officers. The Treasurer shall disburse funds as may be ordered by the Board. Withdrawal of funds from the Corporation's accounts shall be signed by the Treasurer. The Treasurer shall prepare monthly fund raising reports for all officers, and semi-annual reports of same for the entire Board and all officers.
- E. Chief Executive Officer: The CEO shall be selected by the Board and employed by **UNITED STATES CATTLEMEN'S ASSOCIATION** and will be responsible for those duties delegated to him by the Board of Directors. The CEO shall serve at the pleasure of the Board and may be hired or removed by majority vote of the voting members of the Board.

Section 3. Removal from Office

Upon a two-thirds majority vote of the Board, an officer may be removed from office for cause whenever, in the sole discretion and independent judgment of the Board, the best interests of the Corporation will be served by removal. Neither election nor appointment of any officer shall, in and of itself, create any contract rights. Removal must be preceded by fourteen (14) days written notice to the Board, Officers, and the membership. The notice must incorporate the specific reasons for removal. Members shall have the opportunity during the 14-day notice period to comment and shall have the right to be present verbally or otherwise when said action is contemplated. Any such action to remove an officer must be done in a face-to-face meeting of the Board. Telephonic or video conferencing will not be allowed in these instances.

Section 4. Vacancies

Upon the death, resignation, disability, or removal of any officer, the Board shall appoint the successor to such office.

Section 5. Resignation of Officers

An officer may resign from office by giving written notice to the Board, the President, or the Secretary. Such written notice of resignation shall be given either manually or by facsimile. The resignation shall be effective when the notice is given, unless by its terms the notice states a later effective date.

ARTICLE VI – CONTRACTS AND INSTRUMENTS

Section 1. Authority to Enter Contracts

Subject to the limits of the following section of this Article of these Bylaws, the Board may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument on behalf of and in the name of Corporation, and such authority may be general or confined to specific circumstances.

Unless so authorized, no officer, agent, employee, or advisor of the Corporation shall have the ability or authority to bind the Corporation to any contract, agreement, settlement, or instrument, subject, however, to the provisions of M.C.A. 35-2-444 concerning the power of persons without authority to bind the Corporation to contracts and instruments.

Section 2. Instruments, Checks and Notes

Except as otherwise specifically authorized and determined by resolution of the Board, any checks, drafts, promissory notes, instruments, or other evidences of indebtedness of the Corporation, shall be approved by the President and be signed by the Treasurer.

ARTICLE VII – COMMITTEES

Section 1. Establishment of Committees

The Board may establish and dissolve standing and ad hoc committees at any time. Membership of such committees shall be as designated by the President and Vice-President; provided, however, that the President shall appoint the Chair of the committee and shall be an *ex officio* member of all committees.

All committees shall be comprised of at least one (1) director.

Section 2. Powers and Duties

All standing or ad hoc committees shall have the power to implement the policies of the Corporation as necessary to complete the mandate given said committee upon its creation by the Board. All committee actions are subject to review by the Board at any Board meeting.

Section 3. Quorum

The participating members of any duly called and properly noticed meeting of any committee shall constitute a quorum for the transaction of business of that committee.

Section 4. Meetings

Meetings of any committee may be held with or without notice as specified by the Board, and may be held by telephone conference call or other electronic communication, so long as all persons participating in the committee meeting have an opportunity to be heard. A committee member's participation via telephone or other electronic communication media shall constitute presence of that person at such meeting.

Minutes of committee meetings shall be kept in accordance with the provisions of Article IX, Section 5 of these Bylaws and shall be available to any member upon request.

Section 5. Limitation of Authority

Any committee shall have only the power and authority given it upon creation by the Board; provided, however, that no delegation of authority to a committee shall be construed as negating, repealing, or overriding any provision of law, the Articles of Incorporation, or these Bylaws that limit the authority of a director, officer, or any other person, or that set forth specific requirements for specified actions.

Duly authorized committees may advise, but shall not exercise the authority of the Board in respect to the following matters:

- A. Adoption, amendment, or repeal of the Articles of Incorporation, or these Bylaws;
- B. Financial commitments or obligations, unless specifically authorized by the Board;
- C. Election, appointment, or removal of any director, officer, or employee of the Corporation;
- D. Approval or disapproval of salary and other compensation to be paid to a director for serving in another capacity to the Corporation;
- E. Formulation of policy.

ARTICLE VIII – DEPOSITS, GIFTS, ETC.

Section 1. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, mutual funds, securities, or other financial depositories in the manner provided by the Board.

Section 2. Gifts

The Board or any director or officer may accept on behalf of the Corporation donations, gifts, bequests, legacies, devises, or contributions of any kind of money or personal and real property for the general or specific purposes of the Corporation. Subject to the purposes for which donated or otherwise contributed to the Corporation, any such money or property received shall be deemed "funds" within the meaning of Section No. 1 of this Article of these Bylaws immediately above, and treated accordingly.

ARTICLE IX – MEETINGS

Section 1. Annual Meeting of Members

The annual meeting of the members of the Association shall be held at such other place and at such time as the Board of Directors shall designate, for the purpose of receiving the report of the Board of Directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be the yearly anniversary for officers and directors.

Section 2. Notice of Annual Meeting of Members

Written or printed notice of every annual meeting of the members, stating the place, day, and hour of the meeting must be given to each member not less than ninety (90) days prior to the meeting.

Section 3. Annual Meeting of Board of Directors

The Association shall hold an annual meeting of the Board of Directors at a location and time to be determined by the Board of Directors. If necessary, these meetings may take place via teleconference. At this annual meeting, the Board of Directors shall, at a minimum, hold any necessary elections to fill expiring or vacant director or officer positions, review the Corporation's annual operating and operating statement, and review and/or order preparation of any reports or statements required to be filed with local, state, or federal governmental agencies. The Board shall undertake any other matter it deems necessary upon proper placement on the meeting agenda.

Section 4. Other Meetings

Other meetings of the Board may be held at any time or place upon the call of the President, or the written request of three (3) directors. Members have a right to participate in all meetings, except when the Board is in Executive Session.

Section 5. Procedures and Protocol of Meetings

The Board is authorized to hold meetings in person, via teleconference, videoconference, or any other form of electronic media, so long as each director can hear the spoken word of every director.

All meetings shall be conducted in observance of simplified rules of parliamentary procedure, so long as not in conflict with the Articles of Incorporation, these Bylaws, or law.

Section 6. Action without Meeting

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or law, the Board is authorized to act without a meeting if all directors shall individually and collectively consent in writing to such action. Such consent or consents shall have the same effect as a vote of the Board and shall

be filed with the minutes of the proceedings of the Board. The Board is not authorized to act without a duly noticed meeting to all Directors except in the circumstances described above.

Section 7. Minutes of Meetings

The Board shall keep minutes of all meetings to include, but not limited to, the date of the meeting, the names of directors present, the topics discussed, the decisions reached or action taken by the target date for implementation of decisions or actions, and status reports of the Corporation's finances, activities, and programs.

The Secretary shall at all times be responsible for preparing and maintaining minutes of the Corporation's meetings. Minutes shall be prepared within three days after any Board meeting and thereafter forwarded to all Board members. Approved minutes shall be made available to any member upon request.

Section 8. Notice and Agenda

The Secretary shall give notice of the time and place of each meeting of the Board. The agenda and business to be discussed and transacted at the meeting shall be specified in said notice. Notices shall be issued to each director seven (7) days prior to the meeting date. Notice may be waived before or after any meeting by any director. At any meeting where a director is present, notice shall be deemed automatically waived for that director for that meeting.

The meeting should be confined to the matters raised in the agenda, except that the Board may in its discretion allow matters to be added to a meeting's agenda at the beginning of that meeting; provided, however that the following matters are subject to action only upon proper notice and placement on the agenda as described in the previous paragraph of this Article of these Bylaws: (a) removal of any director or officer, (b) amendment of the Articles of Incorporation, and (c) approval or disapproval of salary and other compensation to be paid to a director for serving in another capacity to the Corporation.

Section 9. Conduct of Meetings

- A. The President shall preside over all Board meetings, regular, special, annual, and executive, unless otherwise specified by the Articles of Incorporation, these Bylaws, law, or rules of the Board.
- B. The Secretary shall be responsible for taking, preparing, maintaining, and distributing to the appropriate members (assigned in these Bylaws) the minutes of Board meetings. The Board may enact rules or provisions governing meeting conduct in the Secretary's absence.
- C. During meetings, if an offense is committed, the Board has the right to call members out of order and to then name the offender. Furthermore, if the offender persists, the Board maintains the right to remove the offender from the meeting.

ARTICLE X – INDEMNIFICATION

Section 1. Requirement and Power to Indemnify

The Corporation shall indemnify any director, officer, employee, advisor, or agent of the Corporation to the fullest extent permissible under the laws, rules and regulations, and judicial decisions of Montana.

ARTICLE XI – PROPERTY INTEREST AND PROHIBITION OF USE OF CORPORATE FUNDS, ASSETS, NAME

Section 1. Property Interest

No director, officer, employee, or agent of the Corporation shall have any right, title, or interest in or to any property or assets of the Corporation, either prior to, during, or after any dissolution or liquidation

of the Corporation or its assets. All assets and property of the Corporation at the time of a dissolution or liquidation shall be transferred as specified in the Articles of Incorporation.

Section 2. Prohibition of Loans and Other Assistance

The Corporation shall not: (i) lend money or property to, or (ii) use its credit, assets, or name to assist or otherwise influence or bolster the personal affairs or finances of its directors, officers, employees, advisors, or other persons in any way associated with the Corporation; provided, however, that this prohibition shall not prevent the Corporation from indemnifying directors, officers, agents, and employees as specified in Article X of these Bylaws above.

ARTICLE XII – FISCAL YEAR

The Corporation's fiscal year shall begin the first day of January and close on the last day of December of each year.

ARTICLE XIII – BOOKS AND RECORDS

Section 1. Books and Records

The Corporation shall keep at its principal business office correct and complete books and records of account of the Corporation's activities and minutes of all Board and committee meetings. Said books and records shall be kept and maintained at the Corporation's principal business office; provided, however, that the original Articles of Incorporation shall be kept at the Corporation's official registered office.

Section 2. Member's Inspection Rights

Every voting member shall have the absolute right at any reasonable time to inspect all books, records, or documents of any kind and to inspect the physical properties of the Corporation.

ARTICLE XIV – EMERGENCY ACTIONS

In cases of emergency, decisions may be made by a majority vote of the Corporation's directors.

ARTICLE XV – CONTRUCTION AND TERMS

If there is any conflict between these Bylaws and this Corporation's Articles of Incorporation, the provisions of the Articles of Incorporation shall govern. Should any provision or portion of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

ARTICLE XVI – DISSOLUTION

This Corporation can be dissolved by unanimous vote of the Board of Directors.

ARTICLE XVII – AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed in whole or in part upon an affirmative vote of two-thirds of the number of members then voting. Voting members may initiate a proposal to amend or repeal these Bylaws by submitting a written proposal addressed to the Board of Directors and received at the principal business office no less than ninety (90) calendar days in advance of the Annual Meeting of Members described in Article IX, Section I. Written notice, including the text of any amendment, alteration, or repeal and a recommendation for disposition issued by the Board of Directors is to be sent to all members at least forty-five (45) days in advance of the meeting in which

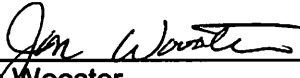
said amendment or repeal is proposed. Any proposal to amend or repeal these Bylaws received at the principal business office less than ninety (90) calendar days in advance of the Annual Meeting of Members shall be ineligible for consideration until the following year.

ARTICLE XVIII – POLICY FORMATION

- A. Policy of this Organization shall be stated in two forms, both of which are public policies. The first being resolutions, which are defined as action policy, or objectives. All the resolutions taken together shall constitute the current action plan for the Organization. The second form shall be a basic policy statement, which shall be the several policies which clearly define the Organization's position in matters critical to the purposes and objectives of the Organization. These policies may not require any current action.
- B. The active members of the Organization or affiliated local organizations may submit policy proposals to the office for referral to the appropriate policy study committee, which must accept and consider all proposals so submitted. The committee will consider said proposals at the annual meeting or at its next formal meeting.
- C. Resolutions and basic policy statements approved by a simple majority vote of each policy committee shall be delivered to the Resolutions Committee for its review.
- D. Resolutions and basic policy statements reviewed by the Resolutions committee shall be presented to the membership at the annual meeting for consideration by the active members present. Each resolution shall be acted upon individually, but basic policy statements shall be acted upon in their entirety.
- E. The Board of Directors shall be empowered to prepare and present resolutions of basic policy statements to the appropriate standing committee at any time for their consideration.
- F. All resolutions shall expire two years after adopted unless reinstated through regular policy formulation procedures. Basic policy statements shall be reviewed prior to their expiration in their entirety by the respective committee and adopted through regular procedures.
- G. Resolutions may be presented from the floor at an annual meeting provided that the resolution is presented to the appropriate committee chair in proper written form and that a motion to consider the resolution is passed by a majority vote of the active committee members present and voting.
- H. Resolutions and basic policy statements originating from policy study committees shall require a majority vote of the active members present and voting for nomination; those originating from the floor in accordance with Sec. G above, shall require a two-thirds (2/3) vote of the active members present and voting for nomination.
- I. All nominated resolutions and policy statements shall be then presented to the entire membership for their final vote. Each proposal will be approved or disapproved by a majority vote of the members then voting. Voting shall be by mail, in a manner prescribed by the Board of Directors and shall take place within forty-five (45) days of the annual meeting. Thereafter, the directors shall have the duty and obligation of implementing the policy directed by the members as previously set forth herein.
- J. The Board of Directors shall have the authority to adopt interim policy between annual membership meetings on any subject or matters not covered at the last annual meeting. The Board shall have the authority to interpret current resolutions when necessary; and it may, with prudence, modify existing resolutions of basic policy statements when unforeseen circumstances

develop that would justify such action, providing such action is approved by a two-thirds (2/3) vote of the directors present and voting. Any actions taken by the board under this authorization shall be reported in a timely manner to the chairman of the appropriate policy study committee and the membership.

These Bylaws are hereby submitted to the President for signature this first day of April, 2007.



Jon Wooster
Interim President

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