

HELENA INDIAN ALLIANCE

A Montana Nonprofit Public Benefit Corporation

BILAWS

of the Helena Indian Alliance

ARTICLE I

NAME

1.1 Name. The name of this Corporation shall be Helena Indian Alliance.

1.2 Name Change. The Corporation may, at its pleasure, change its name by vote of a majority of the Board of Directors. Any such name change shall be done by filing notice of the use of an assumed name by the Corporation or by amendment to the Bylaws of the Corporation and the Articles of Incorporation with the State.

ARTICLE II

PURPOSES AND POWERS

2.1 Purpose. The corporation is organized exclusively for charitable, scientific, religious, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"), including, without limitation,

1. To establish conduct and maintain in the City of Helena, Lewis and Clark County, Montana, an organization operated for charitable purposes to promote the cultural, health, social, and economic welfare of Native Americans in the City of Helena, Lewis and Clark County, Montana.
2. To provide sponsorship and support to civic organizations in Helena, Montana, whose main interest is in improving the cultural, health, social, and economic conditions of Native Americans within the Helena area for charitable purposes.

2.2 Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles of Incorporation, or by the Bylaws of the corporation, the corporation shall have the authority to (a) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the corporation set forth in Section 3.1 of these Articles of Incorporation and (b) exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the corporation.

2.3 Nonprofit Status and Exempt Activities Limitation.

- (a) Nonprofit Legal Status.** The Corporation is a Montana nonprofit public benefit organization, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- (b) Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, Member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of or the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any Director, Officer, Member, 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.
- (c) Distribution Upon Dissolution.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any federal tax code, or shall be distributed to the federal government or to a tribal, state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes

ARTICLE III

MEMBERSHIP

3.1 Membership Classes and Powers. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the number of classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of Members shall be determined by the Board of Directors. Except as may otherwise be required by law, the Articles of Incorporation, or these Bylaws, any right of Members to vote and any right, title or interest in or to the Corporation, its properties and franchises, shall cease and divest upon termination of Membership, except that liability of a Member for sums due the Corporation shall survive such termination unless otherwise expressly provided by the Board of Directors.

3.2 Eligibility for Membership. Any individual who is a member of a Federal or State recognized tribe, band or organized group of Indians or who is a descendant in the first or second degree of any such member or any individual who is considered by his peers to be Indian, and upon proper proof; if requested, may be eligible to become a member of this organization in accordance with the application procedure as set forth by the governing body.

3.3 Non-Voting Affiliate Members. The Board of Directors may approve classes of nonvoting Affiliate Members with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The Board, a designated committee of the Board, or the Executive Director in accordance with Board policy, shall have authority to admit any individual or organization as an Affiliate Member, to recognize representatives of Affiliates, and to make determinations as to an Affiliates' rights, privileges, and obligations. Affiliates have no voting rights, and are not Members of the Corporation. Representatives of Affiliates may/may not serve as Directors of the Corporation.

3.4 Dues. Annual Membership dues for voting Members and any dues for Affiliates, if any, shall be determined by the Board of Directors.

3.04.1 Special Assessments. Dependent upon the needs and urgency in order to successfully carry out the purposes and goals of this organization, special assessments may be necessary. Special assessments will require the approval that of Board of Directors and the membership.

3.5 Voting Rights. Except as otherwise provided in these Bylaws, each Member shall be entitled to one vote on each matter upon which Members have voting rights.

3.6 Consent to be a Member. No individual may become a member without their consent.

ARTICLE IV
MEETINGS OF MEMBERS

4.1 Time and Place of Annual Membership Meeting. The annual meeting of the Members will be held each year at a time and place established by the Board of Directors, with a minimum of twenty one (21) days written notice to all Members. Any Member may attend the Annual Membership meeting for the limited purpose of voting, without being required to pay registration fees to attend the meeting.

4.2 Business to be conducted at the Annual Membership Meeting. The following business or reports may be conducted or presented at the Annual Membership Meeting:

- (a) **Election of Directors.** Elections of Directors to serve on the Board of Directors, unless elections are otherwise held by written ballot in accordance with these Bylaws.
- (b) **Financial Report.** The most recent year's activities and financial report will be presented to the membership.
- (c) **Business Plan.** The upcoming year's business plan and budget describing the activities of the Corporation will be presented.
- (d) **Any Other Matter Requiring Member Approval.** Action by the voting Members on any other matter requiring Member approval or on which the Board requests Member advice or approval may occur, subject to proper notice under Montana law.

4.3 Nomination and Election of Directors.

- a) Directors shall be elected by the members at the regular meeting in January of each year. The term of office shall be three (3) years; provided, however, the Board of Directors may stagger terms for groups of directors in order to assure stability and continuity on the board. Nominations for vacant seats will open at November's Big Sky Indian Council Meeting and remain open until the January elections. Members nominated and defeated in the election will be alternate Directors with priority given to the amount of votes each has received.
- b) All elections shall be by secret ballot and the majority vote shall elect, except if there is only one nominee for any given office, the vote may be cast by acclamation.

- c) Members eligible to vote in all elections must have been a member in good standing at least thirty (30) days prior to the elections and be eighteen (18) years of age or older.

4.4 .1 Regular Meetings of the Members. Regular membership meetings shall be held the second Wednesday of each month. The meetings will be called "Big Sky Indian Council Meeting". The meeting will be held at 6 PM at a place designated by the Board of Directors.

4.4.2 Special Meetings of the Members. Special meetings of the Members may be called by the Board of Directors or upon written request/petition of at least [one fifth] of the voting Members who shall state in writing to the Board of Directors the purpose of such meeting.

4.4.3 Contents of Notice. The notice of a regular membership meeting need not include a description of the meeting's purpose or purposes. However, a notice of each special membership meeting shall include a description of the meeting's purpose or purposes, if the purpose of the meeting is for the members to consider:

1. a proposed amendment to the Articles of Incorporation (including any restated articles requiring member approval);
2. a plan of merger;
3. the sale, lease, exchange or other disposition of all, or substantially all of the Corporation's property;
4. the dissolution of the Corp.,
5. or the removal of a director

then the notice must state this purpose and be accompanied by a copy or summary if applicable of the:

1. amendments to articles
2. plan of merger; for
3. transaction for disposition of all, or substantially all, of the Corporation's property.

4.5 Quorum. One tenth (10%) of the number of voting Members then in good standing present in person or by proxy shall constitute a quorum for the transaction of any business. If at any meeting of the Members there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.

4.6 Proxies. At any meeting of the Members, a Member entitled to vote may do so by proxy in accordance with Montana law or by other reasonable means allowed by Montana law established in Board policy. The Corporation may recognize a Member's board officers or executive director as representing the Member at any in-person Membership meeting for the purposes of voting and establishing a quorum.

4.7 Action by Written Ballot. Any action requiring Member approval that may be taken at a meeting of the Members may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter and conducts the vote in accordance with Montana law.

ARTICLE V
BOARD OF DIRECTORS

5.1 Number of Directors. The Corporation shall have a Board of Directors consisting of at least [9] Directors and no more than [15] Directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Directors, to have approximately one-third of the Board elected at each annual meeting of the Membership.

5.2 Powers. Except as otherwise provided by law, all corporate powers are exercised by or under the authority of the Board and the affairs of the Corporation are managed under the direction of the Board.

5.3 Terms. All Directors will be elected to serve three-year terms; provided, however, that term may be extended until a successor has been elected. Directors may serve a maximum of two (2) three-year terms in succession, plus time served to fill a vacancy or a term of less than three years. The term of a Director elected by the Membership may not be shortened by the Board.

5.4 Vacancies. The Board of Directors may fill vacancies due to resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these Bylaws.

(a) **Unexpected Vacancies.** Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the Director being replaced.

(b) **Filling Previously Unfilled Positions.** Each Director appointed by the Board between the Annual Meeting of the Membership to add a Director to a previously unfilled Board position shall stand for election for the balance of the term with the next slate of candidates presented to the Membership for election under these Bylaws.

5.5 Removal of Directors. A Director may be removed by a majority vote of the Board of Directors then in office if a Director is absent and unexcused from three (3) or more meetings of the Board of Directors in a twelve month period. The Board Chair is empowered to excuse Directors from attendance for a reason deemed adequate by the Board Chair.

5.6 Board of Directors Meetings.

(a) **Regular Meetings.** The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Regular meetings of the Board may be held without further notice; however the Board Chair or Executive Director shall use best efforts to send an electronic or written reminder of regular meetings a minimum of ten (10) days before the meeting. Meetings will be held the second Wednesday of

each month at the HIA Board room following the Big Sky Indian Council Meeting.

- (b) Special Directors Meetings.** Special meetings of the Board may be called by the Chair, by any two members of the Executive Committee, or by a majority of the Directors. A special meeting must be preceded by at least two (2) days' notice to each Director of the date, time, and place, but not the purpose, of the meeting.
- (c) Notice of Board Meetings.** Notice of a regular or special meeting must be given to each Director either personally or by U.S. mail or e-mail at his or her address as shown by the records of the Corporation. If e-mailed, a notice shall be deemed delivered when an electronic notice of delivery is returned to the sender of the notice. If mailed, a notice shall be deemed delivered at the earliest of (i) five (5) days after deposited in the mail, addressed to the Director, with postage prepaid, (ii) the date shown on the return receipt if sent by registered or certified mail and the receipt is signed by or on behalf of the Director, or (iii) the date received.
- (d) Special Notice Provisions.** If a purpose of the meeting is to consider (i) an amendment to the Articles of Incorporation, (ii) a plan of merger, (iii) the sale, lease, exchange, or disposition of all or substantially all of the Corporation's property, or (iv) the dissolution of the Corporation, then a notice must be given to each Director at least seven (7) days before the meeting stating the purpose, and the notice must be accompanied by a copy of or summary of the proposed amendment, plan of merger, transaction for the disposition of property, or proposed dissolution.
- (e) Waiver of Notice.** Any Director may waive notice of any meeting, in accordance with Montana law.

5.7 Manner of Acting.

- (a) Quorum.** A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board.
- (b) Vote.** The act of the majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise specified in these Bylaws or required by law. Each Director shall have one vote.
- (c) No Proxy Voting.** Directors may not vote or sign Board resolutions or consents by proxy.

(d) 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 telephonic conference call.

5.8 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 Directors. Such consent shall have the same effect as a unanimous vote and shall be placed in the minute book by the Secretary.

5.9 Annual Corporate Board Meeting and Election of Board Officers. The Board shall elect Board Officers at the first meeting of the Board following the Annual Membership meeting and election of Directors, unless the election of Board Officers is delayed by the Board.

5.10 Qualifications of Directors. In order to be eligible as a Director on the Board of Directors, the individual must be eighteen (18) years of age and either Member in good standing or a representative of an affiliate within affiliate classifications created by the Board of Directors.

ARTICLE VI **OFFICERS**

6.1 Board Officers. The Board Officers of the Corporation shall be a Board Chair, Vice Chair, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each Board Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers. The Board may also appoint additional Vice Chairs and such other Officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board Officer may act in more than one capacity where action of two or more Officers is required.

6.2 Term of Office. Each Board Officer shall serve a one-year term of office and may not serve more than three consecutive terms of office. Unless elected to fill a vacancy in an Officer position, each Board Officer's term of office shall begin upon the adjournment of the Annual Corporate Board Meeting at which elected and shall end upon the adjournment of the Annual Corporate Board Meeting during which a successor is elected.

6.3 Removal and Resignation. The Board of Directors may remove an Officer at any time, with or without cause. Any Officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.4 Board Chair. The Board Chair shall be the Chief Volunteer Officer of the Corporation. The Board Chair shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

6.5 Vice Chair. In the absence or disability of the Board Chair, the ranking Vice Chair or Vice Chair designated by the Board of Directors 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 Chairs shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board Chair. The Vice Chair or ranking Vice Chair designated by the Board shall normally accede to the office of Board Chair upon the completion of the Board Chair's term of office.

6.6 Secretary. The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Members, Directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board Chair. The Secretary may appoint, with approval of the Board (or the Executive Committee), a member of the staff to assist in performance of all or part of the duties of the Secretary.

6.7 Treasurer. The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation and shall have primary responsibility for implementing the responsibilities of the Finance and Audit Committee as specified in the committee charter. The Treasurer, working with the Finance and Audit Committee, shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with the Executive Director or other staff or Officers with responsibility for maintaining the financial records of the Corporation, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the Board Chair. The Treasurer may appoint, with approval of the Board (or the Executive Committee), a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

6.8 Compensation for Board Service. Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

6.9 Compensation for Professional Services by Directors. Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

6.10 Executive Director and Non-Director Officers: The Executive Director shall be an Officer of the Corporation, appointed by the Board. If the Executive Director resigns as an Officer of the Corporation, he or she may no longer serve as Executive Director. The Board of Directors may designate additional Officer positions of the Corporation and may appoint and assign duties to other non-director Officers of the Corporation.

ARTICLE VII

BOARD COMMITTEES

7.1 Committees.

(a) Standing and Special Committees. The committees of the Board shall be standing and special, and each Board committee shall have membership, duties, and powers established in these Bylaws and the Board resolution or charter creating the committee. Standing committees perform continuing functions on behalf of the Board. Special committees perform specific, limited tasks of the Board. In addition to the standing committees established in these Bylaws, the Board may establish standing and special committees by Board action or resolution.

(b) Creation of Committees and Appointment of Members. All Board committees shall be created by the Board of Directors, and the Board shall appoint all committee members and fill any vacancies; provided, however, that the Executive Committee may create interim special committees of the Board and establish their membership between meetings of the Board, subject to Board ratification at the next regular or special meeting of the Board. Each committee must be composed of two or more voting Directors and may include non-director members [without] the power to vote.

7.2 Committee 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 their members.

7.3 Executive Committee. The Board shall have an Executive Committee with powers established by the Board, consistent with these Bylaws. The Chair of the Corporation shall serve as Chair of the Executive Committee.

7.4 Governance and Nominating Committee. The Board shall have a Governance and Nominating Committee with powers established by the Board, consistent with these Bylaws. The Board shall appoint a Committee Chair.

7.5 Finance and Audit Committee. The Board shall have a Finance and Audit Committee with powers established by the Board, consistent with these Bylaws. The Treasurer shall be the Committee Chair.

ARTICLE VIII
EXECUTIVE DIRECTOR AND STAFF

8.1 Appointment. The Board of Directors may appoint an Executive Director as the chief executive officer of the Corporation. The Executive Director will hold office at the will of the Board and shall report directly to the Board.

8.2 Duties. The Executive Director shall be responsible for administrative management of the Corporation, with general and active supervision over the property, business and affairs of the Corporation. The Executive Director shall carry out the policies and programs of the Corporation and perform duties as directed by the Board, subject to oversight by the Board and the Executive Committee.

ARTICLE IX
CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

9.1 Contracts and other Writings. Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the Executive Director, the Chair, or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

9.2 Checks, Drafts. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

9.3 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.

9.4 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 resolution of the Board. Such authority may be general or confined to specific instances.

ARTICLE X
MISCELLANEOUS

10.1 Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Members and

Board of Directors, a record of all actions taken by the Members or Board of Directors without a meeting, and a record of all actions taken by committees of the board.

10.2 Conflict of Interest. The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, Member, or member of a Committee with Board-delegated powers.

10.03. Actions Regarding Membership and Ownership Interests. The Board shall exercise membership powers and ownership interests, if any, either by Board action in accordance with these Bylaws or by delegation of authority to act for the Corporation to the Executive Committee or Executive Director or his or her designees.

10.04 Amendments. Except for those amendments reserved to the Members by law, these Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors. In accordance with Montana law, amendments that relate to the number of directors, the composition of the board, the term of office of directors, the method or way in which directors are elected or selected, or termination or cancellation of members or classes of voting members must be voted upon by the voting Members.

ARTICLE XI

REPRESENTATION, COMMITMENTS, FINANCIAL OR OTHER

Section 1. No member of the Helena Indian Alliance, shall in any manner represent or make financial commitments, nor take it upon himself or herself, to make any written or oral commitments, to make it appear that it is legal and binding in the name of the Corporation. Any member appointed to represent or make non-financial commitments will be appointed and authorized by the President with the approval of the Board of Directors and given proper credentials to fulfill the function.

Section 2. No member shall incur any expenditure or make financial contracts in the name of the Helena Indian Alliance, unless directed and authorized in writing with the approval of the Board of Directors and authenticated with the signatures of the President and Secretary, or Treasurer.

Section 3. Minor expenditures for miscellaneous purposes may be incurred by the elected officers providing that, prior to the transaction, they receive approval of the President, Secretary, or Treasurer. Itemized statements for expenditures and receipts must be presented to the Treasurer and brought to the attention of the Board of Directors for action. Expenditures in excess of one hundred (\$100) must receive authorization by the Board of Directors.

Section 4. Board members shall serve without monetary compensation for their services. However, a Board member may obtain reimbursement for expenses while serving as a representation of the Corporation at pertinent meetings or functions.

Section 5. To the extent that a current or former Board member of the Corporation has been successful on the merits of defense of a civil, criminal, administrative, or investigative proceeding brought to procure a judgment on a person by reason of the fact that he/she is, or was, as Board member, or matter, therein, such a person shall be indemnified against expenses actually and reasonable incurred by the

person in connection with such proceeding. If such person settles any claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, and settlements and other amounts reasonably incurred in connection with such proceeding shall not be provided by this Corporation, except to the extent allowed by Federal Law and in accordance with requirements of the State of Montana or as reasonably covered by DNO insurance existing at the time of the incidents. The Corporation will have the power to purchase or procure insurance for indemnification purposes.

Section 6. No current or former Board member of the Corporation shall be personally held liable to creditors for the debts, liabilities, or other obligations of the Corporation.

CERTIFICATE OF ADOPTION OF RESTATED BYLAWS

I do hereby certify that the above amended and restated Bylaws of the Helena Indian Alliance, Inc. were approved by the Board of Directors on and by the voting Members on and do now constitute a complete copy of the Bylaws of the Corporation, superseding all previously adopted Bylaws and amendments.

Secretary of the Corporation

Dated: