

**BY-LAWS
OF
Gold Junction Presents
9-10-2020**

14408860

Montana Secretary of State

ARTICLE I Filed: September 18, 2020 06:31 AM
NAME AND PURPOSE **BID: D1174028**

Section 1: Name: The full name of the organization shall be *Gold Junction Presents* Association, Inc. (hereinafter “*Gold Junction Presents*” or the “Association”). It shall be a nonprofit organization incorporated under the laws of the State of Montana.

Section 2: Mission Statement: The Mission of *Gold Junction Presents* is to present the arts in all of its forms to educate, to challenge, and to culturally broaden the experiences available to the people of Whitehall and other rural communities.

Section 3: Purpose: *Gold Junction Presents* is organized exclusively for charitable and education purposes. The specific purpose of this corporation is:

- to support presentation of cultural film and media series and events, live performances, music, and visual arts events for the community of Whitehall, Montana and Southwest Montana
- to develop good-weather programming for the area outdoor parks
- to preserve and enhance Whitehall’s historic Star Theater
- and other purposes as set forth in the Articles of Incorporation or these By-Laws

**ARTICLE II
OFFICES**

Section 1. Registered Office: The registered office and registered agent of this Corporation shall be as set forth in its charter or as changed and designated by the Board of Directors.

Section 2. Principal Office: The principal office of the Corporation shall be located in Whitehall, Montana at such address as may be designated by the Board of Directors.

Section 3. Other Offices: The Corporation may have offices at such other places within the State of Montana, as the Board of Directors may from time to time determine, or as the affairs of the Corporation may require.

ARTICLE III
MEMBERS

Section 1. The Corporation is a non-membership organization governed by the Board of Directors.

ARTICLE IV
DIRECTORS

Section 1. General Powers: The business and affairs of the Corporation shall be governed by the Board of Directors.

Section 2. Board role, size and compensation: The Board of Directors is responsible for overall policy and direction of the Association, and may delegate responsibility of day-to-day operations to the staff and/or committees. The board shall have up to nine (9), but not fewer than three (3), members. The board receives no compensation other than reimbursement for reasonable and documented expenses.

Section 3. Selection and Election of Directors: A Director may be elected, designated or appointed at any regular or special meeting of the Board by a 2/3 vote of a quorum of the Board of Directors.

Section 4. Terms: All board members shall serve a three-year term, and are eligible for re-election for up to three consecutive terms.

Section 5. Removal: Any director may be discharged or removed at any time with or without cause by a two-thirds (2/3) vote consisting of a quorum of the Board of Directors, not including the vote of the director to be discharged..

Section 6. Any member of the Board of Directors may resign therefrom by resignation in writing lodged with the Secretary.

Section 7. Conflict of Interest: A director must provide notice to the Board of Directors before voting on any matter in which that director has an actual, potential, or perceived conflict of interest, such as a potential financial benefit. However, unless otherwise set forth in these By-Laws or the Articles, if such a conflict is properly disclosed documented in writing, and the remaining directors, in their sole discretion, deem it appropriate for the interested director to cast a vote (and not recuse himself or herself), then the vote may not be later challenged on the basis of an alleged conflict of interest. The Board of Directors may require each director to fill out a conflict of interest disclosure form and require that the form be updated at regular intervals.

ARTICLE V
MEETINGS

Section 1. Regular Meetings: The regular meetings of the Board of Directors shall be held at a time and place to be determined by the Board. At all meetings of the Corporation, the Chairperson, Vice Chairperson, Secretary, or Treasurer in the order given, shall preside if present. If none of the Officers are present, the Executive Director shall preside.

During all Directors' meetings and meetings of the Corporation, all questions of parliamentary procedure shall be settled according to the latest edition of Robert's Rules of Order.

Section 2. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the Chairman or any two Directors, or the Executive Director, upon not less than five (5) days written notice to each member of the Board of Directors.

Section 3. Notice of Meetings: At the first meeting of each year the Board of Directors may, but need not, set the time and place for a series of meetings for the entire year. In the event that the date of a regular meeting is changed or a special meeting is called, a good faith effort will be made to notify the entire Board of Directors. If a quorum of the Board of Directors is present for the meeting, any action taken by the Board at that meeting will be deemed an action of the Board of Directors. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting.

Section 4. Voting. At every meeting of the Corporation, each member of the Board of Directors shall be entitled to one vote to be cast either in person or by proxy.

Section 5. Public Meetings. All meetings shall be open to the public except closed sessions as determined by the Chair.

Section 6. Annual meeting. The annual meeting of the Corporation shall be held at the principal office of the Corporation in June of each year, or at such other time or place may be designated by the Board of Directors, for the purpose of electing Officers, receiving the annual reports, and the transaction of any other business.

Section 7. Quorum: One-half of the Directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 8. Election of Officers: The Board shall elect from its members a Chair, Vice-Chair, Secretary, and Treasurer to serve for terms of two (2) years. The

Chair and Vice-Chair are not eligible for election to their same respective positions more than one successive term (total of 4 years) during any continuous period of service on the Board of Directors. The Board of Directors shall make an effort to stagger the terms of the Officers whenever possible unless a vacancy must be filled, the Board shall elect the Chair, Vice-Chair, Secretary, and Treasurer at its last meeting of the calendar year in which the terms of the persons serving in these positions expire. The Board may elect one of its other Directors to serve in any of these positions at any meeting if there is an immediate vacancy as a result of death, resignation, or removal. The Chair shall preside over the meetings of the Board of Directors but shall have no responsibility for day-to-day operation of the Corporation other than as a Director thereof. The Vice-Chair shall preside over the meetings of the Board in the absence of the Chair. In the event the Chair and the Vice-Chair are absent for a Board meeting, such other person as designated in the procedure set forth in Article V, Section 1 above shall preside.

- Section 9.** Manner of Acting: Except as otherwise provided herein, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- Section 10.** Informal Action by Directors: Action taken by a majority of the Directors is nevertheless Board action if written consent to the action is signed by a majority of the Directors and filed with the minutes of the proceedings of the Board. The written consent may be obtained either before or after the action so taken. A good faith effort shall be made to consult with all Directors prior to the action being taken.
- Section 11** Participation by Telephone and Electronic Media: One or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone, the internet or similar electronic communications, which allow all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence and attendance at such meeting. Directors may also submit their vote on matters of business via electronic communications media including e-mail and the internet. Directors may provide a proxy to another Director to represent them at a meeting if they are unable to participate.

ARTICLE VI
COMMITTEES

- Section 1.** Appointment: The Board of Directors, by resolution may designate such committees as it deems convenient or necessary, each consisting of two or more Directors and such other persons as may be designated by the Chair.
- Section 2.** Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and these By-Laws, the Executive Committee shall have all the powers and authority delegated by the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board of Directors. A quorum of the Executive Committee shall be seventy five percent (75%) percent of the officers.
- Section 3.** Finance Committee: The treasurer is the chair of the Finance Committee, which is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the Board members, and the public.
- Section 4.** Formalities: Committees shall not be required to abide by any requirements as to meetings, actions without meetings, notice and waiver of notice, and quorum and voting, except if the committee takes action pursuant to an express grant of authority from the Board of Directors, in which event the By-Laws setting forth procedures for action by the Board of Directors shall apply to the committee
- Section 5.** Nominating Committee: The nominations of the Board members to serve as Officers of the Board shall be made by the Nominating Committee. The Nominating Committee shall be comprised of the Chair of the Board, one member of the Executive Committee, and one (1) other board member who shall be selected by the outgoing Chair.

Individuals who are interested in serving as Officers are not eligible to serve on the Nominating Committee. In the event the incumbent Chair or Vice-Chair is interested in serving a successive term, he or she will abstain from participation in the Nominating Committee. The Committee shall submit one candidate for each open position to the Board for its vote.

ARTICLE VII
OFFICERS

Section 1. Number: The officers of the corporation shall consist of a Chair, Vice-Chair, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time appoint. Officers shall be members of the Board of Directors. Offices of Secretary and Treasurer may be held by the same person.

Section 2. Election and Term: The officers of the Corporation shall be appointed by the Board of Directors. Such appointments may be made at any regular or special meeting of the Board. Each officer shall hold office until his death, resignation, retirement, removal, disqualification, or until his successor is appointed.

Section 3. Chair: The Chair shall be the principal executive of the Corporation; shall generally supervise all business of the Board of the Directors; shall convene regularly scheduled Board meetings; and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order if absent: Vice-Chair, Secretary, Treasurer. Further, the chair shall perform such duties as are incident to the office of the chair and shall have such other powers and duties as may be conferred upon the office by the Board of Directors.

Section 4. Vice-Chair: The Vice-Chair shall act in the place of the chair in the event of the chair's absence, or if the chair is unable to act or unwilling to act; and shall chair committees on special subjects as designated by the Board of Directors. Further, the Vice-Chair shall perform such duties as are incident to the office of Vice-Chair and shall have such other powers and duties as may be conferred upon the office by the Board of Directors.

Section 5. Secretary: The Secretary shall keep a correct record of all the proceedings of the meetings of the Directors, shall maintain the books and records of the Corporation, and shall attend to the giving of notices. Further, the Secretary shall perform such duties as are incident to the office of Secretary and shall have such other powers and duties as may be conferred upon the office by the Board of Directors.

Section 6. Treasurer: The Treasurer oversees the finances of the Corporation and opens and maintains corporate accounts with such financial institutions as the Board of Directors shall designate and in the name of the Corporation. Further, the Treasurer shall authorize and oversee the keeping of all records of the Corporation relating to its finances at its principal office in

accordance with the Montana Nonprofit Corporation Act, and may confer these responsibilities to other parties on behalf of the Corporation according to fiscal policies and procedures approved by the Board of Directors. The Treasurer shall perform such other duties as are incident to the office and shall have such other powers and duties as may be conferred by the Board of Directors.

Section 7. Removal: Any officer appointed by the Board of Directors serves at the will of the Board and may be removed by the Board with or without cause.

ARTICLE VIII DIRECTOR AND STAFF

Section 1. Executive Director: The board may hire an executive director supervised by the Chair to carry out day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all board meetings, report on the progress of the organization, answer questions of the board members, and carry out the duties described in the job description. The Board of Directors can designate other duties as necessary.

ARTICLE IX CONTRACTS, CHECKS, DEPOSITS AND ENDOWMENT

Section 1. Contracts: By express resolution, the Board of Directors may authorize any office or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks and Drafts: All checks, drafts or other orders for the payment of money 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 of Directors.

Section 3. Deposits: All funds of the Corporation shall be deposited in such manner as the Board of Directors shall direct.

Section 4. Endowment Fund: If the Corporation establishes an endowment fund, no more than four per cent (4%) of the value of all assets in the fund (principal, interest or otherwise) shall be withdrawn in any fiscal year unless approved by seventy-five percent (75%) of the then sitting directors. This Section 4 of Article VII may be amended only if such amendment is approved by

seventy-five per cent (75%) of the then sitting directors.

ARTICLE X
GENERAL PROVISIONS

- Section 1.** Waiver of Notice: Whenever any notice is required to be given to any Director under the provisions of the Montana Nonprofit Corporation Act or under the provisions of the charter or these By-Laws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
- Section 2.** Fiscal Year: Unless otherwise ordered by the Board of Directors by appropriate resolution, the fiscal year of the Corporation shall be the calendar year.
- Section 3.** Amendments: These By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of a two-thirds (2/3) of the Board of Directors present at any regular or special meeting of the Board of Directors, at which a quorum is present.
- Section 4.** Indemnification. The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the Corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter been a Director or Officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such Director or Officer, and shall reimburse each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred if that person 1) fraudulently and intentionally violated the law; 2) maliciously conducted acts to damage and/or defraud the corporation; 3) was grossly negligent or failed to act in good faith; 4) breached a duty of loyalty to the corporation; 5) derived an improper personal economic benefit; or 6) as otherwise provided by Montana law.
- Section 5.** Controlling Conflict: In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

No alteration, amendment or rescission of a by-law shall be voted upon unless notice thereof has been given in the notice of the meeting or unless all of the Directors of the Corporation execute a written waiver of notice stating that action upon the by-laws is to be taken at the meeting, and the original of such waiver shall be recorded in the Minute Book.

These By-Laws were approved at a meeting of the board of directors by a two-thirds majority vote on [09/10/2020]

Secretary Elizabeth Pullman Date 9/10/20
Elizabeth Pullman