

BYLAWS

OF

Missoula Area Secular Society

I. IDENTIFICATION

- A. **Name** . The name of the corporation is Missoula Area Secular Society (M.A.S.S.).
- B. **Governing law**. The corporation has been formed under the non-profit corporation statutes of the State of Montana.
- C. **Location of offices**. The principal office of the corporation will be located at 111 N. Higgins Ave, Suite 600, Missoula MT 59801. The corporation may have such other offices as the board of directors and officers may establish from time to time.
- D. **Fiscal year**. The fiscal year of the corporation will be the calendar year.

II. MEMBERS

- A. **Eligibility**. Any person who is interested in furthering the purposes for which this corporation has been formed is eligible to become a member.
- B. **Classification of members**. The board of directors may establish as many classes of membership as it considers desirable, and may establish annual dues or contribution requirements for each class of membership. Members in good standing are those who have paid their dues and these are the members eligible to vote for directors and on other matters which may come before them.
- C. **Rights and responsibilities**. Members are entitled to elect the members of the board of directors. Members are not entitled to vote on any other issue or in any other election unless the board of directors adopts a resolution submitting a particular issue to the members for a vote, or authorizing the members to vote in a particular election. Members will not be liable for any of the debts or other obligations of the corporation.
- D. **Meetings**. An annual meeting of the members will be held in October of each year, immediately before the annual meeting of the directors. Special meetings of the members may be called at any time by the board of directors.
- E. **Place of meetings**. Meetings of the members will be held at any location, whether inside or outside the state of Montana, which is designated by the board of directors.
- F. **Quorum**. No specific number of members must be present at the annual meeting of members in order to elect persons to the board of directors. If the board of directors submits an issue to the members for a vote, no specific number of members will be required to constitute a quorum, unless the resolution authorizing the vote requires a minimum number of members to be present at the meeting at which the vote is held.
- G. **Voting**. At an election for directors, each member will be entitled to cast as many votes as equal the number of directors which are to be elected, with each vote being cast for a different candidate. The candidates who receive the most votes will become members of the board of directors. If the board of directors submits an issue to the members for a vote, each member will be entitled to cast one vote, and any action or resolution must be approved by a majority of the members present at the meeting, unless the resolution authorizing the vote requires a greater percentage of

the members to approve the action or resolution. For any matters put to member vote, whether regular election of directors or other matters, members may vote by a valid absentee ballot, provided that a non-election matter being voted upon has not been amended and is exactly as it was published or presented to the membership.

III. **BOARD OF DIRECTORS**

- A. **Powers and duties.** The business, affairs and property of the corporation will be generally managed and supervised by a board of directors.
- B. **Number of directors.** The board of directors will be composed of no fewer than three (3) directors. The board of directors may increase or decrease the number of directors from time to time by resolutions adopted by three-quarters of the directors, but there will always be an odd number of directors.
- C. **Qualifications of directors.** Directors must be members of the corporation. Directors do not need to be residents of the state of Montana or citizens of the United States of America. A director may be employed by or provide services to the corporation.
- D. **Nomination of directors.** The board of directors will serve as the nominating committee for directors at the annual meeting. At a board meeting prior to the annual meeting, the board shall determine a slate for the open directors positions. That slate shall be presented to the membership for a vote at the annual meeting and also via the organization's newsletter, so that members who cannot be present at the annual meeting may send in an absentee ballot.
- E. **Term of office.** The initial board of directors named in the Articles of Incorporation of the corporation will hold their offices until the end of the first annual meeting of the board of directors, during which meeting their successors will be elected. Of the directors elected at the first annual meeting of the board of directors, one-third will have a one-year term of office, one-third will have a two-year term of office, and one-third will have a three-year term of office, in order to produce staggered terms of office. The length of the terms of the first elected directors will be established by a random drawing held after the directors have been elected. All directors elected at subsequent annual meetings will be elected to 3-year terms of office. Each elected director's term of office will begin upon the adjournment of the annual members meeting at which he or she is elected, and will end upon the adjournment of the annual board of directors meeting at which his or her successor is elected. No decrease in the number of directors will have the effect of shortening the term of any incumbent director.
- F. **Maximum terms of office.** There is no limit to the number of terms that an individual may serve as an elected director.
- G. **Resignation.** A director may resign at any time by giving written notice of his or her resignation to the board of directors.
- H. **Leave of absence.** Any director may be granted a leave of absence from the board of directors so long as the leave is approved by a majority of the other directors. A leave of absence will not extend the term of office of a director.
- I. **Removal.** A director may be removed from office by the affirmative vote of three-fourths of the directors for malfeasance, lack of sympathy with the purposes of the corporation, or refusal to render reasonable assistance in carrying out the purposes

of the corporation. No such vote may be held at a meeting unless the director(s) who request the vote have notified every member of the board of directors at least ten days before the meeting, advising all directors that they intend to request such a vote, and stating the name of the director that they propose to remove and the grounds for the proposed removal.

- J. **Vacancies.** A vacancy in the board of directors created by the resignation, removal, or death of a director will be filled by the majority vote of the remaining directors. Each person elected to fill a vacancy will hold office for the unexpired term of the director whom he or she is replacing, at the end of which term he or she may be nominated for re-election.
- K. **Fees and compensation.** Officers, directors, and employees of the corporation may receive such compensation, if any, for their attendance at meetings, their work for the corporation, and their expenses as may be deemed reasonable by the board of directors and established by resolution.

IV. MEETINGS OF DIRECTORS

- A. **Place of meetings.** Meetings of the board of directors, whether annual, regular, or special, may be held at any place designated by the board, or, in the case of a special meeting, at any place designated in the notice of the meeting, either inside or outside the state of Montana.
- B. **Annual meetings.** An annual meeting of the board of directors will be held on the third Sunday of October each year, or on such other date as the board of directors may designate, for the purpose of selecting officers of the corporation and acting upon such other business as may come before the meeting.
- C. **Regular meetings.** The board of directors may by resolution establish a time and place for holding regularly scheduled meetings of the board of directors. No notice of any kind need be given to the directors of any such regularly scheduled meetings.
- D. **Special meetings.** Special meetings of the board of directors may be called by the president of the corporation or by any two members of the board of directors then in office, by sending notices to all of the directors in the manner required by this article of the Bylaws.
- E. **Notices of meetings.** Each of the directors must be notified of the place, date, and time of each annual or special meeting of the board of directors at least seven days before the meeting.
- F. **Addresses for notices.** Each director will advise the corporation from time to time of the address, email address, or telephone number to which notices of meetings will be sent, and notices will be effective if sent to that director at that address, email address, or telephone number.
- G. **Quorum.** A majority of the directors will constitute a quorum for the transaction of business at any meeting of the board of directors. No business may be conducted at a meeting until a quorum is present. The directors present at a duly called meeting may continue to conduct business until adjournment, notwithstanding the departure of enough directors to leave less than a quorum.
- H. **Voting.** At every meeting of the board of directors, each director will be entitled to one vote. A director may vote either in person or by a proxy appointed by a written instrument executed by that director, dated not more than sixty days prior to the

meeting. Upon the demand of any director, the vote upon any question before the board of directors will be by ballot. An action or resolution approved by a majority of the directors present at a meeting at which a quorum is present will be an action of the board of directors, unless these Bylaws require approval by a greater percentage of the directors.

- I. **Acting without assembling.** Any action which may be taken at a meeting of the board of directors may be taken by the directors by communicating simultaneously with each other by means of conference telephones or similar communications equipment.
- J. **Action without a meeting.** Any action required to be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the directors then in office. Any such written consent may be executed in any number of counterparts, will have the same effect as a unanimous vote of the directors, and will be inserted in the minute book as if it were the minutes of a directors' meeting.

V. OFFICERS

- A. **Officers of the corporation.** The officers of the corporation will be a President, a Vice President, a Secretary, and a Treasurer, each of whom will be elected by the board of directors. In addition to the above officers, the board of directors may elect or appoint such other officers, assistant officers and agents as it deems necessary at such times, in such manner and upon such terms as it will prescribe.
- B. **Qualifications for office.** The President, Vice-President, Secretary, and Treasurer will be members of the board of directors, but other officers or employees elected or appointed by the board of directors need not be members of the board of directors. No member of the board of directors may hold more than one office simultaneously.
- C. **Election of officers.** The President, Vice President, Secretary, and Treasurer will be elected by the incumbent directors at the annual meeting of the directors.
- D. **Term of office.** Each officer's term of office will begin upon the adjournment of the annual members meeting at which he or she is elected, and will end upon the adjournment of the annual board of directors meeting, during which meeting his or her successor will be elected.
- E. **Maximum terms of office.** There is no limit to the number of terms that a director may serve in a particular office.
- F. **Resignation.** Any officer may resign at any time by giving written notice of his or her resignation to the board of directors.
- G. **Removal.** Any officer may be removed from office by the affirmative vote of three-fourths of the directors for malfeasance, lack of sympathy with the purposes of the corporation, or refusal to render reasonable assistance in carrying out the purposes of the corporation. No such vote may be held at a meeting unless the director(s) who request the vote mail a written notice to every member of the board of directors at least ten days before the meeting, advising all directors that they intend to request such a vote, and stating the name of the officer that they propose to remove and the grounds for the proposed removal. The removal of an officer from office will also remove that officer from the board of directors, unless the resolution removing the officer from office expressly states that the officer will remain a member of the

board of directors.

- H. **Vacancies.** If any office of the corporation becomes vacant as a result of the resignation, removal, death, or disqualification of any officer, the majority of the directors then in office may elect a member of the board of directors to fill the vacancy, and the officer so elected will hold office and serve until the election and qualification of his successor.
- I. **Duties and powers.**
 - 1. **Powers and duties of the President.** The President will preside at meetings of the members and the board of directors; will manage and supervise the business, affairs and property of the corporation, subject, however, to the control of the board of directors; will sign or countersign all contracts and other instruments of the corporation; will make reports to the board of directors and to the members; and will perform such other duties as are incident to this office or are properly requested of him or her by the board of directors.
 - 2. **Powers and duties of the Vice President.** The principal duties of the Vice President will be to discharge the duties of the President in the event of the absence or disability for any cause whatsoever of the President, and to perform such other duties as the board of directors or the President may from time to time request.
 - 3. **Powers and duties of the Secretary.** The principal duties of the Secretary will be to countersign all contracts and other instruments of the corporation; to keep a record of the proceedings of meetings of the members and meetings of the board of directors; to be custodian of the corporate records; to keep a register of the contact information of each member; to see that all notices are duly given as required by law and the provisions of these Bylaws; to safely and systematically keep all books, papers, records, and documents belonging to the corporation or pertaining to the business thereof; and to perform such other duties as the board of directors or the President may from time to time request.
 - 4. **Powers and duties of the Treasurer.** The principal duties of the Treasurer will be to have charge and custody of and be responsible for all funds and investments of the corporation; to keep an account of all monies received and disbursed, and of monies and property at hand; and to perform such other duties as the board of directors or the President may from time to time request.
- J. **Delegation of duties.** Whenever an officer is absent or whenever for any reason the board of directors may deem it desirable, the board of directors may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

VI. INDEMNIFICATION AND INSURANCE

- A. **Indemnification.** The Corporation may indemnify and advance expenses for directors and officers when permitted by Montana Code Annotated Sections 35-2-446 through 35-2-454 and 35-2-912, as those statutes may be amended in the future.
- B. **Insurance.** The Corporation may purchase and maintain directors and officers insurance covering all directors and officers of the corporation, in amounts and with

the coverage which the board of directors considers prudent and commercially reasonable.

VII. **AUTHORIZATION OF CORPORATE ACTS**

- A. **Gifts.** The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise granted to further the purposes of the corporation.
- B. **Contracts.** The board of directors may authorize any officer or officers or agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- C. **Loans.** No loans will be contracted on behalf of the corporation and no evidence of indebtedness will be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.
- D. **Checks and drafts.** All checks, drafts, notes, or other orders for the payment of money or evidences of indebtedness issued in the name of the corporation will be signed by such officer, officers, agent or agents of the corporation and in such manner as will from time to time be established by resolution of the board of directors.
- E. **Deposits.** All funds of the corporation not otherwise employed will be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.
- F. **Contracts in which directors have an interest.** No contract or other transaction of the corporation will be invalidated or affected by (i) the fact that any director, individually or jointly with others, may be a party to or have a personal interest in the contract or transaction, or (ii) the fact any director of the corporation has an interest in or is a director or officer of one of the other parties to the transaction; and each person who may become a director of this corporation is hereby relieved from any liability that might otherwise arise by reason of his or her contracting with the corporation for the benefit of him/herself or any entity in which he/she may have an interest; *provided that:* the director fully reveals his interest in the contract or transaction to the board of directors, and that the contract or transaction is authorized, approved or ratified by a majority of the directors present at the meeting who do not have any interest in the transaction.
- G. **Non-liability of directors and officers.** The directors and officers of the corporation will not be liable for the debts and obligations of the corporation unless they expressly agree to assume any of such debts or obligations.
- H. **Prohibition of loans to directors and officers.** No loans will be made by the corporation.
- I. **Prohibited activities.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, or agent of the corporation will take any action or carry on any activity by or on behalf of the corporation which is not permitted to be carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist or may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its Regulations, as they now exist or may hereafter

be amended.

VIII. **AMENDMENTS**

- A. The Articles of the corporation and these Bylaws may be amended, repealed or restated by the affirmative vote of three-fourths of the members of the board of directors.

Amended, restated and adopted by the board of directors of M.A.S.S. on July 13th, 2015.

Martha Thayer
Acting President