

**BYLAWS**  
**OF**  
***RECYCLE MONTANA INC.***

**ARTICLE ONE**  
**NAME AND CORPORATE OFFICES**

- 1.1**     **Name.** The name of this Corporation shall be Recycle Montana, Inc.
- 1.2**     **Registered Office.** The registered office of the Corporation required by the Montana Non Profit Corporation Act to be maintained in the State of Montana may be, but need not be, identical with the principal office in the State of Montana, and the address of the registered office and registered agent may be changed from time to time by the Board of Directors.
- 1.3**     **Registered Agent.** The Corporation shall have and continuously maintain in the State of Montana a registered office, as required by the Montana Nonprofit Corporation.

**ARTICLE TWO**  
**PURPOSE AND MEMBERSHIP**

- 2.1**     **Designation.** The Corporation is a nonprofit public benefit organization under the laws of the State of Montana.
- 2.2**     **Purpose.** The purpose of this Corporation shall be to educate Montana citizens and businesses about waste reduction, offer statewide recycling resources, and provide support to community recycling efforts.
- 2.3**     **Commitment.** The Corporation Members are committed to the common goal of promoting recycling as an integral part of resource conservation and materials (solid waste) management.
- 2.4**     **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 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.
- 2.5**     **Eligibility for Membership.** Any and all interested individuals, businesses, organizations, or municipalities shall be eligible for Membership. Membership shall be subject to any additional standards which may be set by the Board of Directors.

**2.6 Non-Voting Affiliates.** The Board of Directors may approve classes of nonvoting Affiliates 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, 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 serve as Directors of the Corporation.

**2.7 Dues.** Annual Membership dues for voting Members and any dues for Affiliates shall be determined by the Board of Directors.

**2.8 Voting Rights.** Except as otherwise provided in these Bylaws, each Member or Member organization, business, or municipality shall be entitled to one vote on each matter upon which Members have voting rights.

**2.9 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 21 days written or by electronic 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.

**2.10 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) Financial Report.** The most recent year's activities and financial report will be presented to the Membership.

**(b) Business Plan.** The upcoming year's business plan and budget describing the activities of the Corporation will be presented.

**(c) 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.

**2.11 Nomination and Election of Directors.** Unless the Board determines to conduct the election by written ballot in accordance with these Bylaws, a slate of nominees for Directors for the Board shall be presented to the voting Members by the Board at the Annual Membership meeting. The names of such nominees shall be submitted to the Board President in writing or electronically at least 10 days before the Annual Membership meeting. If no additional nominations are submitted, the Board of Directors' slate of candidates shall be elected without ballot at the Annual Membership meeting. If one or more additional nominations are submitted, the elections shall be conducted at the annual Membership meeting by secret ballot or by any other method allowed under Montana law. The Board may determine to conduct the election of Directors by written ballot during the 30 days before the Annual Membership meeting or, if for any reason (including lack of a quorum) the election does not occur at the Annual Membership meeting, within 40 days after the Annual Membership meeting. If the election is conducted by written ballot before the Annual Membership meeting, the Board shall solicit names of nominees from the Membership in any reasonable manner before finalizing the slate of nominees.

**2.12 Special Meetings of the Members.** The President, the Executive Committee, or a simple majority of the Board of Directors may call special meetings. A written request signed by ten percent (10%) of the voting Members may call a special meeting in writing to the Board of Directors for the purpose of such meeting.

**2.13 Quorum.** Ten percent (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 upon which the Board requests Member approval. 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.

**2.14 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.

**2.15 Action by Written Ballot.** Any action requiring Member approval 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 THREE CORPORATION GOVERNANCE**

**3.1 Management by Board of Directors.** The Board of Directors shall manage the business and affairs of the Corporation.

**3.2 Number, Tenure and Qualification of Directors.** The number of Directors of the Corporation shall initially be seven (7), which number may be increased or decreased (but not less than five (5) or more than nine (9) by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The initial term office for each director shall be determined by random selection so that three of the Directors shall serve for one (1) year; two shall serves for two (2) years; and the remaining two shall serve for three (3) years. Thereafter, a director shall hold office for a term of three years and until a successor has been elected and qualified, unless the director sooner resigns, is removed, or is re-elected for a second three year term, and further, shall be eligible for re-election. Directors need to be residents of the state of Montana. In the selection of members, attention will be given to the need for maximum geographical representation, and a willingness to devote the time necessary to fulfill the broad spectrum of director duties.

**3.3 Director Duties.** The Directors shall have the duties of authorizing Corporation expenditures, receive and act on committee reports, develop Corporation policy, plan and implement activities in keeping with the purpose of the Corporation, and fill by appointment any vacancies in the Board of Directors.

**3.4 Regular meetings.** A regular meeting of the Board of Directors shall be held at least quarterly. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Montana, for the holding of additional regular meetings without other notice than such resolution.

**3.5 Special Meetings.** Special meetings of the Board may be called by the president or any two Directors. The person or persons calling special meetings of the Board may choose any place, either within or without the State of Montana, as the place for holding the meeting

**3.6 Notice of Special Meetings.** Notice of any special meetings shall be given at least three (3) weeks previously thereto by notice to each director at the director's business or residential address. Notice may also be given electronically, through email at the email address given by a director. If mailed, the notice shall be deemed to be given when deposited in the United States mail so addressed, with postage prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**3.7 Quorum.** A majority of the number of Directors fixed by the Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice. Except as may be otherwise restricted by the Articles of Incorporation, members of the Board of Directors may participate in a meeting of such Board by means of meeting in person, or by a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means constitutes presence in person at a meeting.

**3.8 Manner of Acting.** Unless otherwise provided by the Montana Nonprofit Corporation Act, 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. Each director shall have one vote. Directors may vote or sign director's resolutions by proxy.

**3.9 Vacancies.** Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be appointed by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors, by the filing with the secretary of the Board of Directors of a written designation of the person or persons so named. A reduction in the authorized number of Directors shall not serve to disenfranchise any director prior to the expiration of the term for which he or she was elected. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**3.10 Compensation.** By authorization of the Board of Directors, the Directors may be paid their expenses, if any, for attendance at each meeting of the Board of Directors, and may be reimbursed for expenses incurred on behalf of the Corporation. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation for services.

**3.11 Presumption of Assent.** A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless a written dissent to such action is filed with the person acting as the secretary of the meeting before the adjournment thereof, or unless such dissent is forwarded by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**3.12 Resignation, Termination and Absences.** Resignation from the Board of Director must be in writing and received by the Secretary. If a Member organization notifies the Board of Directors that their representative who serves on the Board no longer represents the Member organization, the person is no longer eligible to be one of the Directors. A Director may be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board Director may be removed for other reasons by a two-thirds vote of the remaining Directors.

**3.13 Action without Meeting.** Any action required or permitted to be taken at a meeting of Directors may be taken without a meeting if a consent is in writing, which written consent may be given electronically, setting forth the action so taken, shall be signed or received electronically by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote.

## ARTICLE FOUR

### OFFICERS

**4.1 Officers.** The officers of this Corporation shall include a president, a vice-president, a secretary and a treasurer. In the discretion of the Board of Directors, it shall be permissible to elect a president of the Board, a vice president, a secretary, and a treasurer. Excluding the office of the president, any two offices may be held by the same person. Such other officers, committee chairs and agents as may be deemed necessary may be elected or appointed by the Board of Directors.

**4.2 Election and Term of Office.** The officers of this Corporation shall be elected at the Annual Membership meeting. Each officer shall hold office until a successor is duly elected (as provided in Section 3.2) or until the officer's death, resignation or removal. The officers shall have such duties, in addition to those expressed herein, as the Board shall specify from time to time.

**4.3 Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by a two-thirds vote of the Board of Directors.

**4.4 Vacancies.** A vacancy in any office because of death, resignation, removal or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**4.5 President of the Board of Directors.** The President of the Board shall be the President and Chief Executive Officer of the Corporation and, subject to the control of the Board of Directors, and shall in general supervise and control all of the business and affairs of the Corporation. Based on Board approval, the president may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to another officer or agent of the Corporation, or shall be required by law to be otherwise signed and executed, and in general shall perform all duties incident to the office of the president. When present, the President shall preside at all meetings of the Board of Directors.

**4.6 The Vice-President.** In the absence of the president or in the event of the president's death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all of the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned by the president.

**4.7 The Secretary.** The secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with

the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation; and (d) in general perform all duties incident to the office of secretary and such other duties as from time to time assigned by the president.

**4.8 Treasurer.** The treasurer shall in general perform all the duties incident to the office related to managing the finances of the Corporation, including managing the financial statements, membership dues, overall finances, filing tax returns and advising the board on the financial condition of the Corporation. Financial decisions will be approved by the Board.

**4.9 Salaries.** The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving a salary by reason of the fact that the officer is also a director of the Corporation.

**4.10 Resignation.** An officer may resign at any time by delivering written notice to the Board of Directors. Unless the notice specifies a later effective date, a resignation is effective when the notice is delivered. If a resignation is effective at a later date, the Board may fill the pending vacancy provided that the successor does not take office until the effective date.

## ARTICLE FIVE

### EXECUTIVE DIRECTOR AND STAFF

**5.1 Executive Director.** The Board of Directors shall have the authority to employ an Executive Director who may be given the responsibility of Chief Operating Officer of the Corporation. The Executive Director shall be responsible for carrying out Board policies and programs, the operations of the Corporation, personnel management, compliance with all the federal, state, and local regulatory requirements, and such other functions as are necessary for proper administration of the Corporation. In general, the Executive Director shall in such capacity be *ex officio*, a non-voting member of the Board of Directors and of its committees. The Executive Director shall serve at the will of the Board of Directors and removal shall be addressed in the agreement between the Board of Directors and Executive Director. The Executive Director shall be charged with preparing requisite information for the appropriate committees of the Board with respect to the annual budget of the Corporation and with respect to matters which the Board may desire to study in the work of the Corporation. The Board of Directors may, at their discretion, require the Executive Director to aid the Treasurer in all duties related to managing the finances of the Corporation. In the event that the Corporation does not have an Executive Director, these financial responsibilities will be conducted by the Treasurer.

## ARTICLE SIX

### COMMITTEES OF THE BOARD

**6.1 Committees.** Unless prohibited or limited by the Articles of Incorporation or these Bylaws, the Board of Directors may create one or more committees of the Board and appoint members of the Board to serve on them. Each committee must have two or more Directors who serve at the pleasure of the Board.

**6.2 Creation of the Committee and Appointment of Members.** The creation of a committee and appointment of members to it must be approved by the greater of:

- a) a majority of all the Directors in office when the action is taken; or

b) the number of Directors required by these Bylaws under Section 3.2 above.

**6.3 Committee types.** The Board may create Committees as needed, such as Development, Public Education, Data Collection, etc. There shall be two standing Committees - Executive and Finance Committees. The Board President may appoint Committee Chairs, or Committees may appoint their own Chairman. Committee Chairs must be Members of the Board.

**6.4 Executive Committee.** Four Officers shall serve as the Members of the Executive Committee. The Executive Committee shall review the performance of the Executive Director. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

**6.5 Finance Committee.** The Treasurer is Chair of the Finance Committee, which includes three other Board Members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board Members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the Committee are public information and shall be made available to the membership, Board Members and the public.

**6.6 Board Development Committee.** A Board Development Committee may be appointed by the Board to be responsible for developing nominees for Board elections, Board Committees, and planning for Board training and leadership development.

**6.7 Application of Section 35-2-427 – Section 35-2-431. Montana Code Annotated.** Montana law on regular and special meetings, action without meeting, call and notice of meetings, waiver of notice, quorum and voting which govern meetings apply to committees of the Board and their members.

**6.8 Exercise of Board's Authority.** To the extent specified by the Board of Directors or in these Bylaws, each committee of the Board may exercise the Board's authority under Section 35-2-414, Montana Code Annotated, which provides that to the extent authorized, a committee has the duties and responsibilities of the Directors and the Directors are to be relieved from the duties and responsibilities to the extent that there has been delegation to a third party or committee.

**6.9 What Committees of the Board May Not Do.** A committee of the Board may not:

a) authorize distributions;

b) elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees;  
or

c) adopt, amend, or repeal the Articles or Bylaws.

**6.10 Compliance by a Director.** The creation of, delegation of authority to, or action by a committee does not by itself constitute compliance by a director with the standards of conduct provided for in Section 35-2-416, Montana Code Annotated.

## ARTICLE SEVEN

### RELATIONSHIP WITH OTHER ORGANIZATIONS

**7.1 Relationship with Other Organizations.** In furtherance of its operations and to accomplish its purposes, the Corporation may:

(a) contract and deal with other bodies, corporations, and companies;

(b) may assist and receive assistance therefrom; and

(c) may participate as member agency in one or more federations or unions of tax-exempt, philanthropic organizations; but under no circumstances shall the Corporation surrender any portion of its autonomy or independence or in any degree diminish the sole responsibility of its Board of Directors for its management and administration.

## ARTICLE EIGHT

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

**8.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or 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.

**8.2 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 a resolution of the Board of Directors, Such authority may be general or confined to specific instances.

**8.3 Checks. Drafts, etc.** All checks, drafts or other orders for the 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 as provided in these By-Laws, and/or in such manner as shall from time to time be determined by resolution of the Board of Directors.

**8.4 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 depositories as approved by the Board of Directors. These responsibilities will fall with the Board of Directors, Treasurer, and/or Executive Committee when the Corporation does not have an Executive Director.

## ARTICLE NINE

### INDEMNIFICATION OF DIRECTORS, OFFICERS, AGENTS AND EMPLOYEES

**9.1 Indemnification of Directors.**

(a) **Indemnification.** The Corporation shall indemnify a director if a determination has been made in accordance with the procedures set forth in the Montana Nonprofit Corporation Act that the director met the standard of conduct set forth in subsection (b) below, and payment has been authorized in accordance with the procedures set forth in the Montana Nonprofit Corporation Act, based on a conclusion that the expenses are reasonable, the Corporation has the financial ability to make the payment, and the financial resources of the Corporation should be devoted to this use rather than some other use by the Corporation.

(b) **Standard of Conduct.** A director may be indemnified hereunder if:

(1) he or she conducted himself or herself in good faith;



- (2) he or she is reasonably believed:
  - (i) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interest;
  - (ii) in all other cases, that his or her conduct was at least not opposed to its best interest; and
- (3) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

(c) **Not Indemnified.** The Corporation shall not indemnify a director:

- (1) in connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or
- (2) in connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

**9.2 Advance Expenses for Directors.** If a determination is made, following the procedures of the Montana Nonprofit Corporation Act, that the Director has met the following requirements, and if an authorization of payment is made, following the procedures and standards set forth in the Montana Nonprofit Corporation Act, then the Corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

- (a) the director furnished the Corporation a written affirmation of his or her good faith belief that he or she has met the standards of conduct described in the Bylaws;
- (b) the director furnishes the Corporation a written undertaking, executed personally on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct (which undertaking must be an unlimited general obligation of the director, but need not be secured and may be accepted without reference to financial ability to make repayment); and
- (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under Bylaw 9.1 or the provisions of the Montana Nonprofit Corporation Act.

**9.3 Indemnification of Officers, Agents, and Employees Who Are Not Directors.** The Board of Directors may indemnify and advance expenses to any officers, employee, or agent of the Corporation, who is not a director of the Corporation, to any extent consistent with public policy, as determined by the general or specific action of the Board of Directors.

**9.4 Mandatory Indemnification.** Notwithstanding any other provisions of these Bylaws, the Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he or she is or was a director of the Corporation against reasonable expenses incurred by the Directors in connection with the proceeding.

## ARTICLE TEN

### MISCELLANEOUS

**10.1 Notice.** Unless otherwise provided herein, notices must be in writing or given electronically unless oral notice is reasonable under the circumstances. Written notice is effective at the earliest of the following:

(a) when received;

(b) seven days after its deposit in the United States mail, as evidenced by the postmark, if it is deposited in the United States mail, postage prepaid; or

(c) on the date shown on the return receipt if it is sent by certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated.

**10.2 Waiver of Notice.** Any notice which is required to be given to any director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, or under the provisions of the Montana Nonprofit Corporation Act, may be waived by the director by a written waiver, physically or electronically signed and sent by the director entitled to such notice, and filed with the minutes of the corporate records.

**10.3 Corporate Seal.** There shall be no corporate seal.

**10.4 Amending Bylaws.** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors. Notice of such meeting must be given in accordance with Bylaws 3.6 and the notice must also state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Bylaw changes shall be approved at the Annual Meeting of Members.

**10.5 Books and Records.** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors, and such books and records shall be open to inspection and copying by any director or member upon reasonable advance notice by such director or member, all in accordance with Section 35-2-907 of the Montana Non-Profit Corporation Act.

**10.6 Fiscal Year.** The fiscal year of the Corporation shall begin January 1 and end on December 31 of each year.

**10.7 Investments.** The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation, if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

**10.8 Exempt Activities.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and related regulations as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

**CERTIFICATE OF ADOPTION OF BYLAWS**

The undersigned, constituting a quorum of the Board of Directors of the aforesaid Montana nonprofit Corporation, do hereby certify that the above and foregoing Bylaws of said Corporation were adopted this date and the same do now constitute the Bylaws of the Corporation.

DATED this \_\_\_\_12\_\_\_\_ day of \_\_\_\_\_January\_\_\_\_\_, 2016.