



I. Members

There shall be no capital stock in the corporation, and membership shall be in two categories with annual membership dues to be established by the Board of Directors. Honorary memberships do not have voting rights.

1. **Personal** Membership
2. Business Membership (one vote per entity)

II. Members' Meetings

1. The annual meeting of the members of Paris Gibson Square, Inc. shall be held in Great Falls, Montana, at a place therein and at a time designated by the Board of Directors.
2. Notice of the annual or special meetings of members shall be distributed to the members at their respective last known addresses at least ten (10) days before such meetings.
3. Special meetings of the members may be called at any time and for any purpose or purposes. Said meeting may be called by the President, Executive Director, any two members of the Board of Directors or by five percent (5%) of the members. Once a meeting has been called, written notice of the time and place of the special meeting shall be given in the manner set forth in Article II, Section 2. The notice shall state the general nature of the business to be transacted and no other business may be transacted at such meetings.
4. A quorum at any meeting of members shall consist of a simple majority of the members present or as represented by written ballot.

III. Board of Directors

1. The management and control of this corporation shall reside and be vested in the Board of Directors. The number of members of the Board of Directors shall be twelve (12) or more, but not to exceed eighteen (18).
2. The Directors shall be elected at the annual meeting of the members. Directors shall be elected for a three (3) year term with one third (1/3) of the Board elected annually. No Director shall serve more than three (3) consecutive terms.
3. The Executive Committee shall fill all vacancies that may occur until the next annual election. Any Director may resign effective upon giving written notice to the Board or any of the officers. The Board may remove any Director that fails to attend three (3) consecutive meetings. The Board may also remove any Director upon a showing of good cause as determined by a majority of the remainder of the Board Members.
4. The Directors and Officers shall be indemnified by the corporation against expenses (including attorney fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any pending or completed action or proceeding, whether civil, criminal, administrative, or investigative, to which such Director or Officer was, or is threatened to be made a party by reason of the fact that such Director or Officer is or was an agent of the corporation. Such indemnification shall apply whether or not the Officer or Director is in the office at the time of the proceeding. The indemnification shall be subject to the limitation that the Director or Officer must have acted in good faith, in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, with no reasonable cause to believe that the conduct of

such person was unlawful. Such indemnification shall be subject to other limitations as set forth in *Section 35-2-516 of the Montana Non-Profit Corporations Code, effective January 1, 1992. (History: EN. Sec. 44, Ch. 411, L. 1991).*

5. Board members must be paid members in good standing of the organization.

IV. Directors' Meetings

1. One half (1/2) of the Board of Directors shall constitute a quorum for the transaction of business.
2. The Board of Directors shall meet following the annual meeting, and meet no less than three additional times in the year for which they are elected. The Board of Directors is empowered to fix, by resolution, the times of such meetings and of any other or additional meetings.
3. Special meetings of the Board of Directors may be held at any time and place upon the call of the President or upon request of three or more Board members.
4. Notice of all meetings of the Board of Directors shall be given to each Director not less than three (3) days prior to the date of the meeting.
5. Actions of the Board may be taken electronically.

V. Officers

1. The officers of this corporation shall be elected by the Board of Directors and shall consist of a president, a vice-president, a secretary, and a treasurer, all of whom must be members of the Board.
2. All officers shall serve without remuneration.
3. The officers shall be elected by the Board of Directors annually and shall serve for a term of one (1) year. The Board shall fill all vacancies that may occur for the balance of the term.
4. The President shall preside at all meetings and perform the duties customarily required of such office and shall be the chief officer, ex-officio member of all committees.
5. The Vice-President shall perform all of the duties of the President in the absence of the President.
6. The Secretary shall have charge of correspondence and keep a full and complete record of the proceedings of the Board of Directors and shall make such reports and perform such other duties as are incident to this office or which may be required by the Board.
7. The Treasurer shall make an annual report at the Paris Gibson Square's annual meeting and such other reports as the Board may require. The Treasurer shall be chairman of a Finance Committee which will make investment recommendations to the Board.

VI. Committees

1. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, a Member-At-Large and Past-President.
2. The Executive Committee shall have general oversight of all questions affecting the policy, property and function of the corporation, subject, however, to the control and direction of the Board of Directors, and shall make such reports to said Board as may be required. During intervals between meetings of the Board, the Committee shall have and enjoy and may exercise the power and authority of the Board of Directors in the management of the property and affairs of said corporation; and, when duly reported to said Board, the acts of said Committee shall stand as the acts of the Board of Directors unless then disapproved by said Board. Executive Committee decisions will be ratified at the next Board of Directors meeting.
3. The Board of Directors may provide for such other committees as may be deemed needful and may determine the selection of members and prescribe their duties.

4. The Executive Committee shall, sixty (60) days prior to the time for election of additional members to the Board of Directors, appoint a Nominating Committee consisting of three to five (3-5) individual paid members of the organization. The function of the Nominating Committee shall be to recommend potential officers and members to the Directors. The Nominating Committee shall at least thirty (30) days prior to the annual meeting, submit to the President a slate of personal members to be nominated as additional members of the Board of Directors. Individual members may make additional nominations by submitting in writing to the nominating committee at least twenty (20) days prior to the date of the annual meeting the name of the nominated member. Such written nomination must carry the signatures of at least five (5) individual members and contain the signed consent of the member nominated. The Nominating Committee shall cease its function after the annual election.

VII. Executive Director

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 and the Executive Committee.

Subject to the control of the Board of Directors, and under the functional supervision of the President of the Corporation, the Executive Director shall have general supervision, direction and control of the business and affairs of the Corporation. The Executive Director shall be responsible for the day-to-day operations of the Corporation and for promoting and conducting its overall program. The Executive Director shall have authority to employ and to terminate the employment of such personnel. She or he shall have full authority as well as responsibility to supervise the work of such personnel. She or he shall attend all meetings of the members, the Board of Directors, and the Executive Committee, but shall not be entitled to vote, provided, however, that the Board of Directors may exclude the Executive Director from Directors' meetings held in executive session.

VIII. CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

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.

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.

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.

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.

IX. Indemnification.

a) Mandatory Indemnification. The Corporation shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings. (b) Permissible Indemnification. The Corporation shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the Corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law. (c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (i) a written affirmation from the Director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this Article, and (ii) an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified 11 by the Corporation in these Bylaws. (d) Indemnification of Officers, Agents and Employees. An officer of the Corporation who is not a Director is entitled to mandatory indemnification under this Article to the same extent as a Director. The Corporation may also indemnify and advance expenses to an employee or agent of the Corporation who is not a Director, consistent with Montana Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

X. Amendments

The By-Laws of the corporation may be amended by the members of the Board of Directors unless such amendment changes the number of Directors or the terms of office of the Directors or the voting rights of the members, in which case the amendment must be approved either by a majority of the voting members **of the organization** in attendance, personally or by proxy, at a meeting where a quorum is present or by mail ballot.

XI. Parliamentary Procedure

Robert's Rules of Order, in its current edition, shall be the authority governing all matters of parliamentary procedure and practice.

Adopted September 29, 2015