

**Tri-County FireSafe Working Group, Inc.
A Montana Nonprofit Public Benefit Corporation**

BYLAWS

ARTICLE I

NAME

1.01 Name: The name of the Corporation shall be the "Tri-County FireSafe Working Group, Inc.", referred to in these Bylaws as "the Corporation."

1.02 Name Change: The Corporation may, at its pleasure, change its name by vote of the majority of the Board of Directors (the "Board"). Any such change shall be done in accordance with Montana law and by filing with the State of Montana a notice of the use of an assumed name by the Corporation or by filing notice of an amendment to the Bylaws of the Corporation and the Articles of Incorporation.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose: The purpose of the Corporation shall be:

1. To preserve and enhance the area's natural and manmade resources through a collaborative effort by mobilizing both public and private sectors to make homes, businesses, properties, neighborhoods, communities, and the landscape more fire safe.
2. To address such issues as wildfire prevention, hazardous fuel mitigation, structure and infrastructure protection, emergency preparedness, and response and evacuation planning in the area including but not limited to Broadwater, Jefferson, and Lewis and Clark counties of Montana.
3. Any other lawful business activity.

2.02 Powers: The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

2.03 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 (the "Code"), as amended from time to time, and any reference to a specific section of the Code shall be deemed to include any future corresponding section of the Code. The Corporation, under Title 35, Chapter 2, of the Montana Code Annotated (MCA), is organized to receive and administer funds for charitable, educational, and scientific purposes exclusively.

(b) Exempt Activities Limitation: Notwithstanding any other provisions 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 the Corporation not permitted to be taken or carried on by an organization exempt under Code Section 501(c)(3). No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its 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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing/distribution of statements) any political campaign on behalf of any candidate for public office.

2.04 Activities: The Corporation will engage in projects, undertakings, studies, and other activities, alone or in cooperation or coordination with government entities, civic bodies, other groups, corporations, and individuals in furtherance of the purpose of the corporation set forth in section 2.01. To that end, and without excluding other activities to be performed as directed by the Board, the Corporation may:

- i. Provide leadership for and coordination of wildfire safety activities in, including but not limited to, Broadwater, Jefferson, and Lewis & Clark counties.
- ii. Develop and manage programs to provide education to homeowners.
- iii. Provide needed assistance, technical resources, and financial incentives to landowners to undertake hazard mitigation projects.
- iv. Provide assistance, information, and education on fire safety principles and practices.
- v. Create, publish, and disseminate relevant educational materials.
- vi. Conduct educational and community programs.
- vii. Encourage and participate in the preparation of surveys, studies, plans, and recommendations relative to the coordination of available resources.
- viii. Encourage and facilitate community and public participation in developing, implementing, monitoring, and evaluating fire safety programs and activities.
- ix. Serve as a bridge between communities and state interests, regional and national interests, and policy makers whose activities affect the successful implementation of fire safety activities and programs.
- x. Cooperate and network with similar organizations.
- xi. Take, accept, hold, and acquire by bequest, devise, gift, purchase, loan, or lease any property, real or personal, whether tangible or intangible, without limitation as to kind, amount, or value.
- xii. Make loans, grants, or pledges, except it may not lend money to or guarantee the obligation of a director, officer or Board Member of the corporation.
- xiii. Make contracts and incur liabilities.
- xiv. Apply for and receive grants of money or other property.
- xv. Borrow money at such rates of interest as the Corporation may determine.



- xvi. Issue notes, bonds, and other obligations.
- xvii. Secure any obligation by mortgage or pledge of any or all of its property and income.
- xviii. Guarantee the undertakings, contracts, or performance of others.
- xix. Sue and be sued, complain, and defend in its corporate name.
- xx. Employ staff, consultants, and contractors to implement and complete the activities of the Corporation.
- xxi. Implement and complete the activities of the Corporation either directly or as an agent for other persons, agencies, associations, or corporations.
- xxii. Liquidate any asset and expend any income to complete any of the Corporation activities, without limitation, except for limitations, if any, as may be contained in (a) the instrument under which such property is received, (b) the Certification of Incorporation, (c) the Bylaws of the Corporation, or (d) any other such limitations prescribed by law; and
- xxiii. Exercise all the powers necessary or convenient to affect any or all of the Corporation's purposes and exercise all powers granted nonprofit corporations by the laws of the State of Montana.

ARTICLE III

MEMBERSHIP

3.01 Membership Classes and Powers: Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the establishment of Membership; the number of membership 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.

ARTICLE IV

MEETINGS OF THE CORPORATION

4.01 Time, Place and Notice of General Meetings: A monthly General Meeting, open to the public, should be held at such time and place as the Board determines. A notice of the next monthly General Meeting and meeting place should be announced at the conclusion of each General Meeting with a written electronic reminder provided to attendees. These meeting are to coordinate and educate the attendees with respect to the Purpose of the Corporation and are not for the Governance of the Corporation. Sections 4.02 through 4.07 do not apply to these meetings.

4.02 Time, Place and Notice of Annual Meeting of the Board of Directors: The Annual Meeting of the Board of Directors will be held each year at a time and place established by the Board of Directors, with a minimum of 21 days written prior notice to all Directors. The Annual Meeting is open to the public. Written notice may be communicated in person, facsimile, or other form of electronic, wire or wireless communication, or by mail or private carrier to the

correct address or authenticated electronic identification, as provided by Montana law, as shown in the Corporation's record of Directors. Directors may participate in the Annual Meeting by means of a conference telephone call or similar remote communication. Participation by conference telephone call or similar remote communication shall constitute presence in person at a meeting. The Board Chair is empowered to excuse Directors from attendance for a reason deemed adequate by the Board Chair.

4.03 Business to be conducted at the Annual Meeting of the Board of Directors: The following business may be conducted or reports presented at the Annual Board of Directors Meeting:

- (a) **Election of Directors.** The Board Chair should conduct an election of directors to serve on the Board unless elections or appointments are otherwise held in accordance with these Bylaws.
- (b) **Financial Reports.** The Corporation's Executive Director should provide the most recent year's activities and the annual report to the Directors.
- (c) **Business Plan.** The Corporation's Executive Director should provide the upcoming year's business plan and budget describing the planned activities for the Corporation.
- (d) **Any Other Matter requiring Director Approval.** Action by the Directors on any matters requiring Director approval or on which the Board or Executive Director requests Director advice or approval may occur, subject to proper notice under Montana law.
- (e) **Discussion, Questions and Answers.** The meeting will also provide an opportunity for Directors to ask questions, share ideas, and offer suggestions regarding the furtherance of the purposes of the Corporation.

4.04 Special Meetings of the Board of Directors: Special meetings of the Directors may be called by the President, the Vice-President, any two Directors, or upon the request of the Executive Director. At least five (5) days' notice of the time, place, date, and agenda of special meetings shall be given to each Director. Directors may participate in a Special Meeting by means of a conference telephone call or similar remote communication.

4.05 Manner of Acting:

- (a) **Conduct of Meetings:** Meetings shall be governed by the most recent edition of Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.
- (b) **Quorum:** A quorum is defined as a simple majority of the Directors of the Corporation in office immediately before a meeting.

(c) 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.

(d) Proxies: At any meeting of the Directors, a Director entitled to vote may do so by proxy or by other reasonable means in accordance with Montana law. The Corporation may recognize a Board Officer or Executive Director as representing the Director at any in-person meeting for the purposes of voting and establishing a quorum as long as the absent Director gives consent. Consent must be provided in writing, which includes electronic communication.

(e) Action by Written Ballot. Any action requiring Director approval that may be taken at a meeting of the Directors may be taken without a meeting if the Corporation delivers a written ballot to every Director entitled to vote on the matter and conducts the vote in accordance with Montana law. A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. The Corporation may deliver a written ballot by electronic communication as long as a Director gives consent.

(f) Corporation's Acceptance of Votes: If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a Director, or is the authenticated electronic identification of a Director, then the Corporation, if acting in good faith, may accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the respective Director. Authenticated electronic identification shall include any e-mail address or other electronic identification designated by a user for electronic communications.

(g) 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 telephone conference call or similar remote communication. Remote communication shall include communication made by conference telephone, internet, electronic, remote technology, or similar communication through which all participants in the meeting have an opportunity to read or hear proceedings substantially concurrent with their occurrence, vote on matters submitted to the Directors, pose questions, and make comments.

4.06 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 the Directors entitled to vote with respect to the subject matter thereof. Such action may be taken by electronic communication. Such consent shall have the same effect as a unanimous vote and shall be placed in the minutes book by the Secretary.

4.07 Waiver of Provisions: Any Director may waive notices of any meeting, in accordance with Montana law.

ARTICLE V

Tri-County TCFSWG BYLAWS 2021

5


288788 Fee \$5.00 Page 5 of 14
JEFFERSON COUNTY
Recorded 8/2/2024 At 9:05 AM
Ginger Kunz, Clerk and Recorder

DIRECTORS

5.01 Self Perpetuating Board: The Board of Directors of the Corporation shall be a self-perpetuating Board.

5.02 Number of Directors: The number of Directors constituting the initial Board shall be five, and they shall serve until the first annual meeting of the Corporation. Thereafter the Board shall consist of not less than five (3) directors elected or appointed according to these Bylaws. There should be at least one Director from each county. The Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of the Directors, to have approximately one-third of the Board elected at each Annual Meeting of the Board.

5.03 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.

5.04 Qualifications of Directors: Directors must be eighteen (18) years of age or older. The Directors should be diverse in their geographic location and area(s) of interest and/or expertise.

5.05 Nomination of Directors:

(a) **Ballots:** Unless the Board determines to conduct the election by written ballot in accordance with these Bylaws, a slate of nominees for the Director positions that will have terms expiring, shall be presented to the voting Directors by the Board Chair a minimum of 21 days before the Annual Meeting of the Board of Directors. Additional nominations for these Director positions may be made at the Annual Meeting. If no additional nominations are submitted, an election should be held for the Board of Directors' slate of candidates without ballot at the Annual Meeting. If additional nominations are submitted, the election shall be conducted by secret ballot or any other method allowed under Montana law.

(b) **Conduct:** The Board may determine to conduct the election of Directors by written ballot during the 21 days before the Annual Meeting or, if for any reason (including lack of a quorum) the election will not occur at the Annual Meeting. If the election is conducted by written ballot before the Annual Meeting, the Board shall solicit names of nominees in any reasonable manner before finalizing the slate of nominees and shall include any person nominated in this manner on the ballot who satisfies the eligibility requirements for being a Director.

5.06 Election of Directors: The Directors shall be elected at-large by vote of the Directors not on the ballot for election. An election shall be held annually during the Annual Meeting in accordance with the election procedures established by these Bylaws and the Board. Voters have the same number of votes as there are seats being contested.

5.07 Terms: The initial Directors' terms shall be determined at the first meeting of the Corporation, with one-third (1/3) of the directors serving for one (1) year, one-third (1/3) serving for two (2) years, and the remainder serving for three (3) years. In all following elections, the

Tri-County TCFSWG BYLAWS 2021

6



288788 Fee \$5.00 Page 6 of 14

JEFFERSON COUNTY
Recorded 8/2/2024 At 9:05 AM
Ginger Kunz, Clerk and Recorder

term for each of those positions shall be for three (3) years; provided, however, that the term may be extended until a successor has been elected/appointed. If additional positions are created on the Board, the initial term of each new position shall be set by the Board to ensure that approximately one-third (1/3) of all directors' terms expire each year. Subsequently, the term for each of those additional positions shall be three (3) years.

5.08 Vacancies: The Board of Directors may fill vacancies due to resignations, death, or removal of a Director or may appoint new Directors to fill a previously unfilled Board position.

(a) **Unexpected Vacancies:** Vacancies in the Board of Directors due to resignations, deaths, 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 Meetings 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 Directors for election under these Bylaws.

5.09 Resignation of Directors: Any member of the Board may resign at any time by giving a resignation in writing to the Board, the President, or the Secretary.

5.10 Removal of Directors: The Board of Directors may remove a Director at any time, with or without cause, upon a majority vote.

5.11 Compensation: Directors shall serve without compensation. However, they may receive reimbursement for actual and necessary expenses incurred in attending Board meetings and/or the administration of the Corporation. If allowing reimbursement of travel expenses using federal government funds, individuals must abide by all federal laws and travel rules. The directors may be allowed reasonable advancement or reimbursement of expenses incurred on behalf of the Corporation. Directors may not be compensated for rendering services to the Corporation in any capacity other than director unless such other compensation is reasonable; allowable under the provisions of Article II, section 2.03(b); and approved by two-thirds (2/3) of the Board.

ARTICLE VI

OFFICERS

6.01 Board Officers: The Board Officers of the Corporation shall be a President, Vice-President, a Secretary, and a Treasurer, all of whom shall be chosen by and serve at the pleasure of the Board of Directors. The Board may, at its discretion, combine the board offices of Secretary and Treasurer. The Board may elect other board officers for such terms as they see fit and fill any vacancies among the board officers at any meeting of the Board. Each Board Officer shall have the authority and shall perform the duties set forth in these Bylaws, by resolution of the Board, or by direction of a Board Officer authorized by the Board to prescribe the duties and authority of other Board Officers. Any 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.

6.02 Qualification, Election and Term of Office: At the Annual Meeting of the Corporation, Board Officers shall be elected by a majority of the Directors present and constituting a quorum.

Tri-County TCFSWG BYLAWS 2021

7


288788 Fee \$5.00 Page 7 of 14
JEFFERSON COUNTY
Recorded 8/2/2024 At 9:05 AM
Ginger Kunz, Clerk and Recorder

Any director shall be eligible to be nominated for election as an officer. Each board officer so elected shall serve a term of two years, or until his or her successor is duly elected and qualified, except in the case of his or her death, resignation, or removal. Staggered terms may be selected by the Board to provide continuity without a complete turnover of all officers at once. 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 Meeting at which elected and shall end upon the adjournment of the Annual Meeting during which a successor is elected.

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

6.04 Replacement: Any vacancies caused by the death, resignation, removal, disqualification, or otherwise of any Board Officer shall be filled by the Board of Directors. In the event of a vacancy in any Board Officer position other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board of Directors votes to fill the vacancy. In the event of vacancy of the Board President, the Vice-President shall serve as the Board President. Board replacements shall serve the remainder of the term of the Officer being replaced.

6.05 Duties: The duties of the several Board Officers shall be those usual to such board offices in similar corporations except as otherwise expressly provided herein.

(a) President: The President or, in his or her absence, the Vice-President, shall preside at all meetings of the Board, the Executive Committee (if established), and of the Corporation. The President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors; shall make reports to the Directors; and shall perform all other duties incident to the board office or properly required by the Board of Directors. The President shall see that orders and resolutions of the Board are carried out and shall sign all written instruments. The Vice-President assumes the position of President at the end of the President's term unless the Board of Directors chooses to elect another member.

(b) Vice-President: The Vice-President shall, when the president is absent or unable, preside at meetings of the Board, the Executive Committee (if established), and of the Corporation, and shall perform all other duties required by the Board. When acting as President, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President assumes the position of President at the end of the President's term.

(c) Secretary: The secretary shall keep or cause to be kept a book of minutes of the proceedings of all meetings and actions of the Directors and committees of Directors. The minutes of the meetings shall state time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting

Tri-County TCFSWG BYLAWS 2021

8

288788 Fee \$5.00 Page 8 of 14
JEFFERSON COUNTY
Recorded 8/2/2024 At 9:05 AM
Ginger Kunz, Clerk and Recorder

was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Directors and committees as required by these Bylaws. The Secretary shall maintain and have charge of the general records of the Corporation, shall maintain a current list of the Directors of the Corporation, and shall perform all other duties prescribed by the Board or the President. 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.

(d) Treasurer: The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation. The Treasurer 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.

6.06 Compensation for Board Service: Board Officers shall receive no compensation for carrying out their duties as Board Officers. However, they may receive reimbursement for actual and necessary expenses incurred in attending Board meetings and/or the administration of the Corporation. If allowing reimbursement of travel expenses using federal government funds, individuals must abide by all federal laws and travel rules. Board Officers may be allowed reasonable advancement or reimbursement of expenses incurred on behalf of the Corporation. Board officers may not be compensated for rendering services to the Corporation in any capacity other than Director unless such other compensation is reasonable, allowable under the provisions of Article II, section 2.03(b) and approved by two-thirds (2/3) of the Board.

6.07 Compensation for Professional Services by Directors/Board Officers: Directors and/or Board Officers are not restricted from being remunerated for professional service provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Corporation's Conflict of Interest Policy and state law.

6.08 Executive Director and Staff:

(a) Appointment: The Board, upon a majority vote, may hire or contract for an Executive Director to serve as the Chief Executive Officer to administer and direct the affairs of the Corporation. The Executive Director shall be a Board Officer but not on the Board of Directors. The Executive Director shall report to the Board or to the Executive Committee (if established) when the Board is not in session. The term or period of employment or contract of the Executive Director shall be designated by the Board. The Executive Director will hold office at the will of the Board.

Tri-County TCFSWG BYLAWS 2021

9



288788 Fee \$5.00 Page 9 of 14
JEFFERSON COUNTY
Recorded 8/2/2024 At 9:05 AM
Ginger Kunz, Clerk and Recorder

(b) 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 (if established). Such duties include but are not limited to signing such instruments as required, keeping such records, preparing reports, and performing other duties as are properly required of him or her by the Board. Under the direction of the Treasurer, he or she shall maintain custody of all the monies and securities of the Corporation and shall keep regular books of account and balance the same each month. Under the direction of the Secretary, the Executive Director shall author all official correspondence, preserve all documents and communications, and maintain an accurate record of the proceedings of the Corporation, the Board, and all committees, task groups and advisory boards. The Executive Director shall employ, supervise, and dismiss employees or contractors within the budget's limitations at the direction of the Board. At the termination or expiration of the Executive Director's employment or contract, he or she shall deliver to the Board all books, papers, and property of the Corporation. The compensation of the Executive Director shall be fixed by the Board.

ARTICLE VII

BOARD COMMITTEES

7.01 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 by 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 committee members to 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. Each committee must be composed of two or more voting Directors and may include non-director members without the power to vote.

(c) 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.

7.02 Executive Committee: The Board may, by a majority vote of Directors, designate three (3) or more of its Directors (who may also be serving as Board Officers of the Corporation), to constitute an Executive Committee. The Board may delegate to the committee any of the powers and authority of the Board except:

- (a) Approving any action which, under law or the provisions of these Bylaws, requires the approval of the Directors.
- (b) Filling vacancies on the Board or any committee which has any authority of the Board.
- (c) Fixing compensation of the Directors for serving on the Board or on any committee.
- (d) Amending or repealing Bylaws or adopting new Bylaws.
- (e) Amending or repealing any resolution of the Board which by its express terms may not be so amended or repealed.

By a majority vote of its members, the Board may revoke or modify any delegated authority, increase, or decrease the number of the members of the executive committee, but not to a number less than three (3), and fill vacancies on the Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report to the Board from time to time as the Board may require.

7.03 Other Committees, Subcommittees and Advisory Bodies: The President, upon approval of the Board, may create other committees, subcommittees, and advisory bodies deemed necessary to facilitate the work of the Corporation. The President and the Executive Director, if any, shall be *ex officio* members of all committees, subcommittees, and advisory bodies. All committees, subcommittees, and advisory bodies shall be subject to and governed by these Bylaws. The President, in consultation with the Board, shall appoint all committee, subcommittee, and advisory body chairpersons.

ARTICLE VIII

GENERAL PROVISIONS

8.01 Fiscal Year: The fiscal year of the Corporation shall be from the first day of July to the thirtieth day of June.

8.02 Addresses and Notifications: Each Director of the Corporation shall furnish the Secretary with his or her official mailing address and official email address. The sending of any notice to the last known official mailing address or official email address shall be deemed service of such notice as of the date of the mailing/sending.

8.03 Bonding: The Executive Director shall be bonded if deemed necessary by the Board.

8.04 Conflict of Interest: The Board shall adopt and periodically review a Conflict-of-Interest Policy to protect the Corporation's interests 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.

8.05 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

Tri-County TCFSWG BYLAWS 2021

11



288788 Fee \$5.00 Page 11 of 14

JEFFERSON COUNTY
Recorded 8/2/2024 At 9:05 AM
Ginger Kunz, Clerk and Recorder

Corporation shall be executed on its behalf by the Executive Director, the President, or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

8.06 Checks and Drafts: All checks, drafts, or other orders for payment of money, and 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 in such manner as shall from time to time be determined by resolution of the Board.

8.07 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 the Board or a designated Committee of the Board may select.

8.08 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.

8.09 Books and Records: The Corporation shall keep or have kept correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Members and/or the Board of Directors, a record of all actions taken by the Members and/or Board of Directors without a meeting, and a record of all actions taken by committees of the Board.

8.10 Activities 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.

8.11 Indemnification:

(a) Mandatory Indemnification: The Corporation shall indemnify and hold harmless 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 Indemnifications: The Corporation shall indemnify and hold harmless a Director or former Director made a party to a proceeding because he or she is or was a Director of the of the Corporation, against liability incurred in the proceedings 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 a 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 understanding by or on behalf of the Director,



Officer, employee, or agent to repay such amount, unless it shall be determined that he or she is not entitled to be indemnified 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.

(e) Misconduct: Directors, Officers, employees, or agents of the Corporation shall not be indemnified or reimbursed for any expense incurred in connection with any claim or liability arising out of his or her willful or criminal misconduct.

8.12 Distribution upon Dissolution: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of the Code Section 501(c)(3) or shall be distributed to the federal government or to a 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 organizations, as said court shall determine, which are organized exclusively for such purposes.

8.13 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 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 of or cancellation of members or classes of voting members must be voted upon by the voting Members, if applicable.

CERTIFICATE OF ADOPTION OF RESTATED BYLAWS

I do hereby certify that the above amended and restated Bylaws of the Tri-County FireSafe Working Group, Inc., were initially adopted by the Board of Directors on December 10, 2015; amended, and approved by the voting Members and the Board of Directors on March 10, 2016; amended and approved by the voting Members and the Board of Directors on August 10, 2017; and amended and approved by the voting Members and the Board of Directors on August 31, 2021; and do now constitute a complete copy of the Bylaws of the Corporation, superseding all previously adopted Bylaws and amendments.

Doug Dodge, Secretary of the Corporation, November 9, 2021

DocuSigned by:
 11/10/2021
3598B8C6ABAB4C4..., Secretary of the Corporation, _____, 2021

Tri-County TCFSWG BYLAWS 2021

13


288788 Fee \$5.00 Page 13 of 14
JEFFERSON COUNTY
Recorded 8/2/2024 At 9:05 AM
Ginger Kunz, Clerk and Recorder

An Amendment to:

Tri-County FireSafe Working Group, Inc.
A Montana Nonprofit Public Benefit Corporation
BYLAWS

Article VIII
General Provisions

8.14 Physical Address

In accordance with provision 8.13, the Tri-County Firesafe Working Group Board hereby establishes the physical address of the Corporation as:

1192 Hwy 282
Suite C
Montana City, MT 59634

By a unanimous vote of the Board on 7/24/24.

Voting Members:

Lois Olsen, President

Ed Shindoll, Vice President I

Brad Langsather, Vice President II

Janet Kennedy-Yager Treasurer

Angie Gifford, Secretary

Lois Olsen
Ed Shindoll
Brad Langsather
Janet Kennedy-Yager
Angie Gifford

288788 Fee \$5.00 Page 14 of 14
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