

Bylaws

Revised December 2017

Article I – Name

Section 1: Name A. The name of this organization shall be Family, Career and Community Leaders of America, Inc. Montana Association (Montana FCCLA) an affiliate of the Family, Career and Community Leaders of America, Inc. Members are hereinafter referred to as Family, Career and Community Leaders of America. The letters FCCLA may be officially used to designate the association, the chapters or members thereof.

Section 2:
Headquarters A. The location of the state office of the organization shall be determined by the Board of Directors.

Article II – Mission Statement and Purposes

Section 1: Mission Statement A. The mission of the organization is to promote personal growth and leadership development through Family and Consumer Sciences education. Focusing on the multiple roles of family member, wage earner and community leader, members develop skills for life through

- character development;
- creative and critical thinking;
- interpersonal communications;
- practical knowledge; and
- career preparation.

Section 2:
Purpose A. Organized instruction relating to the mission is part of the Family and Consumer Sciences education program in schools. The purposes of the organization shall be as follows:

1. to provide opportunities for personal development and preparation for adult life
2. to strengthen the function of the family as a basic unit of society
3. to encourage democracy through cooperative action in the home and community
4. to encourage individual group involvement in helping achieve global cooperation and harmony
5. to promote greater understanding between youth and adults
6. to provide opportunities for making decisions and for assuming responsibilities
7. to prepare for the multiple roles of men and women in today's society
8. to promote Family and Consumer Sciences and related occupations.

Article III - Powers, Non-Profit Status and Dissolutions

- Section 1: Powers A. 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. The powers of the Corporation shall include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.
- Section 2: Status A. 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.
- Section 3: Exempt Activities Limitation A. Notwithstanding any other provision 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 Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any 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.
- Section 4: Distribution Upon Dissolution A. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities and obligations of the corporation, distribute, transfer, convey and deliver the corporation's remaining assets to such organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organizations under Sections 501(a) and 501(c)(3) of the Code, as the Board of Directors shall, in its sole discretion, determine. Any such assets not so disposed of shall be disposed of by the District Court of the Montana First Judicial District in Lewis and Clark County, exclusively for such exempt purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such exempt purposes.

Article IV: Organizational Structure

- Section 1: State A. The Family and Consumer Sciences division of the Montana Office of Public Instruction, an integral part of the Family and Consumer Sciences (FCS) program, under the guidance of the FCS Education Specialist who shall serve as the State Adviser.
- Section 2: Districts A. There shall be ten (10) districts of Montana FCCLA comprised of counties as follows:
- 1: Glacier, Toole, Pondera, Liberty, Teton and northern part of Lewis & Clark.
 - 2: Park, Gallatin, Meagher, Broadwater, southern part of Lewis & Clark.
 - 3: Choteau (except town of Highwood), Hill, Blaine, Phillips.

- 4: Yellowstone (except town of Laurel), Treasure, Musselshell, Rosebud, Bighorn, Powder River, Custer (except town of Miles City).
- 5: Richland, McCone, Garfield, Prairie, Dawson, Wibaux, Fallon, Carter, and town of Miles City.
- 6/7: Powell, Mineral, Ravalli, Missoula, Sanders, Granite, Deer Lodge, Lake, Lincoln, Flathead.
- 8: Valley, Daniels, Sheridan, Roosevelt.
- 9: Cascade, Judith Basin, Fergus, Petroleum, and town of Highwood.
- 10: Sweet Grass, Stillwater, Carbon, Wheatland, Golden Valley, and town of Laurel.
- 11: Madison, Beaverhead, Jefferson, Silver Bow.

B. Each district must have district operating guidelines which are consistent with Montana FCCLA state bylaws.

Section 3:
Chapters

- A. A chapter shall be affiliated with public and private schools in which Family and Consumer Sciences instruction is offered, as determined by the Montana Office of Public Instruction.
- B. Each chapter must have an affiliated Chapter Adviser. A chapter adviser is a teacher certified/endorsed in Family and Consumer Sciences education of a chapter within the school district they are employed. Exceptions to this must receive annual Board of Directors approval.
- C. To be eligible for Montana FCCLA membership, chapters must be composed affiliated members whose dues are paid in full with no outstanding debts to the organization. Continued affiliation requires payment of National and State dues by May 31 annually.
- D. Each chapter must have chapter operating guidelines which are consistent with Montana FCCLA state bylaws.
- E. Suspension and reinstatement of a chapter:
 - a. Any chapter failing to meet the requirements for continued affiliation may be suspended from the organization by the Board of Directors.
 - b. Upon meeting the requirements for affiliation and with the approval of the Board of Directors, the chapter may be reinstated to the state association.

Article V – Membership Categories & Dues

Section 1: Active
Members

- A. **Student:** Any student who is taking or has taken a course in comprehensive or occupational Family and Consumer Sciences through grade twelve shall be eligible for active membership in an organized chapter within the school.
- B. **Adviser:** Each chapter is required to have a chapter adviser as defined in Article IV, Section 3.
- C. Active members shall pay national, state and chapter dues.

- Section 2: Active Member Dues
- A. The amount of state dues for active student and adviser members shall be determined by the Board of Directors.
 - B. The chapter may determine local membership dues subject to approval by the members of the chapter. They shall be in addition to national and state dues.
- Section 3: Alumni & Associates
- A. Former active members and adults who share the goals and purposes of FCCLA and its programs and who wish to support the continuing development of FCCLA youth shall be eligible for Alumni & Associates membership.
 - B. Alumni & Associates members shall not be eligible to hold office, make motions or vote.
 - C. Alumni & Associates members shall pay national and state dues.
- Section 4: Honorary
- A. Any individuals whose professional responsibilities are not directly related to FCCLA who have made outstanding contributions and who are giving continued service to the organization by advancing its purposes are eligible for honorary membership.
 - B. Honorary members have the privilege of attending all meetings of the organization but have no vote.
 - C. Honorary members shall not pay dues.

Article VI – Membership Classes and Powers

- Section 1: Classes and Powers
- A. 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 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.
- Section 2: Eligibility
- A. For a chapter to be eligible to vote, membership must be paid 14 days prior to vote.
- Section 3: Chapter Vote
- A. Each Chapter will have one vote. The voting delegate will be an Affiliated Chapter Advisor. Chapters are entitled to all rights, privileges, and responsibilities granted by Montana law and these by-laws. These rights include electing board members, by-law amendments that relate 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 or cancellation of members or classes of voting members.
 - B. At any meeting of the members, a Chapter 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.

- Section 4:
Student Members
- A. Student Members are represented by elected representatives who serve on the State Executive Council.

Article VII – Annual Business Meeting

- Section 1: Time &
Place
- A. The annual business meeting of the Chapters will be held during the State Leadership Conference each year or at a time and place established by the Board of Directors, with a minimum of 21 days written notice to all Chapters.

- Section 2:
Business to be
Conducted
- A. The following business or reports may be conducted or presented at the Annual Business Meeting:
 - **Election of Directors.** Elections of Directors to serve on the Board of Directors, unless elections are otherwise held by written ballot in accordance with these Bylaws.
 - **Financial Report.** The most recent year's activities and financial report will be presented to the membership.
 - **State Executive Council Report.** State Executive Council report on accomplishments and activities.
 - **Update on organizational activities.** Update key activities, accomplishment and challenges as they relate to the current strategic and operational plan.
 - **Any Other Matter Requiring Chapter Approval.** Action by the voting Chapter on any other matter requiring Chapter approval or on which the Board requests Chapter advice or approval may occur, subject to proper notice under Montana law.

- Section 3:
Nomination &
Election of
Directors
- A. 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 Chapters by the Board a minimum of 21 days before the Annual Business Meeting. Additional nominations for Directors may be made by five or more Chapters of the Corporation by submitting the names of nominees in writing to the Board President at least 10 days before the Annual Business Meeting. If no additional nominations are submitted, the Board of Directors' slate of candidates shall be elected without ballot at the Annual Business Meeting. If additional nominations are submitted the elections shall be conducted at the Annual Business Meeting by secret ballot or by any other method allowed under Montana law.
 - B. The Board may determine to conduct the election of Directors by written ballot during the 30 days before the Annual Business Meeting or, if for any reason (including lack of a quorum) the election does not occur at the Annual Business Meeting, within 40 days after the Annual Business Meeting. If the election is conducted by written ballot before the Annual Business Meeting, the Board shall solicit names of nominees from the chapters in any reasonable manner before finalizing the slate of nominees and shall include any person on the ballot as a nominee who five or more chapters recommend as a Director if that person satisfies the eligibility requirements for being a Director.

- Section 4: Special Meetings A. Special meetings of the Chapters may be called by the Board of Directors or upon written request/petition of at least one fifth of the voting Chapters who shall state in writing to the Board of Directors the purpose of such meeting.
- Section 5: Quorum A. Fifty percent (50%) of affiliated Chapters, shall constitute a quorum for the transaction of any business. If at any meeting of the Chapters there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.
- Section 6: Vote A. The act of the majority of the voting members present at a meeting at which a quorum is present shall be the act of the Members, unless otherwise specified in these Bylaws or required by law.
- Section 7: Action by Written Ballot A. Any action requiring Chapter approval that may be taken at a meeting of the Chapters may be taken without a meeting if the Corporation delivers a written or electronic ballot to every Chapter entitled to vote on the matter and conducts the vote in accordance with Montana law.

Article VIII – Board of Directors

- Section 1: Number of Directors A. The Corporation shall have a Board of Directors consisting of at least 7 Directors and no more than 12 Directors (including Ex-Officio Members). Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Directors, to have approximately one-third of the Board elected at each annual meeting of the Membership.
- Section 2: Powers A. 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.
- Section 3: Composition of the Board
- A. The Board of Directors is dedicated to having directors who are active and engaged and are willing to make the time to help set strategic goals, provide organizational leadership, promote Montana FCCLA to all stakeholders, identify and approve policy, provide fiscal and fiduciary oversight and assist in raising funds for sustainable operations.
- B. To that end, Montana FCCLA is committed to a diversified board that may include Chapter Advisors, Community Business stakeholders, Educators, and School Administrators. The actual composition of the board will be determined based on qualified individuals willing to serve.
- C. Montana FCCLA will have four ex-officio positions with full voting rights and no term limits. These positions are
- Montana Office of Public Instruction Family & Consumer Sciences Education Specialist
 - Family and Consumer Sciences Teacher Educator
 - State Executive Council President

- State Executive Council Vice President of Finance

Section 4: Terms

- A. All Directors will be elected to serve three-year terms. Directors may serve a maximum of two three-year terms in succession, plus time served to fill a vacancy or a term of less than three years. The term of a Director elected by the Chapters may not be shortened by the Board.

Section 5:
Vacancies

- A. The Board of Directors may fill vacancies due to resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these Bylaws.
- **Unexpected Vacancies.** Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the Director being replaced.
 - **Filling Previously Unfilled Positions.** Each Director appointed by the Board between the Annual Business Meeting 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 Chapter for election under these Bylaws.

Section 6:
Meetings

- A. **Regular Meetings.** The Board of Directors shall have a minimum of two times each calendar year at times and places fixed by the Board. Regular meetings of the Board may be held without further notice; however, the Board President shall use best efforts to send an electronic or written reminder of regular meetings a minimum of ten days before the meeting.
- B. **Special Meetings.** Special meetings of the Board may be called by the President, by any two members of the Executive Committee or Board of Directors. A special meeting must be preceded by at least 2 days' notice to each Director of the date, time, place, and purpose of the meeting.
- C. **Notice of Board Meetings.** Notice of a regular or special meeting must be given to each Director either personally, by U.S. mail or e-mail at his or her address as shown by the records of the Corporation. If e-mailed, a notice shall be deemed delivered when an electronic notice of delivery is returned to the sender of the notice. If mailed, a notice shall be deemed delivered at the earliest of (i) five days after deposited in the mail, addressed to the Director, with postage prepaid, (ii) the date shown on the return receipt if sent by registered or certified mail and the receipt is signed by or on behalf of the Director, or (iii) the date received.
- D. **Special Notice Provisions.** If a purpose of the meeting is to consider (i) an amendment to the Articles of Incorporation, (ii) a plan of merger, (iii) the sale, lease, exchange, or disposition of all or substantially all of the Corporation's property, or (iv) the dissolution of the Corporation, then a notice must be given to each Director at least seven (7) days before the meeting stating the purpose and the notice must be accompanied by a copy of or summary of the proposed amendment, plan of merger, transaction for the disposition of property, or proposed dissolution.
- E. **Waiver of Notice.** Any Director may waive notice of any meeting, in accordance with

Montana law.

Section 7:
Manner of Acting

- A. **Quorum.** A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board.
- B. **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.
- C. **No Proxy Voting.** Directors may not vote or sign Board resolutions or consents by proxy.
- D. **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 telephonic conference call.
- E. **Executive Session.** The Board of Directors may hold an executive session in the course of any meeting in which only board members shall participate.

Section 8: Action
Without Meeting

- A. 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 e-mail if an electronic copy of the resolution is printed out, signed and returned to the Secretary by all Directors. Such consent shall have the same effect as a unanimous vote and shall be placed in the minute book by the Secretary.

Section 9:
Election of Board
Officers

- A. The Board shall elect Board Officers within 7 days of the Annual Business Meeting unless the election of Board Officers is delayed by the Board.

Section 10:
Qualifications of
Directors

- A. With the exception of the State Executive Council Representatives, to be eligible as a Director on the Board of Directors, the individual must be 18 years of age.

Section 11:
Compensation

- A. **Compensation for Board Service:** Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.
- B. **Compensation for Professional Services by Directors.** Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

Article IX – Board Officers

- Section 1: Officers A. The Board Officers of the Corporation shall be a Board President, Vice President, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each Board Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers. The Board may also appoint additional Vice Presidents and such other Officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, with the exception of the Board President, but no Board Officer may act in more than one capacity where action of two or more Officers is required.
- Section 2: Term of Office A. Each Board Officer shall serve a one-year term of office and may not serve more than three consecutive terms of office. Unless elected to fill a vacancy in an Officer position, each Board Officer's term of office shall begin upon election and shall end upon the completion of their term and with election of successor.
- Section 3: Removal and Resignation A. The Board of Directors may remove an Officer at any time, with or without cause. Any Officer may resign their office at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.
- Section 4: Officer Duties A. **Board President:** The Board 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, and shall perform all other duties incident to the office or properly required by the Board of Directors.
- B. **Vice President:** In the absence or disability of the Board President, the ranking Vice President or Vice President designated by the Board of Directors shall perform the duties of the Board President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the Board President. The Vice Presidents shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board President. The Vice President or ranking Vice President designated by the Board shall normally accede to the office of Board President upon the completion of the Board President's term of office.
- C. **Secretary:** The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and Committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Members, Directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board President. The Secretary

may appoint, with approval of the Board (or the Executive Committee), personnel 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 and shall have primary responsibility for implementing the responsibilities of the Finance and Committee as specified in the committee charter. The Treasurer, as Chair of and working with the Finance Committee, shall assure that the Finance Committee Charter is implemented and shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. The Treasurer may appoint, with approval of the Board (or the Executive Committee), a qualified fiscal agent or personnel to assist in performance of all or part of the duties of the Treasurer.

Section 5: Non
Officer Directors

- A. The Board of Directors may designate additional Officer positions of the Corporation and may appoint and assign duties to other non-director Officers of the Corporation.

Article X – Board Committees

Section 1: Types
of Committees
and Creation

- 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 in 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 all committee members and 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, subject to Board ratification at the next regular or special meeting 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.

Section 2:
Manner of Acting

- A. 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.

Section 3:
Committees

- A. **Executive Committee:** The Board shall have an Executive Committee with powers established by the Board consistent with these Bylaws. The President of the Board shall serve as Chair of the Executive Committee.
- B. **Governance and Nomination Committee:** The Board shall have a Governance and Nominating Committee with powers established by the Board consistent with these Bylaws. The Vice President shall be Committee Chair.
- C. **Finance Committee:** The Board shall have a Finance Committee with powers established by the Board consistent with these Bylaws. The Treasurer shall be the

Committee Chair.

Article XI – State Executive Council

- Section 1: Role & Number of Officers
- A. The SEC council is a critical and important element of leadership development of our students. For that purpose, each of the ten districts of the Montana Association shall elect a District President by means of the statewide election process. These individuals shall serve as members of the State Executive Council.
 - B. Up to two National Officer Candidates (NOC) selected at the State Leadership Conference will serve as 2nd Vice President on the State Executive Council.
 - C. The State Executive council represents the student members of Montana FCCLA to review the aims and objectives of the organization while also interpreting and advocating for the goals and program activities of FCCLA to groups and individuals within and outside the organization.
 - D. The State Executive Council will advise the Programming Committee of the Board of Directors to recommend the establishment of programs, projects and activities.
 - E. The State Executive Council President and Vice President of Finance will serve as Ex Officio voting members on the Board of Directors.
- Section 2: Officer Roles
- A. SEC officer positions are designed to foster leadership growth and experience for students. To that end, every 3 years by the SEC and FCCLA board will examine officer roles and selection process for effectiveness to ensure that the offices and its duties are constructed to optimally meet the needs of Montana FCCLA.
- Section 3: Vacancies
- A. If the office of President becomes vacant, the 1st Vice President shall automatically assume the office and duties of President.
 - B. In the event a state officer does not fulfill the requirements outlined in the state officer agreement or cannot complete the term, the Board of Directors may appoint a replacement.
 - C. In the event a 2nd Vice President is elected to the National Executive Council, the officer will resign from the State Executive Council. The position will remain vacant for the remainder of the term. The National Officer will serve as a liaison to the SEC and participate in those meetings and activities whenever possible.
- Section 4: Terms
- A. District Presidents shall serve on the State Executive Council for a term of one year extending from the close of the state leadership conference through the state leadership conference of the succeeding year.
- Section 5: Meetings &
- A. The State Executive Council shall have regular meetings. Special meetings may be called if needed by the SEC President.

Quorum

- B. All meetings require a simple majority to conduct business and shall constitute as quorum. Proxy voting is not allowed.
- C. The selection and order of business shall be determined by the SEC President. Agenda items submitted by any voting member of the State Executive Council shall be included.

Article XII – Executive Director

Section 1: Appointment

- A. 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.

Section 2: Duties

- A. 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.

Article XIII – Contracts, Checks, Loans, Indemnification & Related Matters

Section 1: Contracts & Other Writings

- A. 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 President or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

Section 2: Checks & Drafts

- A. 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.

Section 3: Deposits

- A. 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.

Section 4: Loans

- A. 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.

Section 5: Insurance

- A. The Board of Directors must maintain director and officers and general liability insurance.

Section 6: 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 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.

Article XIV – Miscellaneous

- Section 1: Fiscal Year A. The fiscal year shall be September 1 through August 31.
- Section 2: Books and Records A. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Board of Directors without a meeting, and a record of all actions taken by committees of the board.
- Section 3: Conflict of Interest A. The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest 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.
- Section 4: Actions Regarding Membership & Ownership Interests A. 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.

Article XV - Amendments

- Section 1: Changes A. Proposed amendments to the bylaws of the Montana Association of Family, Career and Community Leaders of America may be submitted in writing to the Board of Directors by any affiliated chapter or initiated by the Board of Directors.

Section 2:
Acceptance of
Amendments

- A. In accordance with Montana law, amendments that relate 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 or cancellation of members or classes of voting members must be voted upon by the affiliate Chapters and requires approval by two-thirds ($\frac{2}{3}$) of the quorum.
- B. Except for those amendments listed above or required by law, these Bylaws may be amended, altered, repealed, or restated by two-thirds ($\frac{2}{3}$) of the Board of Directors.

CERTIFICATE OF ADOPTION OF RESTATED BYLAWS

I do hereby certify that the above amended and restated Bylaws of the Family, Career and Community Leaders of America, Inc. Montana Association , were approved by the Board of Directors on July 25, 20xx and by the voting Members on _____, and do now constitute a complete copy of the Bylaws of the Corporation, superseding all previously adopted Bylaws and amendments.

Secretary of the Corporation

Dated: _____