

BYLAWS  
OF  
GREAT OLD BROADS FOR WILDERNESS

ARTICLE 1

NAME, PURPOSE, AND OFFICES

- 1.1 Name. The name of this Corporation is GREAT OLD BROADS FOR WILDERNESS.
- 1.2 Purposes. Subject to the restrictions and limitations set forth in the Articles of Incorporation and these Bylaws, this Corporation is organized and formed as a nonprofit corporation exclusively for charitable and education purposes including, but not limited to, the following goals: to promote the protection and proper use of wilderness lands and undeveloped areas; to identify and investigate areas of wilderness, wild and scenic rivers and other natural areas; to conduct and promote scientific research of wilderness and to make the findings available to the public; to litigate; to preserve wilderness areas and enhance the public's knowledge thereof by the encouragement, support and funding of meaningful research projects related thereto, and, by the sponsorship of continuous studies related to wilderness and undeveloped areas and environments and, in addition, engaging in any and all lawful activities and such charitable and educational purposes as from time to time are determined by the Board of Directors as allowed by the Montana Nonprofit Corporation and Co-operative Association Act as presently enacted or hereafter amended and which are not proscribed by Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).
- 1.3 Offices. The principal office of the Corporation shall be determined by the Board of Directors.

ARTICLE 2

EXEMPT ACTIVITIES, TAX RESTRICTIONS, AND INVESTMENTS

- 2.1 Exempt Activities. Notwithstanding any other provision of the 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 its Regulations as they now exist or as they may

hereafter be amended, or by an 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.

- 2.2 Tax Restrictions. No Director, officer, or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation or reimbursements of expenses incurred in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All Directors of the Corporation shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over in the manner provided for the in the Articles of Incorporation.
- 2.3 Investments. Investment to the corporation's money shall not result in denial of a tax exemption as a 501 (c)(3) organization.

### ARTICLE 3 BOARD OF DIRECTORS

- 3.1 Governing Board. The Board of Directors shall direct the management of all affairs of the corporation and exercise all corporate powers, including the power to adopt and amend by-laws.
- 3.2 Number of Directors. The Board of Directors shall determine the number of Directors of the Corporation, but there shall be no fewer than three or more than twenty.
- 3.3 Directors. The Directors shall be elected by the majority vote of the Directors then in office.
- 3.4 Term. The term of a Director shall be three (3) years, with a maximum of two consecutive terms.
- 3.5 Death, Resignation, or Removal. Any Director may resign at any time by giving written notice of such resignation to the Chair. A Director may be removed upon the vote of at least two-thirds of the members of the Board of Directors following at least five (5) days' notice in writing of the meeting of the Board of Directors at

which removal is proposed and shall be entitled to be heard at such meeting prior to a vote.

- 3.6 Annual Meetings. The annual meeting of the Board of Directors shall be held at a time and place determined by the Staff and Board of Directors for the purpose of electing officers and for the transaction of such other business as may properly come before the meeting.
- 3.7 Special Meetings. Special meetings of the Board of Directors, other than those regulated by statute, may be called at any time by the Chair, by the chief executive officer, or by two (2) or more Directors.
- 3.8 Notice of Meetings. Notice of the time and place of any annual, regular or special meeting of the Board of Directors and the nature of business to be transacted in the case of any special meeting, except as herein otherwise provided, shall be given by or at the direction of the Chair to the Directors by contacting the same not less than 48 hours in advance. Any business may be transacted at any meeting of the Board of Directors. At any meeting at which every Director shall be present, even though without any notice or waiver hereof, any business may be transacted.
- 3.9 Quorum. A majority of the Directors shall be necessary for the transaction of business. Members may attend in person or by telecommunication in which members hear each other simultaneously. A decision may be made by e-mail communication provided that there is time for all Board members to respond to create a quorum, and that the results will be reaffirmed in the minutes of the next regularly noticed meeting.
- 3.10 Presumption of Assent. A Director may specifically request a vote of dissent or abstention be entered into the minutes. Otherwise such will not be recorded.
- 3.11 Action by Directors Without A Meeting. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting by e-mail. The content of the decision will then be ratified at the next scheduled Board meeting.
- 3.12 Contracts and Services. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the board to voluntarily excuse him/herself and will vacate her seat and refrain from discussion and voting on said item.
- 3.13 Compensation. No compensation shall be paid to Directors for their services as Directors, provided that any person, including an officer, may be compensated for services performed, for the fair benefit of the corporation, according to a resolution by disinterested board members fully aware of the material facts. By board resolution, a Director may be paid expenses of attendance at Board meetings.

## ARTICLE 4 OFFICERS

- 4.1 Designated Officers. The officers of the Corporation shall be a Chair, Vice-Chair, Secretary, Treasurer, and such other officers as may be determined by the Board of Directors. Except for Chair and Secretary, a director may hold two offices.
- 4.2 Election and Term of Office. The officers of the Corporation shall be elected at the annual meeting by the Board of Directors and shall hold office until the next annual meeting or until election and qualification of their successor.
- 4.3 Vacancies. In case any office becomes vacant, the majority of the Directors then in office may elect a Director to fill such vacancy and serve until the regular election of her successor.
- 4.4 Chair. The Chair shall have and exercise general charge and supervision of the affairs of the Corporation, shall preside at all meetings at which she is present, and shall do and perform such other duties as may be assigned by the Board of Directors.
- 4.5 Chair. The Directors shall elect a chair from among the members of the Board of Directors. The Chair shall preside during the fiscal year at all meetings of the Board of Directors; provided that in the Chair's absence, a meeting duly called at which there is otherwise present a quorum of Directors, a temporary chair chosen by the Directors present shall preside at such meeting.
- 4.6 Vice-Chair. At the request of the Chair, or in the event of her absence or disability, the Vice-chair shall perform the duties and possess and exercise the powers of the Chair; and to the extent authorized by law, the Vice-chair shall have such other powers as the Board of Directors may determine and shall perform such other duties as may be assigned by the Board of Directors.
- 4.7 Secretary. The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. The Secretary, or an acting secretary, shall record and keep the minutes of all meetings of the Board of Directors. When so authorized or directed by the Board of Directors, the Secretary may sign, with the Chair, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors. The Secretary shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.
- 4.8 Treasurer. The Treasurer shall, in general, advise on fiscal matters and perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

4.9 Salaries. The officers of the Corporation shall not receive a salary.

## ARTICLE 5 AGENTS AND REPRESENTATIVES

5.1 Agents and Representatives. The Corporation may seek a qualified Executive Director and such other personnel as the Board determines, to perform such acts or duties on behalf of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law. Such individuals shall serve at the pleasure of the board, that is, unless a written contract states otherwise, they may be terminated with or without cause.

## ARTICLE 6 CONTRACTS, LOAN, AND DEPOSIT OF FUNDS

6.1 Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent 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 a specific instance; and, unless so authorized by the Board of Directors, no officer, agent, employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

6.2 Loans. A loan or advance may be contracted on behalf of the Corporation, negotiable paper or other evidence of its obligation under and loan or advance may be issued in its name, and property of the Corporation may be mortgaged, pledged, hypothecated, or transferred as security for the payment of any loan, advance, indebtedness, or liability of the Corporation only as authorized in writing by the Board of Directors. Any such authorization may be general or confined to specific instances. Notwithstanding the foregoing, the Corporation shall make no loan, advance, or other extension of credit to any Director, officer, or employee of the Corporation.

6.3 Deposits. All monies of the Corporation not otherwise employed shall be deposited from time to time to its credit in such banks or trust companies or with such bankers or other depositories as the Board of Directors may select or as from time to time may be selected by an officer or agent authorized to do so by the Board of Directors.

6.4 Checks, Drafts, Etc. All notes, drafts, acceptances, checks, endorsements and evidences of indebtedness of the Corporation shall be signed by two officers or such agent or agents to the Corporation and in such manner as the Board of Directors from time to time may determine. All expenditures in excess of Ten Thousand Dollars (\$10,000) shall receive prior approval by the majority of a quorum of the Board of Directors. Endorsements for deposit to the credit of the Corporation, in any of its

duly authorized depositories, shall be made in such manner as the Board of Directors from time to time may determine.

ARTICLE 7  
VOTING UPON SHARES OF OTHER CORPORATIONS

- 7.1 Shares of Other Corporations. Unless otherwise ordered by the Board of Directors, the Chair of the Board of Directors shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE 8  
FISCAL YEAR

- 8.1 Fiscal Year. The fiscal year of the Corporation shall be set by the Board of Directors. The fiscal year shall commence on the first day of October of each year and end on the last day of the next succeeding September.

ARTICLE 9  
INDEMNIFICATION

- 9.1 Indemnification. No Director or officer shall be personally liable for any obligations of the Corporation or for any duties or obligations arising out of any acts or conduct of said Director or officer performed for or on behalf of the Corporation. The Corporation shall and does hereby indemnify and hold harmless each person who shall serve at any time as a Director or officer of the Corporation, as well as such person's heirs and administrators, from and against any and all claims, judgments, and liabilities to which such persons shall become subject, by reason of her having heretofore or hereafter been a Director or officer of the Corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted to have been taken by her as such Director or officer, and shall reimburse any such person for all legal and other expenses reasonably incurred in connection with any such claim or liability; provided that the Corporation shall have the power to defend such person from all suits or claims; provided further, however, that no such person shall be indemnified against or be reimbursed for or be defended against any expense or liability incurred in connection with any claim or action arising out of such person's own negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which such person may lawfully be entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case, even

though not specifically provided for herein or otherwise permitted. The Corporation, its Directors, officers, employees and agents shall be fully protected in taking any action or making any payment or in refusing so to do in reliance upon the advice of counsel.

- 9.2 Other Indemnification. The indemnification herein provided shall not be deemed exclusive of any other right to indemnification to which any person seeking indemnification may be under any Bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action taken in any official capacity and as to action taken in any other capacity while holding such office. It is the intent hereof that all Directors and officers be and hereby are indemnified to the fullest extent permitted by the laws of the State of Montana, and these Bylaws. The indemnification herein provided shall continue as to any person who has ceased to be a Director, officer or employee and shall inure to the benefit of the heirs, executors and administrators of any such person.
- 9.3 Insurance. The Board of Directors may, in its discretion, direct that the Corporation purchase and maintain insurance on behalf of any person who is or was a Director, officer, or employee of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability asserted against, and incurred by, such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against liability under the provision of this Article.
- 9.4 Settlement by Corporation. The right of any person to be indemnified shall be subject always to the right of the Corporation by the Board of Directors, in lieu of such indemnity, to settle any such claim, action, suit or proceeding at the expense of the Corporation by the payment of the amount of such settlement and costs and expenses incurred in connection therewith.

## ARTICLE 10 AMENDMENTS

- 10.1 By Directors. The Board of Directors shall have power to make, alter, amend and repeal the Bylaws of the Corporation by affirmative vote of a majority of said Board at a regular or special meeting, thereof, provided that the proposed action is inserted in the notice of such meeting, and provided that no amendment to the Bylaws shall be adopted that contravenes the purpose for which this Corporation is organized.
- 10.2 Membership. Membership shall be open to any persons supporting the mission of Great Old Broads for Wilderness. Membership shall be complete after receipt of membership information form and payment of dues.

ARTICLE 11  
NONDISCRIMINATORY POLICY

11.1 Statement of Nondiscriminatory Policy. The officers, members, employees, and other persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, race, color, religion, gender, sexual orientation, disability or national origin. This policy shall apply to, but not be limited to, hiring, placement, job classification, transfer, demotion, recruitment, rates of pay or other compensation, selection for training and layoff, and termination.

THE FOREGOING BYLAWS of the Corporation were adopted by the unanimous consent of the members of the Board of Directors on the 26-30th days of August, 2012 pursuant to powers granted in Article X of the Bylaws and Section 35-2-27 of the Montana Nonprofit Corporations Act. The foregoing Bylaws shall replace, restate and supersede the Bylaws which were in effect prior to this date.

DIRECTORS

Sue Gunckel  
Lee Verner  
Shelley Spalding  
Di Allison  
Saralaine Millet  
Karen Ryman  
Lois Snedden

Staff present:  
Ronni Egan  
Rose Chilcoat  
Ellen Stein

Adopted: 8/2012  
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