

Humanities MONTANA

BYLAWS OF THE MONTANA COMMITTEE FOR THE HUMANITIES

I. Name, Nonprofit Status, and Office

1. **Name.** The name of the organization is the Montana Committee for the Humanities (hereinafter, the “Committee”).
2. **Nonprofit Status.** The Committee maintains nonprofit status as described in Section 501 (c) (3) of the Internal Revenue Code and its regulations, as they now exist or as they may be hereafter amended. No Committee members, staff members, or representatives may take any action or engage in any activity on behalf of the Committee that is not permitted for an organization exempt under Section 501 (c)(3) of the IRS code.
3. **Registered Office.** The registered office of the Committee is located in the city of Missoula, Montana. The Committee may establish other offices within the state.

II. Relation of the Montana Committee for the Humanities to the National Endowment for the Humanities

1. **Affiliation with the National Endowment for the Humanities.** The Committee is a grantee of the National Endowment for the Humanities and was formed at the invitation of that federal agency. It receives the majority of its funds from the National Endowment for the Humanities. The Committee’s policies and procedures are developed in compliance with guidelines set forth by the National Endowment for the Humanities and by Congressional legislation creating the National Foundation on the Arts and the Humanities (public law 209--89th Congress) as amended in 1990. The Committee alters or adapts its policies and procedures in accordance with amended requirements and legislation pertaining to the National Endowment for the Humanities. All funds received from the National Endowment for the Humanities by the Committee must be used for programs designed to bring the humanities to the public.
2. **Cost-Sharing.** The Committee complies with cost-sharing requirements of the National Endowment for the Humanities. A 50% cost-sharing requirement is in effect.
3. **Governor’s Appointees to the Committee.** The authorizing legislation of the National Endowment for the Humanities as amended in 1990, permits the Governor of the State of Montana to appoint up to six members of the Committee, provided that these do not constitute more than 25% of the total membership. Since the number of the Committee’s elected members was 16 when this legislation became effective, the Committee released control of one of these positions, leaving a total of 15 members elected by the Committee itself. The Governor of the State of Montana therefore may make up to 4 appointments to the Committee. Consistent with Congressional intent, the Committee develops and plans for increased gubernatorial representation, when necessary.
4. **Plans for Compliance with NEH legislation.** In accordance with directions from the National Endowment for the Humanities, the Committee provides a plan

showing compliance with the accountability requirements in the law. The compliance plan addresses the issue of gubernatorial appointees, rotation policies for Committee membership, specific procedures for public announcement, recruitment, and selection of members, and policies on conflict of interest and public access to Committee meetings.

5. **Reports to the NEH.** The Committee makes reports to the National Endowment for the Humanities in such form, at such times, and containing such information as the National Endowment for the Humanities and its Chairman may require. These shall include a description of the level of participation during the previous two years by scholars and scholarly organizations in programs receiving financial assistance from the MCH, and a description of the extent to which the programs are available to all people and communities in the state, together with plans to broaden participation.

III. Purpose

The Committee's purpose is to encourage and promote, through grants or other arrangements with nonprofit groups, education in and public understanding and appreciation of the humanities in Montana. This purpose is accomplished through developing programs and the granting of funds to nonprofit and governmental groups that propose projects compatible with the goals, policies, and guidelines of the Committee. The Committee recognizes that because its status is that of an NEH state-based program, federal legislation, procedures, or policies must take precedence in the event of conflict over Committee policies and procedures.

IV. Membership

1. **General Rules.** The Committee's membership policy is designed to assure broad public representation with respect to its programs. The members of the Committee serve as directors of the corporation.
2. **Appointed Members.** The Governor of the State of Montana may appoint 4 members of the Committee, although in no event may the number of gubernatorial appointments exceed 25% of the Committee's total membership.
3. **Elected Members.** The remaining members of the Montana Committee for the Humanities are elected by a vote of the Committee. Except in years where the Committee alters its size in order to accomplish balanced rotation, there are a total of 15 so elected members.
4. **Composition of Membership.** The members of the Montana Committee for the Humanities shall include humanities scholars, business, educational, cultural, and civic leaders, and other members of the general public. No more than 3 of the academic members may be administrators with the rank of Dean or higher. Committee membership shall be representative of all areas of the state. Members must have a broad diversity of backgrounds, interests, and heritage. The Committee does not discriminate with regard to race, creed, religion, gender, sexual orientation, national origin, or disability. Consideration is given to the general kinds of fields which retiring members represent, as well as to geographic distribution and to representation of minorities and of agricultural, business and labor interests, and geographic regions of the state. However, there are no "seats" nor "slots" on the Committee for special constituencies.
5. **Election and Term of Membership.** Elected Committee members are elected by the incumbent members, including the Governor's appointees, at the regular

fall meeting of the Committee. Commencing with members elected to the Committee for terms beginning in 2007, and excepting members elected to fill vacancies, the term of a member is up to 3 years, beginning on the first day of January immediately following the member's election, and terminating 3 calendar years later on the 31st day of December. The term of membership of Governor's appointees corresponds to the term of office of the Governor; if the Governor serves for more than a 4-year term, he or she may reappoint these members.

Terms are established so that an annual rotation is accomplished, with approximately 25% of the membership newly elected each year. A member may serve one additional 3-year term if so elected by the Committee at its regular fall meeting. Individuals elected to replace those who resign or die before their terms expire will serve partial terms.

6. **Nomination of Members.** The Committee's nomination process is designed to assure opportunities for nomination to membership from various groups within Montana, and from a variety of segments of the population of Montana, including individuals who by reason of their achievement, scholarship, or creativity in the humanities are especially qualified to serve. Members of the Committee shall be provided a list of applicants, a letter of intent from each applicant, two letters of reference for each applicant, and the vitae of those selected by the Nominations Subcommittee at least one week before the meeting of the Committee in which elections will take place.
7. **Election of Members.** Election of new members takes place at the fall quarterly meeting of the Committee. Except in the case of a Governor's appointee, a person is elected to membership on the Committee by a majority of incumbent Committee members, including the Governor's appointees. Election of members to fill vacancies may occur at regular or special meetings, upon the recommendation of the Nominations Subcommittee and the Executive Subcommittee.
8. **Vacancies.** A membership on the Committee is vacant when a member notifies the Committee Chair (the "Chair") or the Executive Director in writing that he or she has resigned, or when a member dies. Unless the notice specifies a later effective date, the vacancy becomes effective upon receipt by the Chair or the Executive Director of such notice, or the death of the member. A vacancy in a Governor's appointee's position is filled through appointment for partial term by the Governor. The election of a replacement for a resigning or deceased member takes place at the fall meeting of the Committee, or at another or special meeting the agenda for which includes the filling of a member vacancy, or through appointment by the Governor.
9. **Attendance.** Attendance at duly called meetings and participation in assigned tasks are essential duties of Committee members. A member's presence at Committee meetings is vital to the function of the Committee. However, if attendance is not possible, members of the Committee may be excused through proper advance notice communicated to the Chair or the Executive Director.

A member who is absent from two consecutive Committee meetings may be asked by the Chair to resign after consultation with the Committee.
10. **Rights of Members.** All members of the Montana Committee for the Humanities have all rights and privileges of membership, including the right to vote on all matters presented to the membership, to be elected an officer of the organization, or to be appointed a member of any subcommittee established in

accordance with the procedures of the Committee. Proxy votes are not allowed to be cast at Committee meetings, or in subcommittee meetings. However, members who are unable to attend such meetings may convey their judgments pertaining to matters to be discussed at those meetings to the Chair, staff, or other members of the Committee, and these judgments may be reported during the meetings.

11. **Exempt Activities.** Notwithstanding any other provision of these bylaws, neither the Committee nor any member, officer, employee, nor representative of the Committee shall take any action or carry on any activity by or on behalf of the Committee not permitted to be taken or carried on by an organization exempt under section 501(c) (3) of such code and 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.
12. **Removal of Members.** A member may be removed, with or without cause, from the Committee if two-thirds of members of the Committee present at a duly constituted meeting vote for removal. Removal is effective only if it occurs at a regular or special meeting of the Committee, the agenda for which includes removal.

V. Nominations Procedures

1. **Nominations Subcommittee.** The members of the Nominations Subcommittee shall be appointed by the Chair.
2. **Vacancies, Applications, and Nominations.** The Executive Director shall announce Committee vacancies publicly and in such manner as provides notice statewide and ample time for applications. The nomination period will close four weeks prior to the meeting at which elections are held. An application or nomination is complete when it includes a statement from the applicant indicating his or her interest in becoming a member, two letters of recommendation (which may include the nominating letter), and the applicant's vita. The Executive Director shall forward to the Nominations Subcommittee and the Committee all application materials in such manner as to provide for full consideration of applicants.
3. **Nominating Sequence.** The Nominations Subcommittee will forward to the Committee at least twice as many names (unranked and accompanied by vita and references) as there are vacancies. The Committee will make the final selection, as provided in IV. 7. of these Bylaws.

VI. Officers

1. **Committee Officers.** The Committee officers are the Chair and the Vice Chair, and such other officers as the Committee may designate from time to time. All officers must be members of the Committee.
2. **Election of Officers.** The Nominations Subcommittee presents no more than 2 candidates for each office to the Committee. Officers are then elected by members of the Committee by means of a secret ballot. Unless the Committee decides by a majority vote to do otherwise, Committee officers are elected annually by the Committee at the fall quarterly meeting.

3. **Terms of Office.** Term of office for officers is for one year, beginning on January 1, following the year of an officer's election, and ending at the close of the calendar year for which the officer was elected. A member may be elected to office for more than one term, though it is not usual for the Chair to serve for more than two consecutive years in that office. Outgoing chairs in the final year of their term have the option of serving an additional year as nonvoting members of the Committee.
4. **Duties.** The Chair is the principal officer of the Committee and shall have the authority to call meetings, to appoint subcommittees, preside at meetings, and generally to direct the activities of the Committee. The Vice Chair of the Committee (the "Vice Chair") shall perform such duties as the Chair designates. In the absence of the Chair the Vice Chair shall preside at Committee meetings. In the absence of both the Chair and the Vice Chair, the Grants Subcommittee Chair shall preside at meetings of the Committee.
5. **Other Officers.** Other officers shall have powers and duties specifically granted them by the Committee and for the period of time granted by the Committee.
6. **Vacancies.** An office is vacant when an officer notifies the Chair or the Executive Director that she or he has resigned, or when an officer dies. Unless the notice specifies a later effective date, the vacancy becomes effective upon receipt by the Chair or the Executive Director of such notice, or the death of the officer. A vacancy in the office of Chair or Vice Chair is filled for the unexpired term of the office at the next regular Committee meeting by a majority secret ballot vote of the Committee.

A vacancy in any other office is filled for the unexpired term of the office by the Chair.
7. **Removal of officers.** An officer may be removed, with or without cause, from office if two-thirds of members of the Committee present at a duly constituted meeting vote for removal. Removal is effective only if it occurs at a regular or special meeting of the Committee, the agenda for which specifies removal of an officer.

VII. Meetings

1. **Regular Meetings.** Regular meetings of the Committee shall be held in the fall, winter, and spring of each year, at a location, date, and time to be designated by the Chair, in consultation with the Committee. Although its meetings normally occur in various locations in Montana, the Committee may meet outside the state of Montana.
2. **Notice of Meetings.** Written notice of the time, location, and tentative agenda of each meeting, whether regular or special, shall be mailed to each member not less than ten days prior to the meeting. The notice shall also be made available to the public at least ten days in advance of a regular meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope with postage paid, addressed to members at the addresses shown by the records of the agency, or when deposited with the United Parcel Service, with handling charges thereon paid.
3. **Special Meetings.** Special meetings of the Committee, or of subcommittees, may be called at the request of the Chair.

4. **Meetings Open to the Public.** Except for considerations regarding personnel or litigation, the Committee's meetings are open to the public. Spectators or guests, however, may not speak to the subject at hand except by invitation of the chair. The minutes of such meetings are public records. Subcommittee meetings by conference call are open to members of the public who wish to listen to the proceeding via speaker phone or other means in the MCH Missoula offices.
5. **Other Public Meetings.** In compliance with the 1985 Reauthorizing legislation of the National Endowment for the Humanities, the Committee will hold, after reasonable notice, public meetings in the state to allow scholars, interested organizations, and the public to present views and make recommendations regarding its state plan. The Committee will summarize and respond to those recommendations.
6. **The Grants Subcommittee.** The Grants Subcommittee shall meet quarterly by conference telephone call, except in months when this meeting can be conveniently combined with a Committee meeting. Its minutes shall be a matter of public record.
7. **Quorum.** A simple majority of the Committee members in office constitutes a quorum for the transaction of business at any meeting of the Committee. If fewer than a quorum of the members are present, the meeting shall adjourn until a quorum is present.
8. **Manner of Acting.** The act of a majority of the Committee members present at a meeting at which a quorum is present shall be considered the act of the Committee.
9. **Reports to the State.** The Committee shall have reporting procedures to inform the Governor of the State of Montana, and other appropriate officers and agencies of its activities. Accordingly, the Committee publishes newsletters, together with regular press releases, and reports to the people of Montana on the grant-making activities for each year.
10. **Compensation of Committee Members.** Committee members and officers shall not receive salaries nor fees for their services but shall receive travel and per diem expenses for their attendance at meetings of the Committee. Committee members may receive, at the Committee's discretion, travel and per diem expenses for attendance at subcommittee meetings or at public programs funded by the Committee.

Travel and per diem rates follow the state of Montana's established rates, with the exception that the Montana Committee for the Humanities shall pay for the actual cost of lodging for Committee members and the actual costs of dinners for Committee members.

Members may not receive honoraria for serving as resource persons in MCH-funded programs, but may contribute their services as part of the cost-sharing.

11. **Telephone Polls.** When the Chair determines that an extraordinary circumstance requires immediate action by the Committee, she or he may conduct a telephone poll of the Committee. "Extraordinary circumstance" means matters demanding Committee action prior to the next regularly scheduled meeting of the Committee. Matters that may be considered during such a poll include but are not limited to: grant applications under \$5,000 and personnel actions concerning the Committee staff.

In order to be adopted, decisions made in a telephone poll conducted in accordance with these procedures must receive an affirmative vote of a majority of the members of the Committee. The results of a telephone poll conducted in accordance with these procedures must be communicated in writing to the Committee within ten days of the conclusion of the poll.

VIII. Subcommittees

1. **Executive Subcommittee.** There shall be an Executive Subcommittee of the Montana Committee for the Humanities, which is composed of the Chair, the Vice Chair, and the chairs of the standing subcommittees. The Executive Subcommittee has and may execute all the powers and authority of the Committee between regularly scheduled meetings of the Committee, except that the Executive Subcommittee may not have the authority of the Committee in reference to altering Committee policies and procedures, or the power to elect, appoint, or remove any member of the Committee. Special or emergency consultation, when required in the judgment of the Chair, will occur between the Executive Director and the Executive Subcommittee.
2. **Grants Subcommittee.** There shall be a Grants Subcommittee, which consists of five members of the Committee who are appointed by the Chair. The Chair also shall appoint two alternate Grants Subcommittee members who may, at the discretion of the Chair of the Grants Subcommittee, act as Grants Subcommittee members in the absence of a regular Grants Subcommittee member. The Chair shall appoint one of the members of the Grants Subcommittee as the Chair of the Grants Subcommittee.

The Grants Subcommittee shall have the following powers and duties:

To meet when possible in the months of March, June, September, and December, to review grant proposals that fall within its purview. The Grants Subcommittee meeting is to be conducted by telephone conference call whenever possible. When it is convenient to arrange for a Grants Subcommittee meeting in conjunction with a Committee meeting, in the interest of saving money, such meetings may be arranged.

The Grants Subcommittee may review and make final decisions on grant proposals of \$1,000 or less. The Grants Subcommittee reviews and makes recommendations to the Committee on grant proposals for more than \$1,000, up to and including \$5,000.

The Grants Subcommittee shall report its findings and recommendations to the Committee in the form of written minutes of the Grants Subcommittee's meetings. Members have ten days from the postmark date of the mailing in which to respond to recommendations. No response is considered assent to the recommendations.

The term of appointment of a Grants Subcommittee member is one year from the time of appointment.

3. **Nominations Subcommittee.** The Nominations Subcommittee shall consist of members appointed by the Chair. The Nominations Subcommittee shall make recommendations to the Committee concerning the election of new Committee members, and concerning the election of new Committee officers, as provided in V.1. of these bylaws.

4. **Finance Subcommittee.** There shall be a Finance Subcommittee. The Chair shall appoint members to serve on the Finance Subcommittee and designate its Chair. The Finance Subcommittee shall review Committee financial materials, monitor the Committee's endowment programs, and attend to other matters bearing on the financial health of the Committee and its programs.
5. **Program Subcommittee.** There shall be a Program Subcommittee. The Chair shall appoint members to serve on the Program Subcommittee and designate its Chair. The Program Subcommittee shall oversee the Committee's programmatic initiatives and council-conducted projects, including *Speakers Bureau*, OpenBook, the Fellowship Program, and others; the Program Subcommittee also shall oversee planning and development of annual or other Committee's conferences.
6. **Development Subcommittee.** There shall be a Development Subcommittee. The Chair shall appoint members to serve on the Development Subcommittee and designate its Chair. The Development Subcommittee shall provide oversight for MCH fundraising initiatives, prospect and board development, setting annual monetary goals, expanding member giving, and developing outreach programs to strengthen fund raising ties and potential.
7. **Ad Hoc Subcommittees.** *Ad hoc* subcommittees may be appointed by the Chair for specific designated tasks. An *ad hoc* subcommittee shall exist until the completion of its appointed duties.
8. **Vacancies.** Vacancies in the subcommittees and among their chairs shall be filled by the Chair.
9. **Subcommittee Membership.** Only members of the Committee may serve as members of its subcommittees.

IX. Conflict of Interest

1. **Conflicts.** Committee members must be alert to avoid any action that could possibly be interpreted as a use of Committee membership to further their own interests or the interests of an institution with which they are affiliated.

An MCH member should voluntarily absent herself or himself from a deliberation and voting on a proposal when she or he feels participation would be ill-advised due to some strong though informal connection to either the project sponsoring group, officers or steering committee.
2. **Salaries and Honoraria.** No member of the Montana Committee for the Humanities may receive an honorarium or salary from a grant made by the Committee during a member's tenure on the Committee.
3. **Committee Members as Project Directors.** No member of the Committee may serve as a project director for an MCH project application or grant.

Committee members do not ordinarily serve on the steering committees of MCH-funded projects.

Committee members may assist project planners in planning applications to the Committee, and may contribute information to Committee meetings in order to enable the Committee to make better decisions about applications.

The members of the Committee must avoid favoring applications with which the Committee members have been involved as planners or the appearance of favoring such applications.

Abstentions shall be recorded in the Committee minutes.

X. Committee Records

1. **Minutes of Meetings.** Appropriate minutes of all meetings required by Montana law to be open shall be kept and shall be available for inspection by Committee members and the public. Such minutes shall include but are not limited to date, time and place of meeting, individual members of the Committee in attendance, the substance of all major issues proposed, discussed, or decided, and, at the request of any member, a record by individual members of any votes taken.
2. **Financial Records.** The Committee keeps correct, accurate and complete records of all financial transactions. The financial records are open to Committee inspection at any time, and are audited periodically in compliance with the requirement of the National Endowment for the Humanities.

XI. Financial Matters

1. **Contracts.** The Committee may authorize an officer or agent of the Committee to enter into a contract or execute an instrument in the name of and on behalf of the Committee. Such authorization may be general or confined to specific instances.
2. **Checks, Drafts, and Indebtedness.** A check, draft, or order for the payment of money, notes, or other evidence of indebtedness issued in the name of the Committee must be signed by such officer, employees, or agents of the Committee and in such manner as the Committee shall direct. In the absence of other directions, such instruments are signed by the fiscal agent and the Executive Director, the fiscal agent and the Chair, or the Chair and the Executive Director. The fiscal agent may be an employee of the Committee or an individual or organization contracted to provide financial services.
3. **Gifts.** The Committee suggests that each member consider returning 10% of his or her travel reimbursement as a gift to the Montana Committee for the Humanities. Gifts to the Montana Committee for the Humanities are tax deductible.
4. **Fiscal Year.** The fiscal year of the Committee begins and ends on the dates of the grant period designated by the National Endowment for the Humanities.
5. **Loans.** No loans shall be contracted on behalf of the Committee and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Committee. Such authority may be general or confined to specific instances.
6. **Investments.** The Committee shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Committee, or direction of a donor, without being restricted to the class of investments which a

member is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Committee if such action is a prohibited transaction or would result in the denial of the tax exemption under section 501(c)(3) of the internal revenue code and its regulations as they now exist, or as they may hereafter be amended.

XII. Indemnification of Committee Members

1. **Indemnification.** The Committee shall indemnify a member if a determination has been made in accordance with the procedures set forth in the Montana nonprofit corporation act that that member met the standard of conduct set forth in subsection 2. below, and payment has been authorized in accordance with the procedures set forth in the Montana nonprofit corporation act based on a conclusion that the expenses are reasonable, the Committee has the financial ability to make the payment, and the financial resources of the Committee should be devoted to this use rather than some other use.
2. **Standard of Conduct.** A member may be indemnified if:
 - A. He or she conducted himself or herself in good faith;
 - B. He or she reasonably believed:
 - i. In the case of conduct in his or her official capacity with the Committee, that his or her conduct was in its best interests;
 - ii. In all other cases, that his or her conduct was at least not opposed to its best interests; and
 - iii. In the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.
3. **Non-Indemnification.** The Committee shall not indemnify a member:
 - A. In connection with a proceeding by or in the right of the Committee in which the member was adjudged liable to the Committee; or
 - B. In connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.
4. **Advance Expenses for Members.** If, following the procedures set forth in the Montana nonprofit corporation act, a determination is made and if an authorization of payment is made following the procedures and standards set forth in the Montana nonprofit corporation act, then the Committee shall pay for or reimburse the reasonable expenses incurred by a member who is a party to a proceeding in advance of final disposition of the proceeding if:
 - A. The member furnished the Committee a written affirmation of his or her good faith belief that he or she has met the standard of conduct described in XII. 2. of these Bylaws;
 - B. The member furnishes the Committee a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the requisite standard of conduct

(which undertaking must be an unlimited general obligation of the member but need not be secured and may be accepted without reference to financial ability to make repayment); and

- C. A determination is made that the facts then known to those making the determination would not preclude indemnification under XII. 2. of these Bylaws, or the provisions of the Montana nonprofit corporation act.
5. **Indemnification of Agents and Employees Who Are not Members.** The Committee may indemnify and advance expenses to any agent or employee of the corporation, who is not a member, to any extent consistent with public policy, as determined by the general or specific action of the Committee.
6. **Mandatory Indemnification.** Notwithstanding any other provisions of these bylaws, the Committee shall indemnify a member who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the member was a party because he or she is or was a member of the Committee against reasonable expenses incurred by the member in connection with the proceeding.

XIII. Executive Director and Staff

1. **Executive Director.** The Committee shall employ an Executive Director who shall be charged with the administrative and executive management of the affairs of the Committee subject to review by the Committee. In the event of a vacancy in the position of the Executive Director, the Chair shall forthwith designate an Acting Executive Director, and shall appoint a search committee whose responsibility shall be to identify, investigate, and interview candidates for the position and make recommendations to the Committee for filling the vacancy.
2. **Staff.** Within budgetary constraints, the Executive Director may employ such staff as may be needed from time to time. Employment and dismissal of staff and other personnel matters, under the personnel policies and procedures of the Committee, shall be the prerogative of the Executive Director.

XIV. Committee Policies and Procedures

1. **Program Policies and Procedures.** The Committee shall maintain policies and procedures for its several programs. These policies and procedures appear in the document "Montana Committee for the Humanities Program Policies and Procedures" (August, 1998).
2. **Personnel Policies and Procedures.** The Committee shall maintain policies and procedures for personnel matters. These policies and procedures appear in the document "Montana Committee for the Humanities Personnel Policies and Procedures" (August, 1998). In the event of conflict among these policies and procedures, the more recently enacted policy or procedure shall prevail.
3. **Amending Policies and Procedures.** The Committee's policies and procedures may be altered, amended, or repealed, and new policies and procedures may be adopted, by majority vote at any duly constituted regular or special meeting of the Committee.

XV. Miscellaneous Provisions

1. **Waiver of notice.** Any notice which is required to be given to any member of the Committee under the provisions of these bylaws or under the provisions of the Articles of Incorporation, or under the provisions of the Montana nonprofit corporation act, may be waived by the member by a written waiver, signed by the member entitled to such notice and filed with the minutes of the Committee records.
2. **No Corporate Seal.** No corporate seal shall be required for Committee documents nor instruments.
3. **Counterparts.** These Bylaws may be executed in any number of counterparts, each of which when executed and delivered shall be an original, but all such counterparts shall constitute one and the same instrument. As used herein, "counterparts" shall include full copies of these Bylaws signed and delivered by facsimile transmission, as well as photocopies of such facsimile transmissions.

XVI. Dissolution

The Committee shall dissolve upon the adoption of a resolution by two-thirds of all members ordering dissolution of the Committee. Upon approval of such a resolution, all debts, claims and obligations of the Committee shall be paid. Any remaining assets shall then be distributed as the Committee determines, though only to such institutions or organizations that will carry out the charitable purposes of the corporation and which have been granted exemption from federal income tax under the provision of section 501 (c) (3) of the Internal Revenue Code.

XVII. Amending Bylaws

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Committee at any regular or special meeting of the Committee as provided in VII. 8. of these Bylaws. Notice of such meeting must be given in accordance with VII. 2., and the notice must also state the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

Adopted, September 7, 1998; amended, November 8, 1998; April 30, 2000; April 22, 2001; December 8, 2002; April 13, 2003; February 19, 2005; October 29, 2006; March 2, 2007

LEARN ■ REFLECT ■ TOGETHER

Humanities Montana; 311 Brantly, Missoula, MT 59812
Phone: 406.243.6022; Fax: 406.243.4836; info@humanitiesmontana.org
www.humanitiesmontana.org