

## **Restated Bylaws Of Humanities Montana**

**Approved June 8, 2012 by Humanities Montana's Board of Directors;  
Amended by board vote June 6, 2015 (change to charge for Grants Committee); September 15, 2018 (change to board terms, board leadership succession, and board committees [creating Trusteeship Committee by combining Development and Nominations Committees]); September 22, 2023 to update board committees changing Trusteeship to Governance Committee and Program to Community Engagement Committee; September 28, 2024 to clarify Board Chair term, change number of board members to 11-15, and eliminate the Community Engagement Committee; February 22, 2025 revise Finance and Audit Committee duties.**

### **I. Name, Nonprofit Status, and Office**

1. **Name.** The name of the organization is Humanities Montana.
2. **Nonprofit and Tax-Exempt Status.** Humanities Montana maintains nonprofit status as a nonprofit, public-benefit corporation pursuant to the Montana Nonprofit Corporation Act. Humanities Montana has been determined by the Internal Revenue Service to be a tax-exempt charitable organization 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 directors, officers, staff members, or representatives may take any action or engage in any activity on behalf of Humanities Montana that is not permitted for an organization exempt under Section 501(c)(3) of the IRS code.
3. **Registered Office.** The registered office of Humanities Montana is located in the city of Missoula, Montana. Humanities Montana may establish other offices within the state.

### **II. Relation of Humanities Montana to the National Endowment for the Humanities**

1. **Affiliation with the National Endowment for the Humanities.** Humanities Montana 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. Humanities Montana'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. Humanities Montana 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 Humanities Montana must be used for programs designed to bring the humanities to the public.
2. **Cost-Sharing.** Humanities Montana shall comply with cost-sharing requirements of the National Endowment for the Humanities.
3. **Governor's Appointees to the Board.** 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 directors of Humanities Montana, provided that these do not constitute more than 25% of the total number of directors.
4. **Plans for Compliance with NEH legislation.** In accordance with directions from the National Endowment for the Humanities, Humanities Montana shall provide a plan showing compliance with the accountability requirements in the law annually.
5. **Reports to the NEH.** Humanities Montana shall make 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.

### III. Purpose

Humanities Montana'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 granting funds to nonprofit and governmental groups that propose projects compatible with the goals, policies, and guidelines of Humanities Montana. Humanities Montana 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 Humanities Montana's policies and procedures.

### IV. Board of Directors

1. **General Rules.** Humanities Montana's board selection policy is designed to assure broad public representation with respect to its programs.
2. **Numbers of Directors.** The Board of Directors shall consist of between 11 and 15 directors, as shall be designated from time to time by resolution of the board of directors.
3. **Appointed Directors.** The governor of the state of Montana may currently appoint four directors; although in no event may the number of gubernatorial appointments exceed 25% of the board's total composition.
4. **Elected Directors.** The remaining directors are elected by a vote of the board.
5. **Composition of Board.** The directors for Humanities Montana shall include humanities scholars, business, educational, cultural, and civic leaders, and other members of the general public. No more than three of the academic directors may be administrators with the rank of Dean or higher. Board composition shall be representative of all areas of the state. Directors must have a broad diversity of backgrounds, interests, and heritage. The board 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 that retiring directors 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" or "slots" on the board for special constituencies.
6. **Election and Term of Directors.** Board-elected directors are elected by the incumbent directors, including the governor's appointees, at the last regular calendar year meeting of the board. The term of a director is three years, beginning on the first day of January immediately following the director's election, and terminating three calendar years later on the 31<sup>st</sup> day of December. The term of directorship of governor's appointees commences upon appointment by the governor and continues through the end of the governor's term or until a replacement is appointed. If the governor serves for more than a four-year term, he or she may reappoint these directors.

Terms are established so that an annual rotation is accomplished, with approximately 25% of the directors newly elected each year for a three-year term. A director may serve one additional 3-year term.

Individuals elected to replace those who resign, die, are removed, or otherwise are unable to serve before their terms expire will serve partial terms. If a director is elected to serve a partial term, that director is eligible for election to further two three-year terms on the board. See Section V.3 for procedure on applying to serve additional terms.

A director may be allowed to serve an additional term in one of the two following situations:

- (i) Chair's Final Term. If the chair's final term as a director expires before his or her term as

chair expires, the chair's term as a director shall be extended until the expiration of the term as chair; in addition, on the vote of a majority of the Board, the director serving as chair may serve an additional year after the expiration of his term as a voting director to facilitate the transition of governance of the Board.

- (ii) **Extraordinary Circumstances.** In addition to the additional one year of service under 6(i), above, if the Board determines extraordinary circumstances exist that require an individual's services for a term extending beyond the limits set forth in this Section and Section X, then, by the affirmative vote of two-thirds (2/3) of the Board, at which is present a quorum of the Board, the Board may elect such individual for an additional term of one to three years as determined by the Board. The minutes of the meeting approving such action must set forth the specific circumstances requiring the action and the term to be served.

- 7. **Nomination of Directors.** The board's nomination process is designed to assure opportunities for nomination to directorship 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. At least one week before the meeting of the board in which elections will take place, the Governance Committee shall provide 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 Governance Committee pursuant to the procedure set forth in Section V.2 of these Bylaws.

- 8. **Vacancies.** A directorship is vacant when a director notifies the chair or the executive director in writing that he or she has resigned, when a director dies, if a director is removed, or a director is unable to serve. A vacancy becomes effective upon receipt of this information by the chair or the executive director, unless a resignation notice specifies a later effective date. A vacancy in a governor's appointee's position is filled through appointment for the remaining term by the governor. The election of a replacement director takes place at a regular or special meeting of the board, the agenda for which includes the filling of a director vacancy.

- 9. **Attendance.** Attendance at duly called meetings and participation in assigned tasks are essential duties of directors. A director's presence at board meetings is vital to the function of the board. However, if attendance is not possible, directors may be excused through proper advance notice communicated to the chair or the executive director.

A director who is absent from two consecutive board meetings may be asked by the chair to resign after consultation with the board.

- 10. **Director Voting.** All directors of Humanities Montana have the right to vote on all matters presented to the board. Proxy votes are not allowed to be cast at board meetings or in committee meetings. However, directors 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 directors, and these judgments may be reported during the meetings.

- 11. **Exempt Activities.** Notwithstanding any other provision of these bylaws, neither the board of directors nor any director, officer, employee, nor representative of Humanities Montana shall take any action or carry on any activity by or on behalf of Humanities Montana 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 Directors.** A director may be removed, with or without cause, from the board if two-thirds of directors present at a duly constituted meeting vote for removal. Removal is effective only if it occurs at a regular or special meeting of the board, the agenda for which includes removal.

## **V. Nominations and Election Procedures**

1. **Governance Committee.** The members of the Governance Committee shall be recommended by the chair and approved by the full board.
2. **Vacancies, Applications, and Nominations.** The executive director shall announce board 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 director, two letters of recommendation (which may include the nominating letter), and the applicant's vita. The executive director shall forward to the Governance Committee and the board all application materials in such manner as to provide for full consideration of applicants.
3. **Process for Seeking Reappointment.** Directors seeking reappointment must submit a letter expressing their desire to continue serving and summarizing their contributions to Humanities Montana and so be placed on the slate of nominees for consideration by the full board.
4. **Election Process**
  - A. A slate, taken from the entire pool of nominees, will be put forward by the Governance Committee. If the slate does not receive a majority of the board vote, the following procedure would be followed, with the board deciding in advance which of the procedures described under D below it will follow:
  - B. Discussion of the candidates will take place before the voting begins and not during the vote.
  - C. Voting for each opening will take place one at a time using paper ballots.
  - D. Voting for the first opening:
    - a. If one candidate gets over 50%
      - i. That person is elected and taken out of the pool. Voting for the remainder of the openings continues.
    - b. If nobody gets over 50%
      - i. Drop out the lower numbers to reduce the pool so as not to scatter the votes

Or:

    - a. Take the top three vote getters;
    - b. Hold votes to fill first (or subsequent) opening from the reduced pool.
    - c. Elected nominee is removed from pool. All other nominees are returned to pool and procedure V.4 continues for second and all subsequent openings.

## **VI. Board Chair and Vice Chair**

1. **Chair and Vice Chair.** The directors shall elect from among themselves a chair and vice chair.
2. **Election of Chair and Vice Chair.** The Governance Committee presents no more than two candidates for each position on the board. The positions are then filled by means of a secret ballot. Unless the board decides by a majority vote to do otherwise, the chair and vice chair are elected annually by the board at the last regular calendar year meeting.
3. **Terms.** Each year a chair and vice chair shall be elected, with the understanding that the vice chair shall become chair when the chair vacates the office. The chair and vice chair shall each serve for one year, beginning on January 1, following the year of the election, and ending at the close of the calendar year for which the chair and vice chair were elected. A director may be elected to chair and vice chair for more than one term, though it is not usual for the chair to serve

for more than two consecutive years. Outgoing chairs in the final year of their term have the option of serving an additional year as nonvoting directors.

4. **Duties.** The chair shall have the authority to call meetings, provide recommendations for committees and members of committees, preside at meetings, and generally direct the activities of the board. The vice chair of the board shall perform such duties as the chair designates. In the absence of the chair, the vice chair shall preside at board meetings. In the absence of both the chair and the vice chair, the Grants Committee chair shall preside at meetings of the board.
5. **Vacancies.** The position of chair or vice chair is vacant when a chair or vice chair notifies the chair or the executive director that s/he has resigned, when s/he dies, if s/he is removed, or if s/he is unable to serve. A vacancy becomes effective upon receipt of this information by the chair or the executive director, unless a resignation notice specifies a later effective date. A vacancy in the position of chair or vice chair is filled for the unexpired term at the next regular board meeting by a majority secret ballot vote of the board.
6. **Removal of Chair and Vice Chair.** A chair or vice chair may be removed, with or without cause, from the position if two-thirds of directors present at a duly constituted meeting vote for removal. Removal is effective only if it occurs at a regular or special meeting of the board, the agenda for which specifies removal of a chair or vice chair.

## VII. Meetings

1. **Regular Meetings.** Regular meetings of the board shall be held at least three times each year, at a location, date, and time to be designated by the chair, in consultation with the board. Although its meetings normally occur in various locations in Montana, the board may meet outside the state of Montana. A meeting may also be held via teleconference, video conference, internet or other mediated, coterminous means, provided proper notice is given and the public is afforded the opportunity to attend consistent with Montana and Federal open meeting requirements.
2. **Notice of Meetings.** Electronic or written notice of the time, location, and tentative agenda of each meeting, whether regular or special, shall be provided to each director not less than 10 days prior to the meeting. The notice shall also be made available to the public at least 10 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 directors 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 board, or of committees, may be called at the request of the chair or 20% of the directors.
4. **Meetings Open to the Public.** Except for considerations regarding personal issues, personnel or litigation, the board'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. Committee meetings by teleconference, video conference, internet or other mediated communications are open to members of the public who wish to listen to the proceedings.
5. **Other Public Meetings.** In compliance with the 1985 Reauthorizing legislation of the National Endowment for the Humanities, the board 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 board will summarize and respond to those recommendations.
6. **The Grants Committee.** The Grants Committee shall meet as needed via mediated communications, except in months when this meeting can be conveniently combined with a board

meeting.

7. **Quorum.** A simple majority of the directors in office constitutes a quorum for the transaction of business at any meeting of the board. If less than a quorum of the directors is present, the meeting shall adjourn until a quorum is present.
8. **Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be considered the act of the board.
9. **Reports to the State.** Humanities Montana shall have reporting procedures to inform the governor of the State of Montana, and other appropriate officers and agencies of its activities. Accordingly, Humanities Montana 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 Directors.** Directors shall not receive salaries or fees for their services but shall receive travel and per diem expenses for their attendance at meetings of the board. Directors may receive, at the board's discretion, travel and per diem expenses for attendance at committee meetings or at public programs funded by Humanities Montana.

Travel and per diem rates for directors, staff, and others are the same and are adopted annually with the budget. Humanities Montana may pay for the actual cost of travel, lodging, and meals for directors.

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

## **VIII. Committees**

1. **Creation of Committees.** The board may, by a majority vote of the full board, create committees that shall have the power to exercise the authority of the board with regard to matters delegated by resolution of the board. Committees shall include no less than two (2) directors. The members of any such committees shall serve at the pleasure of the board of directors. Committees shall exercise such powers as may be designated by the board of directors.
2. **Restrictions on Committees.** Each committee may exercise the specific authority which the board confers upon the committee either by these Bylaws or in the resolution creating the committee; provided, however, a committee may not (1) approve the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the organization's assets; (2) elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or (3) adopt, amend, or repeal the Articles of Incorporation or Bylaws.
3. **Committee Meetings.** The sections of these Bylaws which govern meetings, quorum, waiver of notice, voting requirements, and conduct of the board apply to committees and their members. Notice of any committee meeting shall be provided in writing to committee members at least five (5) days prior to the meeting. Public notice of all meetings shall also be provided at the same time. In addition, the committees shall keep regular minutes of their proceedings and report the same to the board. The committees are subject to all procedural rules governing the operation of the board itself.
4. **Executive Committee.** There shall be an Executive Committee of the board of directors, which is composed of the chair, the vice chair, and the chairs of the standing committees. The Executive Committee has and may execute all the powers and authority of the board between regularly scheduled meetings of the board, except that the Executive Committee may not have the authority of the board in reference to altering Humanities Montana policies and procedures, or the power to elect, appoint, or remove any director. Special or emergency consultation, when required in the judgment of the chair, will occur between the executive director and the Executive

Committee.

The specific duties of the Executive Committee include:

- A. Handle emergent issues between regular board meetings;
- B. Support the Executive Director by providing counsel and feedback as needed;
- C. Evaluate the Executive Director on an annual basis and recommend an appropriate compensation package;
- D. Update the personnel policies handbook in conjunction with the Executive Director for full board approval.

5. **Grants Committee.** There shall be a Grants Committee, which consists of directors and a chair recommended by the board chair and appointed by board resolution. The board chair may also nominate alternate Grants Committee members, appointed by board resolution, who may, at the discretion of the chair of the Grants Committee, act as Grants Committee members in the absence of a regular Grants Committee member.

The Grants Committee shall have the following powers and duties:

- A. To meet, when possible, shortly after grant submission deadlines to review grant proposals that fall within its purview.
- B. While the board chair, or designee, and executive director review and make final decisions on grant proposals of \$2,000 or less, the Grants Committee makes recommendations for funding all grant proposals for more than \$2,000, and the board will review and act on those recommendations at the next scheduled board meeting.
- C. The term of appointment of a Grants Committee member is one year from the time of appointment.

6. **Finance and Audit Committee.** There shall be a Finance and Audit Committee. The chair shall recommend directors to serve on the Finance and Audit Committee and recommend its chair. The board shall appoint the committee members and its chair by resolution. The Finance and Audit Committee shall review Humanities Montana budgets and financial materials, monitor Humanities Montana's banking, investment, and endowment accounts, and attend to other matters bearing on the financial health of Humanities Montana and its programs.

The specific duties of the Finance and Audit Committee include:

- A. Inform the full board about the organization's financial matters;
- B. Ensure that accurate and timely financial reports are prepared and presented to the board;
- C. Oversee budget preparation and financial planning and propose for board approval a budget that accurately reflects the needs, expenses and revenue of the organization meets its goals;
- D. Identify short- and long-term financial challenges before they become urgent issues, and as needed, recommend budget amendments to the full board for approval;
- E. Review audit findings and recommendations, along with executive director/staff responses and present audit report to the board along with any necessary remediations;
- F. Review internal controls, financial/compliance reporting, risk management, insurance coverage and other accounting/financial policies and procedures and recommend to the board their adoption and/or modification;
- G. Ensure timely compliance with all federal, state and other requirements including IRS Form 990, employment and other government taxes related to the organization's finances.

7. **Governance Committee.** There shall be a Governance Committee. The Governance Committee shall consist of directors and a chair nominated by the board chair and appointed by a resolution

of the board. This committee shall recommend board chair and vice chair and election of new directors to the board.

The specific duties of the Governance Committee include:

- A. Develop a board matrix for recruiting and maintaining a board with diverse backgrounds and skillsets representative of Montana;
  - B. Nominate new board members for election to the board and assist the Executive Director in developing and coordinating new board member orientation;
  - C. Recommend committee assignments in coordination with the board chair;
  - D. Nominate board members for election as officers;
  - E. Review and update the bylaws at least every 3 years or as needed to resolve newly developed issues;
  - F. Create or review board policies (e.g., Code of Conduct, Code of Ethics, Board Calendar) for full board approval on an annual basis.
8. ***Ad Hoc Committees.*** The chair, with the consent of the Executive Committee, may appoint such *ad hoc* committees as are deemed necessary and for specific tasks. *Ad hoc* committees formed by the chair with the consent of the Executive Committee shall be advisory committees that shall not exercise any of the board authority. An *ad hoc* committee shall exist until the completion of its appointed duties.
9. ***Vacancies.*** Vacancies in the committees and among their chairs shall be filled for the remainder of the term by resolution of the board following the nomination of individuals by the chair.
10. ***Committee Membership.*** Only directors may serve as members of board committees. Members of the public may be invited to join committee meetings to provide advice as non-voting meeting participants.
11. ***Committee Meetings.*** Committee meetings are to be conducted by telephone conference call or other mediated means whenever possible. In-person committee meetings may be arranged, when necessary, but an in-person committee meeting in conjunction with a regular board meeting is preferable.

#### **IX. Conflict of Interest**

The board shall adopt and periodically review and monitor a conflict-of-interest policy to protect Humanities Montana's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, or member of a board committee with board-delegated powers.

#### **X. Humanities Montana 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 directors and the public. Such minutes shall include but are not limited to date, time and place of meeting, individual directors in attendance, the substance of all major issues proposed, discussed, or decided, and, at the request of any director, a record by individual directors of any votes taken. The executive director shall be designated as the officer responsible for preparing minutes of directors' meetings and for authenticating records of the corporation.
- 2. ***Financial Records.*** Humanities Montana keeps correct, accurate and complete records of all financial transactions. The financial records are open to board inspection at any time, and are audited periodically in compliance with the requirement of the National Endowment for the Humanities and other regulatory, taxing, and funding entities.



## **XI. Financial Matters**

1. **Contracts.** The board may authorize an officer, employee, or agent of Humanities Montana to enter into and terminate a contract or execute an instrument in the name of and on behalf of Humanities Montana. 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 Humanities Montana must be signed by such officer, employees, or agents of Humanities Montana and in such manner as the board shall direct. In the absence of other directions, such instruments are signed by the program officer and the executive director, the program officer and the chair, or the chair and the executive director. Humanities Montana may employ an individual or contract with an organization contracted to provide financial and other related services.
3. **Fiscal Year.** The fiscal year of Humanities Montana begins November 1 and ends October 31.
4. **Loans.** No loans shall be contracted on behalf of Humanities Montana and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.
5. **Investments.** Humanities Montana 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 board, or direction of a donor, without being restricted to the class of investments provided, however, that no action shall be taken by or on behalf of Humanities Montana 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 Directors**

1. **Indemnification.** Humanities Montana shall indemnify a director, former director, or officer (as defined in section XIII) if a determination has been made in accordance with the procedures set forth in the Montana nonprofit corporation act that that director 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, Humanities Montana has the financial ability to make the payment, and the financial resources of Humanities Montana should be devoted to this use rather than some other use.
2. **Standard of Conduct.** A director may be indemnified if:
  - A. He or she conducted himself or herself in good faith;
  - B. He or she reasonably believed:
    - a. In the case of conduct in his or her official capacity with Humanities Montana, that his or her conduct was in its best interests;
    - b. In all other cases, that his or her conduct was at least not opposed to its best interests; and
    - c. 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.** Humanities Montana shall not indemnify a director or officer:
  - A. In connection with a proceeding by or in the right of Humanities Montana in which the director was adjudged liable to Humanities Montana; 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 Directors.** 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 Humanities Montana shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:
  - A. The director furnished Humanities Montana a written affirmation of his or her good faith belief that he or she has met the standard of conduct described in section XII. 2 of these Bylaws;
  - B. The director furnishes Humanities Montana 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 section XII. 2 of these Bylaws, or the provisions of the Montana nonprofit corporation act.
5. **Indemnification of Agents and Employees Who Are Not Directors.** Humanities Montana may indemnify and advance expenses to any agent or employee of the corporation, who is not a director, to any extent consistent with public policy, as determined by the general or specific action of the board.
6. **Mandatory Indemnification.** Notwithstanding any other provisions of these bylaws, Humanities Montana shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he or she is or was a director against reasonable expenses incurred by the director in connection with the proceeding.

### **XIII. Officers and Staff**

1. **Executive Director.** The board shall employ an executive director who shall be charged with the administrative and executive management of the affairs of Humanities Montana subject to review by the board. In the event of a vacancy in the position of the executive director, the chair shall forthwith designate an acting executive director, and shall recommend directors to serve as members of a search committee, and those members will be elected by board resolution. The search committee's responsibility shall be to identify, investigate, and interview candidates for the position and make recommendations to the board for filling the vacancy.
1. **Other Officers.** The executive director shall employ exempt staff as needed, and these employees shall be designated as officers of Humanities Montana.
3. **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 Humanities Montana, shall be the prerogative of the executive director.

### **XIV. Humanities Montana Policies and Procedures**

1. **Program Policies and Procedures.** Humanities Montana shall maintain written policies and procedures for its several programs.
2. **Personnel Policies and Procedures.** Humanities Montana shall maintain written policies and procedures for personnel matters.
3. **Financial Policies and Procedures.** Humanities Montana shall maintain written policies and procedures for financial matters.

4. **Amending Policies and Procedures.** Humanities Montana'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 board.
5. In the event of conflict among these policies and procedures, the more recently enacted policy or procedure shall prevail.

#### **XV. Miscellaneous Provisions**

1. **Waiver of notice.** Any notice which is required to be given to any director 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 director by a written waiver, signed by the director entitled to such notice and filed with the minutes of Humanities Montana's records.
2. **No Corporate Seal.** No corporate seal shall be required for Humanities Montana documents or 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**

Humanities Montana shall dissolve upon the adoption of a resolution by two-thirds of all directors ordering dissolution of Humanities Montana. Upon approval of such a resolution, all debts, claims and obligations of Humanities Montana shall be paid. Any remaining assets shall then be distributed as the board 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 board at any regular or special meeting of the board as provided in section VII. 8 of these Bylaws. Notice of such meeting must be given in accordance with section 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.

#### **CERTIFICATE OF ADOPTION OF BYLAWS**

The undersigned hereby certifies that the above Restated Bylaws of Humanities Montana were duly adopted by vote of the Board of Directors during the regular meeting on June 8, 2012 and now constitute the Bylaws of Humanities Montana.

June 8, 2012  
Date

*Ken Egan*  
Executive Director