BYLAWS
OF
SEELEY LAKE COMMUNITY FOUNDATION

ARTICLE I. **Offices and Affiliation**

Section 1. The office of the Seeley Lake Community Foundation is in Seeley Lake, Missoula County, Montana. The Mailing Address of the Corporation shall be P.O. Box 25, Seeley Lake, Montana 59868 or at such other address as the Board of Directors shall from time to time designate.

Section 2. The Corporation will be affiliated with the Montana Community Foundation, a Montana non-profit corporation with offices at Montana Community Foundation, 33 S Last Chance Gulch St #2a, Helena, MT 59601.

ARTICLE II. **Members**

Section 2. The Corporation shall not have members.

Article III. **Purpose**

Section 1. **Purpose**. The purpose of this corporation is to seek to improve the quality of life in the Seeley Lake, Montana region by collecting and distributing funds, including endowed funds and other funds that are not endowed, on community projects and programs and to provide education and leadership in facilitating efforts to advance the community's future.

Section 2. **Mission**. The Seeley Lake Community Foundation engages philanthropy, provides leadership, enhances the quality of life and economic vitality of the Seeley Lake area.

Section 3. **Principal activities**. In seeking to meet our purpose and mission, the Corporation will seek to:

a. Assist charitable organizations in the Seeley Lake region by:
   1. Granting income from permanent endowments and other endowments or funds to support local projects.
   2. Creating ways for area organizations to raise funds cooperatively.
   3. Assisting area organizations to obtain grants and other funds.
   4. Act as fiscal sponsor for projects deemed to be consistent with the exempt purposes of the Foundation, exercising full control over funds for such projects.

b. Create permanent endowment funds, and as deemed appropriate by the Seeley Lake Community Foundation Board of Directors, other endowment funds which may be unrestricted, may be for a term or may be for a specific purpose as directed by a donor.
   1. Permanent endowment funds will be held by the Montana Community Foundation, which shall invest them to produce long term growth of the endowments with periodic income from the investments distributed to the Seeley Lake Community Foundation.
   2. Other endowments shall be held as determined by the Seeley Lake Community Foundation and in accordance with any requirements to retain the corporation's exempt status under section 501 (c) (3) of the Internal Revenue Code.

c. Facilitate donations and assets:

1. To help effectuate community projects and programs and to provide education and leadership in facilitating efforts to advance the community's future.
2. Deemed necessary or appropriate, to better fulfill our purpose.
3. Permitted under the Montana Nonprofit Corporation Codes, Title 25, Chapter 2, and qualified tax exempt organizations under the Internal Revenue Code, Section 501 c (3)

d. Assist with needs of the community including, but not limited to: arts and culture, education, conservation and natural resources, economic and community development, and human needs.
   1. Leading or providing opportunities to enable or enhance community building efforts,
   2. Leading or providing opportunities to enable or enhance cooperation and collaboration among various interest groups in the region.
   3. Increase community economic viability, and
   4. Assist residents in the Seeley Lake region with individual or family basic human needs, including food and water, shelter (including but not limited to rent, mortgage or utilities) and health care, both mental and physical.

e. Create occasions for citizens to dream, think and work together to make the Seeley Lake region a better community for all of its inhabitants.

ARTICLE IV. **Board of Directors**

Section 1. **General**. The property, affairs, activities and concerns of the corporation shall be vested in a Board of Directors, hereinafter called the Board, consisting of at least six directors from the Seeley Lake region. The directors shall upon election immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. The Board will be made up of directors broadly representative of the Seeley Lake region. No director shall receive any compensation for their service.

Section 2. **Term of Office**. The Board shall elect new directors to three year terms at its annual meeting which shall be held in January of each year. The President and one other director will serve as a nominating committee to bring possible candidates to the attention of the Board. Any member of the Board may nominate other members of the community.

Section 3. **Meetings.** The Board shall establish a schedule of regular meetings, with the January meeting being the annual meeting. Special meetings may be called by the President, Vice-President, Secretary or any two members of the Board.

Section 4. **Quorum and Majority votes**. A quorum will be one half (1/2) of the total Board of Directors. All decisions of the Board will be made by majority of at least a quorum of directors at regular or special meetings. Any virtual vote must be passed by unanimous consent of the full board.

Section 5. **Vacancies**. The Board shall fill all vacancies which may occur by a majority vote of the remaining directors, even if the majority is less than a quorum. Vacancies may occur by resignation, death or removal. The director chosen to fill a vacancy will serve for the remaining term of his or her predecessor.

Section 6. **Conflict of Interest.** The directors' and staff's conflict-of-interest requirements are set forth in separate documents.

Article V. **Officers**

Section 1. **General**. The officers of the corporation shall be a President, Vice-President, Secretary and a Treasurer. No officer shall receive compensation for their service.

Section 2. **Selection of Officers**. The directors shall elect the officers annually, at the January annual meeting or the first meeting of the Board of Directors following the annual meeting. The officers shall serve for a term of one year. The Board, by majority vote, shall fill vacancies that may occur. The elected replacement officer shall serve the balance of the term.

Section 3. **President**. The president shall preside at all meetings and perform the duties customarily required of such office and shall be the chief officer, subject to the direction of the Board.

Section 4. **Vice-President**. The vice-president shall perform all duties of the president in the absence of the president. The vice-president shall also execute and sign such instruments as require his or her signature.

Section 5. **Secretary**. The Secretary shall have charge of the corporate books and records, issue official notice of meetings, shall make such reports and perform such other duties as are incidental to this office or may be required by the Board. These duties may be assigned to the executive director with the oversight of the Secretary.

Section 6. **Treasurer**. The treasurer shall have custody of all money and securities of the corporation and keep or oversee the regular books of account of its funds and property and shall perform all duties incident to this office or may be required by the Board. These duties may be assigned to the executive director with the oversight of the treasurer.

ARTICLE V. **Committees**

Section 1. **General**. The Board may establish committees or task forces to carry out the work of the Corporation as the need arises. However, The President and one other director will serve as the nominating committee to bring possible candidates as directors to the attention of the Board. Any member of the Board may nominate other members of the community.

ARTICLE VII. **Execution of Instruments, deposits and funds**

Section 1. **Execution of Instruments.** The Board by resolution may authorize any officer of the corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation and such authority may be general or confined to specific instances. As authorized by the Board, any officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. **Checks and Notes.** Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer, and if the amount exceeds $500, shall be countersigned by the president or secretary.

Section 3. **Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, the Montana Community Foundation, trust companies, or other depositories as the Board may select.

Section 4. **Gifts.** The Board may accept on behalf of the corporation any contribution, gift, bequest, or device for purposes of the corporation.

Section 5. **Unrestricted/Restricted Funds.** The Board may accept unrestricted and donor restricted funds.

Section 6. **Granting Funds to Local Organizations.** The Board will establish procedures for making grants to support local non-profit organizations , local projects and as otherwise deemed appropriate in furtherance of the Foundations purpose and mission

Section 7. **Projects.** The Board will create special projects, events, and occasions for the purpose of raising money to support the work of local non-profit organizations and to engage in the principal activities of the Foundation stated above.

Article VII – Corporate Records and Inspection

Section 1. **Record Maintenance.** The corporation shall keep as permanent records, in written form or in another form capable of conversion into written form within a reasonable time, minutes of all meeting of the Board, a record of all actions taken by the directors without a meeting and a record of all actions taken by committees of the Board. The corporation shall maintain appropriate accounting records, articles of incorporation and bylaws.

Section 2. **Inspection Rights.** All books and records may be inspected by any director or his or her agent or attorney for any proper purpose at any reasonable time if the director gives the corporation written notice at 5 business days before.

Section 3. **Reports.** The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the state.

Section 4. **Fiscal Year.** The fiscal year of the corporation shall be January 1 through December 31.

Article VIII – Tax Exemption Provisions

Section 1. **Exempt Activities.** Notwithstanding any other provision of these 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 as it now exists, or as it may be amended or by an organization, contributions to which are deductible under Section 170 c (2) of such Code.

Section 2. **Prohibition Against Private Inurement.** No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to directors or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments for the furtherance of the purposes of the corporation.

Section 3. **Dissolution of Assets.** No person shall be entitled to share in the distribution of any of the corporation's assets upon dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution, after all debts have been satisfied, the remaining assets will be distributed to a tax-exempt organization as described in Section 1 of this article.

Article IX – Amendment *of Bylaws*

Section 1. **Amendments.** The Board shall have the power to make, alter, amend, and repeal the Bylaws by affirmative vote of a majority of the Board at any regular or special meeting, provided that the proposed action has been included in the notice of such meeting.

Article X – Indemnification of Directors and Officers

Section 1. **Indemnification.** Board members and any agents of the corporation shall not be liable for monetary damages for breach of duties to the corporation except for acts of omissions that involve intentional conduct or a knowing violation of the law; transactions deriving an improper economic benefit; or conflict of interest transactions, loans, guarantees, or unlawful distributions.

Adopted: 12 day of April 2022.

Mark Williams, board president

Date of any change(s) to the bylaws: _____

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