

**Amended By-laws of the
Lake Helena Watershed Group
Revised February 2020**

1. NAME AND LOCATION

1.1. Name. The name of this Corporation shall be Lake Helena Watershed Group.

1.2. Name Change. The Corporation may, at its pleasure, change its name by vote of a majority of the Board of Directors (the "Board"). Any such name change shall be done by filing notice of the use of an assumed name by the Corporation or by amendment to the By-laws of the Corporation and the Articles of Incorporation with the State.

1.3 Location. Offices of the Corporation shall be located in Helena, Montana. The Lake Helena Watershed is located in Lewis and Clark (68%) and Jefferson (32%) counties, within the Upper Missouri River Water Basin, encompassing 402,000 acres. Within the Lake Helena Watershed are the Silver, Tenmile and Prickly Pear Creek sub-watersheds.

2. PURPOSES AND POWERS

2.1. Purpose. This Corporation's purpose is to protect, improve, and maintain, the Lake Helena watershed, and to promote the voluntary and cooperative resource management of the watershed. The Corporation promotes education through events, outreach, and special projects.

2.2. Powers. The Corporation shall have those specific powers enumerated in the Articles of Incorporation and shall exercise all rights and powers conferred on non-profit public benefit organizations under Section 35-2-118 of the Act; provided, however, that the Corporation shall not engage in any activities or exercise and powers that are not in furtherance of the primary purposes of the Corporation.

3. MEMBERSHIP

3.1. Membership Classes

3.1.1. Voting Membership

The Board are voting members that have the right and duty to govern all functions of the Corporation and to guide its future operations.

3.1.2. General Membership

The members are comprised of private individuals and individuals representing city, county, state and federal agencies, agriculture, businesses, private corporations, academia, and organizations that support the mission and goals of the Corporation and who have indicated a desire to be a member. Members shall have the right to participate in the Corporation's sponsored events, projects or activities and may serve on the Board, sub-committees or work groups, provided, however that they shall have no voting rights on any matters concerning the governance of the Corporation.

3.2. Dues

The Board may establish categories for memberships and annual dues.

3.3. Eligibility Requirements

Any individual or entity interested in promoting and furthering the purposes of the Corporation is eligible to become a General Member. Only individuals who have been elected to and are serving on the Board of Directors of the Corporation are eligible to be Voting Members.

3.4. Removal of Member

Members whose actions demonstrate positions contrary to the goals and purposes of the Corporation may be removed from membership by vote of the Board.

3.5. Compensation of Member

Members and Board members shall not receive compensation for their services as such, although may be eligible to be compensated for expenses incurred on behalf of the Corporation. The Executive Committee shall approve this compensation prior to the expenses being incurred, and the member seeking compensation may not vote on any such decision.

3.6. Annual Membership Meeting

An annual membership meeting shall be held in the first quarter of each year for the purpose of informing the membership of the past, significant activities of the Corporation, plans for the upcoming year, or providing an educational forum on an issue relevant to the Corporation. The timing of this meeting may be altered by a majority vote of the Board.

4. POWERS, AUTHORITY AND RESPONSIBILITY**4.1. Duties of the Board**

The Board of Directors shall have supervision, control and direction of the affairs and finances of the Corporation, shall actively promote and pursue the Corporation's mission and objectives, and shall supervise the disbursement of the Corporation's funds. The Board may hire an Executive Director, Coordinator, and/or employees and then evaluate and dismiss any employees of the corporation. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable. The Board may create Committees and may, in the execution of the powers granted, delegate certain of its authority and responsibility to one or more Committees.

4.2. Number of the Board

The Board shall consist of no less than five (5) nor more than twelve (12) elected from the General Membership, as shall be fixed from time to time by resolution of the Board.

4.3. Terms

Directors will serve two-year terms and no limit on the number of terms. The board may choose to stagger the terms.

4.4. Election of the Board

The Board and Officers shall be elected at the first Board meeting of the Corporation each year. Additional elections may be held as needed if agreed to by a majority vote of the Board. Nominations for the Board and Officers shall be submitted to the Secretary no later

than 30 days prior to a regular meeting of the Board of Directors. The Secretary shall notify the Board of nominations no later than 14 days before the Board meeting. Nominations may also occur at a Board meeting subject to a majority vote of Board members present.

4.5. Composition of the Board

The Board shall represent geographic diversity within the watershed, diverse views and interests and shall actively seek the input, advice, and participation of individuals, groups, or communities that are affected by the decisions and actions of the Corporation.

Representation on the Board shall include, but is not limited to Agriculture/Ranching, Recreation, Small Businesses, Local, State and Federal Government, Utilities, Industry, and Education. Board members must be at least eighteen (18) years old and a member in good standing.

4.6. Votes of the board

The presence of two-third of the Board members shall represent a quorum for the transaction of business at any meeting of the Board. A vote of the majority of the Board members in attendance at a meeting, or participating in the vote by email, at which a quorum is present shall be the act of the Board. If a quorum is not present, a special meeting may be called by the Chair or votes may be made via email. In the event of a tie vote, the Chairperson may elect to request an additional vote on the subject after further discussion or may elect to postpone the vote until the next board meeting.

4.7. Board Meetings

The Board shall normally meet on a monthly basis throughout the calendar year. The Board of shall hold regular meetings on a designated day to be established by the Board. If it appears that a quorum of the Board will be unable to attend a regular meeting, the meeting may be rescheduled or cancelled. Members of the public, as well as the General Membership, may attend the Board of Director's. Special meetings may be held by the Board at the discretion of the Chairperson or upon the written request of any two (2) Members of the Board.

4.8. Board Authority

Subject to the laws of this state, all corporate powers are exercised by or under the authority of the Board, and the affairs of the corporation managed under the direction of its Board by reaching consensus at Board meetings.

4.9. Resignation and Removal

Any director can resign at any time by giving dated written notice to the board. The resignation is effective upon receipt by the board. Any director can be removed from the board by the vote of a majority of the board.

4.10. Vacancies

Any vacancy on the board, may be filled by a majority vote of the Board. The new director's term is limited to the remainder of the vacated position, if the vacancy is caused by resignation or removal.

4.11. Affiliates of the Board

The Board may approve classes of non- voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The Board shall have authority to admit any individual or organization as an affiliate, to recognize

representatives of affiliates, and to make determinations as to an affiliate's rights, privileges, and obligations. The Board may approve affiliates to serve as advisors to the Board of Directors.

5. OFFICERS OF THE BOARD

5.1. Number of Officers

The officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer. Officers must be Voting Members of the Board, and shall be elected by a majority vote of the Board Members present and voting at the first meeting every year.

5.2. Election and Terms of Office

The Board shall elect officers of the Corporation for one (1) year terms for a maximum of four (4) consecutive terms. Each officer shall hold office until a successor is duly elected and qualified or until he or she resigns, dies or is removed.

5.3. Removal of Offices

The Board may remove any officer or agent at any time, with or without cause, by a majority vote. The removal shall be without prejudice to the contract rights, if any, of the person removed. The election or appointment of any officer or agent by the Board shall not of itself create contract rights.

5.4. Duties of Officers

5.4.1. Chairperson

The Chairperson shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The Chairperson shall preside at all meetings of the officers of the Corporation and may sign any deed, mortgage, bond, contract or other instrument unless the Board has expressly granted the authority for such signing and execution to another officer or agent of the Corporation. The Chairperson shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board from time to time.

5.4.2. Vice-Chairperson

The Vice-Chairperson shall preside at all Board of Directors meetings in the absence of the Chairperson. The Vice-Chairperson shall also have such other duties as may be prescribed by the Board from time to time.

5.4.3. Secretary

The Secretary shall in good faith perform, or cause to be performed through an agent the following: (1) create and maintain one or more books for the minutes of the proceedings of the Board; (2) provide that all notices are served in accordance with these By-laws or as required by law; (3) be a custodian of the corporate records; (4) when requested or required, authenticate any records of the Corporation; and (5) in general perform all duties incident to the office of Secretary and any other duties that the Chairperson or the Board may assign to the Secretary.

5.4.4. Treasurer

The Treasurer shall perform or cause to be performed the following acts: (1) maintain charge and custody of and be responsible for all funds and securities of the Corporation; (2) receive and give receipts for moneys due and payable to the Corporation from any source, and deposit all moneys in the Corporation's name in banks, trust companies, or

other depositories that the Board shall select; and (3) in general perform all of the duties incident to the office of Treasurer and any other duties that the Chairperson or Board may assign to the Treasurer.

5.5. Vacancies

All vacancies in any office shall be filled promptly by the Board of Directors either at a regular meeting or at a special meeting called for that purpose.

6. COMMITTEE OF THE BOARD

6.1. Powers of the Committees

The membership of the Committees will be constituted annually and the Committees shall meet as necessary to fulfill their responsibilities. All Committee members shall promote the Corporation's mission. With the exception of the members of the Executive Committee, Committee members may or may not be members of the Board of Directors. The Board of Directors may, from time to time, determine the number of members required to constitute each Committee and unless otherwise specified, a Chairperson will be appointed for each Committee from within the Board of Directors by the Board Chairperson. If the Committee has been granted authority to take action on behalf of the Board, then the Chairperson shall provide a timely report of all resolutions adopted by the Committee to the Board of Directors.

6.2. Committee Meetings

The sections of these By-laws which govern meetings, notice and waiver of notice, quorum and voting requirements, conduct of the Board, and action without meetings apply to Committees and their members. 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.

6.3. Committees

The board has the power to create committees by majority vote of the Board. The Board may set the term limit of the committee and have the power to dissolve the committee by majority vote of the Board.

6.4.

6.4.1. Projects Committee

The Project Committee will identify, prioritize, and implement projects.

6.4.2. Outreach Committee

The Outreach Committee will plan, organize, and facilitate outreach events. These outreach events will include recruitment of new members. The Outreach Committee will manage the corporation's social media outlets and website.

6.4.3. Finance Committee

The Board shall have a Finance Committee with powers established by the Board, consistent with these By-laws. The Treasurer shall be the Committee Chair.

6.4.4. Other Committees

The Board may create such other committees, appoint members to the committees, and select committee chairs as may be deemed necessary to carry out certain designated duties and responsibilities for the Corporation. Committees shall meet at the discretion of the designated committee chairperson.

7. CONTRACT, CHECKS, LOANS AND DEPOSITS

7.1. Contracts and other Writings

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the Executive Director, the Chair, or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

7.2. Checks, Drafts, etc.

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

7.3. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or a designated Committee of the Board may select.

7.4. Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

8. LIABILITY AND INDEMNIFICATION

Directors, Officers, and Employees shall not be individually liable for any action or omission, debt, liability, or other obligation of the corporation made in the course and scope of their official capacity on behalf of the nonprofit corporation and shall be indemnified by the corporation to the fullest extent permissible under the laws of this state. The corporation shall have power to purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation.

9. CONFLICT OF INTEREST

A Board Member shall disclose to the Board of Directors any material interest which the Board Member directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board of Directors. The interested Board Member shall abstain from voting on the transaction, provided, however that the Board Member's presence may be counted in determining whether a quorum is present for purposes of these By-laws. The Board may issue a Conflict of Interest Policy setting specific procedures governing a Board Member's conduct in such situations.

10. MISCELLANEOUS

10.1 Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Board of Directors without a meeting, and a

record of all actions taken by committees of the board.

10.2 Actions Regarding Membership and Ownership Interests

The Board shall exercise membership powers and ownership interests, if any, either by Board action in accordance with these By-laws or by delegation of authority to act for the Corporation to the Executive Committee or Executive Director or his or her designees.

10.3 Fiscal Year

The fiscal year shall begin January 1 and end on December 31 each year, unless otherwise established by resolution of the Board.

10.4 Amendments

Except for those amendments reserved to the Members by law, these By-laws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors. In accordance with Montana law, amendments that relate to the number of directors, the composition of the board, the term of office of directors, the method or way in which directors are elected or selected, or termination or cancellation of members or classes of voting members must be voted upon by the voting Members.

11. DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or providing for payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation exclusively for the purposes of the Corporation and the purposes set forth in Section 501(c)(3) of the Internal Revenue Code. Any assets not so distributed shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for the Corporation’s purposes or to an organization or organizations organized and operated for the purposes as the Court shall determine.

CERTIFICATE OF ADOPTION OF RESTATED BY-LAWS

The undersigned hereby certifies that the above Restated By-laws of The Lake Helena Watershed, Inc. were duly adopted by unanimous vote of the Board of Directors on February 3, 2020 and now constitute the By-laws of the Corporation.

DATED: February 3, 2020

Secretary

Chairperson