

**BYLAWS OF  
NINE MILE COMMUNITY CENTER**  
A Nonprofit Corporation Organized Under the Laws of the State of Montana  
Adopted September 20, 2008  
Amended September 11, 2010

**SECTION 1  
GOVERNING LAWS**

These Bylaws shall be construed in accordance with the Constitution and the laws of the State of Montana.

**SECTION 2  
PURPOSE**

The purpose of this nonprofit corporation is to provide and furnish a community center at which meetings of religious, educational, literary, charitable and social groups may be held.

**SECTION 3  
MEMBERS**

**3.01 Membership**

There shall be but one class of members. Only those persons who are *bona fide* residents of the Nine Mile Valley in Missoula County, Montana, from the head of said valley to No. 10 Highway shall be eligible for membership, and who meet the following criteria:

- (a) *bona fide* resident shall be defined as a real person who lives in the valley; and
- (b) who participates in the socio/political and economic structure of the Nine Mile Valley; and
- (c) who is at least eighteen (18) years of age.

**SECTION 4  
MEETINGS**

**4.01 Annual Meetings**

There shall be an annual meeting of the corporation to be held in the Nine Mile Community Center building during the month of September. The date is to be determined by the Board of Directors.

**4.02 Special Meetings**

The President, Vice-President, Secretary, Treasurer, Board of Directors, or a quorum of ten (10) members may request the President to call a special meeting when, in their opinion, there is a problem that should be brought before the membership.

#### **4.03 Attendance and Verification of Eligibility**

Each member entering a meeting shall sign the attendance record so that his or her eligibility to vote may be determined.

#### **4.04 Order of Business**

The President will preside at all meetings. The order of the meetings will be as follows:

- (a) Meeting called to order by the President
- (b) The reading and disposal of any unapproved business and the reading of the minutes of the preceding meeting.
- (c) The Treasurer's report
- (d) Reports of officers and committees
- (e) Election of Board of Directors and officers (if the September meeting)
- (f) Unfinished business
- (g) New business
- (h) Public comment for items not on agenda
- (i) Adjournment

#### **4.05 Annual Election Meeting**

The September meeting of this association will be considered the annual meeting for the purpose of electing Directors and Officers. If in any year the election of Directors is not held in the month designated for the annual meeting, or at any adjournment of the annual meeting, the board shall call a special meeting of the members as soon thereafter as possible to conduct the election of Directors.

#### **4.06 Voting**

All voting for the purpose of electing Directors and Officers will be by secret written ballot. At all votes by ballot, the Board of Directors shall appoint a committee of four (4) to act as "Inspectors of Election." No Inspector may be a candidate for office. At the conclusion of balloting, the Inspectors shall tally votes, including absentee ballots, and certify in writing to the President the results. The certified results shall be physically affixed in the minute book to the minutes of that meeting. Nominees receiving the most votes shall be elected to fill the director positions

A member may vote by absentee in the form of mail. The Board of Directors shall adopt all appropriate procedures for implementation of absentee voting. Absentee ballots shall be available prior to the annual meeting at the request of a member to the Board of Directors and upon verification of the member's eligibility to vote. A member's absentee ballot shall be counted as though the member was present at the meeting if received by the Secretary no later than one (1) day prior to the date of the annual meeting.

The Secretary and the Inspectors are charged with maintaining the secrecy of absentee ballots.

#### **4.07 Proxies.**

A member may appoint a proxy to vote on the election of Directors, but not on any other matters coming before the membership. To appoint a proxy, the member must sign an appointment form, either personally or by an attorney-in-fact, and have the signature notarized. An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for 11 months unless a different period is expressly provided in the appointment form. An appointment is not valid for more than three (3) years from its date of execution. If a person who has duly executed a proxy personally attends an election meeting, the proxy shall not be effective for that meeting.

#### **4.08 Notice**

Written notice of any meeting of the members shall be delivered to each member entitled to vote at the meeting not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice shall be delivered in accordance with the applicable notice statute for nonprofit corporations in effect at the time.

#### **4.09 Membership List**

The record date for determining the members entitled to vote at a meeting shall be established the last day of the Month preceding the meeting. After a record date is fixed for the notice of a meeting, an alphabetical list of members entitled to vote, including the members' addresses, will be prepared and the list made available for inspection at the Community Center during the period from two (2) business days after notice is given until the meeting is held. Any member entitled to vote at the meeting is entitled to access the list for the purpose of communicating with other members. The member or the member's agent or attorney is entitled to make the inspection on written demand, and to copy the list at a reasonable time and at the member's expense. The list of members shall also be available for inspection at the meeting.

### **SECTION 5 BOARD OF DIRECTORS**

#### **5.01 General Affairs**

The business and affairs of this corporation shall be managed by the Board of Directors.

#### **5.02 Number and Qualifications**

There shall be nine (9) Directors. All Directors must meet the membership criteria set forth in Section 3.01 of these Bylaws.

#### **5.03 Nomination of Directors**

The President shall appoint a nominating committee each year of three (3) people. The nominating committee shall make a good faith effort to nominate multiple candidates for each

Director position to be filled. If there is the same number of candidates as there are board positions to be filled, then the vote shall be to retain or remove each candidate from office. The Secretary shall include the names nominated by the nomination committee, and any report of the committee, with the notice of the meeting at which the election occurs.

#### **5.04 Election of Directors**

The initial election for Directors was as follows:

Three Directors elected for a term of three (3) years

Three Directors elected for a term of two (2) years

Three Directors elected for a term of one (1) year

There will be three (3) Directors elected for a term of three (3) years each year thereafter.

#### **5.05 Duties of Directors**

Directors will be responsible for all activities at the Nine Mile Community Center buildings and grounds (hereinafter referred to as the Center). They shall be responsible for all expenses incurred in the operation and maintenance of the Center. It will be their duty to maintain revenue programs to support the Center. Directors may solicit contributions from the membership to fulfill the Directors' duty to support the Center. It will be their duty to formulate the policies, regulations, and rates for the use of the buildings and grounds. They shall have complete disciplinary control over their use at all times. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Directors, Officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause of these Bylaws.

#### **5.06 Regular Meetings**

The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The Board of Directors shall meet at least quarterly.

Notice of Board meetings shall be given at least seven (7) days prior to the date set for the meeting by written or published notice.

#### **5.07 Quorum & Voting**

Six (6) Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A six (6) member vote of the Board of Directors will be necessary to accept or reject any action, except as provided in Section 5.11.

#### **5.08 Action by Written Consent Without Meeting**

Any action required or permitted to be taken by the Board of Directors under any provision of law or these Bylaws may be taken without a meeting if at least six (6) Directors consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board.

### **5.09 Honorary Director**

The past-President will be an Honorary Director for the year following his last term as President if his or her term has expired with full voting rights. The Honorary Director will have full voting rights.

### **5.10 Honorary Lifetime Directors**

Upon nomination by one or more Directors, supported in writing by at least ten percent (10%) of the members as enumerated in the Membership List (Section 4.09), the unanimous Board of Directors may appoint one or more Honorary Lifetime Directors. An Honorary Lifetime Director may attend all meetings of the Board of Directors. In the event that an equal number of votes are cast by active Directors for adoption and rejection of any proposal before the Board, an Honorary Lifetime Director's vote may not break the tie.

### **5.11 Vacancies**

The Board of Directors will have the full authority to replace any member of the Board who has moved or resigned. A vacancy is filled by the affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

### **5.12 Attendance**

On a member's acceptance to the Board of Directors their attendance is expected.

### **5.13 Conflicts of Interest**

The Board of Directors shall not cause the corporation to enter, directly or indirectly, into any contract or transaction with any Director of this corporation or with any other entity in which one or more Directors of this corporation has a material financial interest or in which one or more Directors of this corporation are otherwise involved, unless all of the following apply:

- (a) The material facts regarding the financial interest of such Director(s) in the contract or transaction or the involvement of financial interest of such Director(s) in the other entity are fully disclosed in good faith and noted in the minutes, or are known to all Directors of the Board prior to the Board's consideration of such contract or transaction;
- (b) Before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances;
- (c) A majority of the Board by a vote sufficient for that purpose, without counting the votes of the interested Directors, authorizes or approves the contract or transaction in good faith; and

(d) The transaction is in fact fair and reasonable to the corporation at the time of its entry and the transaction is entered into for the corporation's benefit.

## **SECTION 6 OFFICERS**

### **6.01 Officer Positions**

The officers of this corporation will be:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer

The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons from within the Board of Directors to fill the positions.

### **6.02 Election and Term of Office**

The officers will be elected by the Board of Directors annually. An Officer may be elected to succeed himself or herself in the same office. The nine (9) elected plus any honorary Board members will be a caucus and will elect the President, Vice-President, Secretary, and Treasurer.

### **6.03 Vacancies**

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the Officer's term.

### **6.04 President**

The President will be the principle executive officer of the corporation and subject to the control of the Board of Directors, will in general, supervise all the business affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may execute any instrument the Board of Directors have authorized to be executed. However, the President may not execute instruments on behalf of the corporation if this power is expressly delegated to another Officer or agent of the corporation by the Board of Directors, the Bylaws, or statute, unless such an authorization shall be granted by an action of the Board of Directors.

### **6.05 Vice President**

The Vice-President will preside in the absence of the President with the same powers as the President.

### **6.06 Secretary**

The Secretary shall keep all minutes of the meetings (both full membership and Board meetings), and shall have full custody of all records of the corporation, shall conduct the

official correspondence thereof, and shall keep all records, books, documents, and papers relating to the corporation in such place as is designated by the Board of Directors. The Secretary shall perform all duties incident to the office of Secretary as set forth in these Bylaws and by statute.

#### **6.07 Treasurer**

The Treasurer shall keep an account for all money received pertaining to the corporation and deposit the same in the name of the Nine Mile Community Center in such bank as shall be designated by the Board of Directors.

#### **6.08 Financial Controls**

The Board of Directors may develop appropriate financial controls.

## **SECTION 7 COMMITTEES**

#### **7.01 Authorization of Specific Committees**

There may be the following committees:

- (a) Finance Committee
- (b) Membership Committee
- (c) Restoration and Maintenance Committee
- (d) Historical Committee
- (e) Education Committee
- (f) Fundraising Committee
- (g) Marketing Committee
- (h) Scholarship Committee
- (i) Nominating Committee

The Board of Directors has authority to dissolve any or all committees or appoint additional committees. The Board of Directors shall define the activities and scope of authority of each committee by resolution.

#### **7.02 Appointment of Committee Members**

The Board of Directors shall appoint all committee members. Each committee must have at least two Directors, and may also include persons who are not Directors as appointed by the Board of Directors.

#### **7.03 Term of Office**

Each member of a committee shall continue to serve on the committee until the next annual meeting of the members and until a successor is appointed. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

#### **7.04 Notice of Meetings**

Each committee chairman will be responsible for providing timely notice of committee meetings.

#### **7.05 Actions of Committees**

Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law. All committee actions are subject to Board approval per Section 5.07.

**Adopted September 20, 2008; Amended September 11, 2010**