

**BYLAWS
OF
ASSOCIATION OF MONTANA PUBLIC HEALTH OFFICIALS**

ARTICLE I. OFFICES

Section 1.1 Business Office

The corporation's principal office shall be located either within or outside of Montana. The corporation's most current Annual Report, filed with the Montana Secretary of State, shall identify the location of the principal office. The corporation may have other offices, either within or outside of Montana. The board of directors may designate the location of these other offices. The secretary of the corporation shall maintain a copy of the records required by section 2.18 of Article II at the principal office.

Section 1.2 Registered Office

The corporation's registered office shall be located within Montana at the address of the corporation's registered agent. The location of the registered office may be, but need not be, identical with that of the principal office if the latter is located within Montana. The board of directors or a majority of the members may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the Secretary of State.

ARTICLE II. MEMBERSHIP

Section 2.1 Membership

- (a) Membership. Members shall include:
 - (i) Voting members, ("Voting Members") who shall be the "lead public health official" of each "local board," and the "lead public health official" of each Native American tribe whose principal office is located in the State of Montana, who shall have paid their annual dues in accordance with a schedule of dues or assessments adopted by the board of directors of the corporation (the "Board"). Members shall be entitled to all services offered by the Association. The term "lead public health official," means the primary administrative officer of a "local board" or the lead public health official of a Native American tribe. The term "local board," shall mean a county, city, city-county, or district board of health, as defined under Mont. Code Ann. §50-2-103(7), and includes multi-jurisdictional service districts created under Mont. Code Ann. §7-11-1102(2)(i).
 - (ii) Affiliate members ("Affiliate Members") who make proper application to the chair of the Board and who pay dues as determined by the Board. Affiliate Members shall be entitled to receive services as determined by the Board. They shall have no floor or voting privileges.
- (b) Nondiscrimination. Membership in the corporation shall be available without regard to race, color, creed, religion, sex, age, marital status, physical or mental handicap or national origin, or ancestry.

(c) Non-transferability of Membership. Membership in this corporation is nontransferable and non-assignable.

(d) Termination of Members. The corporation may suspend or terminate a member from the corporation if the Board has made a good faith determination that it is in the best interests of the corporation to do so. In addition, the corporation may only suspend or terminate a member from the corporation pursuant to the following procedure, which shall be carried out in good faith. The procedure provides:

- (i) the corporation must, by first class mail, give the member written notice of the suspension or termination not less than fifteen (15) days' prior to the effective date of the proposed action and an explanation of the reasons for it; and
- (ii) an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or termination by a person or persons authorized to decide that the proposed suspension or termination not occur; or
- (iii) the Board may conduct the hearing, or in its sole discretion, may allow a committee of the Board or a committee of members, to hold the hearing and make the determination.

Notwithstanding the above provisions, the corporation shall consider a membership terminated if (1) the Board has established annual dues in accordance with section 2.2 and the member fails to make the payment of annual dues or (2) the Board has established any other specific terms for membership.

Section 2.2 Dues

The Board may determine that annual membership dues shall be paid by each member. The Board may establish a different amount of dues to be paid by different types of membership; however, regardless of amount of dues paid by a member, each voting member shall only be entitled to one vote. If dues are required, the Board may terminate members for non-payment of annual membership dues. The Board may (but is not required to) notify members of nonpayment of dues and may provide a grace period in which to pay dues.

Section 2.3 Annual Membership Meeting

(a) General. The members shall convene their annual meeting on the [first/second/third/fourth] [day of week] of September, beginning with the year 2006, at the hour of ____ o'clock __.m., or at another time on another day within the month that the Board agrees upon. At the annual meeting, the members shall elect directors as provided in these Bylaws and transact any other business as may come before the meeting. If the date of the annual meeting is a legal holiday in Montana, the meeting shall be held on the next succeeding business day.

(b) Conference Telephone. Members may hold annual meetings by conference telephone, if the Board authorizes a conference telephone meeting, and the meeting is convened in accordance with section 2.5.

Section 2.4 Special Membership Meetings

(a) Who May Call. The chair, chair-elect, secretary, treasurer or any Board member, or fifteen percent (15%) of the members of the corporation may call a special membership meeting for any purpose or purposes described in the meeting notice. If fifteen percent (15%) of the members of the corporation request a special meeting, they must do so in writing, and sign, date, and deliver the demand to any corporate officer at least ten (10) days before the corporation must give notice of the meeting; the chair shall then call the special meeting on these members' behalf. For purposes of determining whether the members have met the fifteen percent (15%) requirement, the record date is at the close of business on the 30th day before delivery of the demand or demands for a special meeting to any corporate officer.

(b) Conference Telephone. Members may hold special meetings by conference telephone, if the Board authorizes a conference telephone meeting, and the meeting is convened in accordance with section 2.5.

Section 2.5 Membership Meetings by Conference Telephone

Members of the corporation may participate in a membership meeting, if authorized by the Board, by means of a conference telephone or similar communications equipment, provided all persons entitled to participate in the meeting received proper notice of the telephone meeting (see section 2.7), and provided all persons participating in the meeting can hear each other at the same time. A member participating in a conference telephone meeting is deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting business at any meeting by phone.

Section 2.6 Place of Membership Meeting

The Board may designate any place within the State of Montana, including the principal office of the corporation, as the meeting place for any annual or special meeting of the members. The members may change the meeting place if a majority of the members entitled to vote at the meeting agree by written consent to another location. The written consents may be in the form of waiver of notice or otherwise. The new location may be either within or outside the State of Montana. If the Board does not designate a meeting place, then the members shall meet at the principal office of the corporation in Montana.

Section 2.7 Notice of Membership Meeting

(a) Required notice. The secretary of the corporation shall deliver notice of the membership meeting to each member.

(b) Manner of Communication. The secretary of the corporation may deliver to members notice of the membership meeting by a separate written notice, through a regular publication, or by a newsletter of the corporation. The notice must be given in a fair and reasonable manner: it must be in writing (unless given by public broadcast) and state the place, day and hour of any annual or special membership meeting. If the meeting will be held by conference telephone, the notice shall indicate the proper telephone number. If the Board determines that separate written notice or notice by a regular publication or a newsletter of the membership meeting is impracticable, the secretary of the corporation may give notice of the membership meeting by means of a newspaper of general circulation in the area where it is published, or by radio, television or other form of public broadcast.

(c) **Effective Date.** The secretary shall deliver the notice, either personally, by mail, by newspaper, or public broadcast not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice shall be deemed to be effective at the earlier of the following:

- (i) the date when the notice was deposited in the United States mail, if mailed postpaid and correctly addressed to the member at the member's address as it appears on the corporation's record books; or
- (ii) the date shown on the return receipt (if sent registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee); or
- (iii) the date when received, published, or broadcast; or
- (iv) the date five (5) days after deposit in the United States mail, if mailed postpaid and correctly addressed to an address other than that shown in the corporation's current member record book.

(d) **Adjourned Meeting.** If the members adjourned any membership meeting to a different date, time, or place, the secretary need not give notice of the new date, time and place, if the new date, time, and place is announced at the meeting before adjournment. But if the Board fixes a new record date for the adjourned meeting, or must fix one, (*see* section 2.9 of Article II) then the secretary must give notice, in accordance with the requirements of paragraph (b) and (c) of this section, to those persons who are members as of the new record date.

(e) **Waiver of Notice.** A member entitled to a notice may waive notice of the meeting (or any notice required by the Montana Nonprofit Corporation Act or bylaws), by a writing signed by the member. The member must send the notice of waiver to the corporation (either before or after the date and time stated in the notice) for inclusion in the minutes or filing with the corporate records.

A member's attendance at a meeting:

- (i) waives the member's right to object to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.
- (ii) waives the member's right to object to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

(f) **Contents of Notice.** Unless the Montana Nonprofit Corporation Act, requires it, the notice of an annual membership meeting need not include a description of the meeting's purpose or purposes. However the notice of each special membership meeting shall include a description of the meeting's purpose or purposes.

Regardless of whether the notice is of an annual or special membership meeting, if a purpose of the meeting is for the members to consider either:

- (i) a proposed amendment to the articles of incorporation (including any restated articles requiring member approval) or the bylaws;
- (ii) a plan of merger;

- (iii) the sale, lease, exchange or other disposition of all, or substantially all of the corporation's property; or
- (iv) the dissolution of the corporation.

then the notice must state this purpose and be accompanied by a copy or summary, if applicable, of the:

- (1) amendment to articles and bylaws;
- (2) plan of merger; or
- (3) transaction for disposition of all the corporation's property.

Likewise, if the corporation indemnifies or advances expenses to a director as defined by the Montana Nonprofit Corporation Act the secretary shall report this information in writing to all the members with or before notice of the next membership meeting.

Section 2.8 Conduct of Membership Meetings

(a) **Conduct of Meeting.** The chair, or in the chair's absence, the chair-elect, or in their absence, any person chosen by the members present shall call the membership meeting to order and shall act as the chairperson of the meeting. The chairperson (or a person designated by the chairperson) shall establish rules of the meeting that will freely facilitate debate and decision making. The chairperson will indicate who may speak when and when a vote will be taken. The secretary of the corporation shall act as the secretary of all meetings of the members, but in the secretary's absence, the presiding officer may appoint any other person to act as the secretary of the meeting.

(b) **Order of Business.** The order of business at a membership meeting shall be as follows:

- (i) call to order,
- (ii) reading of prior minutes,
- (iii) election of directors, if that is the purpose of the meeting,
- (iv) business specified by the notice,
- (v) unfinished business,
- (vi) new business,
- (vii) adjournment.

At the annual meeting, the chair and treasurer shall report on the activities and financial condition of the corporation, including the corporation's budget as provided by the executive committee.

Section 2.9 Fixing of Record Date

(a) **Purpose of Fixing a Record Date.** The Board may fix in advance a date, referred to as the record date, for the purpose of determining which members of any voting group, as of a certain date, are entitled to receive notice of a member meeting. The Board may also fix this record date for the purpose of determining which members of any voting group are entitled to vote at any meeting of members. The Board may also fix a record date to determine which members may exercise any rights or which members belong in a group for any other proper purpose. The record date shall not be more than seventy (70) days prior to the date on which the particular action, requiring a determination of members, is to be taken.

(b) **If No Record Date Is Fixed.** If the Board does not fix a record date for the purposes described in paragraph (a) of this section, then the record date for determination of the members shall be at the close of business on one of the following:

- (i) With respect to an annual membership meeting or any special membership meeting properly called by the Board or chair, the day preceding the day on which the secretary of the corporation delivers the first notice to the members;
- (ii) With respect to a special membership meeting demanded by the members, the date the first member signs the demand;
- (iii) With respect to actions taken without a meeting (pursuant to Article II, section 2.16), the date the first member signs a consent;
- (iv) With respect to a meeting for which notice was waived, the day preceding the day on which the meeting is held.

(c) **Adjournment.** In the event of an adjournment, the Board may fix a new record date. The Board must fix a new record date if the meeting is adjourned to a date more than seventy (70) days after the date fixed for the original meeting.

Section 2.10 Membership List

(a) **Contents of List.** After the Board fixes a record date for notice of a meeting, the officer or agent maintaining the corporation's record books shall prepare a complete record of the members entitled to notice of the meeting. The record shall include the address of each member.

(b) **Inspection.** The membership list must be available for inspection by any member, beginning two business days after the secretary gives notice of the meeting for which the list was prepared. The list will continue to be available throughout the meeting. The list shall be located for inspection at the corporation's principal office or at a place identified in the meeting notice in the city where the meeting is to be held. A member, the member's agent, or attorney is entitled on written demand to inspect and, subject to the requirements of section 2.19 of Article II, to copy the list during regular business hours. The member shall be responsible for any reasonable inspection and copying expenses. The corporation shall maintain the membership list in written form or in another form capable of conversion into written form within a reasonable time.

(c) **Limitations on Use of Membership List.** Without consent of the Board, a membership list or any part of it may not be obtained or used by a person for any purpose

unrelated to a member's interest as a member. This prohibition against use of membership list for unrelated purposes includes but is not limited to:

- (i) using the list to solicit money or property unless the money or property will be used solely to solicit the votes of members in an election to be held by the corporation;
- (ii) using the list for any commercial purpose; or
- (iii) the selling or purchasing of the list.

Section 2.11 Membership Quorum and Voting Requirements

(a) **Quorum.** Ten percent (10%) of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum on that matter. Once a vote is represented for any purpose at a meeting, the corporation shall deem it present for quorum purposes for the remainder of the meeting and for any adjournment of the meeting unless a new record date is or must be set for that adjourned meeting.

(b) **Voting.** If a quorum exists, and the votes cast in favor of an action (other than the election of directors) constitute a majority of the required quorum, then the corporation shall consider the action on a matter approved.

Section 2.12 Membership Action by Written Ballot

(a) **Authority.** Members may take any action without a meeting if action by ballot is authorized by the Board and the corporation delivers a written ballot to every member entitled to vote on that matter.

(b) **Contents.** A written ballot must set forth each proposed action and provide the members with an opportunity to vote for or against each proposed action.

(c) **Approval.** The corporation shall consider an action by written ballot approved only when: the number of votes cast by ballot equals or exceeds the quorum that the bylaws require to be present at a meeting authorizing the action; and the number of approvals equals or exceeds the number of votes that the bylaws require to approve the matter at a meeting.

(d) **Solicitations.** All solicitations made in advance of the meeting for votes by written ballot must: indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than election of directors, and specify the time by which a ballot must be received by the corporation to be counted.

(e) **Revocation.** A written ballot may not be revoked.

Section 2.13 Reserved

Section 2.14 Voting of Membership

Each member (subject to the provisions of section 2.9) is entitled to one vote on each matter voted on by the members. If a membership stands of record in the names of two or more persons, then the vote of one name shall bind all names on that one membership. Unless otherwise stated in these bylaws, when members vote to take action on a matter, a majority vote shall carry.

Section 2.15 Corporation's Acceptance of Votes

(a) **Signature of Member's Name.** Only if the name signed on a vote, ballot, consent, or waiver, corresponds to the name of a member, will the corporation give it effect as the act of the member.

(b) **Doubt About Validity of Signature.** The corporation is entitled to reject a vote, ballot, consent, or waiver, if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the member.

(c) **No Liability.** The corporation and its officer or agent who accepts or rejects a vote, ballot, consent, or waiver, in good faith and in accordance with the standards of this section are not liable in damages to the member for the consequences of the acceptance or rejection.

Section 2.16 Informal Action by Members

The members may act on any matter generally required or permitted at a membership meeting, without actually meeting, if sixty-six (66%) of the members entitled to vote on the subject matter sign one or more written consent(s) to the action; the members must deliver the consent(s) to the corporation for inclusion in the minute book.

Section 2.17 Members Electing Directors

(a) **Board Determination of Method.** The Board shall determine whether the Board shall be elected at a meeting, by ballot (pursuant to section 2.12) or by informal action (pursuant to section 2.16).

(b) **Board Qualification and Election.** Board members shall qualify and be elected in the following manner:

(i) **Qualification.**

(1) Each Board member shall be a Voting Member (See Article II, Section 2.1(a)(i).

(2) Officers of the corporation elected by the members, shall be members of the Board by virtue of their election as officers.

(3) The members of the corporation shall elect the remaining members of the Board ("Caucus Board Members") as provided in Article II, Section 2.17(b)(ii) below.

(ii) Election of Caucus Board Members. Caucus Board Members qualified under Article II, Section 2.17(b)(i)(3), shall be elected as follows:

- (1) Caucuses. Members shall be divided into one of four caucuses:
 - (A) member tribes (“Member Tribes”);
 - (B) public health officers of local boards serving a population of less than 10,000.00 (“Small Boards”);
 - (C) public health officers of local boards serving a population of between 10,001 to 20,000 (“Medium Boards”); and;
 - (D) public health officers of local boards serving a population in excess of 20,000 (“Large Boards”).

Any conflict in determining which member shall participate in a particular Caucus shall be finally determined by a majority vote of the Board.

(2) Caucus Board Member Election. Each Caucus shall nominate two Voting Members who must also consent to serve as a member of the Board.

(3) Initial Caucus Board Members shall be elected as follows

- (A) By the Member Tribes:
 - (1) One (1) member whose term shall expire one year from the date of election; and
 - (2) One (1) member whose term shall expire two years from the date of election.
- (B) By Small Boards:
 - (1) One (1) member whose term shall expire one year from the date of election; and
 - (2) One (1) member whose term shall expire two years from the date of election.
- (C) By Medium Boards:
 - (1) One (1) member whose term shall expire one year from the date of election; and
 - (2) One (1) member whose term shall expire two years from the date of election.
- (D) By Large Boards:
 - (1) One (1) member whose term shall expire one year from the date of election; and

- (2) One (1) member whose term shall expire two years from the date of election.
- (4) Subsequent Elections. Subsequent to the initial member elections, members of the Board shall be elected for two year terms.
- (iii) Election of Officers. Board members who are officers of the corporation, qualified under Article II, Section 2.17(b)(i)(2), shall be elected by a majority vote of the members.

Section 2.18 Corporate Records

(a) Minutes and Accounting Records. The corporation shall keep a permanent record of the minutes of all meetings of its members and Board, a record of all actions taken by the members or Board without a meeting, and a record of all actions taken by a committee of the Board acting in place of the Board and on behalf of the corporation. The corporation shall also maintain appropriate accounting records.

(b) Membership List. The corporation shall maintain a record of the members' names and addresses. The membership list shall indicate each member is entitled to one vote.

(c) Form. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(d) Other Records. The corporation shall keep a copy of the following records at its principal office or at a location from which the records may be recovered within ten (10) business days:

- (i) its articles or restated articles of incorporation and all amendments to them currently in effect;
- (ii) its bylaws or restated bylaws and all amendments to them currently in effect;
- (iii) resolutions adopted by its Board;
- (iv) the minutes of all membership meetings, and records of all actions taken by members without a meeting, for the past three (3) years;
- (v) the financial statement furnished for the past three (3) years to the members;
- (vi) a list of the names and business addresses of its current directors and officers; and,
- (vii) its most recent annual report delivered to the Secretary of State.

Section 2.19 Member's Rights to Inspect Corporate Records

(a) Absolute Inspection Rights of Records by Members. A member (or a member's agent or attorney) is entitled to inspect and copy, at a reasonable time and location specified by the corporation, any of the records of the corporation described in section 2.18(d)(i)-(vii). The

member must give the corporation written notice or a written demand to inspect at least ten (10) days before the date on which the member wishes to inspect and copy.

(b) **Conditional Inspection Right.** The member (or the member's agent or attorney) may inspect and copy, at a reasonable time and reasonable location specified by the corporation, additional records (listed in section 2.19(c)) if the member meets the following criteria:

- (i) the member must give the corporation a written demand to inspect made in good faith and for a proper purpose at least ten (10) business days before the date on which the member wishes to inspect and copy; and
- (ii) the member must describe with reasonable particularity:
 - (1) the member's purpose and
 - (2) the records that the member desires to inspect; and
- (iii) the corporation must approve that the records are directly connected with the member's purpose.

(c) **Additional Records.** If the member meets the requirements of section 2.19(b), the member may inspect and copy:

- (i) excerpts from minutes of any meeting of the Board, records of any action of a committee of the Board acting on behalf of the corporation, minutes of any meeting of the members, and records of action taken by the members without a meeting, to the extent not subject to inspection under paragraph (a) of section 2.18;
- (ii) accounting records of the corporation; and
- (iii) subject to provisions of section 2.10(c), the membership list.

(d) **Copy Costs.** The right to copy includes the right to photograph, xerox, or copy by other reasonable means. The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1 General Powers

All corporate powers shall be exercised by or under the authority of the Board. The business and affairs of the corporation shall be managed under the direction of the Board.

Section 3.2 Number, Tenure, and Qualifications of Directors

The number of directors of the corporation shall be thirteen (13). Eight (8) members shall be Caucus Board Members. Five (5) members of the Board shall be officers of the corporation. Each director shall have one vote on any matter that comes before the Board. Subsequent to initial election, each Caucus Board Member shall hold office for a two year term or until

removed in accordance with section 3.3. Officers shall term for terms as provided in Article IV, Section 4.2. If the Board director's term expires, the director shall continue to serve until the members have elected and qualified a successor or until there is a decrease in the number of directors. Officers of the corporation shall serve as members of the Board for their entire term of service as an officer, unless removed under Article III, Section 3.3 in which case the officer shall cease to serve as both a member of the Board and as an officer of the corporation.

Section 3.3 Removal of Directors

A Caucus Board Member may be removed, with or without cause, by the caucus electing the Caucus Board Member. The officers of the corporation may be removed, with or without cause, by a majority vote of the members present at a duly constituted meeting. Notice must be sent to all members and directors that a purpose of the meeting is removal of an officer as a board member.

Section 3.4 Board of Director Vacancies

If a vacancy occurs on the Board, including a vacancy resulting from an increase in the number of directors, the directors may fill the vacancy until the next regularly scheduled annual meeting. If the directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. If a director resigns effective at a specific later date, the directors may fill the vacancy, before the vacancy occurs, but the new director may not take office until the vacancy actually occurs. When the directors elect a director to fill a vacancy, the director's term expires at the next membership meeting at which members elect directors.

Section 3.5 Officers and Executive Director as Members of the Board

The officers of the corporation shall serve as voting members of the Board. They are members by virtue of their office. The Executive Director of the corporation shall serve as an e-officio non-voting member of the Board. Each Board member shall attend Board meetings and may participate in discussions.

Section 3.6 Regular Meetings of the Board of Directors

The Board shall hold a regular meeting immediately after, and at the same place as, the annual membership meeting. No notice of the meeting other than this bylaw is required. The Board may provide, by resolution, the date, time and place of additional regular meetings. Regular board of director meetings may be held by conference telephone, if convened in accordance with section 3.8.

Section 3.7 Special Meetings of the Board of Directors

Any officer or twenty (20%) of the directors then in office may call and give notice of special meetings of the Board. Those authorized to call special Board meetings may fix any place within the county where the corporation has its principal office as the special meeting place. Special Board meetings may be held by conference telephone, if convened in accordance with Article III, Section 3.8.

Section 3.8 Board of Director Meetings by Conference Telephone

If, authorized by the Board, the Board or any designated committee of the corporation may participate in a Board or committee meeting by means of a conference telephone or similar communications equipment, provided all persons entitled to participate in the meeting received proper notice of the telephone meeting (see Article III, Section 3.9), and provided all persons participating in the meeting can hear each other at the same time. A director participating in a conference telephone meeting is deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting the meeting by phone.

Section 3.9 Notice of, and Waiver of Notice for, Special Director Meetings

(a) Notice. The corporation's secretary shall give either oral or written notice of any special director meeting at least five (5) business days before the meeting. The notice shall include the meeting place, day and hour. If the meeting is to be held by conference telephone, (regardless of whether it is regular or special), the secretary must provide instructions for participating in the telephone meeting.

(b) Effective Date. If mailed, notice of any director meeting shall be deemed to be effective at the earlier of:

- (i) five (5) days after deposited in the United States mail, addressed to the director's business office, with postage prepaid; or
- (ii) the date shown on the return receipt (if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the director); or
- (iii) the date when received.

(c) Waiver of Notice. Any director may waive notice of any meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records.

A director's attendance at a meeting waives the director's right to object to lack of notice or defective notice of the meeting; this shall be true unless the director, at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.

Neither the secretary nor director needs to specify in the notice or waiver of notice the business to be transacted at, or the purpose of, any special Board meeting.

Section 3.10 Director Quorum

A majority of the number of directors shall constitute a quorum for the transaction of business at any board of director meeting.

Section 3.11 Directors, Manner of Acting

(a) Required Number to Constitute Act. The act of a majority of the directors present at a meeting at which a quorum is present (when the vote is taken) shall be the act of the Board. If no quorum is present at a meeting of directors, the directors may not take action on any Board matter other than to adjourn the meeting to a later date.

(b) Director Approval. The corporation shall deem a director to have approved of an action taken if the director is present at a meeting of the Board unless:

- (i) the director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or
- (ii) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (iii) the director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 3.12 Conduct of Board of Director Meetings

The chair, or in the chair's absence, the chair-elect, or in their absence, any person chosen by the directors present shall call the meeting of the directors to order and shall act as the chairperson of the meeting. The chairperson, or the chairperson's designee, shall establish rules of the meeting that will freely facilitate debate and decision making. The chairperson will indicate who may speak when and when a vote will be taken. The secretary of the corporation shall act as the secretary of all meetings of the directors, but in the secretary's absence, the presiding officer may appoint any other person to act as the secretary of the meeting.

Section 3.13 Director Action Without a Meeting

The directors may act on any matter generally required or permitted at a Board meeting, without actually meeting, if seventy-five (75%) of the directors take the action and sign a written consent describing the action taken. Action taken by written action or consent is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed written action or consent has the effect of a meeting vote and may be referred to as a meeting vote in any document.

Section 3.14 Director Committees

(a) Creation of Committees. The Board may create one or more committees and appoint committee members to serve on them. Each committee must have two (2) or more directors, who serve at the pleasure of the Board. Each committee shall be chaired by an officer of the corporation. The Executive Director, described in this Article III, Section 3.14(d)(i)(2)(B) shall serve as an ex-officio non-voting member of each committee.

(b) Selection of Members. Committee members must be employed by or affiliated with a Voting Member or an Affiliate Member whose membership is in good standing.

(c) Required Procedures. Sections 3.6, 3.7, 3.8, 3.9, 3.10, 3.11, 3.12, and 3.13 of this Article III, 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 the procedural rules governing the operation of the Board itself.

(d) Authority. Each committee may exercise the specific Board authority which the Board confers upon the committee in the resolution creating the committee. Provided, however, a committee may not:

- (i) approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- (ii) elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; or
- (iii) adopt, amend, or repeal the articles or bylaws.

(e) Standing Committees. The following committees shall be standing committee of the corporation:

(i) Executive Committee.

(1) The Executive Committee is composed of the officers of the corporation and shall have the authority to make decisions on behalf of the corporation between meetings of the Board. The chair shall serve as the chair of the Executive Committee. Decisions shall be made by a majority vote of committee members present at the meeting. A majority of the officers shall constitute a quorum.

(2) The Executive Committee is authorized and shall:

- (A) present a full report of its activities at each meeting of the Board;
- (B) hire or contract the services of an Executive Director, as permitted and under such criteria as are outlined by the Board;
- (C) perform an annual evaluation of the Executive Director and make recommendations and report its findings to the Board;
- (D) annually prepare and submit to the Board no later than thirty days prior to the annual meeting an annual budget for the operations of the corporation.

(ii) Nominating Committee. The Nominating Committee shall consist of at least five (5) Voting Members and include one (1) member of the Executive Committee and equal representation from Voting Member caucuses. The past chair shall act as chair of the nominating committee. The nominating committee shall annually:

- (1) nominate at least two (2) candidates for each of the officer positions of chair, chair-elect, secretary, and treasurer;

- (2) request recommendations for Board of director nominations from the voting members;
 - (3) prepare a ballot to be sent to each voting member thirty (30) days prior to the annual meeting; and
 - (4) tabulate the ballots prior to the Annual Meeting.
- (iii) Legislative Committee. The Legislative Committee shall consist of at least five (5) Voting Members and include one (1) member of the Executive Committee. The chair-elect shall serve as chair of the legislative committee. The legislative committee shall work with the chair and the Executive Director to:
- (1) study problems related to the public health infrastructure of Montana;
 - (2) formulate recommendations for solving the problems;
 - (3) draft legislation when necessary;
 - (4) provide advocacy, education, and member support for needed legislation; and
 - (5) testify before Legislative Committees or the full House, Senate, or Legislature as warranted.
- (iv) Membership Committee. The Membership Committee shall consist of five voting and/or affiliate members of the corporation. The Secretary shall serve as chair of the membership committee. The membership committee shall:
- (1) conduct member surveys;
 - (2) plan and execute member educational forums and caucuses;
 - (3) develop recognition awards, criteria for eligibility, and methodologies for selection; and
 - (4) on an annual basis, provide for recognition of outstanding achievement of members and others who contribute to the health of the public.
- (v) Finance Committee. The finance committee shall consist of five (5) Voting Members. The treasurer shall serve as chair of the finance committee. The finance committee shall have the power to appoint, oversee, and assist accountants or auditors in any audit or review of the records of the corporation. The finance committee shall annually present to the Board a report of the financial activities of the corporation. The finance committee shall:
- (1) prepare and approve a proposed budget before it is presented to the executive committee;
 - (2) review and outline the structure of dues and assessments and annually present their finding to the Board.

- (3) annually present to the Board a report of the financial activities of the corporation; and
- (4) handle such other financial matters as directed by the Board.

Section 3.16 Compensation, Loans to, or Guarantees for Directors

(a) Director Compensation. The Board may, upon approval of the majority of that Board, pay each director expenses, if any, of attendance at each Board meeting or committee meeting of the Board. The directors shall not be paid a salary or fee for attending the meeting. A director may, however, serve the corporation as an employee and receive reasonable compensation or contract for services and receive reasonable compensation.

(b) Loans to or Guaranties for Directors. The corporation may not lend money to or guarantee the obligation of a director of the corporation.

ARTICLE IV. OFFICERS

Section 4.1 Number of Officers

The officers of the corporation shall be a chair, chair-elect, past-chair, secretary and treasurer. The members shall elect the officers as provided in Article II, Section 2.17. The Board may appoint other officers and assistant officers, including a vice-chair, if it deems it necessary. If the Board specifically authorizes an officer to appoint one or more officers or assistant officers, the officer may do so. The same individual may simultaneously hold more than one office in the corporation. The chair-elect, unless removed by the Board as provided in Article IV, Section 4.3, shall automatically be appointed chair at the expiration of the term of the chair.

Section 4.2 Term of Office

The Chair shall serve for one year, the secretary shall serve for two years, the treasurer shall serve for two years, the chair-elect shall serve for one year and automatically assume the position as chair at the expiration of the term of the chair, and the past-chair shall serve for one year. A designation of a specified term does not grant to the officer any contract rights, and the Board can remove the officer at any time prior to the termination of the designated term.

Section 4.3 Reserved.

Section 4.4 Chair

The chair shall be subject to the control of the Board, and shall in general supervise and control, in good faith, all of the business and affairs of the corporation. The chair shall, when present, preside at all meetings of the members and of the Board. The chair may sign, with the secretary or any other proper officer of the corporation that the Board has authorized, corporation deeds, mortgages, bonds, contracts, or other Board authorized instruments. The chair, with the approval of the Board, shall, among other responsibilities delegated to the chair by the Board:

- (a) Appoint corporate members to committees, work groups, task forces, and other meetings or organizations at the state or national level as may be necessary to represent the interests of the corporation;
- (b) Provide leadership to the Board and the membership on such matters that promote the welfare and increase the usefulness of the corporation; and
- (c) Perform other duties as directed by the Board.

Section 4.5 The Chair-Elect

The chair-elect shall perform, in good faith, the chair's duties if the chair is absent, dies, is unable or refuses to act. If the chair-elect acts in the absence of the chair, the chair-elect shall be subject to all the restrictions upon the chair. The chair-elect shall perform any other duties that the chair or Board may assign to the chair-elect. The chair-elect shall succeed the chair at the completion of the chair's term of office. The first chair-elect of the Association will serve a three-year term: the first year as chair-elect, the second year as chair, and the third year as past chair.

Section 4.6 The Secretary

The secretary shall in good faith: (1) create and maintain one or more books for the minutes of the proceedings of the members and of the Board; (2) provide that all notices are served in accordance with these bylaws or as required by law; (3) be custodian of the corporate records; (4) when requested or required, authenticate any records of the corporation; (5) keep a current register of the post office address of each member; and (6) in general perform all duties incident to the office of secretary and any other duties that the chair or the Board may assign to the secretary.

Section 4.7 The Treasurer

The treasurer shall: (1) have 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; (3) submit the books and records to a Certified Public Accountant or other accountant for annual audit or review; and (4) in general perform all of the duties incident to the office of treasurer and any other duties that the chair or Board may assign to the treasurer.

Section 4.8 Past Chair

The past chair shall have such responsibilities and duties as are assigned by the chair.

Section 4.9 Assistant Secretaries and Assistant Treasurers

The assistant secretaries and assistant treasurers, in general, shall perform the duties that the secretary or treasurer, respectively, or the chair or Board may assign to them.

Section 4.10 Compensation, Loans to, or Guarantees for Officers

Officers shall not in performing their duties as officers, receive a salary or compensation, but may, upon approval of the Board, receive reimbursement for expenses approved by the Board. The Board may fix and or adjust salaries of the officers from time to time. The corporation may not lend money to or guarantee the obligation of an officer of the corporation. Nothing in these by laws shall prohibit the corporation from retaining or compensating an officer, for consultation services or other specific project services within the expertise of the officer, provided the compensation paid is reasonable.

ARTICLE V. NOTIFICATION OF ATTORNEY GENERAL

Section 5.1 Notification of Attorney General

The secretary of the corporation shall notify the attorney general of the State of Montana when dissolution, indemnification, merger, and the sale of assets (as defined in the Montana Nonprofit Corporation Act) occur. The secretary shall deliver notice in the manner required by each event and cooperate with the Attorney General in providing necessary information.

- (a) Dissolution.
 - (i) In the event of dissolution, the secretary shall give the Attorney General written notice that the corporation intends to dissolve at or before the time the secretary delivers articles of dissolution to the Montana Secretary of State. The notice must include a copy or summary of the plan of dissolution.
 - (ii) The corporation shall not transfer or convey assets as part of the dissolution process until twenty (20) days after the secretary has given the written notice required by Article V, Section 5.1(a)(i) to the Attorney General or until the Attorney General has consented in writing to the dissolution or indicated that the Attorney General will not take action in respect to transfer or conveyance, whichever is earlier.
 - (iii) When the corporation has transferred or conveyed all or substantially all of its assets following approval of dissolution, the Board shall deliver to the Attorney General a list showing those, other than creditors, to whom the corporation transferred or conveyed assets. The list must indicate the address of each person, other than creditors, who received assets and an indication of what assets each received.
- (b) Indemnification

The secretary of the corporation must give the Attorney General written notice of its proposed indemnification of a director. The corporation may not indemnify a director until twenty (20) days after the effective date of the written notice.
- (c) Merger

The secretary of the corporation must give the Attorney General written notice of a proposed merger of the corporation, and include with the notice a copy of the

proposed plan of merger, at least twenty (20) days before consummation of any merger.

(d) Removal of Directors

The secretary of the corporation must give written notice to the Attorney General if the corporation or at least ten percent (10%) of its members commence a proceeding to remove any director by judicial proceeding.

(e) Sale of assets

The secretary of the corporation must give written notice to the Attorney General twenty (20) days before it sells, leases, exchanges, or otherwise disposes of all or substantially all of its property if the transaction is not in the usual and regular course of its activities, unless the Attorney General has given the corporation a written waiver of this subsection.

ARTICLE VI. INDEMNIFICATION OF DIRECTORS, OFFICERS AGENTS, AND EMPLOYEES

Section 6.1 Indemnification of Directors

(a) General. An individual made a party to a proceeding because the individual is or was a director of the corporation may be indemnified against liability incurred in the proceeding, but only if the indemnification is both:

- (i) determined permissible; and
- (ii) authorized, as defined in subsection (b) of this Article VI, Section 6.1. (The indemnification is further subject to the limitation specified in subsection (d) of Article VI, Section 6.1.)

(b) Determination and Authorization. The corporation shall not indemnify a director under section 6.1 of Article VI unless:

- (i) Determination. Determination has been made in accordance with procedures set forth in the Montana Nonprofit Corporation Act that the director met the standard of conduct set forth in subsection (c) below, and
 - (ii) Authorization. Payment has been authorized in accordance with procedures listed in the Montana Nonprofit Corporation Act based on a conclusion that the expenses are reasonable, the corporation has the financial ability to make the payment, and the financial resources of the corporation should be devoted to this use rather than some other use by the corporation.
- (c) Standard of Conduct. The individual shall demonstrate that:
- (i) the individual acted in good faith; and

- (ii) the individual reasonably believed:
 - (1) in acting in an official capacity with the corporation, that the individual's conduct was in the corporation's best interests;
 - (2) in all other cases, that the individual's conduct was at least not opposed to the corporation's best interests; and
 - (3) in the case of any criminal proceeding, that the individual had no reasonable cause to believe that the conduct was unlawful.

A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirement of Article VI, Section 6.1, subsection (c)(ii)(2).

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, a determination that the director did not meet the standard of conduct described in this section.

(d) No indemnification Permitted in Certain Circumstances. The corporation shall not indemnify a director under section 6.1 of Article VI if:

- (i) the director was adjudged liable to the corporation in a proceeding by or in the right of the corporation; or
- (ii) the director was adjudged liable in any other proceeding charging that the director improperly received personal benefit, whether or not the individual acted in an official capacity.

(e) Indemnification Limited. Indemnification permitted under Section 6.1 of Article VI in connection with a proceeding by the corporation or in the right of the corporation is limited to the reasonable expenses incurred in connection with the proceeding.

Section 6.2 Advance Expenses for Directors

The company may pay for or reimburse, in advance of final disposition of the proceeding, the reasonable expenses incurred by a director who is a party to a proceeding if:

- (a) by following the procedures of the Montana Nonprofit Corporation Act the Board determined that the director met requirements (c)-(e) listed below; and
- (b) the Board authorized an advance payment to a director; and
- (c) the director has furnished the corporation with a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 6.1 of Article VI; and
- (d) the director has provided the corporation with a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct; the director's undertaking must be an unlimited

general obligation, but need not be secured, and the corporation may accept the undertaking without reference to financial ability to make repayment; and

(e) the Board determines that the facts then known to it would not preclude indemnification under Section 6.1 of this Article VI or the Montana Nonprofit Corporation Act.

Section 6.3 Indemnification of Officers, Agents and Employees

The Board may choose to indemnify and advance expenses to any officer, employee, or agent of the corporation applying those standards described in Sections 6.1 and 6.2 of Article VI.

Section 6.4 Mandatory Indemnification

Notwithstanding any other provisions of these bylaws, the corporation shall indemnify a director or officer, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because he or she is or was a director or officer of the corporation, against expenses incurred by the director or officer in connection with the proceeding.

ARTICLE VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

Section 7.1 Contracts

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instruments in the name of and on behalf of the corporation and such authorization may be general or confined to specific instruments.

Section 7.2 Loans

The corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the Board authorizes such a contract by resolution. The corporation shall not allow anyone to issue evidence of the corporation's indebtedness unless the Board authorizes the issuance by resolution. The authorization may be general or specific.

Section 7.3 Checks, Drafts, etc.

The Board shall authorize by resolution which officer(s) or agent(s) may sign and issue all corporation checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness. The Board shall also determine by resolution the manner in which these documents will be signed and issued.

Section 7.4 Deposits

The treasurer of the corporation shall deposit all funds of the corporation, that are not being used, in banks and other depositories; the Board shall authorize by Board resolution the exact location of the banks and depositories.

Section 7.5 Voting of Securities Owned by this Corporation

(a) General. Subject to the specific directions of the Board, any shares or other securities issued by another corporation and owned or controlled by this corporation may be voted at any meeting of security holders of the other corporation by the chair of this corporation who may be present.

(b) Proxy. Whenever, in the judgement of the chair, or in the chair's absence, the chair-elect, it is desirable for this corporation to execute a proxy or written consent in respect to any shares or other securities issued by any other corporation and owned by this corporation, the chair or chair-elect of this corporation, acting in the name of this corporation, shall execute the proxy or written consent. The chair or chair-elect will not need the authorization of the Board to take this action. Nor will the chair or chair-elect need to affix a corporate seal, countersignature or attestation by another officer. Any person or persons designated in this subsection as the proxy or proxies of this corporation shall have the full right, power, and authority to vote the shares or other securities issued by the other corporation and owned by this corporation the same as the shares or other securities might be voted by this corporation.

ARTICLE VIII. PROHIBITED TRANSACTIONS

Section 8.1 Prohibited Transactions

(a) Prohibition Against Sharing in Corporation Earnings. No member, director, officer, employee, committee member, or person connected with the corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided that this shall not prevent the corporation's payment to any person of reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as determined by the Board.

(b) Prohibition Against Issuance of Stock, Dividends, Distributions. The corporation shall not have or issue shares of stock. No dividends shall be paid. No part of the income or assets of the corporation shall be distributed to any of the persons listed in section 8.1(a) without full consideration. The corporation is prohibited from lending money to guarantee the obligation of a director or officer of the corporation. (See Article III, Section 3.16(b) and Article IV, Section 4.10). No member of the corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the corporation. The corporation may contract in due course, for reasonable consideration, with its members, trustees, officers without violating this provision.

(c) No Personal Distributions Upon Dissolution. None of the persons listed in section 8.1(a) shall be entitled to share in the distribution of any of the corporation's assets upon the dissolution of the corporation. All members of the corporation are deemed to have expressly agreed that, upon the dissolution or the winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board, shall be distributed, transferred, conveyed, delivered, and paid over exclusively to the organization or organizations as the Board may designate. Receiving organizations must be organized and operated exclusively for charitable, education, religious or scientific purposes and at the time qualify as an exempt organization or organizations under section 501(c) of the Internal Revenue Code of 1986 as it now exists or may later be amended.

(d) Other Prohibitions. Neither the corporation, nor its directors, nor its officers have any power to cause the corporation to do any of the following with Related Parties:

- (i) make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth;
- (ii) sell any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth.

For the purpose of this subsection, Related Parties means any person who has made a substantial contribution to the corporation, or with a brother, sister, spouse, ancestor, or lineal descendant of the person giving, or with a corporation directly or indirectly controlled by the person giving.

Section 8.2 Prohibited Activities

Notwithstanding any other provisions of these bylaws, no member, 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 exempt organization under section 501(c) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may later be amended.

Section 8.3 Purchase of Memberships

The corporation may not purchase any of its memberships or any right arising from membership.

Section 8.4 Corporate Funds Used For Indemnification.

Corporate funds may be used to benefit officers and directors by way of indemnification, but only if such indemnification is authorized by Article VI of these bylaws.

ARTICLE IX. EMERGENCY BYLAWS

Section 9.1 Emergency Bylaws

(a) General. The following provisions of this Article IX, Section 9.1 "Emergency Bylaws" shall be effective during an emergency which is defined as when a quorum of the corporation's directors cannot be readily assembled because of some catastrophic event.

(b) Notice of Board Meetings. During an emergency, any one member of the Board or any one of the following officers: chair, the chair-elect, secretary, treasurer or past chair, may call a meeting of the Board. Notice of the emergency meeting need be given only to those directors and officers whom it is practicable to reach, and may be given in any practical manner, including by publication and radio. The notice shall be given at least six (6) hours prior to commencement of the meeting.

(c) Temporary Directors and Quorum. During an emergency, a majority of the officers of the corporation shall constitute a quorum of the Board.

(d) Actions Permitted to be Taken. The Board as constituted in paragraph (c), and after giving notice as described in paragraph (b) may:

- (i) Officer's Powers. Prescribe emergency powers to any officer of the corporation;
- (ii) Delegation of Any Power. Delegate to any officer or director any of the powers of directors;
- (iii) Lines of Succession. Designate lines of succession of officers and agents, in the event that any of them are unable to discharge their duties;
- (iv) Relocate Principal Place of Business. Relocate the principal place of business or designate successive or simultaneous principal places of business;
- (v) All Other Action. Take any other action, convenient, helpful, or necessary to carry on the business of the corporation.

ARTICLE X. AMENDMENTS

Section 10.1 Amendments

(a) General. An amendment (including adding and replacing sections) to a corporation's bylaws must be approved by the majority of members of the corporation except that the Board may approve of amendments, if the amendment does not relate to the number of directors, the composition of the Board, the term of office of directors, or the method or way in which directors are elected or selected, or the method for amending these bylaws.

(b) Notice of Meeting to Vote Amendment. If the Board or the members seek to have the amendment approved by the members at a membership meeting, the secretary of the corporation shall give written notice to the corporation members of the proposed membership meeting, in accordance with section 2.7. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and must contain or be accompanied by a copy or summary of the amendment.

(c) Approval of Amendment by Written Consent or Written Ballot. If the Board or the members seek to have the amendment approved by the members by written consent or by written ballot, the material soliciting the approval must contain or be accompanied by a copy or a summary of the amendment.

(d) Members' Rights. The corporation's members may amend or repeal or reinstate any bylaw amended, deleted or added by the Board.

CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned, the secretary of the aforesaid Montana non-profit corporation, does hereby certify that the above and foregoing bylaws were duly adopted as the bylaws of the said corporation by vote of the board of directors at a duly held meeting on _____, 2006, and the same do now constitute the bylaws of the corporation.

DATED: _____, 2006.

Secretary, Board of Directors

ATTEST:

Chair, Board of Directors