

**BYLAWS OF
CONFLUENCE PUBLIC HEALTH ALLIANCE**

A Montana Nonprofit Public Benefit Corporation

**ARTICLE I
GENERAL CORPORATE PROVISIONS**

1.1 Name.

The Corporation shall be known as Confluence Public Health Alliance.

1.2 Authority.

This Corporation is incorporated under and shall be operated according to the Montana Nonprofit Corporation Act (the "Act").

1.3 Purpose.

The Corporation is organized and shall be operated not for profit but exclusively for the promotion of the public interest by means of charitable, educational, scientific, and literary activities within the meaning of Sections 501(c)(3) and 170(b)(1)(A)(iv) of the Internal Revenue Code of 1986, as amended ("Code"). These purposes shall include, but not be limited to the promotion of the public health for Montanans by providing services that advance innovation and collaboration between and among public health organizations and the individuals providing programs, services and protections that impact public health.

1.4 Powers.

This Corporation shall have all the powers conferred on nonprofit corporations by the state of Montana including, without limitation, the power to acquire, receive, buy, take, hold, own, lease, mortgage, exchange, convey, donate and dispose of any and all kinds of property whether real, personal or mixed; to borrow and lend money and to do all things necessary, incidental or advantageous to the aforesaid purposes or for the carrying on or execution of the same; and to receive by devise, bequest or other form of donation, and to otherwise acquire, hold, manage and/or dispose of, such real and personal property as may be necessary or incidental to the purposes of the Corporation.

1.5 Principal Office.

The principal office of the Corporation shall be located in Helena, Montana, and in such other locations as may be determined by the Board of Directors.

1.6 Registered Office.

The registered office of the Corporation required by the Act to be maintained in the state of Montana may be, but not need be, identical to the principal office in the state of Montana, and the address of the registered office and registered agent may be changed from time to time by the Board of Directors.

ARTICLE II MEMBERSHIP

2.1 Members.

The Corporation shall have three corporate members. The initial corporate members are (a) Association of Montana Public Health Officials; (b) Montana Public Health Association; and (c) Montana Environmental Health Association. A change in the membership status, addition of new corporate members; or addition of additional classes of membership can only be made by amendment of these Bylaws approved by all corporate members.

2.2 Actions Requiring Approval of Corporate Member.

In addition to having all rights that are granted to members by the Montana Nonprofit Corporation Act, the following actions of the Board of Directors must be approved by the corporate members, prior to the action being effective:

- (a) Any amendment to the Corporation's statements of mission, philosophy, policy, and/or purpose;
- (b) Any amendment to the Corporation's Articles of Incorporation;
- (c) Any amendment to these Bylaws;
- (d) The creation of new or discontinuation of existing programs;
- (e) Any change in the number of Directors of the Corporation;
- (f) The annual budget of the Corporation presented by the Board of Directors;
- (g) Any change to the investment policy for all of the corporate funds;
- (h) Any unbudgeted expenditure in excess of Ten Thousand Dollars (\$10,000.00);
- (i) Any sale, lease or mortgage of the Corporation's real property or any of its personal property with a value of Ten Thousand Dollars (\$10,000.00) or more;
- (j) Any formal affiliation, merger, consolidation, or dissolution;

2.3 Approval Process by a Corporate Member.

- (a) Any action approved by the Board of Directors that requires approval by the corporate member as identified in Section 2.2 shall be made by the respective corporate members executing and delivering to the Board Chair a written instrument or instruments, signed by an authorized corporate member officer, setting forth the action taken and the applicable corporate authorizations or directions from the corporate member board or an authorized corporate member officer. For these purposes, a written instrument may include electronic transmissions, such as facsimile or email, provided that the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.
- (b) If an authorized corporate member officer is unable to immediately approve the action, and believes the matter should be considered and acted upon by the corporate member's board of directors prior to approval, then the authorized corporate member officer shall promptly notify the Corporation's Executive Director of the time at which such matter will be considered by the corporate member's board of directors and the Corporation's Executive Director shall have the opportunity to present the Corporation's rationale for approval of the action.
- (c) The action of a corporate member shall be deemed to have been taken on the dates the written instruments are so delivered, unless the instruments provide otherwise.

ARTICLE III BOARD OF DIRECTORS

3.1 Powers and Duties of the Board.

Except as otherwise provided by law and subject to the Articles of Incorporation and the powers reserved to the corporate members in Article 2.2, the business, affairs, and property of the Corporation shall be managed by the Board of Directors (collectively "Board", individually "Director"). The Board of Directors shall have supervision, control and direction of the affairs of the Corporation, shall actively promote and pursue the Corporation's objectives, and shall supervise the disbursement of the Corporation's funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to one or more committees. The powers and duties of the Board shall include, but not be limited to, the following:

- (a) To establish the philosophy and monitor the accomplishment of the goals of the Corporation;

- (b) To develop and establish policies for the Corporation and its programs;
- (c) To review and recommend the budget and to initiate, implement and administer such programs as may be necessary and proper to provide for the financial support of the Corporation;
- (d) To authorize expenditures and execution of contracts in accordance with the approved budget;
- (e) To recommend and propose short range and long range goals in accordance with the purposes of the Corporation;
- (j) To propose to the corporate members amendments of the Articles of Incorporation and Bylaws of the Corporation;
- (k) To advise the corporate members on the Corporation's progress and needs;
- (l) To develop and establish programs to support the Corporation's purposes.

3.2 Number.

The number of Directors shall be not less three (3) nor more than nine (9). If there are three (3) Directors, each Director must be an active board member for the board of directors of one of the corporate member organizations. If there are six, there must be at least one Director that is an active board member for the board of directors of each of the corporate member organizations. If there are nine, at least six (6) Directors must be active board members for the board of directors of the corporate member organizations. If the Corporation has an Executive Director, then such individual shall be an ex officio, non-voting Director.

3.3 Appointment and Term of Office.

Each corporate member shall appoint three (3) individuals to serve as Directors on the Corporations Board of Directors. The Directors shall be appointed for a two (2) year term of office, provided that initial terms shall be established such that terms of office are staggered so that approximately one-half of the Board seats will become open each year. No Director shall serve more than three (3) consecutive full terms. An individual may be eligible for reappointment after a one (1) year lapse in service as a Director.

3.4 Vacancies.

- (a) Vacancies on the Board shall exist **(i)** on the death, resignation or removal of any Director, or **(ii)** whenever the number of authorized Directors is increased.
- (c) Directors may be removed with or without cause by action of the corporate member that appointed such Director.

- (d) Any Director may resign effective upon giving written notice to the President or Secretary, unless the notice specifies a later time to the effectiveness of such resignation. No Director may resign if the Corporation would then be left without duly appointed Directors in charge of its affairs, except upon notice to the Attorney General.
- (e) The corporate member appointing any Director for which there is a vacancy shall appoint an individual to hold office until the end of the term of the replaced Director, or until his or her death, resignation, or removal from office.

3.5 Annual Meeting.

A regular annual meeting of the Board shall be held each year at a time and place set by resolution of the Board, or as specified in the notice of the meeting. Newly elected officers shall assume their office at the next regularly scheduled Board meeting following the annual meeting.

3.6 Regular Meetings.

The Board shall hold regular meetings at such time and place as is designated by the President or by resolution of 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.

3.7 Special Meetings.

Special meetings of the Board may be held at any time at the call of the President or at the written request of three (3) or more Directors. Upon such request, the President shall call a meeting.

3.8 Notice of Board of Directors Meetings.

- (a) Forms of Notice. A written or printed notice of every annual, regular, and special meeting of the Board, stating the date, time and place, but not necessarily the purpose of the meeting must be given to each Director either personally or sent by US mail or e-mail to each Director at his or her address as shown by the records of the Corporation. The notice of an annual or regular meeting must be provided not fewer than ten (10) days prior to the date of the meeting and notice of a special meeting must be provided not fewer than three (3) days prior to the date of the meeting.
- (b) Effective Date of Notice. If mailed, notice of any meeting shall be deemed to be effective at the earlier of **(i)** three (3) days after deposited in the United States mail, addressed to the Director's business office, with postage prepaid, **(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. If e-mailed, a notice shall be deemed delivered when sent, unless an electronic notice of non-delivery is returned to the sender of the notice.

- (c) Special Notice Provisions. Regardless of whether a meeting is a regular meeting or a special meeting, if a purpose of the meeting is to consider **(i)** an amendment to the Articles of Incorporation or Bylaws, **(ii)** a plan of merger, **(iii)** the sale, lease, exchange, or disposition of all, or substantially all of the Corporation's property, or **(iv)** the dissolution of the Corporation, then a notice must be given to each Director at least ten (10) days before the meeting stating the purpose, and the notice must be accompanied by a copy of or summary, if applicable, of the proposed amendment to the Articles of Incorporation or Bylaws, the proposed plan of merger, the transaction for the disposition of the Corporation's property, or proposed plan of dissolution.
- (d) Waiver of Notice. Any Director may waive notice of any meeting. The waiver must be in writing, signed by the Director entitled in 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 of defective notice of the meeting unless the Director, at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting because it was not lawfully convened, and does not vote for or assent to action taken at the meeting.

3.9 Quorum.

A majority of voting Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. In the absence of a quorum, those Directors present may adjourn the meeting from time to time without further notice. Withdrawal of Directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

3.10 Voting.

Each Director present at a meeting of the Board, whether in person, by conference telephone, or otherwise, shall be entitled to one (1) vote. There shall be no voting by proxy.

3.11 Manner of Acting.

The act of a majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board, except where otherwise provided by law or these Bylaws. Directors may participate in a meeting of the Board by means of a conference telephone or similar

communication equipment through which all persons can hear each other and participation at a meeting in this manner shall constitute presence at the meeting.

3.12 Director Action Without a Meeting; Use of Electronic Mail.

The Directors may act on any matter generally required or permitted at a Board meeting, without actually meeting, including voting on any matter properly brought before the Board of Directors, through a unanimous written consent. Such action can be taken by e-mail if an electronic copy of the resolution of action is included in an e-mail notice to the Directors at the e-mail addresses on record for each Director. The action shall be approved when each of the Directors entitled to vote on the matter respond with an affirmative vote via e-mail from the Director's e-mail address on record with the Corporation. Upon receiving an electronic response from each Director, a copy of each Director's vote shall be printed and the written version of the electronic responses shall be kept in the Corporation's minute book. The unanimous consent shall have the same effect as a unanimous vote.

3.13 Compensation.

Directors shall not receive compensation for their services as such, but may be reimbursed for bona fide expenses incurred arising out of services rendered. However, nothing herein shall prohibit payment of compensation to an individual serving as a Director who renders services to the Corporation in another capacity.

3.14 Liability Limitation.

A Director shall not be liable to the Corporation for monetary damages for breach of fiduciary duty as a Director, except for (i) a breach of the Director's duty of loyalty, or (ii) for acts or omissions that constitute willful misconduct, recklessness or a knowing violation of law, or (iii) for a transaction from which a Director derives an improper personal benefit, or (iv) for voting for or assenting to a distribution contrary to Montana Statutes or the Corporation's Articles of Incorporation.

ARTICLE IV OFFICERS

4.1 Officers.

The officers of the Board shall be a President, Vice-President, Secretary, and Treasurer. The Corporation, at the discretion of the Board, may have additional officers who shall perform such duties as the Board may assign. No elected officer shall serve in the same position for more than three (3) consecutive terms of office.

4.2 Election and Term of Office.

The officers shall be elected annually by the Board at the next regularly scheduled Board meeting following the annual meeting. The elected officers shall serve for a term of one (1) year and until a successor is elected, unless the officer sooner resigns or is removed by the Board.

4.3 Resignation and Removal of Officers.

Any officer may resign at any time by giving written notice to the President or Secretary of the Corporation and the resignation shall take effect as specified therein. Any elected officer may be removed with or without cause by the Board.

4.4 Vacancies.

A vacancy in any office shall be filled for the unexpired portion of the term in the same manner as provided for by the original election.

4.5 President.

The President 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 President shall preside at Board meetings and have the necessary authority and responsibility for the administration and operation of the Corporation and its activities, subject to these Bylaws and such orders as may be issued by the Board. The President shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Directors from time to time.

4.6 Vice-President.

The Vice-President shall perform the duties of the President during the absence or disability of the President and such other duties as the Board may assign.

4.7 Secretary.

The Secretary shall perform the following duties:

- (a) Keep at the principal office of the Corporation the original or an electronic copy of the Articles of Incorporation and Bylaws and an electronic file of minutes of all meetings of the Board and its committees;
- (b) See that all notices are given in accordance with the provisions of the Bylaws and as required by law;
- (c) Sign documents of the Corporation from time to time as required; and

- (d) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board.

The Secretary may delegate the specific duties set forth above to another individual or receive assistance from another individual in performing such duties, so long as the Secretary retains oversight and review of the records and documents prepared and distributed.

4.8 Treasurer.

The Treasurer shall perform the following duties:

- (a) Review the financial statement of the condition of the finances of the Corporation whenever requested by the Board;
- (b) Prepare an annual budget in consultation with the President showing the expected receipts and expenditures as required by the Board; and
- (c) In general, perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or the Board.

The Treasurer may delegate certain acts or receive assistance from another individual in performing the duties set forth above, so long as the Treasurer retains oversight and review of the related records or documents.

ARTICLE V COMMITTEES

5.1 Establishment and Appointment of Board Committees.

The Board of Directors may create committees by a majority vote of the Directors then in office. Such committees shall include no less than two Directors. Appointments to Board Committees shall be approved by a majority vote of the Directors then in office. To the extent provided in the resolution designating and appointing the Board Committee, it may take any action on behalf of the Board of Directors as may from time to time be permitted by law, other than those actions specifically prohibited in Section 5.2. Each committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of committee meetings and other matters relating to its procedure. The designation and appointment of any Board Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board or the Director by law.

5.2 Restrictions on Board Committees. A committee shall not have authority with respect to:

- (a) The filling of vacancies on the Board or in any committee which has the authority of the Board.

- (b) The fixing of compensation of the Directors for serving on the Board or any committee.
- (c) The amendment or repeal of bylaws or the adoption of new bylaws.
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- (e) The appointment of committees of the Board or the members thereof.
- (f) The approval of any self-dealing transaction.

ARTICLE VI FISCAL MATTERS

6.1 Fiscal Year.

The fiscal year of the Corporation shall commence on January 1st of each year and end on December 31st of each year.

6.2 Contracts.

The Board, in accordance with the authority granted in these Bylaws and subject to the approval of the corporate members if required by these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit and to render it liable pecuniary for any purpose or in any amount.

6.3 Loans.

No loans shall be contracted for or on behalf of the Corporation and no negotiable papers shall be issued in its name, unless and except as authorized by the Board and the corporate members. No loans shall be granted to any Director, officer or employee of the Corporation or of any corporate member.

6.4 Deposits.

All funds of the Corporation shall be deposited to the credit of the Corporation with such banks, trust companies or other depositories as the Board of Directors selects or as may be selected by the officer to whom such authority may be delegated by the Board.

6.5 Checks and Drafts.

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.

6.6 Gifts.

The Board may accept on behalf of the Corporation or it may in its discretion reject any contribution, gift, bequest or devise, for and consistent with general or specific purposes of the Corporation, subject to the approval of the corporate members if required by Article II.

6.7 Books, Records, and Accounts.

The Corporation shall keep correct and complete books and records of account and shall also keep records of actions of the corporate members relating to the Corporation and minutes of the proceedings of the Board and Board committees, which records shall be open to inspection by the corporate members and the Directors at any reasonable time.

ARTICLE VII INDEMNIFICATION

7.1 Mandatory Indemnification of Directors.

The Corporation shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.

7.2 Permissible Indemnification of Directors.

The Corporation shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the Corporation, against liability incurred in the proceeding, if determination to indemnify him or her has been made in the manner prescribed by the Act and payment has been authorized in the manner prescribed by the Act as referenced in section 1.2.

7.3 Advances for Expenses.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as

authorized by the Board in the specific case, upon receipt of **(i)** a written affirmation from the Director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this Article, and **(ii)** an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation authorized in this article.

7.4 Indemnification of Officers, Agents and Employees.

An officer of the Corporation who is not a Director is entitled to mandatory indemnification under this Article to the same extent as a Director. The Corporation may also indemnify and advance expenses to an officer, employee, or agent of the Corporation who is not a Director to the same extent as a Director or to any extent, consistent with the Act and public policy that may be provided by the general or specific action of the Board or by contract.

7.5 Insurance.

The Corporation may purchase and maintain insurance **(i)** to insure itself with respect to the indemnification payments it is authorized or obligated to make pursuant to this Article, and **(ii)** on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise to insure against any liability asserted against person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Director would have the power to indemnify the person against such liability under the provisions of this Article.

ARTICLE XIII MISCELLANEOUS

8.1 Conflict of Interest.

A Director shall disclose to the Board any interest that the Director directly or indirectly has in any person or entity that is a party to a transaction under consideration by the Board of Directors. The interested Director shall abstain from voting on the transaction. The Board shall develop and approve by resolution a written conflict of interest policy to govern the activities of the Directors and officers of the Corporation.

8.2 Amending Bylaws.

The Bylaws of the Corporation may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds (2/3) affirmative majority vote of the entire Board of Directors and subject to the approval of two-thirds (2/3) of the corporate members. No such alteration, amendment, repeal or adoption shall in any way conflict with the purposes of the Corporation as

stated in its Articles of Incorporation or otherwise cause the Corporation to lose its qualification as an exempt organization under Code Section 501(c)(3).

ARTICLE IX
EXECUTIVE DIRECTOR AND STAFF

9.1 Appointment and Removal.

The Board of Directors shall appoint an Executive Director as the chief executive officer of the Corporation. The Executive Director will hold office at the will of the Board and shall report directly to the Board. The Executive Director shall have the right to attend and participate in all Board meetings. The Executive Director may be removed with or without cause, by a two-thirds (2/3) super-majority vote of the entire board. Removal is effective only if it occurs at a meeting called for that purpose. Notice must be sent to all Directors indicating that a purpose of the meeting is consideration of the removal of the Executive Director. Any removal shall be without prejudice to the contract rights, if any, of the Executive Director.

9.2 Duties.

The Executive Director shall be responsible for administrative management of the Corporation, with general and active supervision over the property, business and affairs of the Corporation. The Executive Director shall carry out the policies and programs of the Corporation and perform duties as directed by the Board, subject to oversight by the Board and the Executive Committee.

CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned hereby certifies that the above Bylaws of Confluence Public Health Alliance were duly adopted by a unanimous written consent of the Board of Directors on February 17, 2021, and now constitute the Bylaws of the Corporation.

DATED: February 17, 2021.

Drenda Neimann, Secretary