

BY-LAWS OF  
GALLATIN VALLEY LAND TRUST, INC.  
(A NON-PROFIT CORPORATION)

ARTICLE I - NAME

As stated in the Articles of Incorporation, the corporation shall be known as the Gallatin Valley Land Trust, Inc. (“Corporation”).

ARTICLE II -  
OFFICES

As stated in the Articles of Incorporation, the principal office of the Corporation is to be located in the city of Bozeman, Gallatin County, Montana, or such other place as determined by the Board of Directors of the corporation. The Corporation shall maintain a registered office and a registered agent whose office is identical with such registered office as required by the Montana Non-Profit Corporation Act. The registered office and agent may be changed from time to time by the Board of Directors.

ARTICLE III -  
OBJECTIVES

1. Charitable Purpose. As stated in the Articles of Incorporation, the Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation’s purposes shall include, but not be limited to conserving lands in Gallatin County, Montana, as well as other geographical areas that the Board of Directors may expand by bylaw or resolution. The Corporation places particular emphasis on assisting in the conservation of open spaces and the development of community trails and parks. It also has a commitment to using traditional tools of private land management such as the acquisition of conservation easements, as well as acting as the advocate for the public in sales between private and public sources. Notwithstanding anything to the contrary herein, the purposes will be limited exclusively to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

2. Use of Assets. As stated in the Articles of Incorporation, no part of the assets or earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Fourth of the Articles of Incorporation.

3. Limits on Activity. As stated in the Articles of Incorporation, the Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to an extent which would disqualify it for exemption under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation shall not participate in, or

intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. Dissolution Provisions. As stated in the Articles of Incorporation, upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and, insofar as is consistent therewith, the Montana Nonprofit Corporation Act, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

5. Goals. In pursuit of charitable purposes stated in section III.1, the Corporation will seek to identify opportunities for private interest and public interest to complement one another and will work closely and cooperate with governmental units and agencies to further these goals.

#### ARTICLE IV - MEMBERSHIP

As stated in the Articles of Incorporation, the Corporation is a public benefit corporation and shall not have members.

#### ARTICLE V - CONTRIBUTIONS

The Corporation may receive and accept property and real estate, including easements and conservation easements, personal and intangible, by way of gift, devise, or bequest from any individual, estate, trust, corporation, or partnership to be held, administered and disposed of in accordance with the purposes of the Corporation; however, no gift, bequest, or devise of any such property shall be received and accepted if it be conditioned or limited in such manner and shall require the disposition of the income or its principal to any person or organization other than a charitable organization or for other than charitable purposes, which may, in the opinion of the directors, jeopardize the charitable status of the Corporation.

All real property transactions shall be authorized by a vote of at least seventy percent (70%) of the Board of Directors. Such transactions include, but are not limited to: sale or other conveyance of real property, including the terms thereof; acceptance of land donations, conservation easements, conservation easement amendments, or other real estate transfers; and, the purchase of any interest in real estate.

## ARTICLE VI - BOARD OF DIRECTORS

1. General Powers. The business of the Corporation and the control of the properties, affairs and activities shall be managed by the Board of Directors, who shall act in accordance with the Articles of Incorporation, the Bylaws of the Corporation, the laws governing not-for-profit corporations, and Section 501(c)(3) of the Internal Revenue Code.

The Board of Directors shall oversee the Corporation's operations, develop, approve and oversee the implementation of a strategic plan, hire and oversee the Executive Director, raise funds for the administration of the Corporation, set policy for the Corporation, and authorize committees, chapters, staff or an individual to perform corporate functions.

All corporate powers are exercised by or under the authority of the Board of Directors, and the affairs of the Corporation are managed under its direction.

2. Number, Tenure, and Qualifications. The number of directors shall be up to twenty-one (21), but not less than nine (9) as determined by the Board of Directors. As stated in the Articles of Incorporation, the number of directors may be changed by resolution of the Board of Directors of the Corporation. Each director shall hold office for a term not to exceed three years. No director shall serve more than two consecutive three-year terms. A director may have the option to re-serve after a one-year interval. Directors need not be residents of the State of Montana.

3. Election of Directors. Directors of the Corporation shall be elected by a quorum of the directors then serving.

4. Annual Meeting. An annual meeting of the Board of Directors shall be held each year at a time and place to be determined by it.

5. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or at the request of any three directors. All meetings of the Board of Directors whether special or otherwise, shall be open to any interested person, unless closed at the discretion of the Board of Directors to ensure confidentiality or privacy.

6. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by notice delivered personally or sent by mail or electronic means to each director. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where he/she attends for the express purpose of objecting to the transaction of any business because it is not lawfully called or convened.

7. Participation in Meetings. Directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, by telephone conference, or other similar remote communication method. A director participating in a meeting by such means is considered to be present at the meeting.

8. Quorum. Sixty percent (60%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; however, if less than a quorum of the

directors is present, those present may adjourn the meeting without further notice.

9. Voting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws. Directors may not vote by proxy.

10. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum. A director elected to fill a vacancy shall hold office until the next regularly scheduled election for that director's board position.

11. Action without a Meeting by Unanimous Written Consent. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of directors, may be taken without a meeting by unanimous written consent. The action must be evidenced by one or more written consents describing the action taken, be signed by each director, and be included in the minutes filed with the corporate records. Action taken by unanimous written consent is effective when the last director signs the consent unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be described as a vote in any document.

12. Compensation. The directors shall receive no compensation for their services as such.

13. Liabilities of Directors. As stated in the Articles of Incorporation, a director of the Corporation shall have no personal liability to the Corporation for monetary damages for breach of the director's duties to the Corporation except for: (i) a breach of the director's duty of loyalty to the Corporation; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law by the director; (iii) transactions from which the director derived an improper personal economic benefit; or (iv) conflict of interest transactions, loans or guarantees for directors or officers, or unlawful distributions. If the Montana Nonprofit Corporation Act (MCA 35-2-113, *et seq.*) is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Montana Nonprofit Corporation Act, as so amended. Any repeal or modification of Article Seventh of the Articles of Incorporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

## ARTICLE VII - OFFICERS

1. Officers. The Officers of the Corporation shall be a President, also known as the Chair of the Board of Directors ("Chair"), a Vice-Chair, a Secretary, a Treasurer, an Executive Director, and such other officers as the Board of Directors may deem necessary and elect or appoint. Any two offices may be combined in one person except those of Chair and Secretary. The Chair, Vice-Chair, Secretary, and Treasurer must be a member of the current Board of Directors, and should any of them cease to be a member of the Board of Directors, he or she shall also cease to be an officer. Officers other than the Chair, Vice-Chair, Secretary, and Treasurer

need not be a member of the Board of Directors.

2. Election and Terms of Office. The Chair, Vice-Chair, Secretary, and Treasurer shall be nominated by the Governance Committee and elected annually by the Board of Directors. These officers shall hold his/her office until his/her successor shall have been elected and qualified.

3. Removal. Any officer may be removed by a seventy percent (70%) vote of the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby. The removal shall be without prejudice to the contract rights, if any, of the person removed. The Board of Director's appointment or election of an officer shall not of itself create contract rights.

4. Vacancies. A vacancy occurring in any office may be filled by majority vote of the Board of Directors, or a majority of the remaining directors for the unexpired portion of the term.

5. Chair. The Chair shall be the principal officer of the Corporation and shall, in general, supervise and help the Board of Directors to oversee the strategic direction of the Corporation. He/she shall preside at all meetings of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed. He/she shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

6. Vice-Chair. In the absence of the Chair or in the event of his/her inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

7. Secretary. The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these By- Laws and as required by law; be custodian of the corporate records and of the seal of the Corporation; keep a register of the address of each director; and, in general, perform the duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

8. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation. The Treasurer, or his/her designee, shall keep full and accurate accounts of receipts and disbursements and shall receive and deposit all corporate moneys and other valuable effects, in the name and to the credit of the Corporation, in a depository or depositories designated by the Board of Directors. The Treasurer, or his/her designee, shall keep and disburse the funds of the Corporation and prepare and file all other written reports required by the Articles of Incorporation, these By-Laws, or by law, and shall render to the Chair or the Board of Directors, whenever they require it, an account of all transactions and of the financial condition of the Corporation.

9. Executive Director. The Executive Director shall direct the administration, programs,

business and affairs of the corporation, subject to the general powers of the Board of Directors set forth in section VI.1, above. The Executive Director shall oversee the fundraising, marketing, outreach and finances of the corporation, with strategic direction from the Board of Directors. The Executive Director has the authority, consistent with governing documents and the approved annual budget to establish positions for salaried employees for the Corporation. The Executive Director may also establish positions for volunteers, committees, boards, or other temporary or permanent positions as he/she deems appropriate under the circumstances. The Executive Director shall be supported and evaluated by the entire Board of Directors, but shall be hired and, if necessary, removed by a vote of seventy percent (70%) of the Board of Directors.

## ARTICLE VIII - COMMITTEES

1. Executive Committee. The Board of Directors may create an Executive Committee, consisting of the Chair, Vice-Chair, Secretary, Treasurer, and other board members appointed at the discretion of the Chair. The Executive Committee, subject to any limitations imposed by the bylaws and/or the Board of Directors, shall have and may exercise all powers of the Board of Directors, provided, however, that the Executive Committee shall have no authority with respect to:

- a) The filling of vacancies on the Board of Directors, nor removal of any officers, nor removal of directors from the Board of Directors.
- b) The amendment or repeal of the By-Laws or the adoption of new By-Laws.
- c) The retention or dismissal of the Executive Director.
- d) Decisions regarding real property transactions.

2. Other Committees. The Board of Directors may create other committees as it may determine. Standing committees for carrying out the programs and business of the Corporation may include, but are not be limited to, Programs, Development, Finance and Governance. Ad hoc committees may also be established by the Executive Committee to meet the specific needs of the Corporation. The purposes of these committees shall be established by the Board of Directors in accordance with these By-Laws, and a purpose statement shall be drafted by each committee stating their mission and scope of responsibilities. Each committee shall have two or more directors and may include community members, as agreed upon by the Board of Directors; however, only committees composed solely of members of the Board of Directors may exercise the authority of the Board of Directors as delegated to it.

3. Minutes, Reports and Proceedings. Each committee shall report regularly to the Board of Directors and shall keep minutes of its proceedings, as determined by the Chair, to be filed with the Secretary. Except as otherwise provided by these By-Laws, or by the Board of Directors, each committee shall determine the conduct of its proceedings. It shall meet at the call of the Board of Directors, the Chair, the Chair of the committee, or any two directors serving on the committee.

## ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Contracts. The Board of Directors may authorize any officer or officers 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 specific instances.

2. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers or employees as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by any two of the following officers - Chair, Vice-Chair, Secretary and Treasurer.

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

4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

## ARTICLE X - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June the following year.

## ARTICLE XI - SEAL

The Corporation shall have no seal.

## ARTICLE XII - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Montana Non-Profit Corporation Act, the Articles of Incorporation, or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### ARTICLE XIII - AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by two-thirds vote of the directors in office at any meeting of the Board of Directors provided notice of the meeting includes a notice of intention to submit the proposed amendment and sets out its general subject matter.

### ARTICLE XIV - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1: Indemnification. The Corporation shall indemnify each director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner that was reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which was reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 2: Indemnification in actions by the Corporation. The Corporation shall indemnify each director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if such action was in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such director or officer shall be adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite that adjudication of liability but in view of all the circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3: Success on merits or otherwise. To the extent that a person who is or was a director, officer, employee or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise with which the person is or was serving in such capacity at the request of the Corporation, has been successful on the merits or otherwise in defense of any



action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4: Applicable standard. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5: Non-exclusivity of Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a director or officer seeking indemnification may be entitled under any statute, provision in the Corporation's Charter, By-Laws, agreement, vote of disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6: Insurance. The Corporation shall have power to purchase and maintain insurance 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, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article.

Section 7: Definition. For purposes of this Article, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

Section 8: Intent; Severability. The intent of this Article XIV is to permit indemnification of directors and officers of the Corporation to the fullest extent permitted by the laws of the State of Montana. The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

These Amended By-Laws of Gallatin Valley Land Trust, Inc., are hereby passed and approved by the Board of Directors and become effective this 16<sup>th</sup> day of November, 2017.