

GALLATIN VALLEY NEWCOMERS CLUB, INC.

A Montana Nonprofit Corporation

BYLAWS

ARTICLE I

NAME

1.01 Name. The name of this corporation shall be Gallatin Valley Newcomers Club, Inc. ("GVNC"). The business of the corporation may also be conducted as Gallatin Valley Newcomers Club or GVNC.

1.02 Name Change. GVNC may, at its pleasure, change its name by vote of a majority of the Board of Directors (the "Board"). Any such name change shall be done by amendment to the Bylaws of the corporation and the Articles of Incorporation with the State of Montana.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose. GVNC is a non-religious, nonpartisan, social, and charitable organization. GVNC is organized to: (a) provide an inclusive social environment for its members, and (b) support the vitality of our community by providing financial support to local charities. GVNC shall not discriminate against members or prospective members based on age, race, color, creed, national origin, gender, handicap, marital status, political affiliation, or educational background.

2.02 Powers. GVNC shall have the power, directly or indirectly, to do any and all lawful acts which may be necessary or convenient to effect the social and charitable purposes for which GVNC is organized.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. GVNC is a Montana nonprofit corporation, recognized as tax-exempt under Section 501(c)(3) of the United States Internal Revenue Code (the "Code"), as amended from time to time.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, member, or representative of GVNC shall take any action or carry on any activity by or on behalf of GVNC not permitted to be taken by an organization exempt under the Code, as it now exists or may be amended, or by an organization, contributions to which are deductible under section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings shall inure to the benefit of or be distributable to any director, officer, member or other private persons, except GVNC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws. No substantial part of the activities of GVNC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and GVNC shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

- (c) Distribution Upon Dissolution.** Upon the dissolution of GVNC, assets shall be distributed for one or more exempt purposes within the meaning of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of GVNC is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

MEMBERSHIP

3.01 Active Membership Qualification. Any person who subscribes to the objectives and purposes of GVNC may become an active member upon payment of the regular dues. Except as prescribed in section 3.02, no person may participate in GVNC activities who is not an active or lifetime member (hereinafter active and lifetime members may be referred to collectively as “member”).

3.02 Trial Membership. Prior to paying dues and becoming an active member, any person may attend two GVNC events, such as coffees, luncheons, and special interest group activities. Otherwise, non-members may participate in the activities of GVNC only on occasions that have been designated by the Board as “Guest Activities.”

3.03 Membership Year. The membership year is from September 1 through August 31.

3.04 Annual Dues. Annual membership dues for active members of GVNC shall be determined by the Board and shall be due and payable on or before September 30 of each year. An active member’s failure to pay annual dues prior to November 30 will result in termination from active membership. The dues amount shall be reviewed by the Board at least annually.

3.05 Luncheon Reservations and Other GVNC Activity Fees.

(a) Luncheon Reservations. In addition to annual dues, members shall be responsible for paying for all monthly luncheon reservations made and not cancelled by the stated deadline for cancellation.

(b) Other GVNC Activity Fees. In addition to annual dues and luncheon reservations, members shall be responsible for payment of activity fees for all activities for which they committed and did not cancel by the stated deadline for cancellation.

3.06 Voting Rights. Each member of GVNC shall be entitled to one vote on each matter upon which members have voting rights. Only members in good standing as of the date of any meeting shall have voting rights during such meeting.

3.07 Membership Directory. Members shall have online access to the membership directory. The membership directory shall not be used as a mailing or calling list, unless it is related to the business of GVNC. This statement shall be included in the front of the directory.

3.08 Non-Solicitation Policy. No member may solicit business from any other member during GVNC luncheons, monthly coffees, or other activities of GVNC, unless it is related to the business of GVNC.

3.09 Termination of Membership.

- (a) Any member may voluntarily resign from GVNC, however, no dues will be refunded.
- (b) The Board may adopt a policy empowering the Executive Committee to consider the termination of members from GVNC or an activity of GVNC. In considering termination of any member from GVNC or an activity of GVNC, the Executive Committee should be careful not to take any action that could bring about an allegation of discriminatory action, libel, slander or any other actions that might be considered derogatory to the member.

ARTICLE IV

MEETING OF MEMBERS

4.01 Time, Place and Notice of Annual Membership Meeting. The annual meeting of members shall be held each year at a time and place to be determined by the Board with a minimum of 30 days written notice to all members. Notice may be communicated via email or other form of electronic, wire, or wireless communication, or by mail to the physical address as shown in GVNC's membership directory.

4.02 Business to Be Conducted at the Annual Membership Meeting. The following business or reports shall be conducted or presented at the Annual Membership Meeting:

- (a) **Annual Meeting Reports.** The President and Treasurer shall report the most recent year's activities and financial condition.
- (b) **Election of the Executive Committee.** The membership shall elect Officers to serve on the Executive Committee.
- (c) **Any Other Matters Requiring Member Approval.** Action may be taken by the membership on any other matter requiring member approval or on which the Executive Committee requests member advice or approval.

4.03 Special Meetings. GVNC may hold special meetings at any time as determined by the Board.

4.04 Quorum. A quorum shall be necessary for the transaction of official GVNC business coming before the membership. 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.

4.05 Nomination and Election of the Executive Committee. A slate of nominees for the Executive Committee positions of President, Vice President, Secretary, and Treasurer shall be presented to the membership at least thirty (30) days prior to the Annual Membership Meeting. Voting shall occur by written ballot at the Annual Membership Meeting if a quorum is achieved and a majority of members present shall determine the election outcome.

Article V

BOARD OF DIRECTORS

5.01 Number of Directors. GVNC shall have a Board consisting of at least 12 Directors and no more than 22 Directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board.

5.02 Board Composition. The Board shall be comprised of the Executive Committee, which includes the President, Vice-President, Secretary, Treasurer, and the Immediate Past President, and other designated board members appointed by the Executive Committee.

5.03 Powers. Except as otherwise provided by law, all GVNC powers are exercised by authority of the Board and the affairs of GVNC are managed under the direction of the Board.

5.04 Terms.

(a) Directors shall serve one year terms, from June 1 through May 31, except for the Initial Term described below; Executive Committee members may serve a maximum of five consecutive one year terms in the same position. Beginning June 1, 2020, Non-Executive Committee Directors shall be appointed to initial staggered terms (“Initial Term”) ranging from one to three years, to ensure the orderly transition of Board membership. At the conclusion of the Initial Term, non-Executive Committee Directors may serve no more than five consecutive one year terms, unless elected to an Executive Committee position.

(b) A Director who rotates off the Board may be considered eligible to be a candidate for election or appointment to the Board following two years of not serving on the Board.

(c) The Executive Committee has the authority to extend any term due to extenuating circumstances to ensure effective governance. A unanimous vote of the Executive Committee is required to extend any Director’s term beyond those described above.

(d) A Director who is appointed to fill the unexpired portion of a vacated position shall complete the remaining portion of the original Director’s term. At the conclusion of that term, the Director is eligible to be considered for up to five additional one year terms in succession.

5.05 Vacancies. The Executive Committee may fill Board vacancies.

5.06 Board Meetings.

(a) **Regular Meetings.** Board meetings shall be held at least quarterly and may be held monthly.

(b) **Special Meetings.** Special meetings may be held at the request of two Executive Committee members, due notice being given to all members of the Board.

5.07 Manner of Acting.

- (a) **Quorum.** A majority of the current Board members shall constitute a quorum for the transaction of business at that meeting of the Board.
- (b) **Vote.** A majority of the Board members present for which a quorum exists shall be the act of the Board. Each Board member shall have one vote.

5.08 Conflicts of Interest. Whenever a Director has a financial or personal interest in any matter coming before the Board, the affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of GVNC to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

5.09 Termination of Directors. Directors shall be active in performing their duties and responsibilities and shall adhere to all policies of GVNC, including conflict of interest policies. Failure to do so may result in termination from the Board. A two-thirds vote of the entire Board shall be required to terminate Executive Committee members. All other directors may be terminated by a unanimous vote of the Executive Committee.

ARTICLE VI EXECUTIVE COMMITTEE

6.01 President. The President shall (1) preside at all meetings of the Executive Committee, Board, and Membership; (2) appoint any standing or special committees of the Board; (3) oversee implementation of operational and financial policies and procedures; (4) act as official host at all Club functions, and (5) serve as *ex-officio* member of the Executive Committee and the Board for a year following his or her term as President.

6.02 Vice President. The Vice President shall (1) fulfill any and all duties of the President in the President's absence; and (2) assume the office of the President the following year.

6.03 Secretary. The Secretary shall (1) maintain official GVNC books and records; (2) send notice of all Board and Executive Committee meetings and the Annual and Special Meetings of the Membership; (3) prepare minutes of all Board and Executive Committee meetings and any Annual and Special Meetings of the members, (4) prepare the Board package to be emailed to all Board members at least five days prior to each Board meeting; and (5) ensure that approved Board minutes are posted on the GVNC Website;

6.04 Treasurer. The Treasurer shall (1) maintain the accounting records of GVNC; (2) ensure GVNC bills are paid on a timely basis; (3) timely file required federal and state reports; and (4) maintain appropriate levels of officer and director and general liability insurance.

6.05 Immediate Past President. The Immediate Past President shall serve as an advisor to the Executive Committee and the Board.

6.06 Delegation of Duties. Any of the above duties may be delegated to any other Director.

ARTICLE VII

CONTRACTS, CHECKS, INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and Other Writings. Except as otherwise provided by resolution of the Board or Board policy, all contracts, leases, mortgages, grants, and other agreements of GVNC shall be executed on its behalf by the President, Vice President, Treasurer, or other persons to whom the Board has delegated authority to execute such documents in accordance with policies approved by the Board.

7.02 Checks, Drafts, or Other Payments. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of GVNC shall be signed by such Executive Committee Member or Members of GVNC and in such manner as shall from time to time be determined by resolution of the Board.

7.03 Deposits. All funds of GVNC not otherwise employed shall be deposited from time to time to the credit of GVNC in such banks or other depository as the Board may select.

7.04 Loans. No loans shall be contracted on behalf of GVNC unless authorized by resolution of the Board.

7.05 Indemnification.

(a) Mandatory Indemnification. GVNC shall indemnify a Director or former Director, who is made a party to a proceeding because he or she is or was a Director, against liability and reasonable expenses incurred by him or her in connection with the proceedings; *provided that* no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith; *and further provided that* any settlement or compromise payment shall be approved by a majority vote of a quorum of Board members who are not parties to the proceeding. The right of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of this provision, which adversely affects the right of an indemnified person under this section shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal unless such amendment or repeal was voted by or made with the written consent of such indemnified person.

(b) Permissible Indemnification. GVNC may also, to the extent legally permissible, indemnify a GVNC Member who is not a Director, *provided that* such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board.

(c) Insurance. GVNC shall maintain Officers and Directors and General Liability Insurance, at GVNC's own expense to protect itself and any person who is or was serving as a Director, Volunteer, or member against any liability asserted against and incurred by that person in any such capacity or arising out of his or her status as a Director, Volunteer or member, whether or not GVNC has the power to indemnify that person against such liability.

ARTICLE VIII

MISCELLANEOUS

8.01 Books and Records. GVNC shall keep:

- (a)** correct and complete books and records of account;
- (b)** GVNC's Bylaws, as amended; and

(c) minutes of the proceedings of all Annual and Special Membership meetings and all Executive Committee and Board meetings.

8.02 Amendments. Amendments may be made to these Bylaws at any duly noticed meeting of GVNC where there is a quorum and approval by a majority of the active members present.