

BYLAWS OF Park County Senior Citizens Corporation

ARTICLE 1 - NAME AND OFFICES

SECTION 1. NAME

The name of this corporation shall be Park County Senior Citizens Corporation, commonly doing business as Park County Senior Center.

SECTION 2. PRINCIPAL OFFICE

The principal office of the Corporation, at which the general business of the Corporation shall be transacted and where the records of this Corporation shall be kept, shall be located in the State of Montana and shall be fixed from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the principal office shall be at 206 S. Main Street, Livingston, MT 59047

ARTICLE 2 - PURPOSES

SECTION 1. NONPROFIT PURPOSES

The mission of the Park County Senior Citizen's Corporation is to promote the physical, the intellectual, and social well-being of seniors, 50 years of age or older. The organization qualifies as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC PURPOSES

The objectives of PCSCC are as follows:

- To provide activities and an environment promoting a wholesome life.
- To provide housing for senior citizens at the lowest possible cost.
- To promote a safe and comfortable environment.
- To provide diverse social activities to stimulate and entertain

ARTICLE 3 - DIRECTORS

SECTION 1.

GENERAL POWER The Board of Directors shall oversee the Corporation's operations, develop, approve, and oversee the implementation of strategic plans, hire and oversee the Executive Director, raise funds for the administration of the Corporation, set policy for the Corporation and authorize committees to perform corporate functions. The Board of Directors 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.

SECTION 2. NUMBER

The Corporation shall have not less than five (5) or more than nine (9) directors and collectively they shall be known as the Board of Directors.

SECTION 3. TERMS OF OFFICE FOR DIRECTORS

Directors shall serve three-year terms and no person shall serve as a director for more than two consecutive three-year terms. The terms of directors shall expire on a rotating basis, with no more than three of the directors' terms expiring at any one time. Any person who has served two such consecutive terms shall be eligible for election after the lapse of one year.

SECTION 4. ELECTION AND TERM OF OFFICE

A Chair-appointed Nominating Committee and the Executive Director shall prepare and distribute to the board a slate of candidates at least two months prior to a vote. Upon approval of a quorum of the board the candidates will be presented to the membership at least one month prior to the annual membership meeting for a vote. Each PCSCC member shall cast one vote per open position. The candidate receiving the highest number of votes shall be elected to serve on the board.

SECTION 5. COMPENSATION

Directors shall not receive compensation for service as directors, but by resolution of the Board of Directors may be reimbursed for expenses incurred on behalf of the Corporation.

SECTION 6. COMPENSATION FOR PROFESSIONAL SERVICES BY DIRECTORS

Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

SECTION 7. VACANCIES

1. Vacancies on the Board of Directors shall exist: (1) on the death, resignation, or removal of any director; (2) whenever the number of authorized directors is increased or (3) whenever any of the seats on the Board of Directors is vacant for any reason.
2. Any director may resign effective upon giving written notice to one of the officers or the Executive Director. No director may resign if the Corporation would then be left without a sole remaining director in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.
3. A board director may be removed from office by two-thirds vote of the entire board when said board director fails to comply with written board policies.
4. Vacancies on the board may be filled by approval of the Board of Directors. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his/her resignation or removal from office.

SECTION 8. ELIGIBILITY

Application for service as a Director is open to all adults over 18 years of age who commit to support the purposes outlined in Article 2, and who are not current residents of the Park County Senior Center. Current residents are eligible to serve as consultants to the board, and as non-voting members of committees. Except for the Executive Director who serves as an Officer of the Corporation per Article 4 Section 8, employees of the Corporation may serve as Directors at the discretion of the board.

UPDATE May 2023 – Added Section 8

ARTICLE 4 - OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the Corporation shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer.

SECTION 2. DUTIES OF THE CHAIRMAN

The Chairman shall be the Chief Executive Officer of the Corporation if there is not an Executive Director hired and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. The Chairman shall be the direct supervisor of the Executive Director, preside at all meetings of the Board of Directors, perform all duties incident to his or

her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

SECTION 3. DUTIES OF THE VICE CHAIRMAN

The Vice Chairman shall, in the absence of the Chairman: perform all duties of the Chairman, and when so acting shall have all the powers of and be subject to all the restrictions of the Chairman; perform such duties as may be prescribed by law, the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors. Should the Vice Chairman be unable to fulfill the duties of the Chairman the normal succession will be to the Secretary and then to the Treasurer. If none of the above are available, the board membership must vote for the successor.

SECTION 4. DUTIES OF THE SECRETARY

The Secretary shall certify and keep at the principal office of the Corporation, a copy of the Bylaws, Articles of Incorporation and approved minutes to include amendments. The Secretary will keep a record of minutes of all meetings of the directors and perform such duties as may be prescribed by law, the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors. The Secretary may appoint, with approval of the Board (or the Executive Committee), a member of the staff to assist in performance of all or part of the duties of the Secretary.

SECTION 5. DUTIES OF THE TREASURER

The Treasurer shall: have charge and custody of the financial operations and records of the Corporation; oversee the agent(s) of the Corporation who is/are performing daily financial activities; prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; perform such duties as may be prescribed by law, the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors. The Treasurer may appoint, with approval of the Board (or the Executive Committee), a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

SECTION 6. ELECTION OF OFFICERS

Officers shall be elected by the Board of Directors, at the first regular board meeting after the election votes have been counted, and each officer shall serve a one-year term and be eligible for re-election for consecutive terms. All officers shall be elected from the current members of the Board.

SECTION 7: REMOVAL AND RESIGNATION

The Board of Directors may remove an Officer at any time, with or without cause by the vote of two-thirds of the directors then in office.

Any Officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

SECTION 8: EXECUTIVE DIRECTOR AND NON-DIRECTOR OFFICERS

The Executive Director shall be an Officer of the Corporation, appointed by the Board. If the Executive Director resigns as an Officer of the Corporation, he or she may no longer serve as Executive Director. The Board of Directors may designate additional Officer positions of the Corporation and may appoint and assign duties to other non-director Officers of the Corporation.

ARTICLE 5 - COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

1. The Board of Directors may, by a majority vote of its directors, designate an Executive Committee consisting of the Chairman, Vice Chairman, Treasurer and Secretary to conduct the management of the business and affairs of the Corporation between scheduled board meetings and all actions taken must be ratified at the next board meeting.

2. By a majority vote of its directors, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, may increase or decrease number of the directors of the Executive Committee, and fill vacancies on the Executive Committee from the directors of the board. The Executive Committee shall keep regular minutes of its proceedings to be filed with the corporate records and to be presented to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also directors of the board and shall act in an advisory capacity to the board.

Deleted: once per month or at a regularly designated time

ARTICLE 6 - MEETINGS

SECTION 1. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held as needed but a minimum of 4 times a year as the board shall designate by resolution, upon 15 days notice of resolution delivered personally or by mail to each board director. The Board of Directors shall, at the beginning of each year, designate one of the regular meetings as the Annual Meeting, in which all the directors of the Board of Directors shall be required to be physically present.

UPDATE May 2023 – removed stipulation that meetings be held remotely

SECTION 2. ANNUAL MEETING

The Board shall set a date for an Annual Meeting for the purposes of presenting a State of the Corporation address, announcing the results of the elections of Directors and Officers of the Board and present the agenda for the upcoming year.

SECTION 3. SPECIAL MEETINGS

Special meetings of the board may be held at the call of any two board members upon Three (3) days' notice delivered personally, by telephone or other electronic media.

SECTION 4. QUORUM FOR MEETINGS

A quorum shall consist of a simple majority of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chairman shall entertain at such meeting is a motion to adjourn.

SECTION 5. NO PROXY VOTING

Directors may not vote or sign Board resolutions or consents by proxy.

SECTION 6. VOTE

The act of the majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise specified in these Bylaws or required by law. Each Director shall have one vote.

SECTION 7. PARTICIPATION

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 or by telephonic conference call.

SECTION 8. NOTICE OF BOARD MEETINGS

Notice of a regular or special meeting must be given to each Director either personally, by U.S. mail, e-mail or other digital media at his or her address as shown by the records of the Corporation. If e-mailed, a notice shall be deemed delivered when an electronic notice of delivery is returned to the sender of the notice. If mailed, a notice shall be deemed delivered at the earliest of (i) five days after deposited in the mail, addressed to the Director, with postage prepaid, (ii) the date shown on the return receipt if sent by registered or certified mail and the receipt is signed by or on behalf of the Director, or (iii) the date received.

SECTION 9. SPECIAL NOTICE PROVISIONS

If a purpose of the meeting is to consider (i) an amendment to the Articles of Incorporation, (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 seven (7) days before the meeting stating the purpose, and the notice must be accompanied by a copy of or summary of the proposed amendment, plan of merger, transaction for the disposition of property, or proposed dissolution.

SECTION 10. WAIVER OF NOTICE

Any Director may waive notice of any meeting, in accordance with Montana law.

SECTION 11. ACTION WITHOUT MEETING

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent, in writing, setting forth the action so taken and is signed by all the Directors entitled to vote with respect to the subject. Such action may be taken by e-mail if an electronic copy of the resolution is printed out, signed, and returned to the Secretary by all Directors. Such consent shall have the same effect as a unanimous vote and shall be placed in the minute book by the Secretary.

ARTICLE 7 - EXECUTIVE DIRECTOR AND STAFF

SECTION 1. APPOINTMENT

The Board of Directors may hire 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.

SECTION 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 Chairman.

ARTICLE 8 - CONTRACTS, CHECKS, GIFTS, INVESTMENTS, AND POWERS

SECTION 1. CONTRACTS

The Board of Directors may authorize any officer or officers, and/or agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or lease, 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.

SECTION 2. CHECKS, DRAFTS, ETC.

All checks, drafts, or orders for the payments of money, notice or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officers or agents or employees of the Corporation, and in such manner as shall from time to time be determined by the Board of Directors.

SECTION 3. GIFTS

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

SECTION 4. 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 Treasurer, or his/her designee, may select.

SECTION 5. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by committees of the board.

ARTICLE 9 - INDEMNIFICATION AND ADVANCE FOR EXPENSES

The Corporation shall indemnify any director or officer or former director or officer or other person in the manner and to the extent provided in Montana's Nonprofit Corporation Act, Montana Code Annotated Sections 35-2-101 et seq.

SECTION 1. MANDATORY INDEMNIFICATION

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.

SECTION 2. PERMISSIBLE INDEMNIFICATION

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.

SECTION 3. ADVANCE 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 of Directors in the specific case, upon receipt of (a) a written affirmation from the Executive 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 (b) 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.

SECTION 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.

SECTION 5. INSURANCE

The Corporation may purchase and maintain insurance (a) to insure itself with respect to the indemnification payments it is authorized or obligated to make pursuant to this Article, and (b) 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 Corporation would have the power to indemnify the person against such liability under the provisions of this Article.

ARTICLE 10 - CONFLICT OF INTEREST

A Director shall disclose to the Board of Directors any material interest which the Director directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board of Directors. The interested Director shall abstain from voting on the transaction, provided however that the Director's presence may be counted in determining whether a quorum is present.

SECTION 1. APPROVAL OF CONFLICT OF INTEREST TRANSACTIONS

A transaction in which a Director has a conflict of interest may be approved:

- (a) In advance by the vote of the Board of Directors or a committee of the Board if: (i) the material facts of the transaction are disclosed or known to the Board or committee of the Board; and (ii) the Directors approving the transaction in good faith reasonably believe that the transaction is fair to the Corporation; or
- (b) Before or after the transaction is consummated by obtaining approval of: (i) the attorney general; or (ii) a state district court in any action in which the attorney general is joined as a party.

ARTICLE 11 - REGULATION OF CORPORATE ACTIVITIES AND DISTRIBUTIONS

SECTION 1. RESTRICTED ACTIVITIES

No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

SECTION 2. EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no 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 organization exempt under Section 501(c)(3) of the Internal

Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or an organization contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may hereafter be amended.

SECTION 3. PROHIBITED DISTRIBUTIONS

No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private person or individual, 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 of the organization set forth in Article 2 of these Bylaws.

SECTION 4. LOANS

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

ARTICLE 12 - DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or providing for payment of all liabilities of the Corporation, distribute all of the remaining assets of the Corporation exclusively for the purposes of the Corporation and the purposes set forth in Section 501c3 of the Internal Revenue Code. Any assets not so distributed shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for the Corporation's purposes or to an organization or organizations organized and operated for the purposes as the Court shall determine.

ARTICLE 13 - AMENDMENT OF BYLAWS

These By-Laws may be amended by majority of the total membership casting votes in the annual election, provided that at least 15 days written notice is given of intention to alter, amend, repeal or adopt new Bylaws at such time and the substance of the proposed alteration, amendment, repealed or new Bylaw is specified in such notice. 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 organization described in Section 501c3 of the Internal Revenue Code.

CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned hereby certifies that the above Bylaws of Park County Senior Citizens Inc. were updated and were duly adopted by a vote of the Board of Directors during a board meeting, and now constitute the Bylaws of the Corporation. Approved by Member vote June 2023.

DATED: June 20, 2023

PRINTED NAME: Leah Murphy

TITLE: Board Chair

SIGNATURE: 