

# Gallatin Roller Girlz

## A Montana Nonprofit Public Benefit Corporation

### BYLAWS

#### ARTICLE I NAME

**Section 1. Name.** The name of this Corporation shall be Gallatin Roller Girlz. The business of the Corporation may also be conducted as Gallatin Roller Girlz (GRG).

#### ARTICLE II OFFICES

**Section 1. Offices.** The principal office of the Corporation in the State of Montana shall be located in Gallatin County. The Corporation may have such other offices, either within or without the State of Montana, as the Board of Directors may designate from time to time.

#### ARTICLE III PURPOSES AND POWERS

**Section 1. Purpose.** This Corporation's purpose is to provide an opportunity for women athletes to achieve their maximum potential through the sport of roller derby.

**Section 2 Powers.** The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes. The powers of the Corporation shall include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

#### **Section 3. Nonprofit Status and Exempt Activities Limitation**

(a) **Nonprofit Legal Status.** The Corporation is organized as a Montana nonprofit public benefit organization, recognized as tax exempt under Section 501 (c)(3) of the United States Internal Revenue Code.

(b) **Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, member, 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 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 of the Corporation shall inure to the benefit or be distributable to any Director, Officer, or other private person, 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 the Articles of Incorporation and these Bylaws.

(c) **Distribution Upon Dissolution.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any federal tax code, or shall be distributed to the federal government or to a

state or local government, for a public purpose. Any assets non disposed of shall be disposed of by the District Court of Gallatin County, 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 IV BOARD OF DIRECTORS**

### **Section 1. General Powers.**

The business and affairs of the Corporation shall be managed by its Board of Directors.

### **Section 2. Number, Tenure and Qualifications.**

The number of directors of the Corporation shall be at least three (3) and not more than seven (7). Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Directors. Except as otherwise provided herein, each director shall serve a term of two (2) years to begin on the date of election. The term may be extended until a successor has been elected. Directors may serve a maximum of three(3) two(2)-year terms in succession, plus time served to fill a vacancy or a term of less than two years. In order to be eligible as a Director on the Board of Directors, the individual must be 18 years of age and a member for at least four months and in good standing or a representative within classifications created by the Board of Directors.

### **Section 3. Manner of Selection.**

The initial directors shall be those listed in the Articles of Incorporation. Directors shall be nominated by at least one (1) director currently serving on the Board and shall be elected by secret ballot and by the affirmative vote of a majority of directors in attendance at the Annual Meeting of the directors, or at such other meeting at which the election of directors is undertaken.

### **Section 4. Annual Meeting and Regular Meetings.**

The Annual Meeting of the Board of Directors shall be held on the the first Thursday of December of each year at a time and place fixed by the Board of Directors. Regular Meetings of the Board of Directors shall be held at such times and places fixed by the Board of Directors, pursuant to prior notice either by resolution adopted at the last meeting of the Board of Directors or in accordance with the provisions of Section 6 of this Article II.

### **Section 5. Special Meetings.**

Special Meetings of the Board of Directors may be called by or at the request of the President or any one (1) director. The person or persons authorized to call Special Meetings of the Board of Directors may fix the time and place, within the State of Montana, as the time and place for holding any Special Meeting of the Board of Directors called by them.

### **Section 6. Notice.**

Notice stating the place, day, and hour of any annual or special meeting shall be delivered not less than five (5) nor more than thirty (30) days before the meeting date, by or at the direction of the President, the Board of Directors, or other persons calling the meeting, to each director. Notice may be (i) oral; or (ii) written. Notice may be communicated in person, by telephone, email, text message, Facebook group posting, Facebook message or other form of wired or wireless communication, or by mail. If mailed, such notice is effective when deposited in the United States mail, addressed to the director at his or her home or business address, with postage whereon prepaid. Oral notice is effective when communicated. If notice is communicated by any other means, it is effective when received. Whenever any notice is required to be

given to any director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of any law, a waiver thereof in writing, signed at any time, whether before or after the time of the meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened.

#### **Section 7. Quorum.**

A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Although less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

#### **Section 8. Removal.**

Any director may be removed from office by the affirmative vote of a majority of the directors then in office.

#### **Section 9. Vacancies.**

The Board of Directors may fill any vacancy in the board by the affirmative vote of a majority of its directors then in office, although less than a quorum. Each person so elected to fill a vacancy shall be elected to serve until his or her successor is elected.

#### **Section 10. Presumption of Assent.**

A director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless the director files a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who votes in favor of such action.

#### **Section 11. Committees.**

The Board of Directors may designate one or more committees. Each committee shall have a chairperson who may or may not be a member of the Board, but will report directly to the board. The Board shall establish the number of persons who serve as members of each committee. Committee members (other than the Chairperson) need not be members of the Board or officers of the Corporation. Each committee member shall serve until such committee member resigns. Each committee shall be responsible to the Board.

#### **Section 12. Unanimous Consent Without Meeting.**

Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors then in office.

#### **Section 13. Compensation.**

Directors shall receive no salaries for their services but, by resolution of the Board, may receive an amount sufficient to defray their expenses for attendance at meetings and in performance of such other services as may be required of them by the Board.

#### **Section 14. Special Committees.**

Special Committees may be appointed by the Board of Directors to perform such duties and have such authority as may be assigned to them by the Board of Directors.

#### **Section 15. 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. Directors may not vote or sign Board resolutions or consents by proxy. 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 telephone or Internet conference call.

### **ARTICLE V OFFICERS**

#### **Section 1. Number.**

The principal officers of the Corporation shall be a President/Chief Executive Officer, one (1) Vice-President/Chief Operating Officer, a Secretary, and a Treasurer/Chief Financial Officer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Treasurer and the offices of President and Vice-President.

#### **Section 2. Election and Term of Office.**

The Corporation's officers shall be elected by the Board of Directors at the December bi-annual meeting of the Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be held. Each officer shall hold office for a term of one (1) year, commencing on the day of his or her election, or until his or her successor shall have been duly elected and shall have qualified, or until his or her death or resignation or until he or she shall have been removed from office in the manner hereinafter provided. No officer may serve more than four (4) consecutive one (1) year terms.

#### **Section 3. Removal.**

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

#### **Section 4. Vacancies.**

A vacancy in any principal office, because of death, resignation, leave of absence, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

#### **Section 5. The President/Chief Executive Officer.**

The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President may, with the Secretary or any other proper officer of the Corporation thereunder authorized by the Board of Directors, sign any deeds, mortgages, bonds, contracts, or other instruments which the

Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incidental to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

### **Section 6. The Vice-President/Chief Operating Officer.**

In case of the absence or disability of the President, the Vice-Presidents, in the order of their priority (the Vice-President shall be designated as the President-Elect), shall perform the duties of the President, and shall also perform such other duties as may be required by the Board of Directors.

### **Section 7. The Secretary.**

The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) be custodian of the corporation records; (c) prepare and serve all notices of meetings required to be served under these Bylaws; and (d) in general perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

### **Section 8. The Treasurer/Chief Financial Officer.**

If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of his or her duties and any such bond shall remain in the custody of the President. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; shall sign all checks made by the Corporation, except when the Board of Directors shall otherwise direct, but any check in an amount in excess of One Thousand Dollars (\$1,000.00) shall be signed jointly by the Treasurer and by such other person designated by the Board; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws and (b) in general perform all of the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

## **ARTICLE VI CONTRACTS, LOANS, CHECKS AND DEPOSITS**

### **Section 1. Contracts.**

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

### **Section 2. Loans.**

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

### **Section 3. Checks, Drafts, Etc.**

All checks, drafts or other 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, agent or agents, of the

Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

#### **Section 4. Deposits.**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of the Board of Directors.

### **ARTICLE VII INDEMNIFICATION**

#### **Section 1. Mandatory Indemnification.**

(a) The Corporation shall indemnify a Director or Officer or former Director or Officer, to the extent he or she has been successful on the merits or otherwise in the defense of a Proceeding, for all reasonable expenses incurred in connection with the defense of the Proceeding if the Director or Officer was a party thereto because he or she is or was at the time of the events upon which the Proceeding was based a Director or Officer of the Corporation.

(b) In all cases not included in Section 2(a) of this Article V, the Corporation shall indemnify a Director or Officer against Expenses and Liabilities incurred by the Director or Officer in a Proceeding to which the Director or Officer was a party because he or she is or was at the time of the event upon which the Proceeding was based a Director or Officer of the Corporation, unless liability was incurred because the Director or Officer engaged in conduct constituting a Breach of Duty.

#### **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 the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

#### **Section 3. Advance for Expenses.**

Expenses incurred in the defending of 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 (i) written affirmation from the Director, officer, member or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in the Article, and (ii) and undertaking by or on behalf of the Director, officer, member or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation in these Bylaws.

#### **Section 4. Indemnification of Officers and Agents.**

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 and agent of the Corporation who is not a Director, consistent with Montana Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

## ARTICLE VI AMENDMENTS

### Section 1. Board of Directors.

The Board of Directors may from time to time, by vote of a majority of its members, adopt, amend or repeal any or all of the Bylaws of this Corporation.

### Section 2. Implied Amendments.

Any action taken or authorized by the Board of Directors which would be inconsistent with the Bylaws then in effect, but which is taken or authorized by affirmative vote of not less than the number of members or the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended as far, but only as far, as is necessary to permit the specific action so taken or authorized.

## Article VII MISCELLANEOUS

**SECTION 1. 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.

**SECTION 2. Conflict of Interest.** The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, or Member of a Committee with Board delegated powers.

### Certificate of Adoption of Restated Bylaws

I hereby certify that the above amended and restated Bylaws of the Gallatin Roller Girlz were approved by the Board of Directors on \_\_\_\_January 16, 2012\_\_ and do now constitute a complete copy of the Bylaws of the Corporation, superseding all previously adopted Bylaws and amendments.

\_\_\_\_\_ On File \_\_\_\_\_  
Secretary of the Corporation

\_\_\_\_\_ January 16, 2012 \_\_\_\_\_  
Date

