

Growing Friends of Helena, Inc.

ByLaws

(Revised May 13, 1993)

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Section I. General

**A. Name.** The name of the corporation is Growing Friends of Helena, Inc., also referred to as Growing Friends.

**B. Legal Status.** The organization is formed as a nonprofit public benefit corporation under the laws of the State of Montana, and is exempt from income taxation under Section 501(c)(3) of the Internal Revenue Code.

**C. Purpose.** The purpose of Growing Friends is to enrich the quality of life in the Helena, Montana area with extensive plantings of suitable, attractive, diverse, and well-cared-for trees and shrubs.

Section II. Members

**A. Classes.** The corporation shall have only one class of members. The Board of Directors (hereafter referred to as the Board) may establish such dues rate categories as it deems appropriate.

**B. Qualification.** All members must subscribe to the purposes of the corporation, and pay the dues established by the Board. Only currently paid members (those who have paid dues within the required time period) are entitled to the privileges of membership.

**C. Powers.** Members shall have the power to elect all the members of the Board, and the officers, at Annual Members Meetings, to remove and elect members of the Board and officers at Special Members Meetings, to attend all Members meetings, to attend all Board meetings except as provided in these ByLaws, and to participate in and be informed of the activities of the corporation.

**D. Meetings.** An Annual Members Meeting shall be held in the Fall of each year, at a time and place determined by the Board. In addition, Special Members Meetings shall be held when called by the Board, or when requested in a petition signed by ten percent of the currently paid members. All members meetings shall be held in the Helena area.

**E. Notice of Meetings.** All members shall be notified of members meetings at least ten days in advance. The purpose(s) of such meetings shall be stated in the notice. Notice of a meeting shall be considered to have been made when the notice is deposited with adequate postage in the United States mail addressed to the member at the address shown in the records of the corporation.

**F. Closure of Meetings.** Members meetings may be closed to nonmembers at any time.

**G. Quorum and Voting.** A quorum at members meetings shall consist of ten percent of the currently paid memberships (not members) of the corporation. Decisions shall be made by majority vote, with each membership present being entitled to one vote, unless these ByLaws or the Montana Nonprofit Corporation Act provide otherwise. Voting by proxy shall not be allowed.

**H. Removal.** The Board may terminate the membership of any member, for cause, by a two-thirds vote. The member must be given at least fifteen days advance notice of the proposed action and an opportunity to be heard by the Board before a decision is made. When a membership is terminated, the unearned balance of the member's dues shall be refunded.

### Section III. Directors

**A. Number and Qualification.** The corporation shall have at least three directors, and may have as many as are from time to time elected. Directors must subscribe to the purposes of the corporation, and be currently paid members.

**B. Nomination and Election.** In general, directors shall be nominated by the Board and elected by the members at each Annual Members Meeting. At such meetings additional nominations may be made by any currently paid member. Between such meetings the Board may elect directors to serve until the next Annual Members Meeting.

**C. Tenure.** In general, directors shall serve approximately oneyear terms. However, directors elected by the Board shall serve only until the next Annual Members Meeting. The terms of directors shall begin at the conclusion of the meeting at which they are elected. If necessary, directors shall serve until their successors are elected. Directors may be reelected for additional terms.

**D. Powers.** All the powers of the corporation shall be exercised by, and the business and affairs of the corporation shall be controlled by, the Board.

**E. Meetings.** Board meetings shall be held at such times and places as the Board may determine, or shall be held when a majority of the Board requests such a meeting by writing to the President. All Board meetings shall be held in the Helena area.

**F. Notice of Meetings.** All Board members shall be notified of Board meetings at least five days in advance. Notice of a meeting shall be considered to have been made when the notice is deposited with adequate postage in the United States mail addressed to the director at the address shown in the records of the corporation. The presence of a director at a meeting shall constitute waiver of notice, as shall a written waiver signed by a director.

**G. Closure of Meetings.** The Board may close its meetings to nonmembers of the corporation at any time. The Board may close its meetings to members only to discuss personnel or other sensitive matters.

**H. Excused Absences.** Directors who have to be absent from a board meeting for reasons of sufficient merit such as illness or being outoftown may request an excused absence. An excused absence must be approved in advance by the President or VicePresident.

**I. Quorum and Voting.** A quorum shall consist of a majority of the unexcused directors. Decisions shall be made by majority vote of the directors present, unless these ByLaws or the Montana Nonprofit Corporation Act provide otherwise. Voting by proxy shall not be allowed.

**J. Resignation and Removal.** Directors may resign by submitting written notification to the corporation. Being absent without being excused from three consecutive Board meetings shall constitute a resignation. Directors may be removed from office, for cause, by a twothirds vote of the Board if elected by the Board, and by a twothirds vote of the members present and voting at a Members Meeting if elected by the members.

**K. Indemnification.** The corporation may indemnify its directors to the extent allowed by law, and may purchase indemnification insurance.

**L. Action Without a Meeting.** Any action permitted to be taken by the Board may be taken without a meeting if all the members of the Board consent in writing to such action.

**M. Conflict of Interest.** A conflict of interest exists if a director has a direct or indirect financial interest in a transaction involving the corporation. In the case of a conflict, the material facts of the transaction and the director's interest must be fully disclosed before the transaction is approved, the transaction must be approved by the Board, and the director must abstain from voting on the transaction. The transaction may be approved only if it is fair to the corporation.

#### Section IV. Ex Officio Directors

**A. Number.** The corporation shall have three ex officio directors. They shall be the individuals occupying the positions of City of Helena planning director, City of Helena community facilities director, and Lewis and Clark County planning director. No individual elected to the board may also serve in an ex officio capacity.

**B. Effect on Quorum Requirements.** Ex officio directors will not be counted for quorum purposes.

**C. Voting.** Ex officio directors shall be entitled to vote on any matter considered at a meeting at which they are present.

**D. Delegates.** Ex officio directors may appoint delegates to attend board meetings and vote on their behalf.

#### Section V. Officers

**A. Number and Qualification.** The officers of the corporation shall be a President, VicePresident, Secretary, and Treasurer. All officers must be members of the Board.

**B. Election.** In general, the officers shall be elected by the members at each Annual Members Meeting, following the election of directors. Officers may be elected at other times by the Board, if necessary to fill vacancies.

**C. Tenure.** In general, officers shall serve approximately oneyear terms. Officers elected by the Board to fill interim vacancies shall serve only until the next Annual Members Meeting. The terms of officers shall begin at the conclusion of the meeting at which they are elected. If necessary, officers shall serve until their successors are elected. Officers may be reelected for additional terms.

**D. Duties.** The duties of each officer shall be those customarily associated with the position, and those assigned by the Board from time to time.

**E. Resignation and Removal.** Officers may resign by submitting written notification to the corporation. Officers may be removed from office by a majority vote of the Board.

#### Section VI. Executive Committee

**A. Number, Selection, and Tenure.** The Executive Committee shall consist of the four officers and one other Board member elected by the Board at the first Board meeting after the Annual Members Meeting. In general, the term of office shall be approximately one year. If necessary, Executive Committee members shall serve until their successors are selected.

**B. Powers.** The Executive Committee shall have all the powers of the Board, except the power to: alter the Articles of Incorporation or ByLaws; elect or remove directors, officers, or committee members; or make substantial changes in the nature or situation of the corporation. In addition, the Executive Committee may act only on matters that must be decided before the next Board meeting.

**C. Meetings.** The Executive Committee shall meet at such times and places as the President shall determine, or when a majority of the Executive Committee requests such a meeting by writing to the President. All Executive Committee meetings shall be held in the Helena area.

**D. Quorum and Voting.** A quorum shall consist, and actions may be taken only with the approval, of at least 80% of the members of the Executive Committee. Voting by proxy shall be allowed only if the proxy specifically identifies the decision to be made and the vote to be cast.

**E. Action Without a Meeting.** Any action permitted to be taken by the Executive

Committee may be taken without a meeting if all the members consent in writing to such action.

**F. Resignation and Removal.** The nonofficer member of the Executive Committee may resign by submitting written notification to the corporation, and may be removed from office by a majority vote of the Board.

#### Section VII. Other Committees

**A. Number.** The corporation may have as many other committees as the Board shall establish.

**B. Qualification, Selection, and Tenure of Committee Members.** In general, committee members shall be selfselected and may serve as long as they desire. All interested members of the corporation, and qualified nonmembers, shall be encouraged to serve on committees. If necessary, the Board may limit the size of a committee, may limit the number of nonmembers on a committee, and may disqualify an individual from serving on a committee. Each committee must have at least two Board members serving on it.

**C. Selection of Committee Chairperson.** The Board, or the President in the absence of action by the Board, shall appoint the chairperson of each committee. Chairpeople shall serve until they resign or until their appointment is revoked.

**D. Powers.** A committee shall have only those powers specifically granted to it by the Board.

#### Section VIII. Administration

**A. Fiscal Year.** The fiscal year of the corporation shall be a calendar year.

**B. Activities.** All activities of the corporation shall be approved in advance by the Board.

**C. Obligations.** All contracts, obligations, and debts of the corporation shall be approved in advance by the Board, and only those individuals authorized by the Board shall sign documents on behalf of the corporation.

**D. Employees.** The Board shall hire all employees, and determine the titles, duties, compensation, and other conditions of employment. No employee may be a member of the Board.

**E. Budget and Expenditures.** The organization shall operate pursuant to an annual budget approved by the Board. The funds of the corporation shall be controlled by the Board.

#### Section IX. Amendments

**A. Process and Limitations.** These ByLaws may be amended by a twothirds vote of the Board, except that changes in Section III, paragraphs A, B, or C must be approved by twothirds of the members present and voting at a Members Meeting.