

BY-LAWS
OF
MONTANA JUSTICE FOUNDATION

ARTICLE I. NAME

The corporation shall be known as the Montana Justice Foundation.

ARTICLE II. OFFICES

Section 1. Principal Office. The principal office of the corporation shall be located in Helena, Montana.

Section 2. Registered Office. The corporation shall maintain a registered office and a registered agent whose office is identical with such registered office as required by the Montana Nonprofit Corporation Act. The registered office and agent may be changed from time to time by the Board of Directors.

ARTICLE III. OBJECTIVES

Section 1. Charitable Purposes. The corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the Internal Revenue Code, or corresponding sections of any future federal tax code.

Section 2. Use of Earnings. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, 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 its purposes.

Section 3. Prohibition on Activity. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4. Compliance with Purposes. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Section 5. Dissolution. Upon the dissolution of the corporation, assets remaining 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 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 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV. MEMBERSHIP

The corporation shall have no members.

ARTICLE V. CONTRIBUTIONS

Corporation may receive and accept contributions and property by way of interest on lawyers trust accounts, gift, bequest, devise, or otherwise, to be held, administered, and disposed of in accordance with the purposes of corporation; but no property shall be received or accepted if it be conditioned or limited in such manner as shall require the disposition of income or principal to any person or organization other than a charitable organization or for other than charitable purposes, or which in the opinion of the Board of Directors may jeopardize the charitable status of corporation.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. General Powers. The affairs and business 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 not exceed seventeen. Directors shall be appointed by the Board of Directors upon recommendations of the Nominations & Governance Committee, but the board shall not be bound to accept the recommendations of the Nominations & Governance Committee. Each director shall be appointed for a three-year term ending at the conclusion of the respective annual meeting of the State Bar of Montana, or at such later time as his or her successor shall have been appointed and qualified. Directors shall be residents of the State of Montana, but need not be members of the State Bar of Montana. However, a majority of the board shall be members of the State Bar of Montana.

Section 3. Removal. Any director may be removed for cause by a vote of a majority of all other directors at a regular or special meeting of the board, provided that written notice of the intention to consider removal of a director has been included in the notice of the meeting. No director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need to be followed. Failure to attend two consecutive meetings of the Board of Directors may be considered sufficient cause for removal.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by appointment by the Board of Directors. A director appointed to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 5. Regular Meetings. The Board of Directors shall hold three or four regular meetings each year at times and places fixed by the board, including one meeting held in connection with the Annual Meeting of the State Bar of Montana. Regular meetings of the board may be held without further notice; however the President shall use best efforts to send an electronic or written reminder of regular meetings a minimum of ten (10) days before the meeting.

Section 6. Special Meetings. Special meetings of the Board of Directors shall be called by or at the request of the President or upon the written request of three directors.

Section 7. Participation. Meetings of the Board of Directors may be held, and directors may participate, 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 conference call or similar remote communication.

Section 8. Notice. Notice of the date, time, and place of any special meeting shall be given at least two days previously thereto to each director either personally, by telephone, by U.S. mail or private carrier, or by other form of electronic, wire or wireless communication. If e-mailed, a notice shall be deemed delivered when delivery receipt is received or an electronic notice of delivery is returned to the sender of the notice. If mailed, a notice shall be deemed delivered five days after deposited in the U.S. mail, as evidenced by the postmark, if it is mailed postpaid and with the correct postage to the director. Any director may waive notice of any meeting, either before or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 9. Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 10. Manner of Acting. The act of the majority of the directors present 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. If a quorum is not present at a duly called meeting, those present may proceed with an informal meeting and take minutes. Such minutes of the informal meeting shall be deemed as minutes and actions of a meeting of the Board of Directors when written waiver and consent to such meeting being held is provided by such number of additional directors who, when added to the number of attending directors, would have provided a quorum.

Section 11. Action by Consent. Any action required to be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors. The action and consent thereto shall be filed with the minutes of proceedings of the directors, and a copy thereof shall be provided all directors.

Section 12. Compensation. Directors shall receive no salary or compensation for their services as directors, but shall be reimbursed for their expenses for attendance at meetings of the board in the same manner as provided for reimbursement of trustees of the State Bar of Montana. Nothing herein shall be

construed to prevent any director from receiving compensation for services to the corporation rendered in a capacity other than as a director.

ARTICLE VII. EX OFFICIO DIRECTORS

There shall be four ex officio, non-voting director seats of the Board of Directors consisting of the following:

- One Montana Supreme Court justice seat;
- One Montana district court judge seat;
- One seat to be filled by the current Executive Director of the State Bar of Montana; and
- One Alexander Blewett III School of Law student seat.

Ex officio seats shall be appointed by the Board of Directors upon recommendations of the Nominations & Governance Committee, but the board shall not be bound to accept the recommendations of the Nominations & Governance Committee. The judiciary directors shall be appointed for a three-year term ending at the conclusion of the respective annual meeting of the State Bar of Montana, or at such later time as his or her successor shall have been appointed and qualified. The seat reserved for the Executive Director of the State Bar of Montana shall be appointed for his or her entire tenure in the position of Executive Director of the State Bar of Montana. Law student directors shall be appointed for a one-year term ending at the conclusion of the respective annual meeting of the State Bar of Montana, or at such later time as his or her successor shall have been appointed and qualified. Law student directors must be currently enrolled in the Alexander Blewett III School of Law at the University of Montana. Preference shall be given to second and third year law student candidates.

ARTICLE VIII. EMERITUS DIRECTORS

There shall be a class of emeritus directors consisting of individuals who have made significant and sustained contributions to the advancement of equal justice in Montana. Emeritus Board members are chosen by the board when appropriate, and serve for life unless they voluntarily resign from the Emeritus Board membership. Emeritus Board members serve and participate as the board sees fit.

ARTICLE IX. OFFICERS

Section 1. Number. The officers of the corporation shall be a President, a Vice-President, and a Secretary-Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at its September meeting, or as soon thereafter as convenient. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal. Officers may serve more than one term.

Section 3. Removal. Any officer or other person elected or appointed by the Board of Directors may be removed with or without cause by a majority of all members of the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief 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. He or she shall, when present, preside at all meetings of the corporation and of the Board of Directors, and shall perform all duties incident to the office of President. He or she must be a director at the time of his or her election.

Section 6. Vice-President. In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. The Vice-President shall in general assist the President, and shall perform such special duties as from time to time may be assigned to him or her by the President or by the Board of Directors. He or she must be a director at the time of his or her election.

Section 7. Secretary-Treasurer. The Secretary-Treasurer shall provide all notices required by law or these By-Laws, be custodian of corporate records and in general perform all duties incident to such office, or as are assigned by the President or the Board of Directors. He or she must be a director at the time of his or her election. The Secretary-Treasurer shall also have charge of all funds and securities of corporation, and shall perform all duties incident to such office, or are assigned by the President or Board of Directors. The Secretary-Treasurer shall keep regular books of account and shall render an accounting of all of the transactions performed as treasurer, and of the financial condition of the corporation. The Secretary-Treasurer shall normally be supported in such functions by such professionals or others as the Board of Directors may retain. The Secretary-Treasurer position may be held by one or more directors at the same time.

Section 8. Salaries. Officers shall serve without compensation.

Section 9. Administrative Services. Nothing herein shall preclude the Board of Directors from contracting independently for administrative and supportive services with professionals or others.

ARTICLE X. COMMITTEES

Section 1. Executive Committee. There shall be an Executive Committee consisting of the President, Vice-President, Secretary-Treasurer, and other Directors as determined by the Board of Directors. The Executive Committee shall superintend the affairs of the Foundation and make ministerial decisions necessary to affect the policies of the Board of Directors. Meetings of the Executive Committee shall be held at the call of the President.

Section 2. Nominations & Governance Committee. There shall be a Nominations & Governance Committee appointed by the Board of Directors consisting of at least three members of the Board of

Directors, one of whom shall be the Vice-President. The Nominations & Governance Committee shall solicit members of the State Bar of Montana and others as possible members of the Board of Directors. The Nominations & Governance Committee shall submit to the Board of Directors its recommendations for appointment to the board.

Section 3. Other Committees. The board may appoint additional standing and ad hoc committees. To the extent possible, every member of the Board of Directors shall serve on a standing committee.

Section 4. Minutes and Reports. Each committee shall maintain regular minutes of its actions and shall report to the Board of Directors at its regular meetings or upon request.

ARTICLE XI. INDEMNIFICATION

Corporation shall indemnify every current or former director, officer, or employee against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding to which he or she may be a party by reason of his or her being or having been a director, officer or employee of corporation, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duties for corporation. Such costs and expenses shall include, but not be limited to attorney fees, damages and reasonable amounts paid in settlement.

ARTICLE XII. 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 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. 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 a resolution of the Board of Directors. Such authority 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 such indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation in such manner as shall from time to time be determined by resolution of the Board of Directors. Unless otherwise authorized by specific resolution, such checks and other disbursements shall be signed by any two officers of corporation or by an agent of the corporation duly designated for the purpose.

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 the Board of Directors may select.

Section 5. Reserves. Corporation shall endeavor to maintain sufficient reserve funds to pay for the administrative cost of operating the Corporation for a six month period. The Board of Directors, at least

annually, shall monitor the reserves and earnings thereon, to assure reasonable compliance with this provision over a period of years. It is acknowledged that because of gains and losses, and possible wide fluctuation on return on investment, deficiencies and overages shall occur on a year to year basis. The initial minimum reserves hereunder shall be One Hundred Fifty Thousand Dollars (\$150,000.00), for the year of adoption of this by-law. The amount of reserves may be increased by action of the majority of directors present at a duly called meeting. The Reserve funds shall not be reduced, except by the affirmative vote of a two-thirds majority of all members of the Board of Directors at a duly called meeting (effective 6/1/92).

ARTICLE XIII. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of April and end on the last day of March of each year.

ARTICLE XIV. SEAL

The corporate seal shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation and the words, "Corporate Seal."

ARTICLE XV. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these By-Laws, the articles of incorporation, or Montana law, 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 XVI. AMENDMENTS

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by the affirmative vote of a majority of all members of the Board of Directors at any regular or special meeting. However, no such modification of any portion of these By-Laws shall be made without the approval of such majority as might be required for action under the portion concerned.

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