

BYLAWS

OF

MONTANA PUBLIC HEALTH INSTITUTE

(a Montana Nonprofit Public Benefit Corporation)

Adopted: May 8, 2020

1. CORPORATION NAME, PURPOSES, POWERS AND OFFICES.

1.1 Name and Location.

The name of this Corporation is Montana Public Health Institute. Offices of the Corporation shall be located in the city of Bozeman, Montana, and in such other localities as may be determined by the Board of Directors.

1.2 Authority.

This Corporation is incorporated under, and shall be operated according to the Montana Nonprofit Corporation Act (the "Act").

1.3 Purposes.

As stated in the Corporation's Articles of Incorporation, the Corporation is organized and shall be operated exclusively for charitable, religious and educational purposes within the meaning of Code Section 501(c)(3). The charitable mission of the Corporation is as follows: The Montana Public Health Institute optimizes the health and quality of life of Montanans by strengthening the public health system through collaboration, leadership and the advancement of health equity.

1.4 Powers.

The Corporation shall have those specific powers enumerated in the Articles of Incorporation and shall exercise all rights and powers conferred on non-profit public benefit organizations under Section 35-2-118 of the Act; provided, however, that the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.

1.5 Registered Office.

The registered office of this Corporation required by the Act to be maintained in the state of Montana may be, but need not be, identical with the principal office in the state of

Montana, and the address of the registered office and registered agent may be changed from time to time by resolution of the Board of Directors.

2. REGULATION OF CORPORATE ACTIVITIES AND DISTRIBUTIONS

2.1 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.

2.2 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.

2.3 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 set forth in Section 1.3.

3. MEMBERS

The Corporation shall have no members. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval by the Board of Directors. All rights which would otherwise vest in the members shall vest in the Board Members.

4. POWERS, AUTHORITY AND RESPONSIBILITY

4.1 Governing Body.

The Board of Directors shall have supervision, control and direction of the affairs of the Corporation, shall actively promote and pursue the Corporation's objectives, and shall supervise the disbursement of the Corporation's funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to one or more committees. Any committee shall consider and act upon all committee

recommendations, and may also consider such other matters regarding the Corporation as it deems appropriate, or as are requested for consideration by the President.

4.2 Number, Tenure and Election of Directors.

(a) The Board of Directors shall consist of not less than three (3) and not more than nine (11) Directors. The original number of Directors shall be eight (8). The number of Directors may be increased or decreased (but not to less than three) by resolution of the Board of Directors, but no decrease shall have the effect of shortening the term of any incumbent Director.

(b) The original Board of Directors, and the initial term of each original board member shall be set by the Incorporator.

(c) Upon the expiration of the initial term of each of the original Directors, all members of the Directors of the Corporation shall be elected for a term of three years by majority vote of the members of the Board. Directors may serve a maximum of three terms. Directors shall serve until the Director's successor is duly elected and qualified.

4.3 Proxy Voting.

Proxies and proxy voting shall not be allowed by any Board member.

4.4 Vacancies.

Any vacancy occurring in the Board of Directors because of death, resignation, removal, disqualification, or otherwise, or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors at any meeting thereof.

4.5 Removal.

A Director may be removed, with or without cause, if a two-third majority of the Directors present at a duly constituted meeting votes for the removal. Additionally, a Director may be removed by majority vote of the Board for three (3) consecutive unexcused absences from meetings of the Board of Directors.

4.6 Resignation.

A Director may resign at any time by delivering written notice to the Board of Directors. Unless the notice specifies a later effective date, a resignation is effective when the notice is delivered.

4.7 Regular Meetings.

The Board of Directors shall hold regular meetings on a designated day to be established by the Board. If it appears that a quorum of the Board will be unable to attend a regular meeting, the meeting may be rescheduled or cancelled.

4.8 Special Meetings.

Special meetings may be held by the Board of Directors at the discretion of the President or upon the written request of any two (2) members of the Board.

4.9 Annual Meeting.

The Corporation's annual meeting shall be held in January of each year. At this meeting, nominations for open board member and officer positions shall be accepted and a vote of the parents in attendance shall be made to provide a recommendation of board members for the succeeding year. Additionally, the Board shall present a report at the annual meeting summarizing the Corporation's activities for the previous year and discussing plans and goals for the upcoming year.

4.10 Directors Action Without a Meeting; Use of Electronic Mail.

The Directors may act on any matter generally required or permitted at a Board meeting, without actually meeting, including voting on any matter properly brought before the Board of Directors, through a unanimous written consent. Such action can be taken by e-mail if an electronic copy of the resolution of action is included in an e-mail notice to the Directors at the e-mail addresses on record for each Director. The action shall be approved when each of the Directors entitled to vote on the matter respond with an affirmative vote via e-mail from the Director's e-mail address on record with the Corporation. Upon receiving an electronic response from each Director, a copy of each Director's vote shall be printed and the written version of the electronic responses shall be kept in the Corporation's minute book. The unanimous consent shall have the same effect as a unanimous vote.

4.11 Notice of Board of Directors Meetings.

Written, printed, or electronic notice of every annual, regular and special meeting of the Board of Directors, stating the date, time and place, but not necessarily the purpose of the meeting must be given to each Director not less than two (2) days prior to the date of the meeting. Regardless of whether the meeting is a regular meeting or a special meeting, if a purpose of the meeting is to consider (1) an amendment to the Articles of Incorporation, (2) a plan of merger, (3) the sale, lease, exchange, or disposition of all, or substantially all of the Corporation's property, or (4) 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, if applicable, of the proposed amendment to the Articles of Incorporation, the proposed plan of merger, the transaction for the disposition of the Corporation's property, or proposed plan of dissolution.

- (a) Effective Date. If mailed, notice of any meeting shall be deemed to be effective at the earlier of (i) five (5) days after deposited in the United States mail, addressed to the Director's business office, with postage prepaid, (ii) the date shown on the return receipt (if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the Director), (iii)

the date when received, or (iv) five (5) days after an electronic notification was sent.

- (b) **Waiver of Notice.** Any Director may waive notice of any meeting. The waiver must be in writing, signed by the Director entitled in the notice, and filed with the minutes or corporate records. A Director's attendance at a meeting waives the Director's right to object to lack of notice of defective notice of the meeting unless the Director, at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.

4.12 Quorum.

A majority of the members of the Board of Directors shall constitute a quorum at all meetings of the Board of Directors. No action shall be taken unless a quorum is present.

4.13 Manner of Acting.

Unless otherwise provided by the Act, the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. Each Director shall have one (1) vote.

4.14 Meetings by Conference Telephone.

The Board may permit any or all Board Members to participate in a meeting of the Board by, or conduct the meeting through, the use of conference telephone or any means of communication by which persons participating in the meeting may hear each other simultaneously during the meeting. A Board Member participating in the meeting by conference telephone is deemed present in person at the meeting. The chair of the meeting may establish reasonable rules as to conducting the meeting by telephone.

4.15 Presumption of Assent.

A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the Director's dissent is entered in the minutes of the meeting or unless a written dissent to such action is filed with the person acting as the secretary of the meeting before the adjournment thereof, or unless such dissent is forwarded by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of such action.

4.16 Compensation of Directors.

No Director shall receive any compensation from the Corporation for services rendered as a Director. Directors may be reimbursed for any reasonable expenses incurred by them in the execution of their official duties, including travel expenses. Nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for personal services rendered

to the Corporation that are reasonable and necessary to carry out one or more of the tax exempt purposes of the Corporation.

5. COMMITTEES OF THE BOARD

5.1 Committees.

The Board may, by a majority vote of the full Board, create committees. Committees may include non-board members, however, such committees shall include no less than two (2) Directors. The members of any such committees shall serve at the pleasure of the Board of Directors. Committees shall exercise such powers as may be designated by the Board of Directors.

5.2 Restrictions on Committees.

Each committee may exercise the specific authority which the Board confers upon the committee in the resolution creating the committee; *provided*, however, a committee may not (1) approve the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; (2) elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or (3) adopt, amend, or repeal the Articles of Incorporation or Bylaws.

5.3 Committee Meetings.

The sections of these Bylaws which govern meetings, notice and waiver of notice, quorum and voting requirements, conduct of the Board, and action without meetings apply to committees and their members. In addition, the committees shall keep regular minutes of their proceedings and report the same to the Board. The committees are subject to all procedural rules governing the operation of the Board itself.

6. OFFICERS

6.1 Number and Qualifications of Officers.

The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Board may elect other officers and assistant officers if the Board deems it necessary or desirable to do so. If the Board specifically authorizes an officer to appoint one (1) or more officers or assistant officers, the officer may do so. Any two (2) offices, except the offices of President and Treasurer may be held by the same individual at the same time.

6.2 Election and Term of Office.

The Board shall elect all officers of the Corporation for one (1) year terms. Each officer shall hold office until a successor is duly elected and qualified or until he or she resigns, dies or is removed in a manner as provided for in Section 6.3. A designation or a specified term does not grant to the officer any contract rights, and the Board can remove the officer at any time prior to the termination of the designated term.

6.3 Removal of Officers.

The Board may remove any officer or agent at any time, with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person removed. The election or appointment of any officer or agent by the Board shall not of itself create contract rights.

6.4 Duties of the Officers.

The duties and powers of the officers of the Corporation shall be as follows or shall hereafter be set by resolution of the Board of Directors:

- (a) President.** The President shall be the principal executive officer of the Board. The President shall preside at all meetings of the Board and/or officers of the Corporation and, together with any other officer, may sign any deed, mortgage, bond, contract or other instrument unless the Board of Directors has expressly granted the authority for such signing and execution to another officer or agent of the Corporation. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- (b) Vice President.** The Vice President shall perform such duties as shall be assigned to the Vice President by the President or the Board of Directors. Further, in the absence of the President, or in the event of the President's 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.
- (c) Secretary.** The Secretary shall in good faith (1) create and maintain one or more books for the minutes of the proceedings of the Board; (2) provide that all notices are served in accordance with these Bylaws or as required by law; (3) be a custodian of the corporate records; (4) when requested or required, authenticate any records of the Corporation, and (5) in general perform all other duties associated with the Corporations books and records that the President or the Board may assign to the Secretary.
- (d) Treasurer.** The Treasurer shall: (1) have charge and custody of and be responsible for all funds and securities of the Corporation; (2) receive and give receipts for moneys due and payable to the Corporation from any source, and deposit all moneys in the Corporation's name in banks, trust companies, or other depositories that the Board shall select; and (3) in general perform all other duties associated with the financial matters that the President or Board may assign to the Treasurer.

6.5 Vacancies.

All vacancies in any office shall be filled promptly by the Board of Directors either at a regular meeting or at a special meeting called for that purpose.

6.6 Compensation of Officers.

No Officer shall receive any compensation from the Corporation for services rendered as an Officer. Officers may be reimbursed for any reasonable expenses incurred by them in the execution of their official duties, including travel expenses.

7. CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

7.1 Contracts.

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

7.2 Loans.

The Corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the Board authorizes such a contract by resolution. The Corporation shall not allow anyone to issue evidence of the Corporation's indebtedness unless the Board authorizes the issuance by resolution. The authorization may be general or specific. The Corporation shall make no loans to any Directors or officers.

7.3 Checks, Drafts, etc.

All bank accounts and deposit accounts shall be in the name of the Corporation, and, unless specifically directed by the Board of Directors, such depositories may be designated by the President of the Corporation. The Board shall authorize by resolution which officers or agents may sign and issue all Corporation checks, drafts or other orders for payment.

7.4 Investments.

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in the denial of the tax exemption under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended. The Board may delegate to the Treasurer the day to day management of such investments as the Board may authorize.

8. INDEMNIFICATION AND ADVANCE FOR EXPENSES

8.1 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.

8.2 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.

8.3 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 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.

8.4 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.

8.5 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.

9. CONFLICT OF INTEREST.

A Board Member shall disclose to the Board of Directors any material financial interest that the Board Member 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 Board Member shall abstain from voting on the transaction, provided, however, that such interested party's presence may be counted in determining whether a quorum is present for purposes of Section 4.12 of these bylaws. The Board shall develop and approve by resolution a written conflict of interest policy to govern the activities of the Board members and officers of the Corporation.

10. MISCELLANEOUS

10.1 Books and Records.

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board and committees having any of the authority of the Board. All books and records of the Corporation may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time at the main office of the Corporation.

10.2 Fiscal Year.

The fiscal year shall begin January 1 and end on December 31 each year, unless otherwise established by the Board.

10.3 Amending Bylaws.

The Bylaws of the Corporation may be altered, amended, added to, or repealed by majority vote of the entire Board as is necessary or appropriate to carry out the purposes of the Corporation to the fullest extent permitted by law. 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 501(c)(3) of the Internal Revenue Code.

11. EXECUTIVE DIRECTOR AND STAFF.

11.1 Appointment and Removal.

The Board of Directors shall appoint 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. The Executive Director shall have the right to attend and participate in all Board meetings. The Executive Director may be removed with or without cause, by a three-quarters (3/4) super-majority vote of the entire board. Removal is effective only if it occurs at a meeting called for that

purpose. Notice must be sent to all Directors indicating that a purpose of the meeting is consideration of the removal of the Executive Director.

11.2 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 Board and the Executive Committee.

12. DISSOLUTION

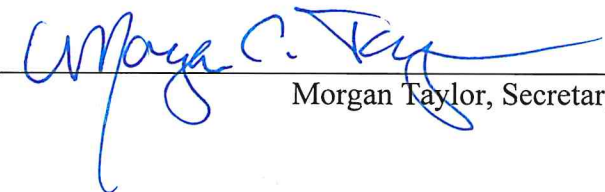
12.1 Dissolution.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or providing for payment of all of the 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 501(c)(3) 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.

CERTIFICATE OF ACKNOWLEDGEMENT OF ADOPTION OF BYLAWS

The undersigned hereby certifies that the above Bylaws of Montana Public Health Institute, were duly adopted by majority vote of the entire Board of Directors during a Special Meeting, for which appropriate written notice of more than two (2) days was given, on May 8, 2020, and now constitute the Bylaws of the Corporation.

DATED May 8, 2020


Morgan Taylor, Secretary