

**BYLAWS OF
MARION FIRE AUXILIARY, INC.**

**ARTICLE I.
NAME OF ORGANIZATION**

The name of the corporation shall be the Marion Fire Auxiliary, Inc., hereinafter referred to as the 'corporation.'

**ARTICLE II.
PURPOSE OF THE ORGANIZATION**

The purposes of the corporation are:

A. The primary and specific purpose is to provide support and raise funds for the Marion Fire District in Marion, Montana.

B. To be organized and operated exclusively within Sections 501 (c) (3) and 170 (c) (2) of the Codes of the United States Treasury Department-Internal Revenue Service, to promote, disseminate and put into practice within the United States and the State of Montana, particularly, the County of Flathead, by charitable means, an organization to provide support and raise funds for the Marion Fire District in Marion, Montana.

C. This non-profit corporation is organized exclusively for charitable and educational purposes: it shall not have authority to effectuate a pecuniary gain, profit or dividend to the members, directors or officers hereof. Pecuniary profit is not the primary object or any object of this non-profit corporation. No part of the net earnings of this non-profit corporation shall inure to the benefit of or be distributed to its members, directors or officers, except that this non-profit corporation shall be authorized and empowered to pay reasonable compensation for services to, or assistance to the non-profit corporation in effectuation its purposes, including a salary paid to its legally employed personnel. This society shall not have the authority to carry on propaganda or otherwise attempt to influence legislation, and it shall not participate in or intervene in any political campaign for or against any candidate for public office.

D. To have such other general powers as are granted by the Montana Non-Profit Corporation Act, as amended, or any corresponding provisions of any future laws of Montana issued to non-profit corporations but, notwithstanding any of the provisions of these Bylaws, this non-profit corporation is without the power and shall not carry on any other activities prohibited to be carried on by the following:

1. By a non-profit corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of the United States Treasury Department, or
2. By a non-profit corporation contribution to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 of the United States Treasury Department.

**ARTICLE III.
MEMBERS**

Section 1. Membership.

Membership in the Corporation shall be open to anyone who is:

- (1) 18 years of age or older;
- (2) is either a resident of or property owner in the Marion Fire District;
- (3) pays prescribed dues; and
- (4) supports the mission of the corporation.

Section 2. Meetings of the Members.

A. Annual Meetings. An annual meeting of the members shall be held in Flathead County once yearly. The board of directors shall fix the time and place for the meeting. The purpose of the meeting shall be to elect directors and transact any other business that may come before the membership.

B. Regular Meetings. Regular meetings of the auxiliary will be held on the first Monday of every month.

C. Special Meetings. Special meetings of the members may be called by the President, the board of directors, or not less than twenty five percent of the members.

D. Members. Meetings by Conference Telephone. Members of the Corporation may participate in a members' meeting by means of a conference telephone or similar communications equipment provided all persons entitled to participate in the meeting receive proper notice of the telephone meeting and provided that all persons participating in the meeting can hear each other at the same time. The member participating in a conference telephone meeting is deemed present in person at the meeting.

E. Notice of Meetings. Notice of the annual meeting and any special meeting shall be given to each member, either personally, by mail, by facsimile or by electronic communication, no less than two weeks before the meeting. In the event of delivery by mail, the effective date of the notice shall be the date it is mailed.

F. Member Quorum and Voting Requirements. A majority of the votes entitled to be cast on a matter constitute a quorum of the members for action on that matter. Once a member is represented for any purpose at a meeting, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of the meeting. If a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action.

G. Proxies. At all member meetings, a member may vote in person, or by proxy. The member or the member's attorney shall make the proxy vote in writing or e-mail and file it with the secretary of the corporation before or at the time of the meeting.

H. Member's Rights to Inspect Corporate Records.

(a) *Minutes and Accounting Records.* The corporation shall keep a permanent record of the minutes of all meetings of its members and board of directors, a record of all actions taken by the members or board of directors without a meeting, and a record of all actions taken by a committee of the board of directors acting in place of the board and on behalf of the corporation. The corporation shall maintain appropriate accounting records.

(b) *Absolute Inspection Rights of Records Required at Principal Office.* At least five business days before the date on which the member wishes to inspect and copy records, the member must give the

corporation written notice of the member's demand to inspect. If the member gives proper notice (as required by this section), the member (or the member's agent or attorney) has the right to inspect and copy, during regular business hours, any of the following records, all of which the corporation is required to keep at its principal office:

- (1) its articles or restated articles of incorporation and all amendments to them currently in effect;
- (2) its Bylaws or restated bylaws and all amendments to them currently in effect;
- (3) resolutions adopted by its board of directors;
- (4) the minutes of all member's meetings, and records of all action taken by members without a meeting, for the past three years;
- (5) a list of the names and business addresses of its current directors and officers;
- (6) its most recent annual report delivered to the Secretary of State; and,
- (7) financial statements.

(c) *Copy Costs.* The right to copy includes, if reasonable, the right to photocopy, or copy by other reasonable means. The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Directors.

The corporation shall be administered by a Board of Directors. The Board of Directors shall be composed of no fewer than three and no more than five persons. The exact number of directors shall be fixed by the Board of Directors.

Unless otherwise provided in the law, the Articles of Incorporation, or these Bylaws, decisions at any meeting of the directors or a committee thereof shall be made by a majority vote of the directors present and voting. Each director shall be entitled to one vote.

Section 2. Selection of Directors.

The initial Board of Directors shall be Sandy Skinner, Kymberli Stone, Carolyn Hurst, James N. Roets. Thereafter, directors shall be elected by a vote of the members during the members annual meeting. If there is a vacancy among the directors by reason of disqualification, death, resignation, removal or otherwise, such vacancy shall be filled at the next regular monthly meeting of the members.

Section 3. Removal of Directors

Any member of the Board of Directors shall automatically cease to be a member of said Board if and in the event such member misses three successive regular meetings of the Board of Directors, unless such absences are excused by vote of the other directors. In addition, any member of the Board of Directors may be removed for cause from the Board by a majority vote of the entire membership.

Section 4. Compensation for Directors.

No director shall receive compensation for serving on the Board of Directors. Board members may, however, be reimbursed for mileage and out-of-pocket expenses incurred while on the business of the corporation when such business is sanctioned by the Board of Directors.

Section 5. Meetings of the Board of Directors.

A. Regular Meetings. The Board of Directors shall meet at least annually, on the first Monday of December of each year, at a time and place to be fixed by the Board of Directors. Additionally, regular member meetings shall be held on the first Monday of each month.

B. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any two (2) Directors and it shall thereupon be the duty of the Secretary to cause a notice of such meeting to be given as hereafter provided. The President or Directors calling such meeting shall fix the time and place of the meeting.

C. Tele-Conference Board Meetings. A Board meeting may be conducted by any means of communication through which the director, other directors participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by such means constitutes presence in person at the meeting.

D. Notice of Director's Meeting. Written notice of the time and place of regular and special meetings of the Board of Directors shall be delivered to members of the Board not less than five days prior thereto, either personally, by mail, or at the direction of the Secretary, and upon default in that duty by the Secretary, then by the President or the Directors calling for such meeting.

E. Waiver of Notice. Notice of any regular or special meeting may be waived either before, at, or after such meeting in writing signed by the Director. The attendance by a Director at any regular or special meeting shall be considered a waiver of any required notice.

F. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, except that when a vacancy or vacancies exist, a majority of the remaining Directors shall constitute a quorum. In the event that less than a majority of the Board of Directors is present at any meeting, the majority of those Directors present may adjourn the meeting and designate a place and time for the next meeting, under which circumstances the Secretary shall notify the absent members of the place and time of the next meeting. An act of the majority of the Board of Directors present at any meeting at which a quorum is present at the outset of the meeting shall be the act of the Board of Directors. Decisions about expenditures for fundraisers will be presented for approval of the members at the regular monthly member meetings.

G. Proxy Voting. There shall be no voting by proxy at any meeting of the Board of Directors, unless approved by the Board of Directors.

H. Policies, Rules and Regulations. The Board of Directors shall have the power to make and adopt such rules, regulations, and policies not inconsistent with the law, the Articles of Incorporation, or these Bylaws, as it may deem advisable for the management, administration, and regulation of the business and affairs of the corporation.

I. **Committee.** The Board of Directors may appoint the officers of the corporation as an executive committee, and may appoint such other committees from time to time as it deems advisable, and may delegate to any such committee such duties and powers as it deems advisable.

ARTICLE V. OFFICERS OF THE CORPORATION

Section 1. Officers.

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be determined by the Board from time to time. The offices of Secretary and Treasurer may be combined in one person.

Section 2. Election of Officers and Terms of Office.

The officers shall be elected annually by the Board of Directors at a meeting of the Board of Directors held annually, at a time and place fixed by the Board of Directors. The terms of office shall be for one (1) year, however, nothing shall prevent an officer from being re-elected to consecutive terms of office.

Section 3. Duties of Officers.

A. **President.** The President shall preside at all meetings of the Board of Directors, shall be an ex officio member, with a vote, of all committees of the Board of Directors, and in general 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.

B. **Vice President.** In the absence of the President, or in the event of his or her 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 also perform such other duties as from time to time may be assigned to the Vice President by the Board of Directors.

C. **Secretary.** The Secretary shall be responsible for keeping of the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; be responsible for seeing that all notices are duly given in accordance with these Bylaws or as required by law; be custodian of the corporate records, have general charge of the books of the corporation; be responsible for keeping on file at all times a complete copy of the Articles of Incorporation and Bylaws of the corporation containing all amendments thereto; and, in general, perform all duties incidental to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors.

D. **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; be responsible for the receipt of and the issuance of receipts for monies due and payable to the corporation from any source whatsoever, and for the deposit of all such monies in the name of the corporation in such bank or banks as shall be selected in accordance with the provisions of the Bylaws; and in general perform all the duties incidental to the office Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

**ARTICLE VI.
LIABILITIES**

Nothing herein shall constitute members of the association as partners for any purpose. No member, officer, agent or employee shall be liable for the acts or failure to act of any other member, officer, agent or employee of the association. Nor shall any member, officer, agent or employee be liable for his acts or failure to act under these Bylaws, excepting only acts or omissions out of his willful misfeasance.

**ARTICLE VII.
AMENDMENT OF BYLAWS**

These Bylaws may be altered, amended, or repealed by the Board of Directors of the corporation. Proposed amendments to the Bylaws shall be included in the notice of the meeting at which the proposed amendments will be acted upon.

**ARTICLE VIII.
CHECK SIGNING**

Any and all checks issued by the corporation shall be signed by the President and/or Treasurer, or by any such person(s) as may be designated by the Board of Directors as having check signing authority.

**ARTICLE IX.
FISCAL YEAR**

The fiscal year of the corporation shall commence on the 1st day of January of each calendar year and end on the 31st day of December of each calendar year.

CERTIFICATION OF ADOPTION OF RESTATED BYLAWS

The undersigned do hereby certify that the foregoing Bylaws of the Marion Fire Auxiliary, Inc., which were originally adopted during the first meeting of the Board of Directors on 21st day of April, 2017, were amended by its voting Members during an annual members meeting held in Marion, Montana on the 4th day of December, 2017. They now constitute a complete copy of the Bylaws of the Corporation, superseding all previously adopted Bylaws and amendments.

Lily Brower, President

Victoria Williams, Vice President

Carolyn Hurst, Secretary

Janine Presson, Treasurer