

Helena Music Teachers Foundation By-Laws

Article 1. Governance

The Helena Music Teachers Foundation shall be governed by a Board of Directors which shall include members of the Helena Music Teachers Association and non-members who have areas of expertise that would benefit the corporation and an interest in furthering the mission of the corporation. There shall be at least five (5) members and no more than nine (9) members of the Board of Directors. The number of directors must be an odd number. Members of the Board of Directors shall serve three-year staggered terms unless elected to fill a partial term of a vacant position. Nothing in this subsection prevents a member from being reelected to a subsequent term or terms. Each director shall have one vote on any matter that comes before the board.

Article 2. Officers

The following officers shall be elected by members of the Board:

1. President
2. Vice President
3. Secretary
4. Treasurer

Article 3. Duties of Officers

Section 1. The President shall schedule meetings, set meeting agendas, preside at all HMTF meetings, call meetings of the Board of Directors, appoint standing committees and special committees as needed, and perform all other duties implied in this title.

Section 2. The Vice President shall assume all duties of the President in the absence of that officer, and shall perform other duties as assigned by the President.

Section 3. The Secretary shall keep minutes of all HMTF meetings, see that minutes are in legal form and properly preserved, and perform other duties as assigned by the President; shall maintain a list of addresses of board members, notify board members of scheduled meetings and publish the agenda for said meetings.

Section 4. The Treasurer shall be responsible for the payment of all bills authorized by the Board of Directors and officers; shall maintain the financial records of the corporation including receipts and disbursement of income; present financial statements to the membership at meetings; and file annual reports as required by the IRS and Montana Department of Revenue.

Article 4. Election of Officers

Section 1. The board of directors shall elect officers at the annual meeting of the corporation.

Section 2. Voting for officers shall be by secret ballot unless there is only one nominee, in which case a voice vote is acceptable.

Section 3. Officers shall serve one-year terms.

Section 4. Officers may be re-elected to a subsequent term or terms.

Section 5. If an officer is unable to complete her/his term of office, the President shall appoint

another member of the board to serve in that capacity until the next annual meeting of the board.

Article 5. Board Meetings

Section 1. The Board shall meet annually during the last month of the fiscal year.

Section 2. The presiding officer of the board may call special meetings as necessary for the purpose of transaction of business of the corporation. The secretary shall give written or oral notice of such meetings to members of the board at least two days prior to the meeting.

Section 3. Annual and special meetings of the board shall take place in Helena, MT at a time and place selected by the presiding officer.

Section 4. Board members may participate in meetings by teleconference if necessary.

Section 5. A majority of the number of directors shall constitute a quorum for the transaction of business at any board meeting.

Section 6. The act of a majority of the directors present at a meeting at which a quorum is present (when the vote is taken) shall be the act of the board of directors.

Section 7. The following persons in the following order shall have the authority to call a meeting to order and shall act as the chairperson for the meeting:

the president

the vice president

the secretary

the treasurer

any person chosen by the directors present at the meeting

Article 6. Limitations and Restrictions of Certain Transactions

Section 1. Unless otherwise authorized by the board of directors, all checks for any amount, stock certificates, bonds, drafts, contracts, notes and other legal instruments shall be **co-signed by the treasurer and one other officer (president, vice president, secretary)**

Section 2. Unless otherwise authorized in writing by the board of directors, the nonprofit corporation shall not allow anyone to contract on behalf of it on credit or issue evidence of the nonprofit corporation's indebtedness.

Section 3. The treasurer shall deposit all funds of the nonprofit corporation that are not being used in banks or other depositories the board shall authorize.

Article 7. Prohibited Transactions

Section 1. Directors and officers may not share in corporation earnings.

Section 2. Directors and officers may not share in the distribution of any of the nonprofit corporation's assets upon dissolution.

Article 8. Amendments

Section 1. Subject to the tax exempt purposes of the nonprofit corporation, the board of directors shall have the exclusive power to amend the articles of incorporation by a majority vote of the directors in office.

Section 2. As a public benefit corporation, these By-laws may be amended by a majority vote of the directors in office at the time of adoption.

Section 3. If any amendment to the articles of incorporation or by-laws is to be approved at any board meeting, the directors shall be given at least two weeks advanced written notice of the proposed amendment, showing the additions and deletions to the provisions being changed.

As Secretary of the Helena Music Teachers Foundation, I certify that its Board of Directors has, on September 4, 2018, adopted these By-Laws.