

**BYLAWS OF  
HELENA VIGILANTE RUNNERS, INC.  
(Amended November 16, 2020)**

**ARTICLE I.  
NAME AND OFFICE**

The name of the corporation shall be "Helena Vigilante Runners, Inc." or simply "Helena Vigilante Runners," hereafter referred to as "the Club." The principal office of the Club shall be in Helena, Montana. The Club shall have and continuously maintain in the State of Montana 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 may be, but need not be, identical with the principal office in the State of Montana, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II.  
PURPOSE**

The Club is organized and shall be operated as a not-for-profit corporation exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific purposes for which the Club is organized are: to promote health, fitness, and community through group training runs, races, and social events in the greater Helena area, and to educate the public about the health benefits of running. The club maintains a youth running program known as the "Helena Novas," offering cross country and track and field programs to Helena-area residents between the ages of 7 and 18. Novas members in good standing may also participate in Club workouts (e.g. Tuesday-at-Noon, Thursday Trails, etc.).

**ARTICLE III.  
REGULATION OF CORPORATE ACTIVITIES AND DISTRIBUTIONS**

**Section 1. Restricted Activities.** No substantial part of the Club's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club 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.

**Section 2. Exempt Activities.** Notwithstanding any other provision of these Bylaws, no Director, Officer, Employee, or representative of the Club shall take any action or carry on any activity by or on behalf of the Club not permitted to be taken or to be carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists, or as may be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code.

**Section 3. Prohibited Distributions.** No part of the net earnings, properties or assets of the Club, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its Directors, Officers, Members or any other private person or individual, except that the Club shall

be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the purposes set forth above.

## ARTICLE IV. MEMBERSHIP

Membership in the Club will be on a rolling, twelve-month basis. Anyone can join the Club without regard to race, creed, color, national origin, gender, sexual orientation, physical condition, or age (minors may be excluded from some activities at the discretion of Club/event leadership). Individuals who wish to participate in the activities of the Club shall submit dues annually, complete an annual application for membership, which includes agreeing to follow the Club's code of conduct, and sign a waiver of liability for participation in the Club's activities. The dues rate for membership in the Club will be set, and revised no more frequently than once-per-year by the Board of Directors. The dues rate shall be shared with the membership as part of the regular join-and-renew process for the Club.

## ARTICLE V. BOARD OF DIRECTORS

Section 1. Management of the Club. The business and affairs of the Club shall be managed by its Board consisting of at least three (3) but not more than fifteen (15) Directors as fixed from time to time by resolution of the Board, and all powers of the Club except as otherwise provided by law or by these Bylaws shall be exercised by the Board.

Directors are elected to three-year terms. Terms shall be staggered so that approximately one-third of the Board seats become open each year. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 2. Qualifications. Directors and candidates for the Board of Directors must be dues-paying Members of the Club, in good standing and supportive of the overall purposes of the Club. Directors may serve multiple and consecutive terms if duly re-elected (i.e. no term limits).

Section 3. Board Elections. The Secretary and one other Director (not currently running and appointed by the President) shall constitute the "Election Team." During years in which the Secretary will be up for re-election, the Election Team shall consist of two other Directors (not currently running and appointed by the President). At the beginning of each calendar year, the Election Team shall conduct an email election among the Club's current dues-paying Members for the open Board positions.

The Election Team shall first make a call for nominations (including self-nominations), allowing a reasonable period for response. The Election Team shall confirm each nominee's willingness to be a candidate, and shall collect a candidate statement from all who are interested (this may be a Board-approved form). After nominations are closed, the Secretary shall prepare and distribute the ballots and candidate statements and allow for a reasonable period for votes to be submitted. Each member may vote for as many candidates as there are open positions (typically 5). That same number of candidates (typically 5) receiving the highest numbers of votes, along with the (typically 10) holdover Directors, will constitute the Board of Directors for

the coming year. In the event of a tie that needs to be resolved, the holdover Directors shall decide the outcome (either by majority vote or some other method).

The voting process should conclude by the end of January, so the new Board is prepared to meet in February. The timeline should ensure the Election Team has sufficient opportunity to conduct its work (prepare the ballots, tabulate the results, etc.). A sample timeline is provided below. The specific time-of-day for the various deadlines need not be midnight or any other arbitrary time. Rather, the Election Team should specify times that are convenient for its members.

January 1: Call for Nominations

January 15: Nominations Close, and Candidate Statements are Due

January 20: Election Commences

January 31: Election Concludes

February 5: Results Announced

The results announced by the Election Team shall include only the list of successful candidates, and not the specific vote count for the respective candidates. However, aggregate voting data (e.g. the total number of club members voting) may be released.

**Section 4. Removal.** Any Director may be removed by a two-thirds majority vote of the Board of Directors, whenever such removal is determined to be in the best interests of the Club.

**Section 5. Participation at Meetings.** Meetings of the Board may be held by conference call or any other means which permits the persons participating in the meeting to hear each other at the same time, and participation by a person in such meeting constitutes presence in person at such meeting.

**Section 6. Regular Meetings.** Regular meetings of the Board of Directors shall be held quarterly, usually on the third Monday of February, May, August, and November at 7:00 pm, and usually at the Club's headquarters (107 W Lawrence, 2nd Floor, Helena, MT). Any departure from the regular schedule to a different time or date, or to a different location, shall be decided upon by the Board of Directors and properly noticed.

**Section 7. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix the time and place for holding any special meeting of the Board called by them.

**Section 8. Notice.** Notice of any regular or special meeting of the Board of Directors shall be given to all Directors at least one week (7 days) in advance of the meeting. Notification may be made via email or other written means using the contact information shown by the records of the Club. Except when unusual circumstances dictate otherwise, notice of all meetings shall also be given to the Club's Members, with the same advance, via electronic listserv.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of such meeting, unless specifically required by law or by these Bylaws.

**Section 9. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. In the absence of a quorum, no meeting of the Board shall be called to order, and no business may be transacted.

**Section 10. Conduct of Meetings.** Meetings of the Board of Directors shall be presided over by the President or, in his or her absence, by the Vice President or, in the absence of each of these persons, by a presiding Officer chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting.

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 of Directors, unless the act of a greater number is required by law or by these Bylaws. Meetings may be conducted informally. When necessary, in the judgment of the presiding Officer, meetings may be conducted according to Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law. If a Director wishes to object to the conduct of a meeting, he or she may cite to Roberts Rules of Order.

A meeting may be closed to non-Members at any time, but may be closed to Members only to discuss personnel or other sensitive matters.

**Section 11. Vacancies.** Any vacancy occurring in the Board of Directors due to resignation or other reason, and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors. Any Director may nominate an individual or a slate of individuals for consideration. In addition, the Board shall consider any qualified individual who has indicated an interest in serving on the Board. The appointments may occur individually or as a slate, and shall take place according to a method agreed upon by the Board. In making the appointments, the Board shall attempt to preserve a balance of perspectives of the various sub-groups of the Helena running community. A Director appointed to fill a vacancy shall be appointed to serve the remainder of the unexpired term.

**Section 12. Compensation.** Directors shall serve without compensation. However, Directors may receive reimbursement for reasonable expenses, providing there is no objection registered by the Treasurer or any Director. The Board of Directors shall resolve any objection by majority vote.

**Section 13. Informal Action by Directors.** Any action which may be taken at a meeting of Directors may be taken without a meeting if consent in writing (including email) setting forth the action so taken is given by a quorum of Directors. However, such informal action should be avoided in matters with potential for, or evidence of, strong conflicting opinion among the Directors. Therefore, if one or more Directors objects before a quorum is reached, the matter shall instead be decided in a regular or special meeting of the Board.

**Section 14. Operations.** The Board of Directors shall have the authority to manage the business affairs of the Club and direct, manage, maintain and operate the Club pursuant to guidelines it shall from time to time adopt.

## ARTICLE VI. OFFICERS

**Section 1. Officers.** The Officers of the Club shall be President, Vice President, Secretary, Treasurer and such other offices as may be appointed in accordance with the provisions of this Article. To be appointed and to serve as an Officer, a person must be a current member of the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**Section 2. Appointment and Term of Office.** The Board of Directors shall appoint the Officers of the Club at the first meeting of the calendar year. A “slate” approach to electing Officers may be used, so long as no objection is registered by any Director. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for the remainder of the calendar year and until his or her successor is duly appointed. Officers may serve multiple, consecutive one-year terms if duly re-appointed (i.e. no term limits).

**Section 3. Removal.** Any Officer may be removed by a majority vote of the Board of Directors, whenever such removal is determined to be in the best interests of the Club.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. President.** The President shall be the principal executive officer of the Club and shall have general supervision and be in control of all of the business and affairs of the Club. The President shall preside at all meetings. The President may sign, with the Secretary, Treasurer, or any other proper Officer of the Club authorized by the Board of Directors, any deeds, mortgages, bonds, leases, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of the Club; and in general the President shall perform all duties as may be prescribed by the Board of Directors from time to time.

**Section 6. 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 all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these Bylaws, or by the President or Board of Directors.

**Section 7. Secretary.** The Secretary shall keep the minutes of the meetings of the Club; conduct or assist with elections; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a register of the contact information of Directors and Members; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Club; receive and give receipts for monies due and payable to the Club from any source whatsoever, and deposit all such monies in the name of the Club in such banks, trust companies, or other depositories as shall be selected in accordance with these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. Employees. The Club shall, in the sole discretion of the President and Board of Directors, employ as salaried Employees, such additional personnel, as they deem appropriate.

## ARTICLE VII. COMMITTEES AND TASK FORCES

The Board of Directors has the authority to create committees and task forces, appoint members, and dissolve committees and task forces as it deems appropriate to carry out the purpose of the Club. The Board will define the duties and deliverables for all committees and task forces and outline the performance expectations for all members of a committee or task force. All committee and task force members serve for a term as defined by the Board of Directors. The Board is kept informed of the activities and progress of all committees and task forces, and the Board has oversight duties in regard to the final outcome approval, acceptance or rejection, ratification of the actions of a committee or task force.

## ARTICLE VIII. FINANCES

The Board establishes an annual operating budget and sets membership dues and event entry fees to support the budget. The Board may authorize the President and/or any Officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club with approval of the Board majority. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club are signed by authorized Officers or Employees and in accordance with policies and procedures adopted by the Board. All monies for the Club are deposited to the credit of the Club in banks that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency. No Club funds may be deposited in the personal account of a member of the Board. If the President and the Treasurer determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the Board.

## ARTICLE IX. BOOKS AND RECORDS

The Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees and shall keep at its registered or principal office a record of the names and contact information of the Directors

entitled to vote. All books and records of the corporation may be inspected by any Director, or agent or attorney acting on behalf of that Director, for any proper purpose at any reasonable time.

## ARTICLE X. FISCAL YEAR

The fiscal year of the Club shall be January 1st through December 31st.

## ARTICLE XI. PROHIBITION AGAINST LOANS, SHARING IN CORPORATION EARNINGS

Section 1. Loans. Loans to Directors, Officers, Employees, or to any other person or entity are prohibited.

Section 2. Sharing in Corporate Earnings. No Director, Officer, Member, Employee, committee member, or person otherwise connected with the Club shall receive, at any time, any of the net earnings or profits of the operations of the Club. This shall not prevent the payment to such persons of reasonable compensation for services rendered to or for the Club and affecting any of its purposes as shall be fixed by the Board. No person shall be entitled to a share in the distribution of any of the Club's assets upon the dissolution of the Club. All interested parties shall be deemed to have expressly consented and agreed that upon such dissolution, whether voluntary or involuntary, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Club, dispose of all of the assets of the Club exclusively for the purposes of the Club in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court in Lewis & Clark County, Montana, exclusively for such purpose or purposes and to such organization or organizations as said court shall determine are organized and operated exclusively for such purposes.

## ARTICLE XII. INDEMNIFICATION

No Director or Officer shall be personally liable for any obligation of the Club or for any duties or obligations arising out of any acts or conduct of said Director or Officer performed for or on behalf of the Club. The Club shall, and hereby does indemnify and hold harmless each person and his or her heirs and administrators who shall serve at any time hereafter as a Director or Officer of the Club from and against any and all claims, judgments and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter been a Director or Officer of the Club, or by reason of any action alleged to have been heretofore or hereafter taken or omitted to have been taken by him or her as such Director or Officer, and may provide insurance coverage affording protection for legal and other expenses reasonably incurred by such person in connection with any such claim or liability, including the right to defend such person from all suits or claims. Provided, however, no such person shall be indemnified or be

reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own negligence, unauthorized act, or willful misconduct. The rights accruing to any person under the foregoing provisions of this article shall not exclude any other right to which he or she may lawfully be entitled, nor shall anything herein contained restrict the right of the Club to indemnify or reimburse such person in any proper case, even though not specifically provided for herein. The Board, its Officers, Directors, Employees and agents, shall be fully protected in taking any action or making any payment, or in refusing to do so, in reliance upon the advice of counsel.

### ARTICLE XIII. DISSOLUTION

Upon dissolution of the Club, the funds in the treasury, after all creditors have been paid, shall go to other 501(c)(3) nonprofit organization(s) with similar purpose(s) to the Club's.

### ARTICLE XIV. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting. An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.

The Board may also adopt policies and procedures as required/needed to advance additional "good governance" objectives. Examples include:

- Conflict of Interest Policy
- Non-Discrimination Policy
- Board and Officer Election Procedures
- Member Code of Conduct
- Board Expectations
- Whistleblower Policy
- Document Retention Policy
- Financial Policy

### ARTICLE XV. ADOPTION OF BYLAWS

We, the Directors of this corporation, hereby consent to and adopt these Bylaws as the Bylaws of this corporation.

DATED this 16<sup>th</sup> day of November, 2020.

*Julie Ackerlund, Jason Brown, Sean Connolly, Beau Downing, Joel Harris, Shiloh Hernandez, Patrick Judge, Erik Makus, Abigail McLane, Ann Seifert, Jeff Thomas, Sarah Urban, and Jesse Zentz.*