

Montana's Peer Network
A Montana Nonprofit Public Benefit Corporation
BYLAWS
ARTICLE I

NAME

- 1.01 Name.** The name of this Corporation shall be Montana's Peer Network, Inc. The business of the Corporation may also be conducted as Montana's Peer Network (MPN).
- 1.02 Name Change.** The Corporation may, at its pleasure, change its name by vote of a majority of the Board of Directors. Any such name change shall be done by filing notice of the use of an assumed name by the Corporation or by amendment to the Bylaws of the Corporation and the Articles of Incorporation with the State.
- 1.03** The registered office for the Corporation is located at 205 Haggerty Lane, Suite 170, Bozeman, Montana, 59771.

ARTICLE II

PURPOSES AND POWERS

- 2.01 Purpose.** This corporation shall be organized and operated exclusively for charitable, scientific, literary and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Section 170(c) (2) of such Code and Regulations (or its corresponding future provisions) and Section 501 (c) (3) of the Internal Revenue Code of 1954 (or its corresponding future provisions)
- The purpose of the CORPORATION is to develop a statewide network of individuals who use or who have used, or would benefit from using mental health services. This coalition will work to provide education, training and advocacy around recovery, peer run, and peer driven mental health services. The corporate mission is: Montana's Peer Network is a peer run organization that provides opportunities for recovery.
- 2.02 Powers.** The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation shall include, but not be limited to, the acceptance of

contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit and Exempt Activities Limitation.

(a) **Nonprofit Legal Status.** The Corporation is a Montana nonprofit public benefit organization, recognized as tax exempt under Section 501(c) (3) of the United States Internal Revenue Code.

(b) **Exempt Activities Limitation.** 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 as it now exists or may be amended, or by an organization contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any Director, Officer, or other private person, 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 the Articles of Incorporation and these Bylaws.

(c) **Distribution Upon Dissolution.** Upon the dissolution of the organization, assets 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 federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the organization 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 III
MEMBERSHIP

3.01 Membership. The Corporation shall have membership open to those who use, have used or would benefit from using mental health services, and or those who value the mission and purpose of the corporation. All membership shall be voluntary. Requirement of Membership dues are at the discretion of the board of directors. Each member may have one vote at the Annual meeting to select the board of directors. The Board of Directors may by ordinary resolution set and later change the dues, rights, privileges and obligations of the members at its discretion.

Article IV
BOARD OF DIRECTORS

4.01 Number of Directors. The Corporation shall have a Board of Directors consisting of at least 5 Directors and no more than 10 Directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Directors, to have approximately one-third of the Board elected each year. No less than 70% of the Directors of the board shall be persons who self-identify as those who use, have used or would benefit from using mental health services. In order to serve on the Board of Directors an individual must be 18 years of age, a registered member of the corporation and complete a board application. Board of Directors will vote by majority to select new board members to fill vacancies.

4.02 Powers. Except as otherwise provided by law; all corporate powers are exercised by or under the authority of the Board and the affairs of the Corporation are managed under the direction of the Board.

Duty of Care — A director of a nonprofit organization shall discharge all his/her duties as a director, including those performed as a committee member; in good faith, with the care that an ordinarily prudent person in a similar position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interests of the organization. The duty of care entails a duty of reasonable inquiry. Each director is obligated to ask questions and demand information to allow him/her to have sufficient information and understanding to make decisions he/she reasonably believes are in the nonprofit's best interests.

Duty of Loyalty — Directors are obligated to exercise an undivided and unselfish loyalty to the organization they serve. Directors must exercise their obligations and

powers in the best interests of the organization and its charitable mission, not in their own interests or in the interests of another person or entity (even if charitable in nature).

Duty of Obedience — Directors are obligated to further the mission of the organization they serve, to be faithful to its purposes and goals, and to act in conformity with all laws affecting the organization.

All corporate powers are exercised by or under the authority of the Board and the affairs of the Corporation are managed under the direction of the Board. The Board of Directors may hire an Executive Director to manage all or part of the activities of the Corporation.

4.03 Terms. All Directors will be elected to serve one year terms; provided, however that a term may be extended until a successor has been elected. Directors may serve a maximum of 4 one-year terms in succession, plus time served to fill a vacancy. After term limiting of the Board of Directors, past Directors may serve the Board after taking at least 12 months off.

4.04 Vacancies. The Board of Directors may fill vacancies and may appoint new Directors to fill a previously unfilled Board position for the balance of the term, subject to the maximum number of Directors under these Bylaws.

4.05 Removal of Directors. A director may be removed by a majority vote of the Board of Directors then in office if a Director is absent and unexcused from three consecutive meetings of the Board of Directors in a twelve month period. The Board President is empowered to excuse Directors from attendance for a reason deemed adequate.

4.06 Board of Directors Meetings.

- (a) **Regular Meetings.** The Board of Directors shall hold regular meetings at a time and place to be determined by the Board of Directors and the Executive Director.
- (b) **Special Meetings.** Special meetings of the Board may be called by the Chair, by any two members of the Executive Committee or by 10 percent of the Directors. A special meeting must be preceded by at least 2 days' notice to each Director of the date, time and place, but not the purpose of the meeting. Such notice may be given through postal mail or email.
- (c) **Notice of Board Meetings.** Notice of regular or special meeting must be given to each Director either personally or by U. S. Mail or e-mail at his

or her address as shown by the records of the Corporation. If e-mailed, a notice shall be deemed delivered when an electronic notice of delivery is returned to the sender of the notice. If mailed, a notice shall be deemed delivered at the earliest of (i) five days after deposited in the mail, addressed to the Director, with postage prepaid, (ii) the date shown on the return receipt if sent by registered or certified mail and the receipt is signed by or on behalf of the Director, or (iii) the date received.

- (d) **Special Notice Provisions.** If a purpose of the meeting is to consider (i) an amendment to the Articles of Incorporation, (ii) a plan of merger, (iii) the sale, lease, exchange, or disposition of all or substantially all of the Corporation's property, or (iv) 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 of the proposed amendment, plan of merger, transaction for the disposition of property, or proposed dissolution.

4.07 Manner of Acting.

- (a) **Quorum.** A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board.
- (b) **Vote.** The act of the majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise specified in these Bylaws or required by law. Each Director shall have one vote.
- (c) **No Proxy Voting.** Directors may not vote or sign Board resolutions or consents by proxy. If a Director will not be available for a vote, the Director may communicate his or her feelings about the vote to the remainder of the Board of Directors, but those statements shall not be counted as a vote.
- (d) **Participation.** Directors may participate in a regular or special meeting 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 telephonic or video or electronic conference call.

(e) **Attendance.** Board of Directors are expected to provide due diligence to attend regular and special meetings. If unable to attend notice should be given to either to the President or Executive Director prior to the meeting.

4.08 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of Directors entitled to vote with respect to the subject matter thereof. Such action may be taken by e-mail if an electronic copy of the resolution is printed out, signed and returned to the Secretary by all Directors. Such consent shall have the same effect as a unanimous vote and shall be placed in the minute book by the Secretary.

4.09 Annual Corporate Board Meeting and Election of Board Officers. The Board shall elect Board Officers at the Annual Corporate Meeting held in September unless the election of Board Officers is delayed by the Board.

4.10 Qualifications of Directors. In order to be eligible as a Director on the Board of Directors, the individual must be 18 years of age. 70% of the members must be individuals who are willing to self-identify as individuals who use, have used, or would benefit from using mental health services.

4.11 Leaves of Absence. The Board does not allow leaves of absence for Directors.

ARTICLE V **OFFICERS**

5.01 Board Officers. The Board Officers of the Corporation shall be President, Vice President, Secretary and Treasurer. Each Board Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers. The Board may also appoint additional Officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One Person may hold two or more Board offices, but no Board Officer may act in more than one capacity where action of two or more Officers is required.

5.02 Term of Office. Each Board Officer shall serve a one-year term of office and may not serve more than three consecutive terms of office. Unless elected to fill a vacancy in an Officer position, each Board Officer's term of office shall begin upon the adjournment of the Annual Corporate Board Meeting at which elected and shall end upon the adjournment of the Annual Corporate Board Meeting during which a successor is elected.

5.03 Removal and Resignation. The Board of Directors may remove an Officer at any time by a majority vote of the Directors with cause. Any Officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

5.05 Board President. The Board President shall be the Chief Volunteer Officer of the Corporation. The Board President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

5.06 Vice-President. In the absence of the Board President, the Vice President designated by the Board of Directors shall perform the duties of the Board President. When so acting, the Vice President shall have all the powers and perform such other duties prescribed for them by the Board of Directors or the Board President.

5.07 Secretary. The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held in accordance with the law and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Members, Directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board Chair.

5.08 Treasurer. The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation and shall have primary responsibility for implementing the responsibilities of the Finance and Funding Committee as specified in the committee charter. The Treasurer, working with the Committee shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with the Executive Director or other staff or Officers with responsibility for maintaining the financial records of the Corporation, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors or the Board Chair. The Treasurer may appoint, with approval of the Board (or the Executive Committee), a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

5.09 Compensation for Board Service. Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expense to attend Board meetings.

5.10 Compensation for Professional Services by Directors. Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

5.11 Non-Director Officers. The Board of Directors may designate additional Officer positions of the Corporation and may appoint and assign duties to other non-director Officers of the Corporation.

ARTICLE VI
BOARD COMMITTEES

6.01 Committees.

- (a) **Standing and Special Committees.** The committees of the Board shall be standing and special, and each Board committee shall have membership, duties, and powers established in the Bylaws and the Board resolution or charter creating the committee. Standing committees perform continuing functions on behalf of the Board. Special committees perform specific, limited tasks of the Board. In addition to the standing committees established in these Bylaws, the Board may establish standing and special committees by Board action or resolution.

- (b) **Creation of Committees and Appointment of Members.** All Board committees shall be created by the Board of Directors, and the Board shall appoint all committee members and fill any vacancies; provided, however that the Executive Committee may create interim special committees of the Board and establish their membership between meetings of the Board, subject to Board ratification at the next regular or special meeting of the Board. Each committee must be composed of two or more voting Directors and may include non-director members without the power to vote.

6.02 Committee Manner of Acting. The provisions of these Bylaws which govern meetings, manner of acting, action without meetings, notice, waiver of notice, and quorum and voting requirements of the Board shall apply to committees of the Board and their members.

6.03 Executive Committee. The Board shall have an Executive Committee with powers established by the Board, consistent with these Bylaws. The Chair of the Corporation shall serve as Chair of the Executive Committee. The executive members, President, Vice President, Secretary and Treasurer shall all be members of the said committee.

6.04 Recruitment Committees. The Board shall have a Recruitment Committee with powers established by the Board, consistent with these Bylaws. The Board shall appoint a Committee Chair. The recruitment committee shall work to build regular membership of the corporation along with board of director applicants.

6.05 Finance and Funding Committee. The Board shall have a Finance and Funding Committee with powers established by the Board, consistent with

these Bylaws. The Treasurer shall be the Committee Chair. The Finance and Funding committee shall work to oversee the general finance of the corporation and future funding of the corporation

- 6.06 Youth Committee.** The board shall have a Youth Committee with powers established by the Board, consistent with these Bylaws. The Board shall appoint a committee Chair.

ARTICLE VII

EXECUTIVE DIRECTOR AND STAFF

- 7.01 Appointment.** The Board of Directors may 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.
- 7.02 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 on a daily basis. 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 of Directors

ARTICLE VIII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION

AND RELATED MATTERS

- 8.01 Contracts and other Writings.** Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants and other agreements of the Corporation shall be executed on its behalf by the Executive Director, the President, or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.
- 8.02 Checks, Drafts.** All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, fiduciary agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

8.03 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 depository as the Board or fiduciary agent or a designated Committee of the Board may select.

8.04 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

8.05 Indemnification.

- (a) **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.
- (b) **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 the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- (c) **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 (i) 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 (ii) 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 in these Bylaws.
- (d) **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 employee or

agent of the Corporation who is not a Director, consistent with Montana Law and public policy, *provided* that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE IX

MISCELLANEOUS

- 9.01 Books and Records.** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by committees of the Board.
- 9.02 Conflict of Interest.** The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, or member of a Committee with Board-delegated powers.
- 9.03 Actions Regarding membership and Ownership Interests.** The Board shall exercise membership powers and ownership interests, in any, either by Board action in accordance with these Bylaws or by delegation of authority to act for the Corporation to the Executive Committee or Executive Director or his or her designees.
- 9.04 Amendments.** These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors. 30 days written notice (either by postal mail or electronic mail must be given before Bylaws are amended, altered, repealed, or restated by a vote of the majority of the Board of Directors.

CERTIFICATE OF ADOPTION OF RESTATED BYLAWS

I do hereby certify that the above amended and restated Bylaws of Montana's Peer Network were approved by the Board of Directors on January 27, 2012, and do now constitute a complete copy of the Bylaws of the Corporation, superseding all previously adopted Bylaws and amendments.

____Sandi Glenn_____
President of the Corporation
Date January 27, 2012

____Kay Omholt-Montague_____
Secretary of the Corporation
Date January 27, 2012