

# Helena Highlanders Association, Inc. Bylaws

## Article I

### Name

#### 1.01 Name

The Name of this corporation shall be Helena Highlanders Association, Inc. This corporation will also be referred to as HHA later in this document.

## Article II

### Purpose and Powers

#### 2.01 Purpose

HHA is a non-profit corporation and shall be operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

The purpose of this corporation is to promote, perpetuate, educate, and encourage the Scottish, Irish, and other Celtic cultures and histories. To that end, we expose locals and visitors to music, dance, history, ancestry, language, food, crafts, and traditional athletic events.

#### 2.02 Powers

HHA 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 educational 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 may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

## Article III

### Membership

#### 3.01 Membership Classes

HHA shall have three membership classes outside of the Executive Board of Directors; Coordinators and Members. Members and Coordinators shall not have title or interest in or to the corporation, its properties and franchises.

### **3.01 Membership Classes Defined**

Members are individuals who volunteers their time to support the overall mission of the HHA and have voting rights limited to Executive Board Member elections and ratification of Coordinator changes. HHA Members who have attended at least 50% of mandatory meetings shall have the right to vote for HHA Executive Board of Director positions, ratification of Coordinators, and provide influence in the direction and mission of HHA. Members must be in good standing attending at least 50% of mandatory meetings to be eligible for assignment as a Coordinator.

Coordinators are individuals assigned by the Executive Board of Directors to assist in specified assignments. Coordinators must be a member in good standing. Coordinators shall have full voting rights. Position details will be provided at the time of need.

## **Article IV**

### **Executive Board of Directors**

#### **4.01 Number of Directors**

HHA shall have an Executive Board of Directors consisting of 4 directors (detailed in 5.01). In addition, HHA may elect to have up to 6 additional Coordinators roles which operate in support of the Executive Board of Directors and overall HHA business goals.

#### **4.02 Powers**

All corporate powers shall be exercised by or under the authority of the Executive Board and the affairs of the HHA shall be managed under the direction of the Executive Board, except as otherwise provided by law.

#### **4.03 Dues**

Membership dues and due date shall be set by the Executive Board of Directors (if implemented) and will be reviewed on an annual basis. The Treasurer shall maintain a member database and dues payment status. If dues are required, Members and Coordinators have a 30-day grace period before losing their right to vote at meetings for the election of the Executive Board of Directors. and/or Coordinators.

#### **4.04 Terms**

- (a) All Executive Board of Directors shall be elected to serve a two-year term however the term may be extended until a successor has been elected.
- (b) Executive Board of Director terms shall be staggered so half the number of directors will end their terms in any given year. (President/Treasurer – Odd Years, VP/Secretary – Even Years) beginning calendar year 2024.
- (c) Executive Board of Directors may serve terms in succession.

- (d) The term of office shall be considered to begin September 1 and end August 31 of the 2<sup>nd</sup> year in office unless the term is extended until such time as a successor has been elected. Interim assignments will be in place for the remaining term or until the next scheduled election period whichever is first.

#### **4.05 Qualifications and Election of Executive Board of Directors**

To be eligible to serve on the Executive Board of Directors, the individual must be 21 years of age, has been an active Coordinator, Member in good standing sponsored by a current Executive Board Member, or current or previous HHA member of the Executive Board of Directors. The election of Executive Directors to replace those who have fulfilled their term of office shall take place in August of each year at the annual review meeting. Anyone meeting criteria set within 4.05 can be nominated for Executive Board of Director Positions. Executive Board Members may be voted in by a majority vote of attending Executive Board Members, Coordinators, and Members in good standing.

#### **4.06 Vacancies**

Vacancies due to the exit of an Executive Director's term of office, resignation, death, or removal of a director will be filled through special election by voting membership subject to the maximum number of Executive Directors under these bylaws. Notification of special election meeting will be made a minimum of 14 days prior to the event.

#### **4.07 Removal of Executive Directors**

An Executive Director may be removed by two-thirds (2/3) vote of the Executive Board of Directors and attending Coordinators, if:

- (a) The Executive Director is absent and unexcused from two or more meetings of the board in a twelve-month period. The Board President or Vice President is empowered to excuse an Executive Director from attendance for reasons deemed adequate. The President or Vice President shall not have the power to excuse themselves from the board meeting, but must be excused by the other (i.e. the President must be excused by the Vice President).
- (b) Any Member in good standing, Coordinator or Executive Director may request a vote of no confidence during the new business portion of a board meeting. The topic will be discussed and if deemed appropriate by no less than 1 Executive Director, the vote will be held the following board meeting.
- (c) The Executive Director in question will be given notification via electronic or written format concerning the board's intention to present their case and be heard at the following meeting of the board.
- (d) During a removal vote, the individual up for removal is prohibited from voting.

#### **4.08 Compensation for Board Service**

Executive Directors shall receive no compensation for carrying out their duties on the Executive Board (including the duties of the officer roles). The board may adopt policies providing for reasonable reimbursement of pre-approved Executive Director and Coordinators expenses incurred in conjunction with carrying out board responsibilities.

#### **4.09 Compensation for Professional Services by Executive 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.

## **Article V**

### **Executive Board of Director Positions**

#### **5.01 Board Officers**

The Executive Board of Directors must consist of a Board President, Vice President, Secretary, and Treasurer. Each Executive Director 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. Executive Director may temporarily fulfill the duties of multiple Executive Director positions, though will only have one qualified vote. In the event the board is split on a vote, the vote will be tabled and revisited at the next meeting.

#### **5.02 Terms of Office**

Terms of Office follow the same guidelines as outlined in the Executive Board of Directors section 4.03.

#### **5.03 Removal and Resignation**

Removal and resignation follow the same guidelines as outlined in the Executive Board of Directors section 4.06.

#### **5.04 Board President**

The Board President shall be the chief volunteer officer of the corporation. The Board President shall lead the Executive Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Executive Board of Directors, unless delegating this duty to another member of the board, and shall perform all other duties incident to the office or properly required by the Executive Board of Directors.

The President shall sign all contracts and other official documents authorized by the board, and shall lead the HHA in cooperating and interacting with other groups and organizations.

The President shall not be an active voter with exception to the event of a hung vote in 4.07, the necessity of a 2/3 vote 7.08, 13.02, 14.02, and annual elections.

The President shall not independently commit the HHA to specific programs, projects, or expenditures without approval of the board.

### **5.05 Vice President**

In the absence or disability of the Board President, the ranking Vice President or Vice President designated by the Executive Board of Directors shall perform the duties of the Board President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the Board President. The Vice President shall assist and direct the Secretary and Treasurer in performing their duties and shall assist the President as directed. The Vice President shall have such other powers and perform such other duties as prescribed for them by the Executive Board of Directors or the Board President.

If the President, for any reason, is unable to fulfill their term of office, or resigns, the Vice President will become the Interim President and fill the remaining term. A special election will be held to elect a new Vice President at the next meeting of the board. In the event the Vice President does not accept the Interim President role, a special election will be held to fill the President role.

The Vice President shall not independently commit the HHA to specific programs, projects, or expenditures without approval of the board.

### **5.06 Secretary**

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of the directors and committees of directors. The minutes of each meeting shall state the time and place that it was held, the members present, 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 directors and committees as required by the bylaws.

The Secretary shall maintain the correspondence records of the HHA, minutes of the annual review meeting as well as all other meetings and shall submit the same to the HHA website. The Secretary shall conduct all general correspondence of the HHA as directed by the President or Vice President. The Secretary shall have such powers and perform such duties as may be prescribed by the Executive Board of Directors or the Board President. The Secretary may appoint, with approval of the board, a Coordinator to assist in performance of all or part of the duties of the Secretary.

The Secretary shall not independently commit the HHA to specific programs, projects, or expenditures without approval of the board.

#### **5.07 Treasurer**

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The Treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, 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 executive board of directors on a timely basis or as may be required by the board or the Board President.

The Treasurer shall make a financial report, complying with the Generally Accepted Accounting Principles (GAAP) for nonprofit organizations, at the end of each fiscal year, and to any member who requests a copy. The Treasurer shall complete and file the IRS Form 990 or 990-EZ each year. The Treasurer shall make additional financial reports at the Annual Review Meeting and as requested by the President.

The Treasurer shall collect and have custody of the funds of the HHA. The Treasurer shall sign all checks for disbursement of funds and shall maintain itemized records of all receipts and disbursements. The Treasurer may delegate check signing/debit card purchases to other Executive Directors. The Treasurer shall, with reasonable dispatch, deposit all receipts collected in such bank or banks as may be approved by the Executive Board of Directors and shall set up special accounts as necessary to facilitate the management of all special funds.

The Treasurer shall maintain authority to make monthly expenditures for services agreed upon by the board without monthly presentation/approval to the board unless such payment amounts are changing.

The Treasurer shall maintain the membership and dues records and database as specified in section 4.03.

The Treasurer may appoint, with approval of the board a qualified fiscal agent or Coordinator to assist in performance of all or part of the duties of the Treasurer.

The Treasurer shall not independently commit the HHA to specific programs, projects, or expenditures without approval of the board.

# **Article V-A**

## **Coordinator Positions**

### **5.08 Coordinators**

The Executive Board of Directors may designate Coordinator positions and may appoint and assign duties to Coordinators.

### **5.09 Qualifications and Appointment of Coordinators**

To be eligible to serve as a Coordinator, the individual must be 21 years of age, and an active Member in good standing. Coordinator assignments will be ratified by membership at time of assignment. The Executive Board of Directors reserves the right to assign new members who have not yet earned the title of member in good standing to fulfill a coordinator role. However, in doing so an Executive Board Member will act as a mento to guide the new coordinator in their role for the first year.

# **Article VI**

## **Committees**

### **6.01 Committees**

The Executive Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of at least one Executive Director, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which also requires Executive Board of Directors' approval or approval of a majority of all voting members
- (b) fill vacancies on the Executive Board of Directors in any committee which has the authority of the board
- (c) amend or repeal bylaws or adopt new bylaws
- (d) amend or repeal any resolution of the Executive Board of Directors
- (e) appoint any other committees of the Executive Board of Directors or the members of these committees
- (f) expend corporate funds without prior approval from the Executive Board
- (g) approve any transaction either to which the corporation is a party and one or more directors have a material financial interest, or between the corporation and one or

more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest

### **6.02 Meetings and Action of Committees**

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provision of article VII of these bylaws concerning meetings of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Executive Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Executive Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Executive Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Executive Board of Directors may adopt rules for the governing of the committee not inconsistent with the provisions of these bylaws.

### **6.03 Informal Action by the Executive Board of Directors**

Any action required or permitted to be taken by the Executive Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action taken, shall be agreed by the consensus of the voting executive board and coordinators. For purposes of this section an email transmission from an email address on record constitutes a valid writing. The intent of this provision is to allow the Executive Board of Directors to use email to approve actions, as long as a quorum of Executive Directors and Coordinators gives consent.

## **Article VII**

### **Meetings**

#### **7.01 Annual Review Meeting**

There will be an annual meeting of all Executive Directors and active members each year. Members shall be given a minimum of fourteen (14) days notice by email and by posting on the HHA website. If sent by email, the notice shall be deemed delivered upon its sending. Notice of meetings shall specify the place, date, and hour of meeting.

#### **7.02 Posted Agenda**

The Board President shall send out a posted agenda of what is to be discussed/voted on a minimum of twenty-four (24) hours before every meeting by email and by posting on the HHA website whether regular, annual review, or special meeting.



### **7.03 Regular Meetings**

The Executive Board of Directors shall hold meetings at their discretion. Members shall be given minimum four (4) days' notice by email and by posting on the HHA website or forty-eight (48) hours' notice delivered personally or by telephone. If sent by email, the notice shall be deemed delivered upon its sending. Notice of meetings shall specify the place, date, and hour of meeting. The purpose of the meeting need not be specified. If possible, the next meeting should be scheduled at the end of each meeting.

### **7.04 Special Meetings**

Special meetings of the board may be called by the President, Vice President, Secretary, or Treasurer. Members shall be given minimum four (4) days' notice by email and by posting on the HHA website or forty-eight (48) hours' notice delivered personally or by telephone. If sent by email, the notice shall be deemed delivered upon its sending. Notice of meetings shall specify the place, date, and hour of meeting. The purpose of the special meeting does need to be specified.

### **7.05 Quorums**

A majority of the Executive Board of Directors and Coordinators shall constitute a quorum for the transaction of business at that meeting of the board.

If a quorum is not present at a meeting, the meeting may be opened with a unanimous vote of the Executive Board. All members of the Executive Board must be present for this provision.

### **7.06 Majority Voting**

Except as otherwise required by law, by the articles of incorporation, or by these bylaws, the act of the majority of the Executive Directors and voting members present at a meeting at which a quorum is present shall be the act of the board.

When a quorum is not present at a meeting, only business from the posted agenda may be discussed or voted on. To pass a vote with fewer than a quorum present, a majority of voting members present must vote to pass, and the issue must be confirmed at the next meeting of the board. If a quorum is not present at the next meeting, the issue can be confirmed and closed by a majority vote of the voting members present.

### **7.07 Participation**

Except as required by law, the articles of incorporation, or these bylaws, Executive Directors may participate in a regular or special meeting through the use of any means of communication by which all Executive Directors and voting members participating may simultaneously hear each other during the meeting, including in person, video meeting, or by conference call.

### **7.08 Hung Vote**

On the occasion that the Executive Directors and appointed coordinators are unable to make a decision based on a tied number of votes, the President may cast vote to break the tie. The Executive Board has the discretion to table the vote for further discussion rather than utilizing a tie-breaker.

### **7.09 Attendance**

Attendance is required by all members of the Executive Board of Directors at every meeting whether regular, annual review, or special, unless excused as described in section 4.07(a). Attendance must be sufficient to fulfill the duties of your position. Insufficient attendance will be grounds for removal.

### **7.10 Proxy Voting**

If attendance has been excused, an Executive Director or voting member may give their vote on an issue in the posted agenda to the Secretary prior to the meeting. In the case of the Secretary being excused from the meeting, they can give their vote to the President or the Vice President. Proxy votes must be given in email form so they can be shown at the meeting during the vote if requested by any member present.

## **Article VIII**

### **General**

#### **8.01 Fiscal Year**

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

#### **8.02 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 executive board of directors, a record of all actions taken by the executive board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's articles of incorporation and corporate bylaws as amended to date.

#### **8.03 Nondiscrimination Policy**

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the HHA not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran status, political service or affiliation, color, religion, or national origin.

# Article IX

## Document Retention Policy

### 9.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of the HHA records.

### 9.02 Policy

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can group unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, HHA may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. The HHA expects all officers, directors, and employees to comply with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the HHA informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

### Section 3. Minimum Retention Periods for Specific Categories.

- (a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, Bylaws, and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.
- (b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures,

- and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.
- (c) **Employment Records/Personnel Records.** State and Federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance review and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.
  - (d) **Board and Board Committee Materials.** Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.
  - (e) **Press Releases/Public Filings.** The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should its own copy to test the accuracy of any document or member of the public can theoretically produce against the corporation.
  - (f) **Legal Files.** Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.
  - (g) **Marketing and Sales Documents.** The corporation should keep final copies of marketing and sales documents for the same period of the time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least years beyond the life of the agreement.
  - (h) **Development/Intellectual Property and Trade Secrets.** Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation;
    - i. Derives independent economic value from the secrecy of the information; and
    - ii. Has taken affirmative steps to keep the information confidential.The corporation should keep all the documents designated as containing trade secret information for at least the life of the trade secret.
  - (i) **Contracts.** Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

- (j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.
- (k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payment purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.
- (l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- (m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail. Email that needs to be saved should be either:

- (a) Printed in hard copy and kept in the appropriate file, or
- (b) Download to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the email, and covered elsewhere in this policy.

## **Article X**

### **Transparency and Accountability**

#### **Disclosure of Financial Information with the General Public**

##### **10.01 Purpose**

By making full and accurate information about its mission, activities, finances, and governance publicly available, the HHA practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered

##### **10.02 Financial and IRS documents (The form 1023 and the form 990)**

The HHA shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

##### **10.03 Means and Conditions of Disclosure**

The HHA shall make widely available the aforementioned documents on its internet website to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) The HHA shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) The HHA shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

#### **10.04 IRS Annual Information Returns (Form 990)**

The HHA shall submit the Form 990 to its executive board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporations Form 990 shall be submitted to each member of the executive board of directors via hard copy or email at least 10 days before the Form 990 is filed with the IRS.

#### **10.05 Board**

- (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portions confidential.
- (b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

#### **10.06 Staff Records**

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the corporation except by authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the board upon request.

### **10.07 Donor Records**

- (a) All donors' records shall be made available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that
- (d) Donor records shall be made available to the board upon request.

## **Article XI**

### **Code of Ethics and Whistleblower Policy**

#### **11.01 Purpose**

The HHA requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of the HHA to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

#### **11.02 Reporting Violations**

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of the HHA is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

#### **11.03 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowing to be false shall be viewed as a serious disciplinary offence.

#### **11.04 Retaliation**

Said person is protected from retaliation only if he/she brings the alleged unlawful activity, policy, or practice to the attention of the HHA and provides the HHA with a reasonable

opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

The HHA shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of the HHA or of another individual or entity with whom the HHA has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The HHA shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the HHA that the individual reasonably believes is in violation of a law, a rule, or a regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

#### **11.05 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

#### **11.06 Handling of Reported Violations**

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This Policy shall be made available to all directors, officers, staff, or employees and they shall have the opportunity to ask questions about the policy.

## **Article XII**

### **Conflict-of-Interest Policy**

#### **12.01 Purpose**

The purpose of the conflict-of-interest policy is to protect the HHA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the HHA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **12.02 Definitions**



1. Interested Person- Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a) An ownership or investment interest in any entity with which the organization has a transaction or arrangement

b) A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement or

c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **12.03 Procedures**

1. Duty to Disclose- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with the governing board of delegated powers considering the proposed transaction or arrangement.

2. Determining whether a conflict of interest exists- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for addressing the conflict of interest-

a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b) The chairperson of the governing board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c) After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter the transaction or arrangement.

4. Violation of the conflict-of-interest policy-

a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5. Ratification- The conflict-of-interest policy, along with the entirety of the bylaws and articles, will be adopted by a two-thirds (2/3) majority of the active members of the executive board of directors.

6. Use of the organization's logo- The use of the logo may not be used by members on items that can be sold or traded for personal gain. Non-board business may not use the logo unless agreed upon by a majority vote of the executive board of directors and proper compensation is negotiated.

## **Article XIII**

### **Amendments**

#### **13.01 Amendments of the Articles of Incorporation**

Any amendment to the articles of incorporation may be adopted by approval of two-thirds (2/3) of the Executive Board of Directors and Coordinators.

### **13.02 Amendments of the Corporate Bylaws**

These bylaws may be amended, altered, repealed, or restated by a two-thirds (2/3) vote of the active Executive Board of Directors and Coordinators at a meeting of the board, provided, however,

- (a) that no amendments shall be made to these bylaws which would cause the corporation to cease to qualify as an exempt corporation under section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any federal tax code
- (b) that all amendments be consistent with the articles of incorporation
- (c) that the vote to amend, alter, repeal, or restate is on the posted agenda for the meeting

## **Article XIV**

### **Dissolution**

#### **14.01 Dissolution Process**

Upon dissolution of the corporation, the executive board of directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation then remaining exclusively for the purpose and objectives of the corporation, in such manner, or to such organization or organizations organized and operated exclusively for education or charitable purposes as shall at the time qualify as an exempt organization under sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of the United States or corresponding sections of any prior or future tax code as the executive board of directors shall determine.

#### **14.02 Dissolution Vote**

Dissolution of this corporation must be approved by a two-thirds (2/3) majority vote of the active members of the executive board of directors.

### **Certificate of Adoption of Bylaws**

I Heather J. Rankin do hereby certify that the above state bylaws of the Helena Highlanders Association, Inc. were approved by the HHA's Executive Board of Directors on (date) and constitute a complete copy of the bylaws of the corporation.

Secretary Heather J. Rankin

Date December 3, 2023