

**BYLAWS OF THE SOUTH SIDE  
NEIGHBORHOOD TASK FORCE**  
(Adopted October 15, 2009)

**ARTICLE I**

Purposes and Rules

Section 1.1 Purposes: The purposes for which the South Side Neighborhood Task Force (hereinafter SSNTF) is organized are stated in its Articles of Incorporation.

Section 1.2 Rules: In addition to the Rules stated in the Articles of Incorporation, the following transactions shall be specifically prohibited to SSNTF:

- (a) The loan of any part of the SSNTF's income or assets without the receipt of adequate security and a reasonable rate of interest (but under no circumstances shall a loan be made to any officer of the corporation);
- (b) The payment of any compensation, in excess of reasonable allowance, for salary and other compensation for personal services actually rendered;
- (c) The making of any part of the SSNTF's services available on a personal basis;
- (d) The making of any substantial purchase of securities or any other property for more than adequate consideration in money or money's worth;
- (e) The sale of any substantial part of the SSNTF's property, for less than adequate consideration; or
- (f) Engaging in any other transaction which results in a substantial diversion of the SSNTF's income or assets, to any of the officers of the SSNTF, any person who shall have made a substantial contribution to the SSNTF,

a member of the family of any such person, or a corporation controlled by any such person.

Nothing contained in these bylaws shall authorize or empower the SSNTF to perform or engage in any acts or practices which would cause the SSNTF to lose its status as a tax-exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

## **ARTICLE II**

### **Offices**

The corporation shall have and continuously maintain in this state a registered office and registered agent whose office is identical with such registered office and may have such other offices within Montana as officers may from time to time determine.

## **ARTICLE III**

### **Voting Members and Officers**

Section 3.1 Definition: Board of Directors, for the purposes of this organization, shall be here deemed to be the same as the voting members.

Section 3.2 General Powers: The business and affairs of the SSNTF shall be managed under the direction of the officers with the approval of the voting members.

Section 3.3 [REPEALED]

Section 3.4 Meeting of the Officers: The Officer meetings may be held within the Task Force boundaries. The Chairperson may call special meetings of the Officers.

Section 3.5 [REPEALED]

Section 3.6 [REPEALED]

Section 3.7 Officer Meeting Conduct: The Chairperson, or in the Chairperson's absence, the Vice-Chairperson, shall call the meeting of the officers to order and shall act as the Chairperson of the meeting. The Secretary of SSNTF shall act as the secretary of all meetings of the officers, but in the Secretary absence, the Chairperson may appoint any other person to act as the secretary of the meeting.

Section 3.8 [REPEALED]

Section 3.9 Membership Meetings:

(a) Required Number to Constitute Act. The act of a majority of the voting members present at a meeting at which a quorum is present (when the vote is taken) shall be the act of the members, unless the Articles or these Bylaws require the vote of a greater number of members. A quorum shall be nine voting members. If no quorum is present at a meeting of the SSNTF, the members may not take action on any matter other than to adjourn the meeting to a later date.

(b) Notice of Member Meetings. Written notice to members, together with the proposed agenda shall be mailed or Emailed at least ten (10) days prior to the membership meeting at the last address provided by the member.

(c) Member Qualifications. Any person who resides in the geographic area served by the SSNTF shall be eligible to participate as voting members provided, however, that said member shall have attended at least three regular meetings of the membership in the immediate preceding twelve (12) months. The Secretary shall maintain a regular

sign-in sheet for each membership meeting which shall be circulated to the persons attending each meeting.

Section 3.10 [REPEALED]

Section 3.11 [REPEALED]

Section 3.12 [RESERVED]

Section 3.13 [REPEALED]

## **ARTICLE IV**

### **Officers**

Section 4.1 Number, Election, Tenure and Qualification of Officers: The number of its officers shall be three and must consist of a Chairperson, Vice-Chairperson and Treasurer. All officers must be Voting Members. No individual may simultaneously hold more than one office in the SSNTF. A nominating committee shall be appointed by the Chairperson in September of each year. The Nominating Committee shall prepare a slate of qualified candidates for the offices of Chairperson, Vice-Chairperson, and Treasurer. Qualified candidates may also be nominated from the floor before voting takes place. The Voting Members shall elect the officers from the group of nominated candidates at the regular Member meeting held in November of each year. The officers shall serve for a term of one (1) year and take office at the first meeting in January following the election. The Secretary shall be appointed by the new Chairperson and shall serve a term of one (1) year and take office at the first meeting in January following the election..

Section 4.2 [REPEALED]

Section 4.3 Removal of Officers: The Voting Members may remove any officer at any time, with or without cause, with a two-thirds (2/3) majority vote of the Voting Members. In the event of proposed removal of an officer, written notice of the proposed removal shall be given thirty (30) days prior to the meeting at which removal will be considered.

Section 4.4 Chairperson Duties: The Chairperson shall be the principal executive officer of the SSNTF. The Chairperson shall be subject to the control of the Voting Members and shall, in general, supervise and control, in good faith, all of the business and affairs of the SSNTF. The Chairperson shall, when present, preside at all meetings of the SSNTF. The Chairperson may sign, with the Secretary or any other proper officer of the SSNTF, necessary documents that the voting Members have or are required to authorize to transact the regular business of the SSNTF. Unless, if necessary, the Chairperson appoints a Voting Member to speak on behalf of the SSNTF, only the Chairperson shall speak as a representative for the SSNTF. The Chairperson shall appoint any member of the Task Force to:

- (a) help in a special capacity;
- (b) head a committee; and,
- (c) serve as a member of a committee.

Each committee may exercise the specific authority which the Chairperson confers upon the committee in the resolution creating the committee.

Section 4.5 The Vice-Chairperson: The Vice-Chairperson shall perform, in good faith, the Chairperson's duties if the Chairperson is absent, dies, is unable or refuses to act. If the Vice-Chairperson acts in the absence of the Chairperson, the Vice-Chairperson shall have all Chairperson powers and be subject to all the

restrictions upon the Chairperson. (If there is no Vice-Chairperson or the Vice-Chairperson is unable or refuses to act, then the Treasurer shall perform the Chairperson Duties.) The Vice-Chairperson shall perform any other duties that the Chairperson or members may assign to the Vice-Chairperson.

#### Section 4.6 The Treasurer:

The Treasurer shall in good faith:

- (a) be responsible for all funds and securities of the SSNTF;
- (b) receive and give receipts for moneys due and payable to the SSNTF from any source, and deposit all monies **immediately** in the SSNTF's name in banks, trust companies, or other depositories that the board of officers shall select. All accounts shall require the signature of at least two (2) officers;
- (c) submit the books and records to a Certified Public Accountant or other accountant for audit or review, if any is requested by the voting members, and
- (d) shall be responsible for the filing of any tax returns..

#### Section 4.7 The Secretary:

The Secretary shall in good faith

- (a) create and maintain one or more books for the minutes of the proceedings of the SSNTF;
- (b) provide that all notices are served in accordance with these bylaws or as required by law;
- (c) be custodian of the SSNTF records;

- (d) when requested or required, authenticate any records of the SSNTF;
- (e) keep a current register of the post office address of each voting member and maintain the meeting sign-in information for the members;
- (f) in general perform all duties incident to the office of Secretary and any other duties that the Chairperson may assign to the Secretary.

Section 4.8 Salaries, Loans to or Guarantees for Officers: The Officers of SSNTF shall not be paid a salary or fee. The SSNTF may not lend money to or guarantee the obligation of an Officer of the SSNTF.

## **ARTICLE V**

### Members

Section 5.1 [REPEALED]

Section 5.2 [REPEALED]

Section 5.3 Voting Members: Only Voting Members present shall be entitled to vote. A Voting Member shall meet the following requirements:

- (h) reside within the Task Force area AND have attended at least three (3) SSNTF meetings in the previous twelve (12) months;
- OR
- (b) have family, work or own property or a business within the Task Force area, AND have attended at least three (3) SSNTF meetings in the previous twelve (12) months AND be approved by a majority

of the Voting Members present at the meeting. Only one Voting Member shall vote from any business or agency or organization.

No proxy votes will be honored.

For the purposes of determining whether an individual or entity qualifies as a Voting Member, the phrase "located within the Task Force area" shall mean located within the area shown on the attached Exhibit A. In the event that there is any dispute over whether an individual qualifies as a Voting Member, the existing Voting Members shall determine whether such individual qualifies as a Voting Member. Voting Members may vote in only one Task Force in the Billings area.

Section 5.4 [RESERVED]

Section 5.5 Meetings: Members shall hold a monthly meeting on the 3<sup>rd</sup> Thursday of each month at 7:00p.m. at the designated place. No notice of the monthly meeting other than that provided in these bylaws is required. The Chairperson or Officers may call a special meeting. The Officers must attempt to contact the Voting Members by phone or mail forty-eight (48) hours prior to the special meeting.

Section 5.6 Conduct of Member Meetings: The Chairperson, or in the Chairperson's absence, the Vice-Chairperson, shall call the meeting of the SSNTF to order and shall act as the Chairperson of the meeting. The Chairperson, or the Chairperson's designee, shall establish rules of the meeting that will freely facilitate debate and decision making. The Chairperson will indicate who may speak when and when a vote will be taken. However, in the



event of a dispute over how the meeting will be conducted, the SSNTF shall be governed by the Robert's Rules of Order.

Section 5.7 Voting: Each Voting Member shall be entitled to one vote on each issue. Voting Members must cast their vote in person. There shall be no voting by proxy. In the event of a tie vote, the Chairperson shall cast the deciding vote. The vote of majority of the Voting Members present at a meeting at which a quorum is present (when the vote is taken) shall be the act of the SSNTF. If no quorum is present at a meeting of the SSNTF, the Members may not take any official action on any matter.

Section 5.8 Member Quorum: A minimum of nine (9) voting Members shall constitute a quorum for the transaction of business at any Member meeting.

Section 5.9 Representations: Unless, if necessary, the Chairperson appoints a Voting Member to speak on behalf of the SSNTF, only the Chairperson may speak as a representative of the SSNTF. Members who are approached by the media or others should speak as individuals and refer questions regarding the SSNTF to the Chairperson.

**ARTICLE VI** [REPEALED]

**ARTICLE VII** [REPEALED]

**ARTICLE VIII**

**Contracts, Loans, Checks and Deposits**

Section 8.1 Contracts: The voting Members may authorize any officer or officers of the Task Force to enter into any contract or execute and deliver any

instrument in the name of and on behalf of the task force, and such authority may be general or confined to specific instances.

Section 8.2 Loans: No loans shall be contracted on behalf of the task force and no evidence of indebtedness shall be issued unless authorized by a vote of the voting members.

Section 8.3 Checks and Drafts: All checks, drafts, other orders for the payment of money, notes or other evidences of corporation shall be signed by such officer or officers, agent or agents of the task force and shall be in such a manner as shall from time to time be determined by resolution of Voting Members. However, regardless of pre-approval, no reimbursement shall be made to any officer or member without the submission of a full receipt and satisfactory proof that the expense was incurred on behalf of, or for the benefit of, SSNTF.

## **ARTICLE IX**

### **Books and Records**

The Task Force shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of the SSNFT Task Force meetings. All books and records of the task force may be inspected by any member or such member's agent, for any proper purpose under the Montana Non-Profit Corporation Act at any reasonable time.

## **ARTICLE X**

### **Amendments to Bylaws**

These bylaws may be altered, amended or repealed and new bylaws may be adopted at any monthly meeting of the Members by a three-fourth (3/4) vote of

the Voting Members; provided, however, that a quorum must be present at such meeting. Such amendment must be proposed in writing by a Voting Member at the meeting immediately preceding the meeting at which the vote for amendment will be taken. The written text of the proposed amendment shall be sent to Voting Members along with the notice of the meeting. Upon adoption of the amendment, a copy of the amendment shall be filed with the Secretary of State and then mailed to the Community Development Office of the City of Billings.

### **CERTIFICATE OF ADOPTION OF BYLAWS**

The undersigned, Recording Secretary of the Southside Neighborhood Task Force, certifies that the foregoing Bylaws of the Southside Neighborhood Task Force were adopted by the Voting Members of the Southside Neighborhood Task Force on the date below written and that on the same day does constitute the Bylaws of the South Side Neighborhood Task Force.

DATED this 15<sup>th</sup> day of October, 2009.

\_\_\_\_\_s/ Mary E. Westwood

By (Print): Mary E. Westwood

SSNTF Recording Secretary