

**AMENDED AND RESTATED BYLAWS OF THE
MONTANA CONSERVATION CORPS, INC.
A Montana Nonprofit Corporation**

The following Amended and Restated Bylaws were duly adopted
at a regular meeting of the Board of Directors of the Montana Conservation Corps, April 3, 2008

ARTICLE I

Identification

Section 1: Name – The registered name of the Corporation is the Montana Conservation Corps, Inc. The Corporation may be referred to as Montana Conservation Corps or MCC in these bylaws.

Section 2: Place of Business – The principal office shall be located in Bozeman, Montana. The Corporation may establish such other offices as deemed appropriate by the Board of Directors for carrying out the purpose and function of the organization.

ARTICLE II

Mission

Section 1: Mission – The Montana Conservation Corps equips young people with the skills and values to be engaged citizens who improve their communities and environment.

Section 2: Revision – The Board of Directors may adopt and from time-to-time amend a statement of the mission of the MCC that elaborates on the basic purpose and function of the Corporation.

ARTICLE III

Board of Directors

Section 1: Powers – The affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall have full power to control and direct the business, affairs and interests of the corporation and exercise all powers and perform all acts which the corporation may legally exercise or perform, subject to the limitations provided by law or set forth in the Articles of Incorporation or these Bylaws.

Section 2: Number and Composition –

- (a) The Board shall consist of no less than three (3) nor more than twenty-one (21) voting members, as shall be fixed from time to time by resolution of the Board of Directors.
- (b) Each of the three (3) former founding members of the Corporation (District VII Human Resource Development Council, Human Resource Development Council of District IX, and Northwest Montana Human Resources, Inc.) shall have a permanent seat on the Board (“Founder’s Seat”) for purposes of furthering the common interests between the Corporation and these organizations.

- (c) The number of Directors may be increased or reduced upon a majority vote of the members attending any meeting of which notice of the proposed reduction or expansion is given, provided that the three director positions for the former founding members shall not be removed unless specific approval for such removal is received from the Board of Directors of the respective organization. The Board may establish criteria for additional Board membership at such time as the Board is expanded.
- (d) All positions other than the Founders Seats shall be referred to as a “General Board Seat”.
- (e) Any reduction in Board membership shall not be effective until the expiration of existing Board terms so as not to have the effect of removing an existing Director.
- (f) Notwithstanding the requirement of the Founders Seats, if one of the Founding organizations fails to timely nominate an individual for the position, the Board can designate the position vacant pending such nomination. Action taken by the Board of Directors which is otherwise valid shall not be deemed invalid due to failure to fill one or more of the Founders Seats, provided diligent effort has been made.

Section 3: Term of Office – All Directors of the Board shall be elected for a term of three years, ending with the third annual meeting following their election. No Director shall be eligible to serve for more than three terms consecutively. Election or appointment to the Board following three terms of consecutive Board service must be preceded by a one-year absence from the Board.

Section 4: Qualifications – Directors shall have a demonstrated interest in the MCC and have specific experience and/or knowledge in at least one aspect of benefit to the Corporation.

Section 5: Election –

- (a) All Directors of the Corporation shall be elected for a term by majority vote of the Board members in attendance at any meeting of which notice of the proposed election was given.
- (b) At least ten (10) days prior to the date of any meeting at which election of directors shall take place, the Nominating Committee shall provide a list of nominations to the Board for any open Director positions associated with a General Seat. After nominations have been received, each incumbent director shall vote for as many of the nominees as there are General Seat positions to be filled, and the nominees who receive the most votes shall be elected as the members of the Board of Directors.
- (c) For any open Founder’s Seat, the Board of Directors or the Board of Trustees of the interested organization shall provide a nomination for its Board representative at least ten (10) days prior to the date of the meeting at which the election of that position will take place. For any Founder’s Seat openings, each incumbent director shall vote for or against election of the nominated individual. If a majority of the Directors does not approve the nominated individual, the Board of Directors for the nominating organization shall be informed of the need to nominate another individual for consideration by the Board.
- (d) Terms of office shall begin on the date of the first corporation meeting following the election of any Board member.

Section 6: Appointments – Any Director may make nominations for Board membership. A nominee shall become a Board Director if he or she receives the affirmative vote of a majority of the Board.

Section 7: Vacancies -- In the event of a vacancy in a General Board Seat, the position may be filled by vote of a majority of the Directors. In the event of a vacancy in a Founder's Seat, the Board of Directors or Board of Trustees of the interested organization shall be contacted and requested to provide a nomination for a new Board member who shall be approved in the manner for the election set for in Section 5.

Section 8: Records – the Secretary of this corporation shall maintain a list of all of the members of the Board of Directors of this corporation and their names and addresses.

Section 9: Removal – A Director may be removed, with or without cause, by a majority vote of Directors present at a duly constituted meeting.

Section 10: Resignation – A Director may resign at any time by delivering written notice to the Board or the Board Chair. Unless the notice specifies a later effective date, a resignation is effective when the notice is delivered.

Section 11: Attendance and Unexcused Absence – Attendance at Board meetings is vital to the success of the Corporation. Consequently, a Director may be removed for cause by a majority vote by the Board for the unexcused absence of a Director from two out of three successive scheduled meetings of the Board of Directors.

Section 12: Voting – Each Director shall have one vote. The act of the majority of the Directors present at a duly constituted meeting at which a quorum is present shall be the act of the Board. Except as otherwise provided for in these bylaws, Robert's Rules of Order shall govern in all questions of parliamentary procedure.

Section 13: Proxies – Directors may not designate proxies to represent them at Board of Director meetings.

Section 14: Quorum – A quorum for any meeting of the Board of Directors shall consist of one-half of the total number of Directors in good standing.

Section 15: Presumption of Assent – A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless a written dissent to such action is filed with the person acting as the Secretary of the meeting before the adjournment thereof, or unless such dissent is forwarded by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 16: Annual Meeting – An annual meeting of the Board of Directors shall be held at a date and time decided upon by the Board. Notice of the annual meeting will be given at least thirty (30) days in advance. The annual meeting shall provide for the reporting on the condition of the organization and for the election of officers, and to conduct other business of the corporation. The annual meeting shall be held at the principal office of the corporation, or at such other location as the Board may designate. The Board of Directors shall prepare, or cause the preparation of, an annual report, including a financial report, of the activities of the Corporation for the preceding fiscal year, which shall be mailed to all Directors at least one week prior to the annual meeting.

Section 17: Meetings – Other regular meetings of the Board of Directors may be held at such time as shall from time to time be fixed by the Board of Directors. Two or more Directors may call for special meetings of the Board of Directors for any purpose at any time. Meetings of the Board of Directors shall be open to the public except that the Board shall be able to go into executive session pursuant to state law.

Section 18: Conference Calls – Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means constitutes presence in person at a meeting.

Section 19: Notice of Meetings – Notice of the time and place of meetings shall be delivered to each Director in person, or by telephone, email, or first class mail, charges prepaid, addressed to each Director at his or her address as it is shown on the records of the Corporation. In case such notice is mailed, it shall be deposited in the United States mail at least four days prior to the meeting. In case such notice is delivered personally, or by telephone or email, it shall be given at least forty-eight hours prior to the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated to either the Director or a person at the office or residence of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director.

Section 20: Other Transactions – The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though it had been a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of the meeting shall also be deemed given to any Director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director.

Section 21: Compensation – Directors will not be compensated for serving on the Board. However, Directors may be reimbursed for direct travel expenses incurred on behalf of the Corporation in accordance with the Corporation's reimbursement guidelines.

ARTICLE IV

Membership

Section 1: Members – The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Board of Directors.

ARTICLE V

Committees of the Board

Section 1: Committees – The Board may, by a majority vote of the full Board, create committees that shall have the power to exercise the authority of the Board with regard to matters delegated by resolution of the Board. Committees shall include no less than two (2) Directors. Non-board Members may serve on committees, however, such individuals shall not have any voting power with regard to matters that otherwise would be approved by the Board of Directors, and shall serve only in an advisory capacity. The members of any such committees shall serve at the pleasure of the Board of Directors. Committees shall exercise such powers as may be designated by the Board of Directors.

Section 2: Executive Committee

(a) **Members of Executive Committee.** The Executive Committee shall consist of the Chair, Vice-Chair (if any), Secretary, and Treasurer. The Board may authorize and designate by resolution additional Board Directors to be members of the Executive Committee. The President shall serve as the chair of the Executive Committee.

(b) **Authority and Responsibility.** The Executive Committee shall have such powers as the Board of Directors may from time to time delegate to the committee by resolution; provided that the exercise of these powers by the Executive Committee shall be reported on and if necessary ratified by the Board at the next following Board meeting.

Section 3: Governance and Nominating Committee – A Governance and Nominating Committee consisting of at least two (2) Board members shall be appointed by resolution of the Board. The committee shall provide nominations to the Board for all open Board member positions to be elected. The committee shall also select and recommend a slate of officers for election by the Board. The committee shall also attend to other duties authorized by the Board.

Section 4: Restrictions on Committees – Each committee may exercise the specific authority which the Board confers upon the committee in the resolution creating the committee; provided, however, a committee may not (1) approve the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; (2) elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or (3) adopt, amend, or repeal the Articles of Incorporation or Bylaws.

Section 5: Committee Meetings – The sections of these Bylaws which govern meetings, notice, and waiver of notice, quorum and voting requirements, conduct of the Board, and action without meetings apply to committees and their members. In addition, the committees shall keep regular minutes of their proceedings and report the same to the Board. The committees are subject to all procedural rules governing the operation of the Board itself.

ARTICLE VI

Officers

Section 1: Officers -- The officers of the Board of Directors shall be a Chair, a Vice-Chair, a Secretary and a Treasurer, and such other officers as the Board of Directors deems advisable from time to time. Any two offices may be held by the same person, other than the office of Board Chair. Failure to appoint officers shall not require the Corporation to be dissolved.

Section 2: Election – The officers shall be elected by the Board of Directors at their annual meeting, or at other times as necessary to fill vacated officer positions.

Section 3: Terms – Each officer shall hold office for one year, or until the officer's successor is duly elected and qualified, unless such officer earlier dies, resigns, is removed or is re-elected.

Section 4: Removal – Any officer or other agent may be removed by a majority vote of the Board of Directors whenever in the judgment of the Board, the best interests of the Corporation will be served thereby. The removal of an officer or agent shall be without prejudice to the contract rights, if any, of the office or agent so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 5: Vacancies – If any vacancy occurs among the officers by death, resignation or otherwise, it may be filled by a majority vote of the Directors present at any regular meeting or any special meeting called for that purpose.

Section 6: Resignation – An officer may resign at any time by delivering written notice to the Board or the president. Unless the notice specifies a later effective date, a resignation is effective when the notice is delivered.

Section 7: Duties – The officers of the Corporation shall administer the affairs of the Montana Conservation Corps in accordance with the policies set by the Board of Directors and to act for the Board of Directors on all matters which have been delegated to them.

a) Chair: The Chair shall preside at all meetings of the Board and shall be the principal officer of the Corporation. Subject to the control of the directors, the Chair shall supervise the business and affairs of the Corporation and perform all duties incident to the office, or as may be prescribed from time to time by the Board of Directors.

b) Vice-Chair: The Vice-Chair shall perform all duties of the Chair during the absence or disability of the Chair or whenever the office of Chair is vacant, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The vice-Chair shall perform such other duties as may be assigned from time to time by the Chair or by the Board of Directors.

c) Secretary: The Secretary shall ensure that a list of all the Board Directors is maintained and up-to-date, that notices and minutes of the annual meeting and special meetings of the Board of Directors are prepared and circulated to the Directors in a timely fashion, and the original thereof be kept at the Corporation's offices, and that all balloting and the results thereof are communicated to all directors. The Secretary may delegate the specific duties set forth above to another individual or receive assistance from another individual in performing such duties, so long as the Secretary retains oversight of review of the records and documents prepared and distributed.

d) Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks or other depositories as shall be selected by the Board of Directors; and perform all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the Chair or by the Board of Directors. The Treasurer may delegate the specific duties set forth above to another individual or receive assistance from another individual in performing such duties, so long as the Treasurer retains oversight of the duties listed and of review of the records and documents prepared and distributed.

Section 8: President – The Board of Directors shall appoint a President as an officer of the Corporation, and define his/her duties, authority, and power. The President shall, subject to the supervision of the Board, be the chief executive of the Corporation and its subsidiaries and shall perform all duties incident to and normally attributable to the office of chief executive officer including duties as may be assigned to him or her by the Board. The President shall be a non-voting member of the Board ex officio and will serve in that capacity until his/her termination as chief executive. The President may execute bonds, mortgages and other contracts requiring as seal using the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.

ARTICLE VII

Conflict of Interest

Section 1: Conflict of Interest Policy– The Board of Directors shall establish and maintain a conflict of interest policy to govern decisions of the Board. At a minimum, such policy shall require that a Director shall disclose to the Board of Directors any material interest the Director directly or indirectly has with any person or entity which is a party to a transaction under consideration by the Board of Directors. The interested Director shall abstain from voting on the transaction, provided, however that the Director’s presence may be counted in determining whether a quorum is present for purposes of Section 4.11 of these Bylaws.

Section 2: Approval of Conflict of Interest Transactions – A transaction in which a Director has a conflict of interest may be approved:

- (a) In advance by the vote of the Board of Directors or a committee of the Board if: (i) the material facts of the transaction are disclosed or known to the Board or committee of the Board; and (ii) the Directors approving the transaction in good faith reasonably believe that the transaction is fair to the Corporation; or
- (b) Before or after the transaction is consummated by obtaining approval of: (i) the attorney general; or (ii) a state district court in any action in which the attorney general is joined as a party.

ARTICLE VIII

Corporate Contracts

Section 1: Contracts – The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2: Checks, Deposits, and Drafts – All checks, drafts and other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

ARTICLE IX

Indemnification of Directors, Officers, Agents, and Employees

Section 1a: Indemnification of Directors

The Corporation shall indemnify a director if a determination has been made in accordance with the procedures set forth in the Montana Nonprofit Corporation Act that the director met the standard of conduct set forth in subsection (1b) below, and payment has been authorized in accordance with the procedures set forth in the Montana Nonprofit Corporation Act based on a conclusion that the expenses are reasonable, the Corporation has the financial ability to make the payment, and the financial resources of the Corporation should be devoted to this use rather than some other use by the Corporation.

Section 1b: Standard of Conduct

A director may be indemnified hereunder if:

- he or she conducted himself or herself in good faith;
- he or she reasonably believed:
 - in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interests;
 - in all other cases, that his or her conduct was at least not opposed to its best interests; and
- in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The Corporation shall not indemnify a director in connection with a proceeding by or in the name of the Corporation in which the director was adjudged liable to the Corporation; or in connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section 2: Advance Expenses for Directors

If a determination is made, following the procedures of the Montana Nonprofit Corporation Act that the director has met the following requirements; and if an authorization of payment is made, following the procedures and standards set forth in the Montana Nonprofit Corporation Act, then the Corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

- (1) the director furnished the Corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct described in Section 1b of these bylaws;
- (2) the director furnishes the Corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct (which undertaking must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment); and
- (3) a determination is made that the facts then known to those making the determination would not preclude indemnification under these bylaws or the provisions of the Montana Nonprofit Corporation Act.

Section 3: Indemnification of Officers, Agents and Employees Who Are Not Directors – The Board may indemnify and advance expenses to any officer, employee, or agent of the Corporation, who is not a director of the Corporation, to any extent consistent with public policy, as determined by the general or specific action of the Board.

Section 4: Mandatory Indemnification – Notwithstanding any other provisions of these bylaws, the Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he or she is or was a director of the Corporation against reasonable expenses incurred by the directors in connection with the proceeding.

ARTICLE X

Miscellaneous

Section 1: Contributions to the Corporation – Voluntary contributions by individuals, businesses and organizations will be encouraged, consistent with any guidelines established by the Board of Directors. The Corporation will apply for and receive grants and enter into contracts to fulfill its mission and purposes.

Section 2: Books and Records – The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of meetings of the Board of Directors.

Section 3: Internal Controls – The Corporation shall employ financial controls that are appropriate and reasonable.

Section 4: Audit – Each year, the Corporation shall commission a review of its books, accounts, and financial systems and receive a financial audit report from a duly qualified accountant. The audit statement shall be distributed to the Board of Directors at least seven days prior to a meeting of the Board of Directors at which the audit report will be reviewed.

Section 5: Fiscal Year – The fiscal year shall be from January 1 to December 31.

ARTICLE XI

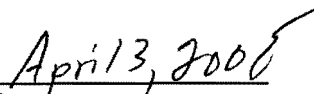
Amendments

Section 1: Amendments – New bylaws may be adopted or these bylaws may be amended or replaced by the affirmative vote of a two-thirds majority of the Board of Directors provided notice of such proposed action and or its general nature shall have been given in the call for such meeting. In addition, any proposed amendment to Article III regarding Founders Seats or the nomination rights of the interested organizations requires the written approval of the Board of Directors or Board of Trustees of the interested organizations.

The undersigned, Board of Directors Chair of this Corporation, certifies that these Bylaws were duly adopted by the Board of Directors of this Corporation.



Curt Freese, Chairman



Date