

BYLAWS OF
FRIENDS OF BIG SKY EDUCATION,
A Montana Non-Profit Corporation

ARTICLE ONE

Section 1: NAME AND ADDRESS

- 1.1 Name.** The name of the corporation shall be Friends of Big Sky Education.
- 1.2 Office and Mailing Address.** The mailing address for FOBSE is P.O. Box 160633, Big Sky, Montana 59716. Its principal office shall be located at 45465 Gallatin Road, Gallatin Gateway, MT 59730. The address of this organization may be changed from time to time, as determined by the Board of Directors.
- 1.3 Other Offices.** Other offices for the transaction of business shall be located at such places as the board of directors may from time to time determine.

Section 2: PURPOSE

- 1.4 Friends of Big Sky Education is organized exclusively for charitable purposes that focus on education of Big Sky students and community. The purpose of the Friends of Big Sky Education is to enhance and support the education of Big Sky students and the Big Sky community, including cultural education and entertainment.**

ARTICLE TWO - MEMBERSHIP

- 2.1 Membership of the corporation shall consist of voting members and non-voting members.**
- 2.2 Voting Members:** The corporation shall have voting members, each of whom is entitled to one vote on all matters requiring membership action. The voting members shall be the individuals serving as members of the Board of Directors.
- 2.3 Non-voting Members:** The corporation shall have non-voting members, who are not entitled to vote on any corporate actions. Non-voting membership is available to all who are interested in belonging to the organization. Non-voting members will be advisory in nature and assist the board in identifying issues of importance for the organization to address. Non-voting members shall have only such rights as are expressly stated by resolution of the board of directors to apply to non-voting members.

ARTICLE THREE - BOARD OF DIRECTORS

3. 1: Board role, size, and compensation. The board is responsible for the overall policy and direction of the association and delegates day-to-day responsibility for operations to the staff and the committees. The board shall have up to 9 but not fewer than 5 members. Board members receive no compensation, but may receive reimbursement for reasonable expenses incurred in furtherance of the Corporation's charitable purposes.

3. 2: Terms. All board members shall serve two terms of three years each but are eligible for reelection for additional terms. Term limits shall be staggered so that at no time shall more than one-third of the Directors' terms expire.

3.3: Meetings. The board will meet at least two times per year at such times and places as determined by resolution of the Board. An official board meeting requires that each member shall have written notice at least two weeks in advance.

3.4 Notice of Board of Directors Meetings.

(a) Forms of Notice. A written or printed notice of every annual, regular, and special meeting of the Board of Directors, stating the date, time and place, but not necessarily the purpose of the meeting must be given to each Board Member either personally or sent by US mail or e-mail to each Board Member at his or her address as shown by the records of the Corporation. The notice must be provided not fewer than fourteen days prior to the date of the meeting.

(b) Effective Date of Notice. If mailed, notice of any meeting shall be deemed to be effective at the earlier of (i) twelve days after deposited in the United States mail, addressed to the Board Member's business office, with postage prepaid, (ii) the date shown on the return receipt (if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the Board Member), or (iii) the date when received. If e-mailed, a notice shall be deemed delivered when an electronic notice of delivery is returned to the sender of the notice.

(c) Special Notice Provisions. Regardless of whether the meeting is a regular meeting or a special meeting, 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 Board Member at least twelve days before the meeting stating the purpose, and the notice must be accompanied by a copy of or summary, if applicable, of the proposed amendment to the Articles of Incorporation, the proposed plan of merger, the transaction for the disposition of the Corporation's property, or proposed plan of dissolution.

d) Waiver of Notice. Any Board Member may waive notice of any meeting. The waiver must be in writing, signed by the Board Member entitled in the notice, and filed with the minutes or corporate records. A Board Member's attendance at a meeting waives the Board Member's right to object to lack of notice of defective notice of the meeting unless the Board Member, at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.

3.5: Board Elections. During the last meeting of each fiscal year of the corporation, the board of directors will elect directors to replace those whose terms will expire at the end of the fiscal year. This election will take place at a regular meeting of the Directors, called in accordance with the provisions of these by-laws.

3.6: Election Procedures. New directors will be elected by a majority of those Directors present at the meeting, provided there is a quorum. Directors so elected will serve a term that begins on the first day of the next fiscal year.

3.7: Quorum. For business transactions and motion passage, a quorum of Directors must exist. A quorum exists when at least 51% of the Directors are present.

3.8: Voting of Shares; Proxies. At every meeting, each director shall be entitled to cast one vote. Proxies and proxy voting shall not be allowed on behalf of any Board Meeting.

3.9 Remote Attendance at Meetings. Members of the board of directors, or any committee designated by the Board, may participate in a meeting of such Board or committee by means of conference telephone, audio/video transmission, or similar communications medium, by means of which all persons participating in the meeting can simultaneously communicate on a real-time basis with all other participants, and shall constitute presence in person at such meeting.

3.9 Director Action Without Meeting. Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the board members. Such consent shall have the same effect as a unanimous vote. Written consent may be given by a signed document delivered to the board or a board member in person, by facsimile, or by a file attachment to an email.

ARTICLE FOUR - OFFICERS

4.1 Officers. The officers of this corporation shall be a president, vice president, secretary, and treasurer, all of whom must be directors in the corporation. The board of directors shall elect each of these officers. The same individual may simultaneously hold more than one office in the corporation. The officers shall constitute the Executive Committee of the board of directors.

4.2 Powers and Duties. The several officers shall have such powers and shall perform such duties as set forth below and as may from time to time be specified in resolutions or other directives of the board of directors.

4.3 President. The president shall be the principal executive officer of the corporation. The president shall be subject to the control of the board of directors and shall in general supervise and control all of the business and affairs of the corporation. The president shall convene and chair all regularly scheduled meetings. The president may sign and issue checks and deeds, mortgages, bonds, contracts or other board authorized instruments, and deposit money in the corporation's name in banks, trust companies, or other depositories that the president shall select; and in general perform all duties incident to the office of the president.

4.4 Vice President. In the absence of the president or in the event of the president's death, inability or refusal to act, the vice president shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president; and shall perform such other duties as from time to time may be assigned to the vice president by the president or by the board of directors.

4.5 Secretary. The secretary shall create and maintain one or more books for the minutes of the board of directors; provide all notices to be given in accordance with these by-laws or as required by law; be custodian of the corporate records; when requested or required, authenticate any records of the corporation; keep a current register of the post office address of each director; and in general perform all duties incident to the office of the secretary and any other duties that the president or the board may assign to the secretary.

4.6 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 moneys due and payable to the corporation from any source, and deposit all moneys in the corporation's name in banks, trust companies, or other depositories that the board, president or treasurer shall select; and in general perform all of the duties incident to the office of treasurer and any other duties that the president or board may assign to the treasurer. The Treasurer shall give a financial report at each meeting of the board of directors. The Treasurer shall chair the Finance Committee, assist in preparation of the budget, help in fundraising, and make financial information available to the directors and the public.

4.7 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term. The Secretary shall receive names in writing from directors two weeks in advance of the next regularly scheduled board meeting. The Secretary will send out the names to all Directors with all materials for the next meeting. The board of directors will vote on the nominations to fill the vacancy.

4.8 Resignation and Termination. Resignation from the board must be in writing and received by the Secretary. A director may be removed by a three-fourths vote of other Directors at a board meeting the notice of which identified the potential removal of the director.

ARTICLE FIVE - COMMITTEES

5.1 Committees of Directors. The board of directors, by resolution adopted by a majority of the directors, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereof of authority shall not operate to relieve the board of directors of responsibility imposed on the directors by law.

5.2 Executive Committee. The four officers serve as members of the Executive Committee, which is a “standing committee.” 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.

5.3 Finance Committee. The Treasurer is the chair of the “standing” Finance Committee, which includes at least one (1) other director. The Finance Committee is charged with developing and reviewing financial procedures, fundraising plans, and annual budget. The board of directors must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the board of directors or the Executive Committee. Annual reports are required to be submitted to the board, showing, expenses, and pending income. The financial records of the organization are public information and shall be made available to directors and the public.

5.4 Warren Miller Performing Arts Center Advisory Board. The Warren Miller Performing Arts Center Advisory Board shall be a standing committee of the Friends of Big Sky Education Board of Directors, appointed by the FOBSE President. The Warren Miller Performing Arts Center Advisory Board shall not exercise the authority of the FOBSE Board of Directors in the management of the corporation. The Warren Miller Performing Arts Center Artistic Director and the Chair of the Advisory Board shall serve as ex-officio members of the Friends of Big Sky Education Board of Directors. Any other members of the Warren Miller Performing Arts Center Advisory Board appointed to the FOBSE Board of Directors shall serve on the FOBSE Board of Directors in a non-voting ex-officio capacity.

5.5 Other Committees. Other committees, whether “standing” or “ad-hoc,” not having and not exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The president of the corporation shall appoint the members. Any committee member may be removed by the President whenever in his or her judgment the best interests of the corporation shall be served by such removal.

5.6 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; or (2) adopt, amend, or repeal the Articles of Incorporation or Bylaws.

ARTICLE SIX - CONTRACTS, CHECKS, DEPOSITS, LOANS AND ACCOUNTS

6.1 Contracts. The president or treasurer has authority to sign to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. In addition, the board of directors may authorize any officer or officers, agent or agents, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

6.2 Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

6.3 Checks, drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by the president or the treasurer. Only one signature shall be required. In addition, the board of directors may authorize any officer or officers, agent or agents, in addition to the officers so authorized by these bylaws, to sign checks, drafts or other orders for payment, notes or other evidence of indebtedness in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

6.4 Deposits. All funds of the corporation shall be deposited in such banks, trust companies or other depositories as the board of directors, president or treasurer may determine.

ARTICLE SEVEN - BOOKS AND RECORDS

7.1 Books and records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and shall keep at its principal office a record giving the names and addresses of the members. All books and records of the corporation may be inspected by any member for any proper purpose at a reasonable time upon reasonable prior notice.

ARTICLE EIGHT - FISCAL YEAR

The board of directors shall by resolution from time to time fix the fiscal year of the corporation.

ARTICLE NINE - AMENDMENTS

9.1 Amendments. These bylaws may be altered or amended or repealed and new bylaws adopted, by a two-thirds majority of the Directors present at any regular meeting or at any special meeting called for that purpose. Proposed amendments must be submitted to the Secretary to be sent out with information for the meeting.

DIRECTORS' CERTIFICATION

The Board of Directors of the corporation known as Friends of Big Sky Education has hereby adopted the foregoing bylaws.

Dated this 10th day of December, 2013.