

ARTICLES OF INCORPORATION
OF
SACAJAWEA AUDUBON SOCIETY

I, the undersigned, natural person of legal age, acting as incorporator of a corporation under the Montana Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Sacajawea Audubon Society.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The object and purposes for which the corporation is formed are:

To educate members of our community in natural history and the environment, and to otherwise engage in such scientific and charitable pursuits as are not inconsistent with the stated purpose.

This corporation shall also engage in educational,

scientific, and charitable pursuits as may be a part of the stated purpose of the National Audubon Society, a non-profit corporation of the State of New York, of which this non-profit corporation shall function as an affiliate.

The corporation shall be a non-profit corporation organized under the Montana Non-Profit Corporation Act. This corporation is further organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

To the extent not inconsistent with the purposes set forth above, this corporation may engage in other activities not prohibited by law.

ARTICLE IV

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, members, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payment and distributions in furtherance of the purpose set forth in Article III hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or

distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE V

The address of the initial registered office of the corporation is P.O. Box 1711 Bozeman, MT 59711-1711

ARTICLE VI

The name of the initial registered agent is Ron Farmer.

ARTICLE VII

The name and address of the incorporator is:

Ron Farmer 3030 Prairie Smoke RD. Bozeman, MT 59715

ARTICLE VIII

The number of members of the Board of Directors shall be determined at the annual meeting of the members provided it shall not be less than 5 or more than 15. The initial number of members of the Board of Directors shall be 10.

ARTICLE IX

Any person interested in the purpose of the corporation may become a member, regardless of sex, race, creed, color or national origin.

Types of memberships and annual dues shall be as specified in the By-Laws.

Each member, regardless of the type of membership, shall enjoy all the rights and privileges pertaining to members of both this corporation and the National Audubon Society.

Members shall elect annually, at a date and time stated in the By-Laws, officers and directors, as stated in the By-Laws, who shall constitute a Board of Directors.

The Board of Directors shall have supervision of the operation and affairs of the corporation, subject to the vote of the members.

ARTICLE X

Upon dissolution of this corporation, the Board of Directors

Page 4

shall after paying or making provision for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, scientific, and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be given directly to the National Audubon Society, 950 Third Avenue, New York, New York 10022 or any successor organization, provided said organization has and retains its tax exempt status under Section 501(c)(3) of the Internal Revenue Law. Any of such assets not so disposed of shall be disposed of by the State District Court of the County in which the principal offices of the corporation have been located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

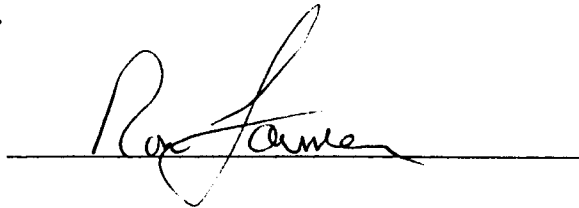
Whenever any notice is required to be given to any member or director of this corporation under the provisions of Montana Law or under provisions of the Articles of Incorporation or By-Laws of the corporation, a waiver thereof in writing signed

by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE XII

Any action required by Montana law to be taken at a meeting of the directors, or members, of the corporation, or any action which may be taken at such meeting, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors or members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or documents filed with the Secretary of State.

Concluding these Articles, I do hereby subscribe my name on this 9th day of May, 1996.

A handwritten signature, "Rex Farmer", is written in black ink over a horizontal line.

STATE OF MONTANA)

) ss

County of Gallatin)

On this 9th day of May 1996, before me the undersigned, a Notary Public for the State of Montana, personally appears Ron Farmer known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial seal, the day and year in this certificate last above written.

Kathleen Dusa Gallaher

Notary Public for the State of Montana

Residing at Bozeman, Montana

My Commission Expires 1-14-2000

K. J. J. J. J.

Constitution and Bylaws of the Sacajawea Audubon Society, Inc.

CONSTITUTION *

ARTICLE I

Name

This organization shall be known as the Sacajawea Audubon Society.

ARTICLE II

Purpose

The purpose and objectives of the Society shall be to engage in any such educational, scientific, investigative, literary, historical, philanthropic, and charitable pursuits as may be part of the stated purposes of the National Audubon Society, of which this Society shall function as a Chapter.

BYLAWS

ARTICLE I *

Membership

Section 1. Any person interested in the purpose of the Society may become a member, regardless of sex, race, creed, color, or national origin. (Note: Technically, all members are elected by the Board of Directors of the National Audubon Society.)

Section 2. Types of membership shall be the same as those maintained by the National Audubon Society, namely: Individual, Student, Family, Sustaining, Supporting, Contributing, Donor, Patron, and Life.

Section 3. Annual membership dues shall be the same as those of the National Audubon Society and payable directly to the National Audubon Society, which shall then remit to the Sacajawea Audubon Society its portion of the annual dues.

Section 4. Each member, regardless of the type of membership held, shall enjoy all the rights and privileges pertaining to the members of both this Society and the National Audubon Society.

Section 5. Membership dues shall be payable at the time of application and shall be effective from the date of election and yearly thereafter, except in the case of Life members. Dues of Life

members shall be paid in full in one sum at the time of application and shall be accepted as of the time of election.

Section 6. Should renewal of membership dues not be paid within six (6) months after the due date, a member so in default shall be dropped from the rolls.

ARTICLE II

Meetings

Section 1. There shall be at least six (6) meetings of members annually (including the Annual Meeting) on such day of such months as may be determined by vote of the Board of Directors.

Section 2. The Annual Meeting of the Society will be held in May of each year on such date as may be determined by vote of the Board of Directors. At the Annual Meeting, new officers will be installed and take office.

Section 3. Special meetings of members may be called by the President or by resolution of the Board of Directors or by petition of not less than one-tenth (1/10) of all members entitled to vote (such petition will be submitted to the Board of Directors, who will then call the special meeting). A minimum of ten (10) days written notice of such special meetings, stating its objective, shall be given to each member.

Section 4. A quorum at any Annual Meeting or special meeting of the members of the Society shall be ten percent (10%) of the members or 20 members, whichever is less.

ARTICLE III

Board of Directors

Section 1. The control and conduct of the property and business of the Society shall be vested in a nine (9) member Board of Directors. The Board shall make decisions and develop the policies of the Society by majority vote.

Section 2. The Board shall be composed of the Society's four (4) officers (*see* Article IV, Section 1), whose terms on the Board shall be concurrent with their term of office; the immediate Past President in *ex-officio* status, who will serve on the Board until replaced by the next outgoing President; and four (4) at-large Directors elected from the membership, each for a term of two (2) years. Two (2) of these at-large Directors shall be elected in odd-numbered years and two (2) in even-numbered years. Any Board member is eligible to succeed himself (herself) and, subsequently, may be elected to any office. All Directors shall be members of the Society in good standing. All Directors shall be elected by a majority vote of the members present at the Annual Meeting. Any vacancies occurring during a term of office shall be filled by appointment by the Board until the expiration of that term.

Section 3. Meetings of the Board of Directors shall be held at least six (6) times each year on such day of such months as determined by the Directors following election at the Annual

Meeting. (Traditionally, these Board meetings have been held prior to the membership meetings.)

Section 4. Five (5) Board members shall constitute a quorum for the transaction of business at any Directors meeting.

Section 5. Special meetings of the Board of Directors may be called by the President or by any five (5) Board members. Any business may be transacted at these special meetings that might be transacted at a regular Board meeting. A minimum of five (5) days prior notice of any special meeting shall be given to each Board member, and, as far as practicable, statement of the reason for the special meeting shall be given.

Section 6. In the event that an interpretation of the Bylaws becomes necessary, the interpretation shall be made by a $\frac{2}{3}$ majority vote of Board members.

ARTICLE IV **Officers**

Section 1. The officers of the Society shall be President, Vice-President, Secretary, and Treasurer, all of whom shall be members in good standing of the Society. Officers shall be elected by a majority vote of the members present at the Annual Meeting. Officers shall serve for a term of two (2) years. The President and Vice-President shall be elected in even-numbered years, and the Secretary and Treasurer shall be elected in odd-numbered years. Any officer is eligible to succeed himself (herself) in office and, subsequently, may be elected to any other office or Board position. In the case of any vacancy occurring before the end of an officer's term, the Board of Directors shall appoint another member in good standing to fulfill the term of the position.

Section 2. The President shall preside at all meetings of the Board of Directors, member meetings, the Annual Meeting, and any special meetings. The president shall, subject to the direction of the Board of Directors, conduct and administer the affairs of the Society, supervise all phases of its work, and act as its spokesperson. He (She) shall appoint all committee chairs and be a member *ex-officio* of all committees.

Section 3. The Vice-President shall assist the President in the carrying out of his (her) duties and shall preside at all meetings that the President cannot attend.

Section 4. The Secretary shall keep a record of all the proceedings of the Society, of the meetings of the Board of Directors, and of all member meetings. He (She) shall prepare and preserve all necessary correspondence relating to the Society and perform such other duties as the Board may direct. He (She) shall affix the seal of the Society to all contracts and agreements requiring said seal and shall provide notice of all meetings to the membership. Following the Annual Meeting and election of new officers (or any change in officers during the year), he (she) shall notify the Membership Secretary of the National Audubon Society.

Section 5. The Treasurer shall have custody of the Society's funds and securities and shall keep all financial records up-to-date. He (She) shall see to the deposit of all monies and securities in the name of and to the credit of the Society in such depositories as may be designated by the Board of Directors. He (She) shall disburse the funds of the Society as directed and approved by the Board, properly documenting such disbursements. He (She) shall report all transactions and the financial condition of the Society to the Board of Directors at each Board meeting or whenever they may require it. He (She) shall keep a register of the members of the Society and shall submit a report of the Society's financial condition to the membership at the Annual Meeting.

ARTICLE V

Auditing Committee

For the protection of both the Society and the Treasurer, there shall be a Special Committee on Audit appointed annually by the Board. This committee shall consist of one (1) Board member and one (1) non-Board member. If this Committee's findings indicate the need for a professional audit by a certified public accountant, it shall be the duty of the Committee to recommend an accountant to the Board for hiring approval and to report the findings of the professional audit to the membership at the next Annual Meeting.

ARTICLE VI

Nominating Committee

Organizations can only remain healthy if its members are involved and leadership opportunities are shared. The President shall annually, in February, appoint a three (3) member Nominating Committee to solicit nominations to offices and Board positions that will become vacant that year. The slate of candidates prepared by this committee shall be presented to the membership in April. Voting and election of new officers and Board members shall be held at the Annual Meeting in May. (While it is the responsibility of the current President to appoint Chairpersons to any committees that the Board establishes, the President may ask the Nominating Committee to seek willing appointees to said committees during their search for officers and Board members.)

ARTICLE VII *

Membership Committee

The President shall appoint a Membership Committee each year. It shall be the duty of this committee to cooperate with the Membership Department of the National Audubon Society by obtaining and sending a list of the names and addresses of potential members residing within the allotted territory of this Society. It shall also be the duty of this committee to conduct membership campaigns and to attempt to obtain the continuing membership of those who have become delinquent in the payment of their dues.

ARTICLE VIII

Other Committees

Section 1. The Board of Directors shall specify additional committees as may be necessary to assist with the affairs of the Society. As stated in Article VI, Section 2, the President shall be responsible for appointing a chairperson to these committees and shall be considered an *ex-officio* member of each committee.

Section 2. The President may appoint *ad hoc* committees to assist him (her) in conducting the Society's business.

Section 3. The Board of Directors shall review all existing committees at the first meeting of the Board following the Annual Meeting and shall at that time recommend future disposition of each committee to the President.

ARTICLE IX *

Commitments

The Society, its officers, and its Board of Directors shall not enter into any commitments binding the National Audubon Society without authorization from the latter. In like manner, the National Audubon Society shall make no commitments for this Society without its consent.

ARTICLE X *

Discontinuance

This Society reserves the right to terminate its Chapter status on six (6) months notice, given in writing to the National Audubon Society, in which case all allocation of dues by the National Audubon Society to this Society will cease on expiration of the six (6) months period. This Society recognizes the right of the National Audubon Society to terminate the Chapter relationship on six (6) months notice, given by it to this Society, in which case the members of this Society shall continue as members thereof for the balance of the term for which dues have been paid.

ARTICLE XI

Amendment

The Bylaws may be amended by a two-thirds (2/3) vote of a quorum of members present at any regular meeting or at any special meeting provided notice of such amendments have been mailed to each member at least ten (10) days prior to said meeting. There may be no amendment made to the sections and articles required by the National Audubon Society (asterisked [*] in this document) of its Chapters except with the concurrence of the National Audubon Society.

Approved by members present at 12/7/98 meeting