

The Schatzi Family Foundation, Inc.

A Montana Nonprofit Public Benefit Corporation

BYLAWS

ARTICLE I

NAME

1.01 Name. The name of this Corporation shall be **The Schatzi Family Foundation, Inc.** The business of the Corporation may also be conducted as **The Schatzi Family Foundation or Schatzi.**

1.02 Name Change. The Corporation may, at its pleasure, change its name by vote of a majority of the Board of Directors (the "Board"). Any such name change shall be done by filing notice of the use of an assumed name by the Corporation or by amendment to the Bylaws of the Corporation and the Articles of Incorporation with the State.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose. The Schatzi Family Foundation is organized and operated exclusively for charitable purposes in accordance with Section 501(c)(3) of the Internal Revenue Code. More specifically, The Schatzi Family Foundation is dedicated to recognizing God's love for all people and promoting the intrinsic value of each person's life through financial support of programs and activities focused on faith, education, poverty alleviation and humanitarian efforts.

2.02 Powers. The Corporation 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 effect the charitable 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 shall include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) **Nonprofit Legal Status.** The Corporation is a Montana nonprofit public benefit organization, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code (the "Code"), as amended from time to time, and any reference to a specific section of the Code shall be deemed to include any future corresponding section of the Code.

(b) **Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, Member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Code Section 501(c)(3), or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations

as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any Director, Officer, Member, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

- (c) **Distribution Upon Dissolution.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or if not distributed by the organization's Board of Directors, assets shall be distributed to the federal government or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then 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 III **MEMBERSHIP**

3.01 Membership Classes and Powers. The sole members of the organization shall be its Board of Directors (Board).

ARTICLE IV **MEETING OF MEMBERS**

4.01 Time, Place and Notice of Annual Membership Meeting. The annual meeting of the Board of Directors will be held each year at a time and place established by the Board of Directors, with a minimum of 21 days written notice to all Members of the Board of Directors. Written notice may be communicated in person, facsimile, or other form of electronic, wire, or wireless communication, or by mail or private carrier to the correct address or authenticated electronic identification, as provided by Montana law. Directors may participate in a meeting of the Board by means of a conference telephone call or similar remote communication. Participation by conference telephone call or similar remote communication shall constitute presence in person at a meeting. Remote communication shall include communication made by conference telephone call, internet, electronic, remote technology, or similar communication through which all participants in the meeting have the opportunity to read or hear the proceedings substantially concurrent with their occurrence, vote on matters brought before the Board, pose questions, and make comments.

4.02 Business to be conducted at the Annual Membership Meeting. The following business or reports may be conducted or presented at the Annual Membership Meeting:

- (a) **Election of Directors.** Election of Officers- Board President, Vice-President Secretary and Treasurer. The offices of Secretary and/or Treasurer may be held by any of the Directors, including the President or Vice-President.
- (b) **Financial Report.** The most recent year's activities and financial report will be presented to the membership.

(c) **Business Plan.** The upcoming year's business plan and budget describing the activities of the Corporation will be presented.

(d) **Any Other Matter Requiring Board of Directors Approval,** subject to proper notice under Montana law.

4.03 Nomination and Election of Directors.

(a) New directors shall be elected by a majority of directors present at the annual meeting, provided there is a quorum present. Directors so elected shall serve until they resign or are removed or replaced by a majority vote of the Board of Directors at an annual meeting or a meeting called for such explicit written purpose (such purpose to include the names of those being nominated, as well as the Directors, if any, they are to replace. with 21 days notice to the entire Board.

4.04 Special Meetings of the Members. Special meetings of the Board of Directors may be called upon written request/petition of at least one fifth of the Board who shall state in writing to the Board of Directors the purpose of such meeting. Board members may participate in a meeting of the Board by means of a conference telephone call or similar remote communication. Participation by conference telephone call or similar remote communication shall constitute presence in person at a meeting.

4.05 Quorum. A majority of the Board of Directors present in person or by proxy shall constitute a quorum for the transaction of any business. If at any meeting of the Members there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.

4.06 Proxies. At any meeting of the Board of Directors, a Board member may vote by written proxy in accordance with Montana law or by other reasonable means allowed by Montana law established in Board policy.

4.07 Corporation's Acceptance of Votes. If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a Board member or is the authenticated electronic identification of a Board member, the Corporation, if acting in good faith, may accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the respective Member. Authenticated electronic identification shall include any e-mail address or other electronic identification designated by a user, including a corporation, for electronic communications.

4.08 Action by Written Ballot. Any action requiring Member approval that may be taken at a meeting of the Members may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter and conducts the vote in accordance with Montana law. A written ballot must set forth each proposed action, and provide an opportunity to vote for or against each proposed action. The Corporation may deliver a written ballot by electronic communication as long as a Member gives consent. Consent by a

Member to receive notice by electronic communication in a certain manner constitutes consent to receive a ballot by electronic communication in the same manner.

ARTICLE V

BOARD OF DIRECTORS

5.01 Number of Directors. The Corporation shall have a Board of Directors consisting of at least three (3) Directors and no more than nine (9) Directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board.

5.02 Powers. Except as otherwise provided by law, all corporate powers are exercised by or under the authority of the Board and the affairs of the Corporation are managed under the direction of the Board.

5.03 Terms. All Directors will serve for their lifetime, unless they resign or unless they are replaced or removed by the Board of Directors, as described in Section 4 of these Bylaws..

5.04 Vacancies. The Board of Directors may fill vacancies due to the resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these Bylaws.

5.05 Board of Directors Meetings.

- (a) **Regular Meetings.** The Board of Directors shall have a minimum of one (1) regular meeting each calendar year at a time and place fixed by the Board. Regular meetings of the Board may be held without further notice; however the Board President shall use best efforts to send an electronic or written reminder of regular meetings a minimum of ten (10) days before the meeting.
- (b) **Special Meetings.** Special meetings of the Board of Directors may be called upon written request/petition of at least one fifth of the Board who shall state in writing to the Board of Directors the purpose of such meeting. A special meeting must be preceded by at least 2 days' notice to each Director of the date, time, and place, and the purpose of the meeting. A Special meeting must be rescheduled, if requested by two or more of the Board members.
- (c) **Notice of Board Meetings.** If notice is given of a regular or special meeting, notice must be given to each Director either personally, by U.S. mail or private carrier, or other form of electronic, wire or wireless communication by correct address or authenticated electronic identification shown in the Corporation's record of Directors. If e-mailed, a notice shall be deemed delivered when delivery receipt is received or an electronic notice of delivery is returned to the sender of the notice. If mailed, a notice shall be deemed delivered at the earliest of (i) five days after deposited in the U.S. mail, as evidenced by the postmark, if it is mailed postpaid and with the correct postage to the Director, (ii) the date shown on the return receipt if sent by

registered or certified mail and the receipt is signed by or on behalf of the Director, or (iii) the date received.

- (d) **Special Notice Provisions.** 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 Director at least seven (7) days before the meeting stating the purpose, and the notice must be accompanied by a copy of or summary of the proposed amendment, plan of merger, transaction for the disposition of property, or proposed dissolution.
- (e) **Waiver of Notice.** Any Director may waive notice of any meeting, in accordance with Montana law.

5.07 Manner of Acting.

- (a) **Quorum.** A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board.
- (b) **Vote.** The act of the majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise specified in these Bylaws or required by law. Each Director shall have one vote.
- (c) **Participation.** Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person or by telephone conference call or similar remote communication.

5.08 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such action may be taken by e-mail if an electronic copy of the resolution is printed out, signed and returned to the Secretary by all Directors. Such consent shall have the same effect as a unanimous vote and shall be placed in the minutes book by the Secretary.

5.09 Qualifications of Directors. In order to be eligible as a Director on the Board of Directors, the individual must be eighteen (18) years of age.

ARTICLE VI **OFFICERS**

6.01 Board Officers. The Board Officers of the Corporation shall be a Board President, Vice President, Secretary, and Treasurer, all of whom shall be chosen by, and serve at

the pleasure of, the Board of Directors. Each Board Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board. The Board may also appoint additional as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board Officer may act in more than one capacity where action of two or more Officers is required.

6.02 Term of Office. Each Board Officer shall serve a one (1) year term of office. Unless elected to fill a vacancy in an Officer position, each Board Officer's term of office shall begin upon the adjournment of the Annual Corporate Board Meeting at which elected and shall end upon the adjournment of the Annual Corporate Board Meeting during which a successor is elected.

6.03 Removal and Resignation. The Board of Directors may remove an Officer at any time, with or without cause. Any Officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board President. The Board President shall be the Chief Volunteer Officer of the Corporation. The Board President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

6.05 Vice President. In the absence or disability of the Board Chair, the Vice President designated by the Board of Directors shall perform the duties of the Board President. When so acting, the Vice Chair shall have all the powers of and be subject to all the restrictions upon the Board President. The Vice President shall have such other powers and perform such other duties prescribed by the Board of Directors or the Board President

6.06 Secretary. The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held 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 Members, Directors and committees as required by these Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board President. The Secretary may appoint, with approval of the Board (or the Executive Committee), a member of the staff to assist in performance of all or part of the duties of the Secretary.

6.07 Treasurer. The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation and oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with the Executive Director or other staff or Officers with responsibility for maintaining the financial records of the Corporation, 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 Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the Board President. The Treasurer may appoint, with approval of the Board (or the Executive Committee), a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

6.08 Compensation for Board Service. Directors may receive reasonable compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

6.09 Compensation for Professional Services by 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.

6.10 Executive Director and Non-Director Officers: The Executive Director shall be an Officer of the Corporation, appointed by the Board. If the Executive Director resigns as an Officer of the Corporation, he or she may no longer serve as Executive Director. The Board of Directors may designate additional Officer positions of the Corporation and may appoint and assign duties to other non-director Officers of the Corporation.

ARTICLE VIII

EXECUTIVE DIRECTOR AND STAFF

8.01 Appointment. The Board of Directors may appoint an Executive Director as the chief executive officer of the Corporation. The Executive Director will hold office at the will of the Board and shall report directly to the Board.

8.02 Duties. The Executive Director shall be responsible for administrative management of the Corporation, with general and active supervision over the property, business and affairs of the Corporation. The Executive Director shall carry out the policies and programs of the Corporation and perform duties as directed by the Board, subject to oversight by the Board and the Executive Committee.

ARTICLE IX

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

9.01 Contracts and other Writings. Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the Executive Director, the President, or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

9.02 Checks, Drafts. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

9.03 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or a designated Committee of the Board may select.

9.04 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

9.05 Indemnification.

- (a) **Mandatory Indemnification.** The Corporation shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- (b) **Permissible Indemnification.** The Corporation shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the Corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- (c) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (i) a written affirmation from the Director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this Article, and (ii) an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation in these Bylaws.
- (d) **Indemnification of Officers, Agents and Employees.** An officer of the Corporation who is not a Director is entitled to mandatory indemnification under this Article to the same extent as a Director. The Corporation may also indemnify and advance expenses to an employee or agent of the Corporation who is not a Director, consistent with Montana Law and public policy, *provided* that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE X
MISCELLANEOUS

10.01 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 Members and Board of Directors, a record of all actions taken by the Members or Board of Directors without a meeting, and a record of all actions taken by committees of the board.

10.02 Conflict of Interest. The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, Member, or member of a Committee with Board-delegated powers.

10.03. Actions Regarding Membership and Ownership Interests. The Board shall exercise membership powers and ownership interests, if any, either by Board action in accordance with these Bylaws or by delegation of authority to act for the Corporation to the Executive Committee or Executive Director or his or her designees.

10.04 Amendments. Except for those amendments reserved to the Board of Directors by law, these Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors. In accordance with Montana law, amendments that relate to the number of directors, the composition of the board, the term of office of directors, the method or way in which directors are elected or selected, or termination or cancellation of members or classes of voting members must be voted upon by the voting Members.

CERTIFICATE OF ADOPTION OF RESTATED BYLAWS

I do hereby certify that the above Bylaws of the The Schatzi Family Foundation, were approved by the Board of Directors on December 28, 2021 and do now constitute a complete copy of the Bylaws of the Corporation.

Member of the Board of Directors
Dated December 28, 2021