

BYLAWS

OF

WESTERN MONTANA PROFESSIONAL LEARNING COLLABORATIVE

a Montana Nonprofit Public Benefit Corporation

(Adopted April 15, 2013)

1. [CORPORATION NAME, PURPOSES, POWERS AND OFFICES.](#)
2. [REGULATION OF CORPORATE ACTIVITIES AND DISTRIBUTIONS](#)
3. [MEMBERS](#)
4. [POWERS, AUTHORITY AND RESPONSIBILITY](#)
5. [COMMITTEES OF THE BOARD](#)
6. [OFFICERS](#)
7. [CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS](#)
8. [INDEMNIFICATION AND ADVANCE FOR EXPENSES](#)
9. [CONFLICT OF INTEREST.](#)
10. [MISCELLANEOUS](#)
12. [DISSOLUTION](#)

1. CORPORATION NAME, PURPOSES, POWERS AND OFFICES.

1.1 Name and Location.

This corporation shall be known as Western Montana Professional Learning Collaborative (the "Corporation"). The Corporation may do business under the assumed business name "WMCSPD-RSA". Offices of the Corporation shall be located in the city of Missoula, Montana, and in such other localities as may be determined by the Board of Directors.

1.2 Authority.

This corporation is incorporated under, and shall be operated according to the Montana Nonprofit Corporation Act (the "Act").

1.3 Purposes/Mission.

As stated in the Corporation's Articles of Incorporation, the Corporation is organized

and shall be operated exclusively for charitable and educational purposes within the meaning of Code Section 501(c)(3). The mission of the Corporation is to provide high quality professional development opportunities and services which support communities of lifelong learners to achieve successful outcomes for children, youth, and the Western Montana community. Areas of focus shall include, but not be limited to: Professional Development, Consultation, Technical Assistance, Technology Services, Purchasing Services, and all other areas authorized by law.

1.4 Powers.

The Corporation shall have those specific powers enumerated in the Articles of Incorporation and shall exercise all rights and powers conferred on non-profit public benefit organizations under Section 35-2-118 of the Act; provided, however, that the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.

1.5 Registered Office.

The registered office of the Corporation required by the Act to be maintained in the state of Montana may be, but need not be, identical with the principal office in the state of Montana, and the address of the registered office and registered agent may be changed from time to time by resolution of the Board of Directors.

2. REGULATION OF CORPORATE ACTIVITIES AND DISTRIBUTIONS

2.1 Restricted Activities.

No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

2.2 Exempt Activities.

Notwithstanding any other provision of these Bylaws, no Director, officer, employee, 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 Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or an organization contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may hereafter be amended.

2.3 Prohibited Distributions.

No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private person or individual, 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 Section 1.3.

3. MEMBERS

3.1 No Members.

~~The Corporation shall have no members as that term is defined in the Montana Nonprofit Corporation Act. 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.~~

3.1 Members (amended 11-8-13)

A. The Corporation shall have members as term defined in the Montana Nonprofit Corporation Act.

a. **PARTICIPATION** The decision to participate in WM-PLC is a voluntary one. The local district may participate in and pay for only those programs and services deemed necessary to the local board. The WMPLC board shall determine participating districts' prorated share of costs of the collaborative programs and assess such costs against each participating district. No costs shall be assessed against a district for programs unless the member district enters into a contract for such services.

b. **STAKEHOLDERS:** Becoming a stakeholder in this organization shall be open to all education entities including public school districts and non-public schools in Flathead, Lake, Lincoln, Missoula, Mineral, Ravalli, Sanders counties institutions of higher education, service providers, professional organizations involved with education, and businesses.

3. **WITHDRAW:** Any member Board of Education may withdraw from membership in the WMPLC Multi-district Cooperative as of the next fiscal year beginning July 1, after prior written notice to the WMPLC Board of Directors by February 1st of the said fiscal year beginning July 1. (Amended 11-8-13)

4. POWERS, AUTHORITY AND RESPONSIBILITY

4.1 Governing Body, Powers and Responsibility.

- a. General Powers. The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Corporation, shall actively promote and pursue the Corporation's objectives, and shall supervise the disbursement of the Corporation's funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to one or more committees.
- b. Specific Powers. Without prejudice to the general powers set forth in subsection (a) above, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to other powers enumerated in these Bylaws:
 - (i) To select and remove at the pleasure of the Board all officers, agents, and employees; to prescribe powers and duties for them as may be consistent with the law, the Articles of Incorporation, and these Bylaws; to fix their compensation, and to require from them security for faithful service.
 - (ii) To conduct, manage, and control the affairs and activities of the Corporation and make such rules and regulations for this purpose, consistent with law, the Articles of Incorporation, and these Bylaws, as they may deem prudent and necessary.
 - (iii) To borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deed of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
 - (iv) To delegate the management of the activities of the Corporation to any person or persons provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

4.2 Composition and Manner of Selection.

- (a) Voting Board Members. ~~The Board shall consist of no less than seven (7) nor more than fifteen (15) voting members, as shall be fixed from time to time by resolution of~~

~~the Board of Directors.~~

(b) Election of Directors. At each annual meeting of the Board of Directors, the incumbent Board of Directors shall accept nominations for the remaining new directors, to replace the directors whose terms are expiring. After nominations have been received, each incumbent director shall vote for as many of the nominees as there are positions to be filled, and the nominees who receive the most votes shall be elected as the members of the Board of Directors. In addition, the Board may from time to time accept nominations for individuals to fill new positions on the Board created by a resolution to increase the size of the Board. Terms of office shall begin on the date of the first annual corporation meeting following the election of any Board member. Following the initial Board members, any Board vacancies shall be elected by the Board at the annual meeting or at a meeting of the Board in which one of the purposes of which is the election of a board member.

4.3 Term of Office.

(a) Each Voting Director elected to the Corporation's Board of Directors will hold office for three years. Terms will be staggered so that approximately one-third of the voting member board seats will become open each year. Each voting Director's term of office shall begin upon the adjournment of the annual meeting at which he or she is elected, and shall end upon the adjournment of the meeting at which his or her successor is appointed or elected. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

(b) Directors may serve consecutive terms. There is no limit to the number of terms that an individual may serve as an elected voting Board member.

(c) Each Director shall hold office until his or her successor has been duly elected.

4.4 Proxy Voting.

Proxies and proxy voting shall not be allowed on behalf of any Board member.

4.5 Vacancies.

(a) Vacancies on the Board of Directors shall exist (i) on the death, resignation or removal of any director, or (ii) whenever the number of authorized directors is increased.

(b) The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by final order or judgment of any court have breached any duty owed to the Corporation under the Act.

(c) Directors may be removed with or without cause by a majority of the directors then in office, at a special meeting called for such purpose in accordance with these bylaws, except that any notice of any such special meeting shall be in writing, sent by certified mail to each director, and contain a statement of the purpose of the meeting and the name or

names of the directors to be removed.

(d) Any director may resign effective upon giving written notice to the Chair, the Secretary, or the Board of Directors, unless the notice specifies a later time to the effectiveness of such resignation. No director may resign if the Corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

(e) Vacancies on the Board may be filled by the affirmative vote of the majority of the directors then in office at a meeting held pursuant to notice or waiver of notice compliant with these bylaws.

(f) A person elected to fill a vacancy as provided by this section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

4.8 Regular Meetings.

The Board of Directors shall hold regular meetings on a designated day to be established by the Board. The Board of Directors shall meet at least quarterly. If it appears that a quorum of the Board will be unable to attend a regular meeting, the meeting may be rescheduled or cancelled.

4.9 Special Meetings.

Special meetings may be held by the Board of Directors at the discretion of the Chair of the Board or upon the written request of any two (2) voting members of the Board.

4.10 Annual Meeting.

The Corporation's ~~annual meeting shall be held June of each year.~~ shall meet annually (revised 6-14-2013 board action). A report shall be presented at the annual meeting summarizing the Corporation's activities for the previous year.

4.11 Meetings by Conference Telephone.

The Board may permit any or all Directors to participate in a meeting of the Board by, or conduct the meeting through, the use of conference telephone or any means of communication by which persons participating in the meeting may hear each other simultaneously during the meeting. A Director participating in the meeting by conference telephone is deemed present in person at the meeting. The chair of the meeting may establish reasonable rules as to conducting the meeting by telephone.

4.12 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 Director either personally or sent by US mail or e-mail to each Director at his or her address as shown by the records of the Corporation. The notice must be provided not less than two (2) 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) five (5) days after deposited in the United States mail, addressed to the Director'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 Director), 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 Director at least seven (7) 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 Director may waive notice of any meeting. The waiver must be in writing, signed by the Director entitled in the notice, and filed with the minutes or corporate records. A Director's attendance at a meeting waives the Director's right to object to lack of notice of defective notice of the meeting unless the Director, 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.

4.13 Quorum.

The greater of a majority of the total number of seated voting members of the Board of Directors shall constitute a quorum at all meetings of the Board of Directors. No action shall be taken unless a quorum is present.

4.14 Manner of Acting.

Unless otherwise provided by the Act, the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. Each Director shall have one (1) vote.

4.15 Actions Without Meeting.

Any action required or permitted to be taken at a meeting 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 Directors entitled to vote with respect to the subject matter thereof. Such action can be taken by e-mail if an electronic copy of the resolution of action is printed out, signed and returned to Secretary by all voting Directors. Such consent shall have the same effect as a unanimous vote and shall be placed in the minute book by the Secretary.

4.16 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 is 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. The right to dissent shall not apply to a Director who voted in favor of such action.

4.17 Compensation of Directors.

No Director shall receive any compensation from the Corporation for services rendered as a Director. Directors may be reimbursed for any reasonable expenses incurred by them in the execution of their official duties, including travel expenses. Nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for personal services rendered to the Corporation that are reasonable and necessary to carry out one or more of the tax exempt purposes of the Corporation.

5. COMMITTEES OF THE BOARD

5.1 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.

5.2 Executive Committee.

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

5.2 Nominating Committee.

A 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 at the annual meeting.

5.3 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.

5.5 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.

6. OFFICERS

6.1 Number and Qualifications of Officers.

The officers of the Corporation shall be a Chair, Vice-Chair, and Secretary/Treasurer. The Board may elect other officers and assistant officers if the Board deems it necessary or desirable to do so. The primary officers listed above must be voting members of the Board. The Board is required to elect the primary officers listed above, however, if the Board specifically authorizes an officer to appoint one (1) or more assistant officers, the officer may do so. No person may hold more than one office.

6.2 Election and Term of Office.

The Board shall elect officers of the Corporation for two (2) year terms at the close

of the annual meeting ~~in June~~. in May (amended by board action 6-14-13) Each officer shall hold office until a successor is duly elected and qualified or until he or she resigns, dies or is removed in a manner as provided for in Section 6.3.

6.3 Removal of Officers.

The Board may remove any officer or agent at any time, with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person removed. The election or appointment of any officer or agent by the Board shall not of itself create contract rights.

6.4 Duties of the Officers.

The duties and powers of the officers of the Corporation shall be as follows or shall hereafter be set by resolution of the Board of Directors:

Chair. The Chair shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The Chair shall preside at all meetings of the Board or officers of the Corporation and may sign any deed, mortgage, bond, contract or other instrument as provided by general guidelines prescribed by the Board of Directors, unless the Board of Directors has expressly granted the authority for such signing and execution to another officer or agent of the Corporation. The Chair shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Directors from time to time.

Vice Chair. The Vice Chair shall perform such duties as shall be assigned to the Vice Chair by the Chair or the Board of Directors. Further, in the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair.

Secretary/ Treasurer.The Secretary shall in good faith (1) create and maintain one or more books for the minutes of the proceedings of the Board; (2) provide that all notices are served in accordance with these Bylaws or as required by law; (3) be a custodian of the corporate records; (4) when requested or required, authenticate any records of the Corporation, and (5) have charge and custody of and be responsible for all funds and securities of the Corporation; (6) 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 shall select; (7) in general perform all duties incident to the office of Secretary/ Treasurer and any other duties that the Chair or the Board may assign to the Secretary/ Treasurer. The Secretary/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 Secretary/Treasurer retains oversight and review of the records and documents prepared and distributed.

6.5 Vacancies.

Unless otherwise provided for above, all vacancies in any office shall be filled promptly by the Board of Directors either at a regular meeting or at a special meeting called for that purpose.

6.6 Compensation of Officers.

No Officer shall receive any compensation from the Corporation for services rendered as an Officer. Officers may be reimbursed for any reasonable expenses incurred by them in the execution of their official duties, including travel expenses. Nothing contained herein shall be construed to preclude any Officer from serving the Corporation in any other capacity and receiving reasonable compensation for personal services rendered to the Corporation that are reasonable and necessary to carry out one or more of the tax exempt purposes of the Corporation.

6.7 Executive Director.

The Board of Directors may select and hire an Executive Director who shall be given the necessary authority and responsibility for the general day to day management of the Corporation, subject only to policies enacted by the Board of Directors. The Executive Director need not be a voting member of the Board of Directors. The Executive Director shall attend all Board meetings and Board Committee meetings in a nonvoting capacity. The Executive Director shall act as the duly authorized representative of the Board in all matters except those in which the Board has formally designated another individual or group to act. The Executive Director shall be responsible for hiring and firing employees of the Corporation based upon the general guidelines prescribed by the Board of Directors. The Executive Director is directly accountable to the Board of Directors.

7. CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

7.1 Contracts.

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instruments in the name of and on behalf of the Corporation and such authorization may be general or confined to specific instruments.

7.2 Loans.

The Corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the Board authorizes such a contract by resolution. The Corporation shall not allow anyone to issue evidence of the Corporation's indebtedness unless the Board authorizes the issuance by resolution. The authorization may be general or specific. The Corporation shall make no loans to any Directors or officers.

7.3 Checks, Drafts, etc.

All bank accounts and deposit accounts shall be in the name of the Corporation, and, unless specifically directed by the Board of Directors, such depositories may be designated by the Chair of the Corporation or any other individual specifically authorized by resolution of the Board. The Board shall authorize by resolution which officers or agents may sign and issue all Corporation checks, drafts or other orders for payment.

7.4 Investments.

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in the denial of the tax exemption under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended. The Board may delegate to the Treasurer the day to day management of such investments as the Board may authorize.

8. INDEMNIFICATION AND ADVANCE FOR EXPENSES

8.1 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.

8.2 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 determination to indemnify him or her has been made in the manner prescribed by the Act and payment has been authorized in the manner prescribed by the Act.

8.3 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 (a)

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 (b) 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 entitled to be indemnified by the Corporation authorized in this article.

8.4 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 the Act and public policy, *provided* that such indemnification, and the scope of such indemnification, must be set forth by the general or specific action of the Board or by contract.

8.5 Insurance.

The Corporation shall purchase and maintain insurance (a) to insure itself with respect to the indemnification payments it is authorized or obligated to make pursuant to this Article, and (b) on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise to insure against any liability asserted against person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article.

9. CONFLICT OF INTEREST.

9.1 Conflict of Interest.

A Director shall disclose to the Board of Directors any material interest which the Director directly or indirectly has in 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 4.13 of these Bylaws.

9.2 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.

10. MISCELLANEOUS

10.1 Books and Records.

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board and committees having any of the authority of the Board. All books and records of the Corporation may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time at the main office of the Corporation.

10.2 Fiscal Year.

The fiscal year shall begin July 1, and end June 30 each year, unless otherwise established by the Board.

10.3 Amending Bylaws.

(a) These bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board at any regular or special meeting of the Board. Any such change or amendment shall require the affirmative vote of a majority of the total number of seated voting members of the Board. Notice of such meeting must be given in accordance with these bylaws and the notice must also state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy of the amendment and provide a summary of the general nature of the amendment.

(b) No such alteration, amendment, repeal or adoption shall in any way conflict with the purposes of the Corporation as stated in its Articles of Incorporation or otherwise cause the Corporation to lose its qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code.

12. DISSOLUTION

12.1 Dissolution.

Upon dissolution or final liquidation of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed one or more domestic corporations, societies or organizations which have qualified for non-profit and tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, for purposes consistent with those of the Corporation. Such transfer or conveyance shall be pursuant to a plan of distribution adopted as provided for in the Montana Nonprofit Corporation Act.

CERTIFICATE OF ADOPTION OF RESTATED BYLAWS

The undersigned hereby certifies that the above Restated Bylaws of the Western Montana Professional Learning Cooperative were duly adopted by unanimous vote of the Board of Directors during a duly held meeting on April 15, 2013, for which required notice was provided and now constitute the Bylaws of the Corporation.

DATED April 15, 2013.

Secretary