

CORPORATE BYLAWS OF
Missouri Valley Marketing, Inc.

INCORPORATED IN THE STATE OF MONTANA

ARTICLE I - OFFICES

The Board of Missouri Valley Marketing, Inc. (MVM, Inc.) shall designate and shall maintain an office in Townsend, Montana.

ARTICLE II - Membership

Section 1. *Members:* MVM, Inc. shall be a membership-based corporation. There shall be one class of members with rights and privileges of all members being equal. Each member shall be entitled to one (1) vote on all items put before the membership for a vote. Any person who is a resident of Broadwater County and is the age of 18 or over may become a member of MVM, Inc by filling out an application available from the secretary or online at the MVM, Inc. website. The Board of Directors may grant membership to a person who is not a Broadwater County resident but may have qualifications that are of value to the Board or who may represent an organization with which MVM, Inc. may have a partnership or affiliate relationship.

Section 2. *Membership Roll:* A current membership roll shall be maintained by the Secretary and shall be published on the MVM, Inc. website.

Section 3. *Meetings:* All members of MVM, Inc. shall be invited to join all meetings of MVM, Inc. Notice of the meetings will be given by the Secretary in writing or by email.

Section 4. *Election of Directors:* Members have the right to elect Directors whose terms expire before or at the time of the annual meeting.

ARTICLE III – MEETINGS

Section 1. *Place of Meetings*: MVM, Inc. shall be required to hold regular meetings at locations in Townsend, Mt. to be determined by the MVM, Inc. Board of Directors. Regular meetings will be held at least 12 times a year on a scheduled determined by the board.

Section 2. *Annual Meetings*: The first scheduled meeting in November shall be for the confirmation of officers of MVM, Inc., who shall be from among the Board of Directors and for the transaction of such other business as may properly come before it.

Section 3. *Special Meetings*: Special meetings of the Board of Directors, for any purpose or purposes, may be called at any time by the President of the Corporation, or the Board of Directors. Business transacted at any special meeting shall be confined to the purpose or purposes set forth in the notice of the special meeting.

Section 4. *Notice of Meetings*: Notice of regular meetings shall be given by the secretary in writing or by email, stating the place, day, hour and purpose of the meeting. The notice of these meetings shall be sent to all Board of Directors and other interested parties.

Section 5. *Quorum at Meetings*: A majority of the Board of Directors shall constitute a quorum.

Section 6. *Voting at Meetings*: If a quorum exists, action on a matter (other than the election of directors) is approved if the votes cast favoring the action exceed the votes cast opposing the action.

Section 7. *Annual Statement*: The President and the Board of Directors shall present at each annual meeting a full and complete statement of the business and affairs of the corporation for the preceding year.

ARTICLE IV – DIRECTORS

Section 1. *Powers of Directors*: The business and affairs of the MVM, Inc. shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all lawful acts and things, subject to any limitations set forth in these Bylaws or the Articles of Incorporation for the corporation

Section 2. *Number, Qualification and Election*: The number of Directors shall be 5 including officers and at large representatives. Directors may be terminated by death, resignation, failure to attend the regular meetings of MVM, Inc., or by proof of wrongdoing. Action for termination may be taken by a vote of the remaining members of MVM Inc. In the event of a vacancy on the Board of MVM, Inc., the remaining Directors shall submit a nomination of a replacement.

Any Director may resign at any time by giving notice to the Board.

Section 3. *Nomination of Directors:* The Board of Directors shall nominate candidates to stand for election as directors; and other candidates may also be nominated by any interested party of MVM, Inc.

Section 4. *Terms of office:* The Term of each Directorship shall be for 2 years. Terms shall expire so that an odd number of Directors are elected in one year and an even number of Directors are elected in the subsequent year or years, until the terms of all Directorship have expired.

Section 5. *Committees of Directors.* The Board of Directors, by resolution, may create one or more committees, each consisting of one or more Directors and may include one or more members of MVM, Inc.. Each such committee shall serve at the pleasure of the Board. All provisions under the Statutes and these Bylaws relating to meetings, action without meetings, notice, and waiver of notice, quorum, and voting requirements of the Board of Directors shall apply to such committees and their members.

Section 5. *Consent in Lieu of Meetings:* Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof, may be taken without a meeting of all members of the Board or committee, as the case may be, consent thereto in writing, such writing or writings to be filed with the minutes or proceedings of the Board or committee.

Section 7. *Conference Call:* One or more directors may participate in meetings of the Board or a committee of the Board by any communication, including videoconference, by means of which all participating directors can simultaneously hear each other during the meeting. Participation in this manner shall constitute presence in person at such meeting.

Section 8. *Compensation:* The Board of Directors shall not receive compensation.

ARTICLE V -- OFFICERS

Section 1. *Positions:* The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. Each such officer shall exercise such powers and perform such duties as shall be set forth herein and such other powers and duties as may be specified from time to time by the Board of Directors. The officers of the Corporation shall be elected by the Board of Directors.

The officers shall have the duties and authority delegated by resolution of MVM, Inc. Upon vote by the Board, the duties and titles any two offices may be combined.

The Board of MVM, Inc. at their first meeting shall duly elect their officers and annually thereafter at the first meeting in November shall confirm the officers.

Section 2. *Term of Office:* The term of office for MVM, Inc. Officers shall be one year. The officers shall serve until their successors are qualified and take office; but in any case, they shall cease being officers if they no longer remain a Board member of MVM, Inc.

Section 3. *Compensation:* The officers of MVM, Inc. shall not receive compensation.

ARTICLE VI – Contracts, Loans, Deposits

Section 1. *Contracts:* Pursuant to the limitations contained herein, the Board of MVM Inc. may authorize any officer or officers, to enter into any contract or execute and deliver any instrument in the name of and on behalf of MVM, Inc. and such authority may be general or confined to specific instances.

Section 2. *Loans:* No obligation shall be contracted on behalf of MVM, Inc., nor shall any check or negotiable paper or other evidence of indebtedness be executed in its name in excess of One Thousand and no/100 Dollars (\$1000.00), unless authorized by the MVM, Inc. Board.

Section 3: *Deposits:* All funds of MVM, Inc. shall be deposited from time to time to the credit of Missouri Valley Marketing, Inc. in such bank or other depository as the Trustees may select.

ARTICLE VII – DISSOLUTION CLAUSE

In the event of dissolution or the failure to conduct regular business for twenty-four (24) consecutive months, the Board of Directors of MVM, Inc. shall distribute any remaining assets accrued after the original charter date of November 3, 2016 to Community Service Organizations.

ARTICLE VIII – GENERAL PROVISIONS

Section 1. *Indemnity:* No Officer or Board Member shall be personally liable for any obligations of MVM, Inc or for any duties or obligations arising out of any acts or conduct of said officer or Board Member performed for or on behalf of MVM, Inc. MVM, Inc. shall and does hereby indemnify and hold harmless each person

and their heirs and administrators who shall serve at any time hereafter as a Board Member or Officer of MVM, Inc. from and against any and all claims, judgments, and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter been a Board member or officer of MVM, Inc. or by reason of any action alleged to have been heretofore or hereafter taken or omitted to have been taken by him or her as such Board Member or officer. Provided, however, no such persona shall be indemnified or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own negligence, unauthorized act or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which he or she may lawfully be entitled, nor shall anything herein contained restrict the right of MVM, Inc. to indemnify or reimburse such person in any proper case, even though not specifically provided for herein. MVM, Inc., its Board of Directors and Officers shall be fully protected in taking any action or making any payment, or in refusing to do so, in reliance upon the advice of counsel.

Section 2. *Corporate Records:* MVM, Inc. corporate records shall be public.

Section 3. *Fiscal Year:* The fiscal year of MVM, Inc. shall be November through October.

Section 4. *Execution of Instruments:* All contracts, checks, drafts, or demands for money and notes and other instruments or rights of any nature of MVM, Inc. shall be signed by such officer or officers as the Board of Directors may from time to time designate.

Section 5. *Waiver of Notice:* Whenever any written notice is required by law, or by the Articles of Incorporation or by these Bylaws, 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 deemed equivalent to the giving of such notice.

ARTICLE IX – AMENDMENT

Section 1. *Amendments:* The Board of Directors shall have the power to make, adopt, alter, amend, and repeal from time to time the Bylaws of the Corporation by a majority of the Board of Directors at any regular or special meeting.

The foregoing Bylaws were adopted by the Board of Directors on _____, 20____.

SECRETARY’S SIGNATURE

SECRETARY (PRINT)
