

THE BYLAWS OF THE INSTITUTE FOR HERITAGE EDUCATION

Adopted November 12, 2014

Amended May 6, 2019 and October 14, 2021

ARTICLE I

NAME, LEGAL STATUS, PRINCIPAL OFFICE

The name of the corporation is the Institute for Heritage Education (“the IHE”). The IHE was incorporated under the laws of the State of Montana on September 17, 2014. The IHE’s principal office, where the business of the organization shall be transacted and where its records shall be kept, shall be located in the State of Montana, in a location fixed by resolution of the Board of Directors.

ARTICLE II

PURPOSE

The purpose of the Institute for Heritage Education (IHE) is to provide and support education that helps people understand and appreciate their own cultural heritage and the cultural heritage of others. The organization plans to achieve its purpose through the following and other related means:

1. Supporting established and new cultural heritage education programs and projects, providing funding, curriculum development, professional development, consultation, and continuity of leadership as needed to help make these efforts sustainable and optimally effective.
2. Providing materials and professional development opportunities for cultural heritage educators, including classroom teachers, museum educators, cultural resource interpretation specialists, and youth group leaders.
3. Contributing to the professionalization of cultural heritage education.

The IHE is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that further the IHE’s education purposes and that qualify as exempt under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers and Duties.

A Board of Directors (“the Board”) shall govern the activities of the IHE. The Board shall have general charge of the property and funds of the IHE, the conduct of all its business affairs, and the manner of its administration. The Board shall approve the annual budget, elect and remove Directors and Officers, authorize the management of the IHE’s funds and properties, and set the course of the organization generally.

The Board may create committees, advisory groups, or task groups as it deems appropriate, and they shall have such membership, authority, and tenure as the Board determines. The Board may exercise all the powers and authority granted to the corporation by law, and shall act in accordance with the Articles of Incorporation, these bylaws, the Montana Nonprofit Corporation Act, Section 501 (c) (3) of the Internal Revenue Code, and any other laws or regulations that may be established governing not-for-profit corporations.

Section 2. Board Composition.

A. Number. The Board shall consist of at least three (3) but not more than nine (9) Directors. The Board may increase or decrease the numbers of Directors within this range at any duly organized meeting when it determines that such a change is justified.

B. Tenure. Directors shall serve terms of two (2) years each and may be elected to successive terms. However, in the interest of staggering terms to provide for Board continuity, the Board may establish non-uniform terms of office if necessary (Montana Code 35-2-419). A partial term served by a person elected to fill a Board vacancy shall not be considered a full term of office.

C. Resignation and Removal. A Director may resign by giving written notice to any Officer (Section 3). A Director may be removed by a two-thirds (2/3) vote of Directors then in office at a duly organized Board meeting for failure to comply with written Board policies or inability to carry out the duties of a Director. Failure of a Director to attend three (3) consecutive Board meetings without notice to the Chair or Vice Chair shall constitute an automatic resignation from the Board without further action or notice.

Section 3. Officers.

A. Number and Titles. Officers of the IHE shall be elected by the Board from among the Directors, and shall be a Chair, Vice Chair, Secretary, and Treasurer. Except for the office of Chair, a person may be elected to fill any two offices.

B. Tenure. Officers shall serve terms of two (2) years and may be elected to successive terms. A partial term served by a person elected to fill an Officer vacancy shall not be considered a full term of office.

C. Resignation and Removal. An Officer may resign by giving written notice to the Chair, or in the case of the Chair, to the Vice Chair. An Officer may be removed by a two-thirds (2/3) vote of Directors then in office at a duly organized Board meeting for failure to comply with written Board policies or inability to

carry out the duties of the Office.

D. Duties.

(1) Chair. The Chair shall be the principal officer of the corporation, and shall perform duties incident to the office as required by law, the Articles of Incorporation, and these bylaws, and as determined by the Board. The Chair shall preside over the meetings of the Board.

(2) Vice Chair. The Vice Chair shall perform such duties as determined by the Board. In the absence of the Chair, the Vice Chair shall assume the duties of the Chair.

(3) Secretary. The Secretary is generally responsible for the IHE's non-financial records. The Secretary shall be responsible for recording, maintaining, and circulating an accurate record of the proceedings of all Board meetings and all actions taken without meeting (see Article IV, Section 5); maintaining an accurate set of organization documents such as the Articles of Incorporation, bylaws, and policies; issuing all notices required of the Board by these bylaws; and performing other duties incident to the office as determined by the Board. In the absence of the Chair and Vice Chair, the Secretary shall assume the duties of the Chair.

(4) Treasurer. The Treasurer is responsible for the IHE's financial records and for the receipt, disbursement, and accounting of all funds and properties. The Treasurer shall report regularly to the Board on the financial status of the IHE; prepare statements and reports as required by law, the Articles of Incorporation, and these bylaws, and as prescribed by the Board; present a proposed budget annually to the Board; oversee any agent of the IHE who performs financial transaction or financial record-keeping functions; and perform other duties incident to the office as determined by the Board. In the absence of the Chair, Vice Chair, and Secretary, the Treasurer shall assume the duties of the Chair.

Section 4. Election and Inauguration of Directors and Officers.

The election of Directors and Officers at a duly constituted meeting shall be by majority vote of the Board. Election of Directors and Officers may also take place without meeting (Article IV, Section 5), but must be by majority vote of all Directors then in office. The terms of those elected begin immediately.

Section 5. Compensation.

Directors shall serve without compensation except as provided in Article V, Section 3 of these bylaws.

Section 6. Conflicts of Interest.

The Board shall adopt, maintain, and adhere to a policy on conflicts of interest on the part of its Directors. A Director with any material interest which the Director has, directly or indirectly, through a relationship with any person or entity which is a party to a transaction under consideration by the Board, shall disclose the interest to the Board. 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.

Section 7. Failure to Perform.

Failure to perform any meeting or election called for in this article shall not cause a forfeiture or

dissolution of the organization.

ARTICLE IV
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Date, Time, Place, and Business.

Meetings of the Board shall be held at dates, times, and places and by methods as agreed by the Board. Meetings may also be called by the Chair or by written or verbal request of two or more Directors to the Secretary. A duly organized meeting – one in which Board business can be properly and legally conducted -- is one in which required notice has been given (Section 2) and a quorum is present (Section 3).

Section 2. Notice.

A. Timing and Waiver. Notice of at least fourteen (14) days shall be given to each Director for all Board meetings, except as otherwise provided in these bylaws (see Articles VII and VIII). Notice of a meeting shall specify the date, time, and place of the meeting. A Director may waive his or her notice in a written statement to the Chair, Vice Chair, or Secretary. A planned meeting may be postponed and rescheduled without the 14-day notice by unanimous agreement of the Board.

B. Method. Notice of Board meetings may be accomplished in person at a duly organized meeting for which there is a written record, or by telephone, postal mail, or electronic mail to the number or address shown in the IHE records, or by other means as established by the Board. The Board shall determine by policy when notice by specific method shall be deemed received.

Section 3. Quorum and Plurality.

At any Board meeting, a majority of the Directors then in office, attending in person or by remote means (see Section 4, below), shall constitute a quorum for the transaction of business. Once a quorum is established, it will remain for the duration of the meeting. The act of the majority of Directors in attendance at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.

Section 4. Attendance and Voting.

Directors may attend Board meetings by teleconference or electronic means as necessary, and may vote in person or by telephone or electronic mail, or by other means as established by the Board.

Section 5. Action without Meeting.

In the case of matters on which immediate action is necessary, the President or his/her designate may conduct a vote of the Board by telephone, postal mail, electronic mail, or other means, as established by the Board prior to the action. Such action must be approved by a majority of Directors then in office, and the action shall be included in the record of the next Board meeting.

Section 6. Parliamentary Authority.

Meetings will be conducted under Roberts' Rules of Order, latest edition.

Section 7. Executive Sessions.

The Board may meet in Executive Session only to discuss in confidence personnel, legal, or other sensitive issues. To enter into Executive Session, the Board must take action in an open meeting to do so. When in Executive Session, all persons other than the Directors will be excluded unless specifically invited to attend by the Board.

Section 8. Record of Meetings.

Complete and accurate records shall be kept of all meetings of the Board, including actions approved in Executive Session. The Board shall review all records of its meetings and may approve them without objection. The Board may establish policies governing their distribution.

ARTICLE V
FINANCIAL AFFAIRS

Section 1. Fiscal Year.

The fiscal year of the corporation shall be January 1 - December 31.

Section 2. Financial Review.

An accounting or audit of the organization's financial status shall be performed each fiscal year, and the Board shall review the IHE's financial condition at least annually.

Section 3. Non-Profit Status.

The IHE is not organized for profit. No part of its assets, income, or earnings shall inure to the benefit of, or be distributable to, any Director or agent of the IHE, except that the organization 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 purpose clause of the Articles of Incorporation, reproduced in Article II of these bylaws.

Payments and distributions in furtherance of the IHE's purposes may include reasonable compensation of staff and independent contractors, and reimbursement or advance payment of reasonable expenses incurred by Directors and other agents of the IHE in furtherance of the organization's purposes. The organization shall comply with the provisions of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and the provisions of the Montana Nonprofit Corporation Act, Montana Code Annotated Title 35, Chapter 2, or the corresponding section of any future Montana tax code.

Section 4. Transactions.

The Board shall have full discretion to use or dispose of the IHE's funds and properties consistent with

law, the Articles of Incorporation, and these bylaws. All checks, drafts, notes, bonds, loans, bills of exchange, orders for payment of money, deeds, mortgages, and other written contracts and arrangements shall, unless otherwise required by law, be authorized by the Board and signed by Officer(s) of the IHE as specified by the Board.

Section 5. Income and Donations.

Under policies established by the Board, the IHE may seek and accept funds and property, both real and personal, including grants, donations of funds or property, and bequests, for the purposes of the organization.

Section 6. Investments.

The unrestricted funds of the corporation, in whole or in part, may be retained in cash and/or invested in a manner and in such property and/or securities as the Board in its sole discretion may deem desirable, as permitted to organizations exempt from Federal income taxation under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI
INDEMNIFICATION

Section 1. Indemnification of Directors.

The IHE shall indemnify a Director or former Director in the defense of any proceeding to which the Director was a party because he or she is or was a Director, if the Board determines that the Director has met the standards of good-faith conduct set forth in the Montana Nonprofit Corporation Act, Montana Code Annotated 35-2-447, or corresponding section of any future Montana code, and if the Board authorizes payment based on a conclusion that the expenses are reasonable and that the IHE has the financial ability to make the payment. Notwithstanding any other provision of these bylaws, the IHE shall indemnify a director who was wholly successful, on the merits or otherwise, against reasonable expenses incurred by the director in connection with any such proceeding.

Section 2. Advance for Expenses.

The IHE may pay or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding as described in Section 1 in advance of final disposition of the proceeding if the Board determines that the relevant provisions of the Montana Nonprofit Corporation Act have been met, as set forth in Montana Code Annotated 35-2-449, or corresponding section of any future Montana code. To be eligible for an advance, the Director shall submit to the IHE a written undertaking to repay the advance if it is ultimately determined that the Director did not meet the requisite standard of conduct.

Section 3. Indemnification of Employees and Agents.

The IHE may indemnify and advance expenses to any employee or agent of the organization to the same extent as a Director, or to any extent consistent with the Montana Nonprofit Corporation Act and with IHE policy as determined by the Board.

ARTICLE VII

REVISION OF THE ARTICLES OF INCORPORATION AND BYLAWS

Action to revise or repeal any provision of the Articles of Incorporation or these bylaws must be approved by a two-thirds (2/3) vote of Directors then in office at a duly organized Board meeting. The notice of meeting shall include the text of the proposed revision(s) and/or the specific language proposed to be repealed. Minimum notice given to Directors of such a meeting shall be twenty-one (21) days.

ARTICLE VIII

DISSOLUTION

Action to dissolve the IHE must be approved by a two-thirds (2/3) vote of the Directors then in office at a duly organized meeting of the Board. The minimum notice given to Directors of such a meeting shall be twenty-one (21) days.

In the event of dissolution, all of the property of the IHE, after paying all just claims upon it, shall be distributed for a heritage education purpose within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the organization is then located, exclusively for the stated purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

CERTIFICATION OF ADOPTION OF THESE BYLAWS

These amended bylaws of the Institute for Heritage Education were duly adopted by unanimous vote of the Board of Directors on October 7, 2021, and now constitute the bylaws of the organization.

/s/ Dean Littlepage
Dean Littlepage, Secretary
Institute for Heritage Education

October 14, 2021
Date