

Constitution and By-Laws of the Montana and Wyoming Tribal Fish and Wildlife Commission

ARTICLE I

REGISTERED OFFICE & AGENT

The name of the corporation shall be the Montana and Wyoming Tribal Fish and Wildlife Commission (hereinafter, referred to as the Commission). The interim registered office of the Commission within the State of Montana shall be located at *Montana and Wyoming Tribal Fish and Wildlife Commission, 4052 Bridger Canyon Rd., Bozeman, Montana 59715*. The Commission may have such other offices, either within or outside the State of Montana and Wyoming, as the Board of Directors may designate or as the business of the Commission may from time to time require. The registered agent of the Commission is *Mike Fox*. The interim address of the Commission's registered Agent is *Montana and Wyoming Tribal Fish and Wildlife Commission, 4052 Bridger Canyon Rd., Bozeman, Montana 59715*.

ARTICLE II

DEFINITIONS & GENDER

USAGE

Section 1. Definitions. As used in these by-laws, the following words or phrases shall have the following meaning:(a) Montana and Wyoming Indian Tribe shall mean one of the federally recognized American Indian Tribes located in the State of Montana and Wyoming. (b) Governing body shall mean the governing body of a tribe as recognized by the Secretary of the Interior and includes, but is not limited to the tribe's Tribal Council, board of trustee business committee or board of directors.

Section 2. Usage of Gender. Masculine nouns and pronouns are used for the sake of clarity and uniformity and refer to both genders. The use of masculine nouns and pronouns is not indicative of any discrimination or discriminatory intent.

ARTICLE III

MEMBERS

Section 1. General Classes of Membership. There shall be two general classes of Membership of the Commission. The first class of members shall be voting members and the second class of members shall be associate members and shall have no vote. Any reference to members in these by-laws shall be construed to include both voting and non-voting members unless otherwise limited.

Section 2. Voting Members. Voting members shall consist of each respective Tribal Fish & Wildlife Director or other tribal representative who are dedicated to the protection, preservation, enhancement and prudent use, management and development of tribal fish and wildlife resources on their particular Montana and Wyoming Indian reservation. Section 3. Associate Members. Associate members shall be any Indian person, non-Indian person; federal, state or local government or agency thereof; affiliated organization; or organization interested in the protection, preservation, enhancement and prudent use, management and development of Montana and Wyoming tribal fish and wildlife resources. (a) Application Procedure for Associate Members. Any non-Indian person associated with federal, state or local government; or organization may apply for and be accepted into membership of the Commission upon the completion of the following procedure: (1) Transmittal to the Secretary of the Commission of an executed application for membership on a written form prescribed and approved by the Board of Directors; and (2) Payment of a donation to the Treasurer of the Commission. Section 4. Involuntary Withdrawal of Membership. A member may, for good cause shown, be expelled from membership in the Commission upon a majority vote of the total membership of the Board of Directors at a meeting called for such purpose. Section 5. Dues. The Board of Directors may establish dues and special assessments. However, nothing herein shall be construed to prohibit the Board of Directors from establishing different dues and assessments for affiliated organizations, governments and government agencies, families and students.

Section 6. Contracts with Members. No contract or other transaction between the Commission and one or more of its members or any other corporation, firm, association or entity in which one or more of its members are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such members are present at a meeting of the members of the Commission or a committee thereof which authorizes, approves or ratifies such contract or transaction or solely because their votes are counted for such purpose if: (i) the fact of such relationship or interest is disclosed or known to the members of the Commission or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consent of such interested members; or (ii) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve, or

ratify such contract or transaction by vote or written consent; or (iii) the contract or transaction is fair and reasonable to the Commission. Common or interested members may be counted in determining the presence of a quorum at a meeting of the members of the Commission or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Special Meetings of Members. Special meetings of the members of the Commission may be called at any time by order of the Board of Directors or of the Chairman of the Board (who shall give written notice thereof to the Executive Director of the Commission).Section 2. Notice of Meetings of Members. Notice of each meeting of the Members of the Commission, whether regular, special, or regional shall be given at least thirty (30) working days previous thereto by written notice delivered personally or mailed to each member at the address of such member as it appears on the records of the Commission. Any member may waive notice of any meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of the special meeting or the business to be transacted must be specified in the notice or waiver of notice of such meeting. Section 3. Quorum. A majority of the voting members of the Commission [present] shall constitute a quorum for the transaction of business at any meeting of the members of the Commission.

Section 4. Manner of Acting. At each meeting of the members of the Commission, the Chairman of the Board or, in the case of his absence, the Vice-Chairman shall act as Chairman thereof. The Secretary, or in the case of his absence, the person whom the Chairman of the meeting shall appoint as Secretary of the meeting, shall act as such.

ARTICLE V

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Commission shall be managed by its Board of Directors, except as otherwise provided in Title 35 of Montana Code Annotated or the Articles of Incorporation.

Section 2. Number of Qualifications. There shall be no more than seven (7) members of the Board of Directors of the Commission, but in no instance shall the number of Directors be fewer than three (3). Section 3. Tenure and Election. Each director shall serve as long as designated by his particular Tribe determines or until he shall resign or be removed and until a successor shall be elected and qualified. Each Montana and Wyoming tribe will designate their particular tribal representative to the Commission by tribal resolution. Any Director who moves from the Reservation from which he was designated shall resign immediately. The Commission will strive to work closely with the Montana and Wyoming Tribes to ensure each respective tribal fish and wildlife Director is represented on the Commission, if possible.. Section 4. Alternates. Each respective Tribal Fish and Wildlife Director can designate an alternate to represent their particular Montana and Wyoming Tribe, as needed. Written notice of such action shall be given to the President and the Chairman of the Board at the earliest possible date. The alternate shall have the full authority of a Director.Section 5. Removal. A Director of the Commission may be removed for good cause by a majority vote of the Board of Directors.Section 6. Vacancies. Any Director may resign at any time by giving written notice to the Chairman of the Board of Directors. Such resignation shall be effective on the date that notice is received by the Chairman of the Board.Section 7. Contracts with Directors. No contract or other transaction between the Commission and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose if: (i) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consent of such interested Directors; or (ii) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (iii) the contract or transaction is fair and reasonable to the Commission. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors of the Commission shall be held quarterly.Section 2. Special Meetings. Special meetings of the Board of Directors may be called for any purpose and at any time by the Chairman of the

Board, or by the Chairman of the Board at the written request of the Executive Director of the Commission, or by the Chairman of the Board upon receipt of a written request signed by one-third of the Directors. Requests for special meetings shall state the purpose therefor. Section 3. Notice of Meetings. Notice of each meeting of the Board of Directors, whether regular or special, shall be given at least fifteen (15) working days previous thereto by written notice delivered personally or mailed to each Director at the address of such Director as it appears on the records of the Commission. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of the special meeting or the business to be transacted must be specified in the notice or waiver of notice of such meeting. Section 4. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a conference call can be utilized to obtain a majority or a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum shall be present. The Directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. Section 5. Manner of Acting. The act of the majority of the Directors at a duly organized meeting shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws. Section 6. Presumption of Assent. A Director of the Commission who was present, or whose presence was included in the determination of a quorum, at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Commission immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action. Section 7. Attendance. A Director shall not miss two (2) consecutive quarterly Board of Directors meetings without good cause or fail to send an alternate in his place. A Director that fails to meet attendance requirements may be removed from the Board of Directors. The vacant Director position shall be filled according to Article V. Section 3 or 4 of these By-Laws. Section 8. Policy and Procedures. Directors are empowered to create policy and procedures necessary for carrying out their duties and to allow the Commission to better fulfill its purpose. Enactment of policy requires an affirmative majority vote of a quorum present at a Board of Directors meeting.

Section 9. Actions Without Meetings. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the actions taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Directors, and may be stated as such in any articles or documents filed with the Secretary of State of Montana under Title 35 of the Montana Code Annotated.

ARTICLE VII

OFFICERS OF THE COMMISSION

Section 1. Chairman. The Board of Directors of the Commission shall annually elect from among its members, a Chairman of the Board, who shall preside at all the meetings of the Board of Directors of the Commission. The Chairman of the Board of Directors shall also serve as the Chairman of the Executive Committee and the President of the Commission. The Chairman shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform all duties as may be assigned to him by the Board of Directors. Except as limited by Title 35 of Montana Code Annotated and these by-laws, the Chairman is authorized to delegate any of his powers and responsibilities relating to the conduct of day-to-day business of the Commission to the Executive Director of the Commission. The Chairman of the Board of Directors shall serve a term of one (1) year or until the expiration of his term as Director. Section 2. Vice-Chairman. The Board of Directors shall elect from among its members, a Vice-Chairman of the Board who, in the absence of the Chairman, shall perform all the duties of the Chairman of the Board and, when so acting shall have all the powers of and be subject to all restrictions upon the Chairman of the Board. The Vice-Chairman of the Board shall be the Vice-President of the Commission. The Vice-Chairman of the Board of Directors shall serve a term of one (1) year or until the expiration of his term as Director. Section 3. Secretary-Treasurer. The Board of Directors shall elect from among the members of the Executive Committee, a Secretary-Treasurer of the Commission who shall also serve as the Secretary-Treasurer of the Board of Directors. The Secretary-Treasurer shall give, or cause to be given, notice of all meetings of the Board of Directors, Executive Committee and other committees of Directors and shall attend all such meetings and keep a record of their proceedings. The Secretary-Treasurer shall be the custodian of the seal of the Commission and shall have the power to affix the same to all documents, the executive of which on behalf of the Commission is authorized by these by-laws or by the action of the Board of Directors or the Executive Committee. The Secretary-Treasurer shall perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to the Secretary by the Board of Directors or by the Chairman of the Board, including, but not limited to the following: (a) Have the care of, receive and give receipt for monies due and payable to the Commission; (b) Deposit all monies received in the name of the Commission in such banks, trust companies, or other depositories as from time to time may be designated by the Board of Directors; (c) Have charge of the disbursement of the monies of the Commission in accordance with the directions of the Board of Directors or the Executive Committee; (d) Enter or cause to be entered regularly in books, a complete and correct account of all monies received and disbursed for the account of the Commission. All financial records shall be kept at the principal office of the Commission and shall be available for inspection at reasonable times to all authorized representatives of the members of the Commission upon reasonable request; (e) Render a statement of account to the Board of Directors at such times as may be requested; (f) Submit a full financial report to the Board of Directors of the Commission at the annual meetings; (g) Exhibit the books of account of the Commission and all securities, vouchers, papers and documents of the Commission in custody to any authorized member of the Commission or designee of the Board of Directors upon reasonable request; (h) Arrange for an annual audit of the Commission's financial accounts; and (i) In general, have such other powers and perform such other duties, not inconsistent with these by-laws, as are incidental to the office of Treasurer and to give a bond for the faithful discharge of duties in such sum and form and with such surety as the Board of Directors may determine. The cost of such bonds shall be borne by the Commission. Except as limited by the Nonprofit Corporation Act of the State of Montana and these by-laws the Secretary is authorized to delegate any of his powers and

responsibilities relating to the conduct of day-to-day business of the Commission to the Assistant Secretary. The Secretary-Treasurer shall serve a term of one year.

Section 4. Compensation. Elected officers of the Commission shall not be paid a salary by the Commission; provided, however, that such officers may be reimbursed for the reasonable expenses incurred by them on behalf of the Commission as may from time to time be allowed by the Board of Directors. Appointed officers of the Commission shall not be paid a salary in addition to that already received by them by virtue of their employment with the Commission.

ARTICLE VIII

COMMITTEES

Committees not having and exercising the authority of the Board of Directors in the management of the Commission may be designated and established by the Board of Directors. Members of each such committee shall be members of the Commission, and the Chairman of the Board of Directors shall appoint the members thereof. Any members thereof may be removed by the Chairman of the Board of Directors whenever in the Chairman's judgement, the best interests of the Commission shall be served by such removal. Each such committee shall submit a written report of its activities at each meeting of the Board of Directors. Each member of a committee shall continue as such until he shall resign or be removed unless the committee shall be sooner terminated. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of all the members present at meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors. Each committee of Directors shall submit a written report of its activities at each meeting of the Board of Directors.

ARTICLE IX

CONTRACTS, CHECKS, SECURITIES DEPOSITS AND FUNDS

Section 1. Contracts. The Chairman, Vice-Chairman, or any other officer specifically authorized by the Board of Directors, may, in the name of and on behalf of the Commission, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents of the Commission, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Commission, and such authority may be general or confined to specific instances. Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Commission shall be signed by such officer or officers, agent or agents of the Commission and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Fiscal Officer and countersigned by the Executive Director of the Commission.

Section 3. Securities. All stocks and other securities held in the name of the Commission shall be voted pursuant to decisions made by the Board of Directors of the Commission. Section 4. Deposits. All funds of the Commission shall be deposited from time to time to the credit of the Commission in such banks, trust companies or other depositories as the Board of Directors may select. Section 5. Gifts. The Board of Directors may accept on behalf of the Commission any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Commission.

ARTICLE X

ADVISORS TO THE COMMISSION

The Board of Directors may elect or appoint any person or persons to act in an advisory capacity to the Commission or in an honorary capacity with respect to the Commission.

ARTICLE XI

BOOKS AND RECORDS

The Commission shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its

registered or principal office a record giving the names and addresses of the members whose representatives are entitled to vote. All books and records of the Commission may be inspected by an authorized representative, agent or attorney of any member of the Commission for any proper purpose at any reasonable time and with reasonable notice.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Commission shall begin on the first day of January and end on the last day of December in each year. The Board of Directors, as the business of the Commission may dictate, may change the fiscal year of the Commission.

ARTICLE XIII

SEAL

The corporate seal of the Commission shall be circular in form and shall contain the name of the Commission and the words Seal, State of Montana.

ARTICLE XIV

USE OF FUNDS

No part of the net earnings of the Commission shall inure to the benefit of or be distributable to its trustees, officers, or private persons except that the Commission shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation. No substantial part of the activities of the Commission shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Commission 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. However, nothing herein shall be construed to restrict the Commission from analyzing policies and regulations on all aspects of fish and wildlife management on Indian lands, on tribal jurisdiction, on the environment of Indian reservations or on Indian economic development when such analysis is required by the provisions of contracts and grants negotiated by the Commission with agencies of the federal government.

ARTICLE XV

AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of a majority of the members of the Board of Directors present at any regular meeting or at any special meeting, if written notice of intention to alter, amend or repeal or to adopt new by-laws at such meeting is given to the Directors at least fifteen (15) working days prior to the meeting.

ARTICLE XVI

DISSOLUTION

The Commission may be dissolved upon a vote of three-fourths (3/4) of the voting members of the Commission present at a meeting called for such purpose. Upon the dissolution of the Commission, the Board of Directors, after paying or making provisions for the payment of all the liabilities of the Commission, shall dispose of all of the assets of the Commission exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, to further the purposes of the Commission, American Indian Tribes, or such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes in such manner as the Board of Directors shall determine.

ARTICLE XVII INDEMNIFICATION The Commission shall indemnify any person for any wrongful act or who was or is a party or is threatened to be made a party to any threatened or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Commission) by reason of the fact that such a person is or was a Director, officer, employee or agent of the Commission, or is or was serving at the request of the Commission as a director, officer, employee or agent of another Commission, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person to the full extent permitted by the laws of the State of Montana and Wyoming. Expenses incurred by an officer or Director in defending a civil or criminal action, suit or proceeding upon receipt of an undertaking by or on behalf of such director that he is not entitled to be indemnified by the Commission. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

ARTICLE XVIII

MEMBERSHIP CERTIFICATES AND DUES

Section 1. Membership Certificates. The membership certificates of the Commission shall be in such form not inconsistent with the requirements of the Nonprofit Commission Act of the State of Montana and the Articles of Incorporation and shall be approved by the Board of Directors. Such certificates shall be entered in the books of the Commission as they are issued. The membership certificates shall exhibit the members name and such matters as shall be required by law and shall be signed by the Chairman of the Secretary of the Board of Directors and shall be imprinted with the seal of the Commission. Membership certificates shall not be transferable. **Section 2. Lost or Destroyed Certificate.** In case any certificate of membership in the Commission shall be alleged to have been lost or destroyed, the Commission shall issue a new certificate.

Section 3. Dues. The Board of Directors shall have the power to fix, assess and collect dues for membership in the Commission.