

BY-LAWS
OF
GLACIER COUNTY REGIONAL PORT AUTHORITY
DBA GLACIER COUNTY ECONOMIC DEVELOPMENT
UPDATED SEPTEMBER 2025

ARTICLE 1.
OFFICE AND REGISTERED AGENT

Section 1.01 Principal Office. The name of the Corporation will be Glacier County Regional Port Authority, also known as GCRPA, dba Glacier County Economic Development, also known as GCED.

Section 1.02 Principal Place of Business. The principal place of business of this Corporation will be in the County Glacier, in the State of Montana. Attn: Glacier County Regional Port Authority/Glacier County Economic Development, 13 E Main Street, P.O. Box 178, Cut Bank, MT 59427.

Section 1.03 Registered Office and Agent. The Corporation will have and continuously maintain a registered office and a registered agent in the County Glacier, in the State of Montana, as required by the State of Montana Nonprofit Corporation Act. The registered agent will be either an individual resident of the County Glacier or a corporation authorized to transact business in the County Glacier.

ARTICLE 2.
PURPOSES, OBJECTIVES, AND GOVERNING INSTRUMENTS

Section 2.01 The business and purpose of this nonprofit corporation will be to improve the quality of life in the County Glacier by promoting, stimulating, and advancing the general welfare, commerce, economic development, and prosperity of its region. In doing so, the Glacier County Regional Port Authority/Glacier County Economic Development will be the best resource for business assistance, through collaborations and partnerships, for all communities within and surrounding the County Glacier.

The Corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. The business and purpose of this non-profit corporation will be implemented, subject to the limitation that no part of the assets of the corporation may at any time be used for any activity not exempt from taxation under Section 510 (a) of the Internal Revenue Code of 1975 as amended, as an organization described in I.R.C. Section 501 (c)(3); (ii) contributions to which are deductible in I.R.C. Section 509 (a).

Section 2.02 Governing Instruments. The Corporation will be governed by its Articles of Incorporation and its By-Laws.

Section 2.03 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 2.04 Limitations on Activities. No part of the activities of the Corporation will consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor will the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of

these By-Laws, the Corporation will not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

ARTICLE 3. MEMBERSHIP

The Corporation will have no members.

ARTICLE 4. BOARD OF DIRECTORS

Section 4.01 There will be a Board of Directors of the Corporation, which will supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these By-Laws.

Section 4.02 Number. The Board of Directors will be comprised of nine (9) residents of the County Glacier.

Section 4.03 Election and Term of Office. The Board of Directors will consist of three (3) representatives from the Community of Browning and its greater area, three (3) from the City of Cut Bank, one (1) active County Commissioner, and two (2) Glacier county residents at-large.

If such appointments are unable to be filled from their respective areas within 30 days, the opening will be offered to a resident of the county Glacier at-large. The Board of Directors will review and approve all candidates. The governmental entities may recommend appointments for any vacated positions. Priority will be given to those appointed by their respective entities.

Terms of office for the Board of Directors shall be four (4) years. The terms of office for each of the Board members shall be staggered in accordance with the joint resolution creating the GCRPA/GCED. Upon nomination, candidates for Board membership shall be voted upon by the Board of Directors.

Section 4.04 Resignation. Any director may resign at any time by submitting a written notice. Such resignations will take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the Board of Directors.

Section 4.05 Removal. Any Board member may be removed for cause by the Board by a vote of a two-thirds (2/3) majority of the GCRPA/GCED Board.

Section 4.06 Vacancies. Vacancies in at-large Board Positions shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term. The board will appoint to fill the unexpired term of their representatives.

ARTICLE 5. MEETINGS

Section 5.01 Annual Meeting. The annual meeting of the Glacier County Regional Port Authority/Glacier County Economic Development will be held in the month of June each year. Officers

and new board members for the upcoming year will be elected at the annual meeting. Any newly appointed Board member will start their term of office at the following regular July Board meeting.

Section 5.02 Regular Meetings. The regular meeting of the Glacier County Regional Port Authority/ Glacier County Economic Development will be held each month and will be noticed in accordance with the State of Montana regulations. Notice of the time, day, and place of any meeting of the Board of Directors will be given at least (48) hours previous to the meeting.

Section 5.03 Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chairperson. Notice will be in accordance with State of Montana regulations.

Section 5.04 Quorum. Each voting member in good standing will have one (1) vote at any meeting. A quorum will consist of three (3) Board members. A majority of the votes cast at a meeting at which a quorum is present will constitute the action of the members. Voting by proxy will not be permitted.

Section 5.05 Virtual Meetings. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference call or virtual meeting, which allows all persons participating in the meeting to hear each other. Virtual or telephone participation will be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 5.06 Roberts Rules of Order. Roberts Rules of Order will govern the conduct of all meetings.

ARTICLE 6. ATTENDANCE

If three (3) consecutive meetings are missed (excused or unexcused) a Board member may be dismissed from the Board by two-thirds (2/3) majority vote of the GCRPA/GCED Board.

ARTICLE 7. OFFICERS

Section 7.01 Officers. The officers of this board will consist of the Chairperson, the Vice-Chairperson, and the Secretary/Treasurer elected by the members of the Board at each annual meeting.

Section 7.02 Chairperson. The Chair's duties will be to conduct all meetings, be responsible for and sign all official papers and documents of the Board, and perform such duties as is usually incident to the office.

Section 7.03 Vice-Chairperson. The Vice-Chair will assist the Chair and will act for the Chair when the latter is unable to perform the duties of his/her office.

Section 7.04 Secretary/Treasurer. The Secretary/Treasurer will attend to or delegate all correspondence, minutes, and business of the Board, will keep or delegate the keeping of records of all corporate finances and will report the financial condition of the corporation to the Board of Directors when requested.

Section 7.05 Committees.

ARTICLE 8.
EXPENSES

Section 8.01 Expenses. Any Board member is entitled to receive reimbursement of expenses incurred in the performance of his/her duties. Such expenses will be governed as provided in MCA Sections 2-18-501 through 2-18-503.

ARTICLE 9.
CONFLICT OF INTEREST

Section 9.01 Conflict of Interest. All Board members will be governed and will abide by the Montana statutes governing conflicts of interest as provided in MCA sections 2-2-101 through 2-2-207. If at any time a Board member is called upon to address on a topic which he/she has an obvious conflict of interest, such Board member will state, for the record, his/her conflict of interest over the topic in question. Any Board member will also abstain from any vote on the topic in question.

ARTICLE 10.
MISCELLANEOUS PROVISIONS

Section 10.01 Fiscal Year. The fiscal year of the Corporation will be July 1 to June 30.

ARTICLE 11.
INDEMNIFICATION

As authorized by law, the Corporation may indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors, indemnify any employee, against any and all expenses and liabilities incurred by him/her in connection with any claim, action, suit, or proceeding to which he/she is made a party by reason of being a director, officer, or employee.

Amounts paid in indemnification of expenses and liabilities may include, but will not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee will repay such expenses if it should be ultimately determined that he/she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, or employee, or other agent against any liability incurred by him/her which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE 12.
AMENDMENTS TO BY-LAWS

Section 12.01 Amendments. These By-Laws may be repealed or amended by a vote of at least six (6) Board members, provided the amendment has been submitted in writing and presented at the previous regular meeting for review and consideration by the Board members.

These By-Laws are hereby adopted and attested this date by the Glacier County Regional Port Authority/
Glacier County Economic Development Board.

DATED: 9/18/2025

Rod Chini
Chair

Tony Johnson
Vice-Chair

B
Secretary/Treasurer