



MONTANA PARTNERSHIP TO END CHILDHOOD HUNGER, INC. BYLAWS

Article I – Name and Offices

1. **Name**—The name of this nonprofit 501(c)(3) charitable organization is The Montana Partnership to End Childhood Hunger, Inc., also doing business as MT-PECH, and also referred to in this document as MT-PECH and as the Corporation.
2. **Name Change**—The Board of Directors has the right to change the name of the organization with a vote of a two-thirds (2/3) majority of its Members.
3. **Principal Office**—MT-PECH’s principal office, where the organization transacts business and keeps its records, must be in Montana. The Board of Directors may set the location of this office by means of a duly adopted resolution. If the location is not set by the Board of Directors, the principal office will be located at 2396 Ferguson Ave., Bozeman, MT 59718.

Article II – Purpose and Powers

1. **Purpose**—MT-PECH is a Montana nonprofit public benefit organization, organized exclusively for charitable, educational, and scientific purposes. It is recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code (the “Code”), as amended from time to time. Any reference to a specific section of the Code in these Bylaws is deemed to include any future corresponding section of the Code.
 - a. **Mission Statement**
MT-PECH funds, engages in, and drives sustainable solutions to food-system challenges with the goal of creating strong, healthy Montana communities where children and their families can eat fresh, quality food every day. All solutions center on quality food and nutrition for good health to reduce the diet-related health issues affecting Montanans, while ending childhood hunger for good.
 - b. **Vision Statement**
MT-PECH envisions healthy, strong communities where everyone can eat sustainable, affordable, locally produced, nutrient-dense food.
2. **Powers**—MT-PECH has the power, directly or indirectly, alone, or in conjunction with others,

to undertake all lawful acts to accomplish its exempt purposes. It also may assist other organizations or persons whose activities support the accomplishment of MT-PECH's exempt purposes.

- a. Powers of the Corporation include, but are not limited to, accepting financial and in-kind contributions from public- and private-sector donors. MT-PECH may also work to influence
 - b. legislation and policy at the local, county, state, and federal level, up to the expenditure limits detailed in IRS Form 5768, or any future part of the IRS Code affecting these spending limits to achieve its exempt purposes.
 - c. MT-PECH is authorized and empowered to pay reasonable compensation for services and salaries and to make grants, payments, and distributions that further the exempt purposes of the organization.
 - d. These powers begin with MT-PECH's initial tax year ending 06/30/24 and continue through subsequent tax years unless changed or revoked by the Board of Directors.
3. **Exempt Activities Limitation**—No Member of the Board of Directors, Board Officer, Employee, other Member, or Representative of MT-PECH may take actions or carry out activities that are not allowed under Code Section 501(c)(3) or under Section 170(c)(2) of such Code as it now exists or may be amended in the future.
4. **Distribution Upon Dissolution**—Upon MT-PECH's dissolution, its assets will be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3) to an organization or organizations that address hunger in Montana or that improve nutrition in Montana.
 - a. If no such organizations exist, the assets will be distributed to the federal government, or to a state or local government, for the public purpose.
 - b. Any such assets not disposed of upon dissolution as described in these Bylaws shall be disposed of by the Court of Common Pleas in the county where the principal office is located at the time of dissolution. Disposal by the Court of Common Pleas shall be exclusively for such purposes and to such organization(s) as the Court shall determine, as long as the receiving entities are organized and operated exclusively for exempt purposes.

Article III – Non-Discrimination

MT-PECH does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, military status, community, or location/geography within Montana in any of its operations.

Article IV – MT-PECH Membership

1. **Membership Classes**—MT-PECH shall have three classes of members:
 - a. **Members of the Board of Directors** – These are the only MT-PECH Members with voting rights;
 - b. **Founding Members** – This is an honorary, non-voting membership category for individuals who:
 - Were critical to the founding of MT-PECH and its initial 12 years as a Coalition;
 - Have provided exemplary service(s) to MT-PECH; or
 - Have been instrumental in its success and its future.

The Board of Directors may vote to add members to this category from time to time, based on the person's outstanding service to MT-PECH.

- c. **Supporting Partners**—This membership category is comprised of organizations partnering with MT-PECH to support its work, along with representatives from those organizations. Supporting Partners are non-voting members.
 - d. **Founding Members**—The original thirty-two (32) Founding Members recognized at the time of MT-PECH's transition to a 501(c)(3) nonprofit are listed in the Appendix of these Bylaws. Founding Members are non-voting, non-dues-paying members.

Classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of Members are determined by the MT-PECH Board of Directors.

Unless required by law, all rights of Members to vote and any right, title, or interest in the Corporation and its properties ceases and divests when Membership is terminated.

A Member's liability(ies) for sums due MT-PECH continues after termination, unless the Board of Directors determines otherwise.

2. **Eligibility for Membership**—Nonprofit organizations and individuals interested in:
 - a. incorporating and enhancing the access and education of good food, nutrition, and health for children and families in schools, healthcare, and communities;
 - b. creating and reimagining sustainable, local food systems to increase the availability and affordability of fresh, quality food; and/or
 - c. sharing stories widely to feature creative solutions to improve food, nutrition, and health in rural communities for children and families.

These standards may be updated or changed by the Board of Directors as needed for MT-PECH to accomplish its exempt purposes.

3. **Dues**—Any annual membership dues are determined by MT-PECH’s Board of Directors. If the Board of Directors chooses to add membership dues or categories, all Members will be notified in writing and given 90 days’ notice prior to billing.

Article V – Number and Terms of Board Members and Board Officers

1. **Number of Board Members and Officers**—MT-PECH’s Board of Directors shall have not less than three (3) and not more than fifteen (15) directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of the Directors.
 - a. When the Board of Directors has only the minimum of three (3) Members, those Members shall serve as the Chairperson, Treasurer, and Co-Chair. In addition to its 3 – 15 Members, MT-PECH’s Executive Director or Co-Executive Directors serve as ex-officio Members of the Board.
 - b. When MT-PECH reaches the point it has an employee specifically overseeing the finances of the organization, that person also will serve as an ex-officio Member of the Board of Directors.
2. **Length of Service**—Terms of service for the Members of the Board of Directors will expire on a rotating basis. The maximum term for a Member of the Board of Directors is three (3) years. A Board Member may serve two (2) consecutive, three-year terms. Any Board Member who has served two (2) consecutive terms is eligible for re-election after one (1) year has passed following the two (2) consecutive terms.
3. **Officer Terms**—Officers of the Board of Directors are selected from among the Board Members at the Annual Meeting. These Officers serve from the time they are elected until new Board Officers are elected at the following Annual Meeting.

Article VI – Electing Board Members and Officers

1. **Board Members**—Anyone from the Board of Directors, Members, committees, or work groups associated with MT-PECH, as well as staff members, may suggest people to be considered for the Board of Directors.
 - a. Interested individuals recommended as potential Board Members must use the MT-PECH Board of Directors Application Form to share their bios and indicate their interest and reasons for wanting to serve on the Board.
 - b. At the Board Meeting prior to the annual in-person Board Meeting, applicants will be reviewed as outlined in MT-PECH’s Procedure for Recruiting and Electing

Board Members. The person receiving the highest number of votes for each open position on the Board shall be elected to begin their board terms at the Annual Board Meeting.

2. **Officers**—Members of the Board of Directors elect Board Officers from among the Board of Directors at the Annual Board Meeting. MT-PECH Board Officer positions are the Chair, Co-Chair, and Treasurer, unless other offices are created by the Board of Directors.
 - a. Board Member votes for Officers of the Board are taken by secret ballot. These votes may be placed in person, or via email, text, or other means of communication commonly in use at the time. Votes will be counted by a Board member who is not running for office. The person receiving the highest number of votes for each office of the Board shall be elected.

Article VII – Removal of a Board Member

1. **Vote Required to Remove Board Members from the Board**—Except when resigning, or in the case of the death of a Board Member, or as noted below, Board Members who are removed for reasons other than absence shall be removed by a vote of two-thirds (2/3) of the total number of Board Members existing at the time of the removal.
 - a. Exceptions to the two-thirds (2/3) vote requirement include but are not limited to cases of criminal activity, fraud, embezzlement, or other activity as designated by a duly adopted resolution of the Board of Directors. In these cases, Board Members are terminated immediately with a letter from the Executive Director or Co-Executive Directors delivered via email, text, regular mail, or other communications methods commonly in use at the time.
2. **Additional Reasons for Removal**—Board Members may be removed from the Board of Directors for several reasons, including but not limited to the following:
 - a. **Dereliction of Duty**—Board Members may be removed from the Board of Directors for any of the following reasons:
 - I. Violating the Duty of Care described in the Board Handbook;
 - II. Undisclosed conflicts of interest;
 - III. Discriminatory or unethical behavior, as well as criminal activity, fraud, embezzlement, and obstructionism; and
 - IV. Other reasons, such as but not limited to, failure to comply with Board and organizational policies, and lack of attendance, which is defined as failure to attend three (3) consecutive board meetings in a year.

Discrimination and knowledge of any of the previously listed items should be reported to a Member of the Executive Committee of the Board of Directors, or to the Executive Director or Co-Executive Directors. Failure to do so can result in removal from the Board. Individuals receiving these reports are required to take appropriate

action as detailed in the most recent Montana Code Annotated.

- b. **Absences**—Any elected Officer or Member of the Board of Directors who has been absent for three (3) consecutive Board meetings without just cause as determined by the Board of Directors shall automatically vacate their seat on the Board. The vacancy shall be filled as provided in these Bylaws.
 - i. The Board will consider each absence of a Board Officer or other Board Member as a separate circumstance, and the Board of Directors may expressly waive the absence by a two-thirds (2/3) vote of Board Members present at that meeting.
- c. **Resignations**—Any Board Member or Officer of the Board may resign by giving written notice to one of the Board Officers or to the Executive Director or one of the Co-Executive Directors.
 - ii. No Board Member or Board Officer may resign if MT-PECH would then be left without a sole remaining Director in charge of its affairs, until after notice is provided to the Office of the Montana Attorney General or other appropriate agencies of the state of Montana.

Article VIII – Filling Vacant Board Member Positions

1. **Definition of Vacancy**—A vacancy on the MT-PECH Board of Directors and/or among the Board Officers exists:
 - a. On the death, resignation, or removal of any Board Member;
 - b. Whenever the number of authorized Directors is increased by a duly authorized resolution of the Board of Directors; or
 - c. Whenever any of the seats on the Board of Directors and/or among Board Officers is vacant for any reason.
2. **Filling Vacancies**—Vacancies on the Board of Directors and/or among the Board Officers may be filled at any time by approval of a majority of the Board of Directors. If the number of Board Members on the Board at the time is less than three (3), a vacancy on the Board may be filled by the approval of a majority of the Board Members then in existence or by a sole remaining Board Member.
3. **Length of Service of a Board Member Filling a Vacancy**—A person filling a vacancy on the Board holds that position or office until the next regular election of Members of the Board of Directors at the Annual Meeting, or until their resignation or removal from office before the Annual Meeting.

Article IX – Board Member Compensation

1. **Board Members are Volunteers**—Except as set forth below, MT-PECH Board Member and Board Officer positions are voluntary positions and Board Members receive no compensation for carrying out their duties.
2. **Reimbursement for Expenses**—Board Members and Board Officers may be reimbursed for meeting-related travel expenses and may receive a per-diem for meeting attendance if the Board votes to approve such expenditures. Board Members and Board Officers also may be reimbursed for an expenditure made at the request of the Board or at the request of the Chair or Treasurer. The Board of Directors may set limits on expenditure and reimbursement requests.
3. **Non-inurement**—MT-PECH's net earnings must not inure to the benefit of, or be distributed to, any Board Member, Board Officer, or other Member for private or personal gain. Board members, however, are not restricted from receiving remuneration for professional or other services rendered to MT-PECH. Such remuneration shall be reasonable and fair to MT-PECH and must be reviewed and approved in accordance with the Board Conflict of Interest policy and applicable law.
4. **Additional Policies**—The Board of Directors may establish further policies providing for reasonable compensation or reimbursement to Board Members or Board Officers for the performance of their duties as Board Members or Board Officers only as necessary to carry out the exempt purposes of the organization, including the goal of improving nutrition security through narrative change by ensuring that MT-PECH governance includes the perspectives of people with lived experience of hunger or poverty. Such compensation or reimbursement shall be determined based on benchmarks from similar organizations and market rates for comparable services, and with reference to 26 CFR § 1.162-7.

Article X – Powers, Requirements, and Duties of Board Members

1. **General Powers, Requirements and Duties**—The general powers, requirements, and duties of MT-PECH Board Members are explained in-depth in the Responsibilities and Expectations of Officers and Members section of the MT-PECH Board of Directors Handbook (also referred to as the Board Handbook), which all Board Members must read and sign.
2. **General Requirements of All Board Members**—MT-PECH Board Members are not responsible for conducting the day-to-day management of MT-PECH. Rather, being a Board Member or Board Officer is a job of visionary guidance, strategic planning, financial oversight, insight into childhood hunger and poverty, and fundraising. The Board of Directors sets policy, maintains and amends these Bylaws as needed, and makes plans to ensure MT-PECH is on the road to achieving its goals. Most importantly, Members of the Board of Directors and Board Officers make sure MT-PECH has the funding needed to accomplish its goals.

- a. An individual may be a Member of the Board of Directors without being a Board Officer.
 - b. As part of their role, MT-PECH Board Members are required to exercise a Duty of Care to MT PECH, as described in the Board Handbook.
3. **Board Confirmation Requirements**—By the end of each calendar year, each Board Member and Board Officer are required to confirm the following via email or phone:
- a. The time that remains in their term,
 - b. Whether the Member is willing to continue serving out their term,
 - c. If the Member would like to remain on the same committee,
 - d. For board members going into their last year of the term, whether are they interested in serving another term, and
 - e. If the Member's term ends at the May meeting, provide a list any MT-PECH work that may be affected.

The Executive Director or Co-Executive Directors will prepare, distribute, and collect all Member responses, and share compiled responses to the Governance committee.

If a Board Member is not willing or able to continue serving for the upcoming year, this information will be shared with the Board of Directors so the Member's position can be added to the list of slots to be filled prior to or at the next Annual Meeting.

4. **Handbook Updates**—The MT-PECH Board must review the Board Handbook at least biennially and may update it by a resolution of the Board. All members of the Board must sign an annual letter stating their understanding of the material in the Board Handbook and their willingness to abide by rules, responsibilities, and duties of care outlined in the Board Handbook.
5. **Additional Duties**—More specific duties of Members of the Board of Directors are delineated in the Board Handbook. The Board Handbook, Bylaws, and Policies of the organization are reviewed, updated, and adopted at least biennially by a duly approved resolution of the Board.
- a. Board Members and Board Officers shall review and sign these documents at the beginning of each of their terms, at each Annual Meeting during their term, and whenever the Board Handbook and policies are updated. Board Members and Board Officers who fail to observe the duties and policies in these documents may be removed from office for Dereliction of Duty as described in these Bylaws.

- b. **Executive Committee Definition and Duties**—The Executive Committee of the MT-PECH Board of Directors is made up of the three (3) Board Members elected to fill the offices of Chair, Co-Chair, and Treasurer.
- i. These Officers serve concurrently as Members of the Executive Committee and as Members of the Board.
 - ii. The Board of Directors may create other Board Officer positions as needed, but only the Chair, Co-Chair, and Treasurer shall be Members of the Executive Committee.
 - iii. Chair, Co-Chair, and Treasurer—These Board Officers shall, subject to the control of the MT-PECH Board of Directors, supervise and control MT-PECH's business and operations as stated in these Bylaws and are authorized to act on financial matters on behalf of the Board between Board meetings.
 - iv. The Board Chair is MT-PECH's Chief Volunteer Officer, leads the Board of Directors in performing its duties and responsibilities and is the sole supervisor of MT-PECH's Executive Director or Co-Executive Directors. The Chair:
 - 1. Is a signer on MT PECH accounts, loans, and other obligations.
 - 2. Is responsible for planning the Board meeting agendas with the Executive Director or Co-Executive Directors
 - 3. Facilitates Board meetings.
 - 4. Chairs, plans agendas for and facilitates the Executive Committee meetings.
- c. The Board Co-Chair serves as the General Business Administrator of the Board of Directors. The Co-Chair:
- i. Maintains and distributes, or causes to be maintained and distributed, a copy of the Articles of Incorporation, Bylaws, Amendments to the Bylaws, and approved minutes of all Board of Directors, Executive Committee, and other committee and work group meetings.
 - ii. Takes minutes, or causes minutes to be taken, for Board of Directors, Executive Committee, and other committee and work group meetings.
- d. *Note: Either the Chair or Co-Chair may preside at meetings of the Board of Directors, and one of these Officers must be on each Standing Committee appointed by the Board of Directors. Both perform all the duties of their offices described in the Board Handbook, as well as all duties required by law, by the Articles of Incorporation, by these Bylaws, or as may be prescribed by the Board of Directors.

- e. The MT-PECH Treasurer oversees the financial operations and records of the organization in collaboration with the Executive Director or Co-Executive Directors, and any agent(s) of the organization who perform regular financial and accounting activities. The Treasurer:
 - i. Conducts oversight reviews of financial deposits, withdrawals, and reconciliations in the manner specified in the Financial Policies and Procedures.
 - ii. Serves as Chair of any Board-appointed Standing Committee that oversees or influences financial aspects of MT-PECH's work.
 - iii. Serves as a member of the Development Committee, and confirms, or causes to be confirmed, the receipt of funds and amounts received by Grantees as detailed in the Financial Policies and Procedures.
 - iv. Performs all other duties related to this office as described in the Board Handbook, including certifying MT-PECH's financial statements for any required reports, or causing such statements to be certified.
 - v. Performs such duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or other duties as may be prescribed by the Board.

Article XI – Board of Directors' Meetings

1. **Quorum, Votes, and Action by Vote**—Except as noted in these Bylaws, a quorum is defined as more than half of the Board Members in office immediately before a meeting. A quorum is required to transact business at a meeting.

Each Member of the Board of Directors has one vote.

A vote by a majority of the quorum present at a Board meeting is considered an act of the Board of Directors unless otherwise required by Montana law.

2. **Regular Meetings**—The MT-PECH Board of Directors meets quarterly, at a time and place set by the Board. The meeting may be in person or virtual. Regular meetings of the Board may be held without further notice although the Board Chair, or the Executive Director or Co-Executive Directors will use best efforts to send an electronic or written reminder of a regular meeting five (5) days or more in advance of the meeting.
3. **Special Meetings**—Special meetings of the Board may be called by the Chair, by the Executive Committee, by the Executive Director or Co-Executive Directors, or by 10 percent of the Members of the Board of Directors. A special meeting must be preceded by at least

two (2) days' notice to each Director regarding the date, time, and place, but not the purpose of the meeting. Board Members may participate in the special meeting by conference call or similar remote communication.

4. **Special Notice Provision**—If the purpose of any meeting of the Board of Directors is to consider:
 - a. an amendment to the Articles of Incorporation or the Bylaws;
 - b. a plan of merger;
 - c. the sale, lease, exchange, or disposition of all or substantially all of the Corporation's property or asset; or
 - d. the dissolution of the Corporation

then a written or electronic notice must be given to each Board Member and Board Officer at least seven (7) days before the meeting. The notice must state the purpose of the meeting, and the notice must be accompanied by a copy of the proposed amendment, plan of merger, transaction for the disposition of property or assets, or proposed dissolution.

5. **Waiver of Meeting Notice**—Any Member of the Board of Directors may at any time waive their right to receive a notice required by these Bylaws in accordance with Section 35-2-430 of the Montana Code Annotated (MCA) or any subsequent related update of the MCA. The waiver must be in writing, be signed by the director entitled to the notice, and be filed with the minutes or other MT-PECH corporate records.

A Board Member's attendance at, or participation in, a meeting waives any required Notice of the meeting, unless the Board Member—upon arriving at the meeting or prior to a vote on a matter not Noticed in conformity with MT-PECH's Bylaws—objects to the lack of Notice and does not vote for or assent to that action.

6. **Participating in a Board Meeting** – MT-PECH Board Members and Board Officers may participate in a regular or special meeting using any means of communication by which all participating Board Members may simultaneously hear each other during the meeting. This includes telephone conference call, video conference call, or any similar remote communication in use at the time.
7. **Action Without Meeting** – Any action required or permitted to be taken by the Board of Directors may be taken by the Executive Committee without a meeting. Doing so requires the written consent of all Board Members. Consent may be submitted by email or through apps such as DocuSign or other similar programs. Action taken with consent shall have the same effect as a unanimous vote of the Board and will be placed in the minutes, or caused to be placed in the minutes, by the Board Co-Chair.
8. **Time, Place, and Notice of Annual Board of Directors' Meeting** – The Annual Meeting of the MT-PECH Board of Directors is held sometime during the last quarter of the fiscal year. The exact time and place are established by the Board of Directors at least 90 days prior to the

meeting.

9. Business to be Conducted at the Annual Board of Directors Meeting –The following business or reports may be conducted or presented at the Annual Board of Directors Meeting:
 - a. Election of Board Members and Officers;
 - b. Committee and Work Group Reports—Summary of annual activities and upcoming work presented to the entire Board;
 - c. Financial Report—The most recent year’s activities and financial reports will be presented to the Board;
 - d. Business Plan—The upcoming year’s business plan and budget describing proposed MT-PECH activities also will be presented to the entire Board;
 - e. Any Other Matter Requiring Board Member Approval—Action by the Board of Directors on any other matter requiring Board Member approval.
10. Acceptance of Votes, Consents, and Waivers – If the name signed on a vote, consent, or waiver, corresponds to the name of a Board Member or is the authenticated electronic identification of a Board Member, MT-PECH, if acting in good faith, may accept the vote, consent, or waiver as the act of the Board Member. Authenticated electronic identification shall include any email address or other electronic identification designated by a user, for electronic communications.

Article XII – Committees and Work Groups

1. **Appointment of Committees**—The Board of Directors and/or the Executive Committee may appoint Committees as needed to undertake MT-PECH’s work. These Committees are designated by resolution of either the Board of Directors and/or the Executive Committee and may include or consist of people who are not Members of the MT-PECH Board of Directors if necessary. All such Committees are responsible to the Executive Committee and Board of Directors, and their authority is limited to the specific authority delegated to them in the Board or Executive Committee resolution that created them
 - a. Committees are required to keep minutes for each of their meetings. Meetings can be recorded if all attendees agree. The minutes must be shared with the Executive Committee and Executive Director or Co-Executive Directors as soon as possible and no later than two weeks after the conclusion of each meeting. Minutes of all meetings taking place within a fiscal quarter are shared with the Board of Directors at each quarterly Board meeting.

- b. The MT-PECH Board of Directors and/or Executive Committee may vote to allocate funds to its appointed Committees and to Work Groups created by the Executive Director or Co-Executive Directors if doing so is necessary for the Committee or Work Group to complete its assigned work or tasks. It is the duty of these Committees and Work Groups to work with the Treasurer and Executive Director or Co-Executive Directors to manage and report on the use of these funds as set forth in the MT-PECH Financial Policies and Procedures.
 - c. With the advice of the Executive Director or Co-Executive Directors, the Board of Directors and the Executive Committee may change or eliminate the powers granted to Committees, increase, decrease, or eliminate funding for Committees and Work Groups, or terminate a Committee, with a majority vote.
 - d. Work Groups are created by the Executive Director or Co-Executive Directors to undertake specific work related to MT-PECH's exempt purposes. The Work Groups are expected to include experts and representatives from other organizations interested in a particular issue being addressed by MT-PECH. The Work Groups are not required to include all experts and interested parties in the state as Work Group Membership is at the discretion of the Executive Director or Co-Executive Directors. Day-to-day Work Group management is handled by the MT-PECH Executive Director or Co-Executive Directors, or by staff appointed by the Executive Director or Co-Executive Directors.
2. **Standing Committees**—The MT-PECH Board of Directors has currently appointed two standing committees, the Finance and Development Committee and the Governance Committee. The Board may adjust the existing Standing Committees or may appoint other Standing Committees as needed. Any powers of Standing Committees or any budgets allocated to such committees, are established expressly by resolution of the Board, consistent with these Bylaws.
- a. Each Standing Committee's powers are limited to the power shared with the Standing Committee in the resolution that creates it. Standing Committees may not operate outside the powers or budgets granted them by Board resolution.
 - b. Standing Committees are required to keep minutes for each of their meetings. Meetings can be recorded if all attendees agree. The minutes must be shared with the Executive Committee and Executive Director or Co-Executive Directors as soon as possible and no later than two weeks after the Standing Committee meets. Minutes of all Standing Committee meetings taking place within a fiscal quarter are shared with the Board of Directors at each quarterly Board meeting.
 - c. The MT-PECH Board of Directors may vote to allocate funds to a Standing Committee if doing so is necessary for the Standing Committee to complete its assigned work or tasks. It is the duty of Standing Committee members and leaders to work with the Treasurer to manage and report on the use of these funds as set forth in the MT-

PECH Financial Policies and Procedures.

- d. The Treasurer shall be the Committee Chair of any Standing Committee that has influence over MT-PECH's budget and finances. The Board of Directors may change or revoke the powers and budgets of Standing Committees at any time by a two-thirds (2/3) majority vote of the Board. The Board of Directors may also terminate a Standing Committees at any time by a two-thirds (2/3) majority vote.

Article XIII – Staff Leadership and Oversight

1. **Executive Director or Co-Executive Directors**—The Executive Director or Co-Executive Directors are responsible for MT-PECH's day-to-day administrative, organizational, and financial management, as well as day-to-day management of any Work Groups they create.
 - a. The Executive Director or Co-Executive Directors have supervisory authority over the staff, property, business, affairs, and Work Groups of MT-PECH;
 - b. The Executive Director or Co-Executive Directors carry out MT-PECH's policies and programs, subject to oversight by the Board Chair and to annual review by the Executive Committee;
 - c. The Executive Director or Co-Executive Directors report directly to the Chair of the Board of Directors; and
 - d. The Executive Committee is responsible for appointing or hiring either an Executive Director or two Co-Executive Directors.
2. The Executive Director or Co-Executive Directors are further authorized to:
 - a. Determine how to accomplish policy directives from the Board and achieve MT-PECH's exempt purposes and undertake other related duties as needed;
 - b. Hire and supervise staff and contractors as needed to accomplish Board directives and achieve MT-PECH's exempt purposes. These staff and contractors report to the Executive Director, Co-Executive Directors, or to a supervisor designated by the Executive Director or Co-Executive Directors;
 - c. Receive and distribute funds for paying staff and contractors, making grants as recommended by the Grant Review Committee; and
 - d. Take care of MT-PECH's daily operations and activities as described in these Bylaws, in MT-PECH's Financial Policies and Procedures, and in MT-PECH's Granting Policies and Procedures.

Article XIV – Contracts and Funding of MT-PECH

1. **Contracts**—MT-PECH’s Board of Directors must authorize the Executive Director or Co Executive Directors and Board Chair to enter into contracts and leases and to execute and deliver any related instrument in the name of, and on behalf of, MT-PECH.
2. **Funding for MT-PECH and Its Programs and Priorities**—The Executive Director or Co-Executive Directors may:
 - a. Apply for and accept such Grants from corporations, individuals, foundations, nonprofits, state and local agencies and governments, the federal government, and other organizations as needed to further MT-PECH’s exempt purposes, programs, and priorities;
 - b. Solicit donations from corporations, foundations, nonprofits, individuals, and others on behalf of MT-PECH; and
 - c. Hire and supervise staff and/or contractors to apply for and write grants and/or solicit donations on behalf of MT-PECH for the purpose of funding its programs and priorities and accomplishing its exempt purposes.
3. **Funding from Foreign Sources**—Grants, donations, and other sources of funding from foreign corporations, organizations, agencies, governments, and entities may not be accepted.
4. **Checks, Drafts, Etc.**—All checks, drafts, orders for payment of money, notice or other evidence of indebtedness issued in MT-PECH’s name must be signed and recorded by such Board Officers, agents, or employees of MT-PECH as set forth in these Bylaws and in MT-PECH’s Financial Policies and Procedures, which may be updated by the Board of Directors.
5. **In-Kind Gifts**—MT-PECH may accept in-kind contributions that are properly documented, receipted, and reported as described in its Financial Policies and Procedures.
6. **Financial Gifts, Donations, and Deposits**—MT-PECH only accepts donations in the form of cash, check, credit card, debit card, negotiable securities, and annuities. These gifts, donations, and deposits are sent to the appropriate employee, agent, or Board Officer as outlined in the Financial Policies and Procedures, which may be amended from time to time by the Board of Directors. These contributions shall be deposited only into MT-PECH accounts, and recorded, receipted, deposited, and reported as described in MT-PECH’s Financial Policies and Procedures and as required by law.
7. **Receipt of Personal Gifts and Favors**—MT-PECH employees, contractors, Board Members, Board Officers, and other Members may not accept gifts, funds, or favors in return for support, work, or favor by MT-PECH. Doing so is cause for removal from the Board of Directors and/or cancellation of Membership, and other actions may be taken as necessary.

8. Donor-Advised Funds—Upon approval of the Board of Directors, MT-PECH may accept Donor Advised Funds, provided a separate account owned and legally controlled by MT-PECH is established for each donor granting such a fund.
 - a. Donor restrictions must be communicated to all Board Members in advance of their vote regarding the potential acceptance of the funds;
 - b. Following Board approval, if granted, the Treasurer, Executive Director or Co-Executive Directors, and donor must sign a notarized document acknowledging MT-PECH's legal control of the funds and describing how the funds may be used, along with any other restrictions on the funds;
 - c. The notarized document must be on file at MT-PECH's principal office prior to receipt of funds, and a copy must be given to the donor; and
 - d. The Treasurer, other Members of the Board of Directors, the Executive Director or Co-Executive Directors, and designated MT-PECH financial staff, agents, or investment advisors must be aware of all approved restrictions and are required to act in accordance with such restrictions.

Article XV – Grants Made to Other Organizations

1. Tax-Exempt Organizations—Grants are made to other tax-exempt organizations to further the exempt purposes of MT-PECH, including its programs and priorities, as described in MT-PECH's Granting Policies and Procedures. The Granting Policy and Procedures must be reviewed, updated, and approved at least biennially by the Board of Directors.
 - a. **For-Profit Organizations**—MT-PECH may not grant to LLCs, S-CORPs, B-CORPs, C-CORPs, or other for-profit entities without express approval of the Board of Directors as doing so may jeopardize MT-PECH's tax-exempt status. If such an action is undertaken, it should be rare and be undertaken only when no other option for achieving MT-PECH's exempt purpose(s) is available.
 - b. Whenever possible, the action the Board wishes to see for-profit organizations take on behalf of MT-PECH should be purchased through a contract with the for-profit entity. Funds may be distributed to for-profit organizations for programs, services, and products as needed and agreed to in a written contract to help MT-PECH fulfill its exempt purposes.
 - c. If the Board of Directors decides to move ahead with a grant to a for-profit organization, obtaining a Private Letter of Ruling from the IRS is recommended to assess the impact on, and to protect, MT-PECH's tax-exempt status.

Article XVI – Loans

1. No loans shall be undertaken on behalf of MT-PECH, and no evidence of indebtedness shall be issued in its name, unless authorized by a specific resolution of the Board of Directors. Such authority shall be confined to specific circumstances, each with its own resolution.

Article XVII – Indemnification

1. MT-PECH shall indemnify any Board Member, Board Officer, or former Board Member or Board Officer for their service related specifically to MT-PECH in the manner and to the extent provided by Montana state law as now existing or hereafter amended.
2. In addition, MT-PECH shall indemnify and hold harmless from liability for an act of simple negligence those Members and Officers of the Board of Directors, and former Officers and Members of the Board of Directors, employees, and agents acting on its behalf, and volunteers for service related specifically to MT-PECH, in the manner and to the extent provided by Montana state law as now existing or hereafter amended.
3. Members of the Board of Directors Members, Board Officers, employees, agents, and volunteers are not indemnified from liability or harm caused by willful or criminal misconduct, including but not limited to: fraud and embezzlement; gross negligence; discrimination; reckless misconduct; or a conscious, flagrant indifference to the rights and safety of the individuals or organizations harmed by such action.
 - a. For purposes of this document, an agent is defined as:
 - i. a Member or Officer of the MT-PECH Board of Directors; a MT-PECH employee; or
 - ii. someone acting as an employee or agent as indicated by a resolution of the MT-PECH Board of Directors.
 - b. To qualify for indemnification, the agent may not be party to a suit for self-dealing or a suit for breach of charitable trust brought by the state Attorney General, the Attorney General, or a party in interest who is permitted to institute a proceeding in the name of the People or the attorney general when the right to sue resides solely in that official capacity.
 - c. The agent must have acted:
 - i. in good faith and in a manner they believed to be in MT-PECH's best interests; and
 - ii. with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Article XVIII – Severability and Amendment of Bylaws

1. Severability of Bylaws—If a provision of the MT-PECH Bylaws is, or becomes, illegal, invalid, or unenforceable in any jurisdiction, the remainder of the Bylaws shall continue as valid and in force.
2. Amendment of Bylaws—These Bylaws may be amended at any MT-PECH quarterly meeting by a majority vote of the total directorship as provided in Article XI, Section 4 of these Bylaws.

Bylaws of The Montana Partnership to End Childhood Hunger, Inc., Adopted and Approved May 21, 2025.

Virginia Lee Mermel, Chair, MT-PECH Board of Directors

Wynona Ann Woolf, Co-Chair, MT-PECH Board of Directors

Tyler Viste, Treasurer, MT-PECH Board of Directors

Amended and Approved by the MT-PECH Board of Directors on May 21, 2025
Amended and Approved by the MT-PECH Board of Directors on April 25, 2023

APPENDIX

Without the time, effort, and service of its Founding Members, MT-PECH would not exist today, or be able to envision and work toward a future where every child in Montana is well-fed and well-nourished. MT-PECH is indebted to the contributions of the following individuals.

1. Nonie Woolf
2. Ginny Mermel
3. Shelly Sutherland
4. KayAnn Miller
5. Linda Cleatus
6. Lisa Lee
7. Katie Harding
8. Joan Schmidt
9. Jamie Kocsondy
10. Kim Lloyd
11. Érica Rubino
12. Thomas McClure 13. Stephanie Moodry
13. The Rev. Valerie Webster
14. Sophie Nelson
15. Brianna Routh 17. Elizabeth Swank
16. Sarah Riddle
17. Brianna Hope 20. Lorianne Burhop
18. Ann Waickman
19. Stacey Black
20. Sabrina Rubich
21. Katie Bark
22. Jenny Ellis 26. Rachelle Sartori
23. Chris Emerson
24. Bonnie Buckingham
25. Michael McCormick
26. Kim Gilchrist
27. Lisa Bullock
28. Anna Whiting Sorrell