

BY-LAWS OF

THE LEWIS AND CLARK TRAIL HERITAGE FOUNDATION, INC.

Approved by vote of the membership in October, 2012

Article I. Location of Principal Office

Section 1.1. Principal Office: The principal office of the Lewis and Clark Trail Heritage Foundation, Inc. (hereinafter called "Foundation") shall be in Great Falls, Montana at an address determined by the Board of Directors.

Section 1.2. Non-Profit Exemption Purposes:

- a. The Foundation is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on 1) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or 2) by an organization, contributions to which are deductible under section 170 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes 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 a public purpose. Any such assets not disposed of shall be disposed of by the State District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article II. Membership

Section 2.1. Qualifications: Membership in the Foundation is open to any person, firm, association, or corporation desiring to become a member upon payment of membership dues in advance.

Section 2.2. Membership Levels and Dues: The Board of Directors shall establish the levels of membership and the dues for each level of membership in the Foundation. Levels of membership shall include a level for Family Members, which shall consist of two or more members of the same family.

Section 2.3. Membership Card: A membership card or a receipt showing payment of dues shall be issued to each member indicating the individual's level of membership in the Foundation.

Section 2.4. Voting Rights: Each member of the Foundation shall have one vote, with the exception that Family Members shall have two votes.

Article III. Board of Directors

Section 3.1. Powers of the Board of Directors: The business affairs of the Foundation shall be controlled by the Board of Directors. The Board of Directors may adopt rules, regulations, and operating procedures that shall govern the operation of the Foundation, its Officers and Directors.

Section 3.2. Organization: The Board of Directors shall be composed of the following 14 (fourteen) members:

a. Officers: The President, Vice-President, Secretary, Treasurer, and the Immediate Past President, and,

b. Nine Directors-At-Large

Section 3.3. Directors-at-Large, Qualifications and Terms: Directors shall be members of the Foundation at the time of election or within 30 days of being elected. Directors-At-Large shall be elected by the general membership for a term of three (3) years. Terms of Directors-At-Large shall be staggered in order to elect not more than one-third of the Directors-At-Large in any one year. Continuous service for Directors-At-Large shall be limited to two (2) consecutive terms of three (3) years. Continuous service restrictions shall not apply to "fill in" or replacement terms of less than three (3) years duration.

Section 3.4. Election of Directors-At-Large: The Governance Committee, after having solicited nominations for expiring terms of Directors-At-Large, shall recommend to the Board of Directors at the Spring Meeting, the names of nominees to stand for election for open positions for Directors-At-Large for the following fiscal year. The number of such candidates shall be greater than the three (3) positions to be filled. The Board of Directors shall approve or reject each candidate. The Board of Directors may reject a candidate only upon an affirmative vote based on a presentation of evidence that the candidate is unwilling, unqualified, or has a conflict of interest regarding service on the Board of Directors. In the event a candidate is rejected, the Governance Committee shall submit a substitute name to the Board of Directors within fifteen (15) days. The said substitute name shall be subject to review and approval by the Board of Directors under the same process outlined herein. The

selection process shall continue until the requisite number of **more than three** candidates has been selected. In the event the requisite number of candidates is not approved on the initial dates of the Spring Meeting of the Board of Directors, such Spring Meeting, at its initial conclusion shall be adjourned to be continued by electronic means on a date announced by the President to the Board of Directors.

a. **Mail Balloting:** No later than sixty (60) days prior to the Annual Business Meeting of the membership of the Foundation, a ballot shall be sent to all of the members of the Foundation containing the names of the nominated candidates for Director-At-Large. For informational purposes, the ballot may include the officers elected to serve the next year as well as the names of Directors-At-Large who will continue in that office. The ballot may be included in any mailing of the Foundation to all of its members such as “*WE PROCEEDED ON*” as specified by the President of the Foundation and shall also include a return envelope to the principal offices of the Foundation and a notification of a ballot receipt deadline, which shall be at least thirty (30) days prior to the Annual Business Meeting of the membership of the Foundation.

a. **Tally of Votes:** The ballots shall be tallied by the President or Secretary or their designees. The results shall be certified in writing by both members. The certification shall be forwarded to the President not less than fifteen (15) days before the Annual Business Meeting. The President shall notify those elected and shall confirm their attendance at the Annual Business Meeting as invited guests to the meetings of the Board of Directors associated therewith. The President shall announce the election results at the beginning of the Annual Business Meeting.

Section 3.5. Removal of Director: Any Director of the Foundation may be removed from office for misfeasance or malfeasance by the affirmative vote of two-thirds (2/3s) of all other Directors then serving on the Board of Directors after being given a hearing before the Board of Directors, if requested. Members shall be entitled to attend the hearing.

Section 3.6 Replacement of Directors-At-Large: A vacancy in the position of Director-At-Large may be replaced immediately by the Board of Directors, upon a nomination by the Governance Committee. In the event the Board of Directors rejects the nominee selected by the Governance Committee, the Governance Committee shall submit a substitute nominee and continue to submit nominees until a nominee is elected by the Board of Directors. A Director selected to fill a vacancy shall serve only for the remainder of the term of the Director who is being replaced. The replacement Director-at-Large is eligible for future nomination and the replacement term is not considered part of the two-term limit.

Section 3.7. Employees: The Board of Directors may provide for a paid position(s) or employee(s), and shall determine and set forth the duties, responsibilities, and remuneration for such position(s). Such employment shall be announced at the next Annual Business Meeting for informational purposes only. All employees shall be hired by the Board of Directors and the Board of Directors shall have the sole authority to terminate employees.

Section 3.8. Meetings of the Board of Directors: Meetings of the Board of Directors shall be called by the President or by a Director upon written notice to all Directors at least seven (7) days prior to the meeting. Notice may be sent by U.S. mail or by electronic means.

- a. Times of Meetings of the Board of Directors:** An Annual Meeting of the Board of Directors shall be held immediately before each Annual Business Meeting of the members. A Spring Meeting of the Board of Directors shall be held during the months of March, April, or May. Special meetings of the Board of Directors may be held at the call of the President or a Director on seven (7) days written notice of the time, place, and purpose of the meeting. Past Presidents in good standing and in attendance at Board of Directors meetings shall be considered to be ex-officio members of the Board of Directors without voting rights, except for the Immediate Past President, who shall have the right to vote.
- b. Quorum for Meeting of the Board of Directors:** A majority of voting members of the Board of Directors shall constitute a quorum for the transaction of business. A lesser number may adjourn from day to day until a quorum is obtained.
- c. Voting:** Each Director shall be entitled to one (1) vote. The President shall vote only in the event of a tie. A Director may not vote by proxy. Meetings may be held by electronic means, which provide for a real-time discussion among all Directors, provided that all Directors have access to the electronic means used to meet. Meetings by email shall not be considered a means that permit real-time discussion. Consent actions may be certified by email.

Article IV. Officers

Section 4.1. Enumeration: The Officers of the Foundation shall be the President, Vice President, Secretary, Treasurer, and Immediate Past President.

Section 4.2. Nomination, Election and Term Limits of Officers: The Governance Committee shall present to the Board of Directors a proposed slate of officers for the following year at the Board of Directors Spring Meeting. The Board shall consider each candidate individually. In the event a candidate is rejected, the Governance Committee shall submit a substitute name to the Board within fifteen (15) days. The said substitute name shall be subject to review and approval by the Board under the same process outlined herein. The selection process shall continue until all officer positions have been filled. In the event all officer positions are not filled on the initial dates of the Spring Meeting of the Board of Directors, such Spring Meeting, at the conclusion of other business shall be adjourned to be continued by electronic means on a date announced by the President to the Board of Directors.

The officers of the Foundation shall serve a term of one year beginning October 1. The President shall serve no more than two (2) consecutive terms. The Secretary and the Treasurer shall serve no more than three (3) consecutive terms.

Section 4.3. President: The President shall be the chief executive officer of the Foundation. The President shall perform all such duties as are ordinarily incident to the

office and shall preside at all meetings of the members, the Executive Committee and the Board of Directors. Among such duties, the President shall have the authority to execute documents on behalf of the Foundation, as authorized by the Board of Directors.

Section 4.4. Vice-President: In the absence, disability, or inability of the President to act, the duties of the office of President shall be performed by the Vice-President.

Section 4.5. Secretary: The Secretary shall cause to be kept a record of the proceedings of the meetings of the members and directors. The Secretary shall also cause to be kept such corporate records as are required by law or for the best interests of the Foundation. The Secretary shall have custody of the corporate seal, if applicable, and shall, when authorized to do so, affix the same to instruments requiring the seal of the Foundation. The Secretary shall join with the President in executing all written instruments on behalf of the Foundation. The Secretary shall perform all other duties as are ordinarily incident to the office, or as may be required by the Board of Directors.

Section 4.6. Treasurer: The Treasurer shall prudently manage funds of the Foundation, paying out the same by check or draft signed by the Treasurer and taking proper vouchers for such disbursement. The person elected to serve as Treasurer shall be required to obtain a bond in the amount and in the form determined by the Board of Directors and at the expense of the Foundation, prior to qualifying to serve as Treasurer. The Treasurer, with the prior approval of the Board of Directors may delegate the signing authority of checks, drafts, and other financial documents provided that the Treasurer retains responsibility for those delegated duties and periodically reviews all such actions.

The Treasurer shall render to the President, the Executive Committee, and Board of Directors a written account, quarterly, or whenever required, of all of the Foundation's transactions for that period and of the financial position of the Foundation. The Treasurer shall furnish an annual financial statement to the members at the Annual Business Meeting of the Members.

The Treasurer shall cause to be kept full and accurate account, in books belonging to the Foundation, of all receipts and disbursements and all transactions of the office. The Treasurer shall deposit all funds of the Foundation in such bank, banks, or financial institutions as may, from time to time, be designated by the Board of Directors. The Treasurer shall perform all other duties as are ordinarily incident to the office of Treasurer, or as may be required by the Board of Directors.

In the event of the untimely death of the Treasurer, resignation, or removal for cause, the duties of the Treasurer shall be performed by the Chair of the Financial Affairs Committee until such time as a successor is selected and qualified, provided that such interim Treasurer must be bonded as required by the Board of Directors prior to serving as Treasurer.

Section 4.7. Immediate Past President: The Immediate Past President shall be the person who served as President during the Foundation's prior fiscal year. If the person who served as President during the Foundation's prior fiscal year is unable or unwilling to serve as Immediate Past President, the Immediate Past President shall be elected by majority vote of all prior past Presidents casting a vote within the time period established by the Board of

Directors. The method of balloting for election of a replacement Immediate Past President shall be determined by the Board of Directors.

Section 4.8. Removal of Officer: Any officer of the Foundation may be removed from office for misfeasance or malfeasance by the affirmative vote of two-thirds (2/3s) of all other Directors then serving on the Board of Directors after being given a hearing before the Board of Directors, if requested. Members shall be entitled to attend the hearing.

Section 4.9. Vacancy in Office: If the position of Vice-President, Secretary, or Treasurer becomes vacant for any reason, the vacancy shall be filled by a majority vote of the Board of Directors, from a nominee presented by the Governance Committee, and the appointee shall hold office until the next Annual Business Meeting and when a successor is elected and qualified.

Section 4.10. Meetings: Meetings of the Officers shall be called by the President upon a written notice of seven (7) days. The presence of four (4) officers at a meeting shall constitute a quorum to conduct business. Meetings may be held by electronic means, which provide for a real-time discussion among all officers, provided that all officers have access to the electronic means used to meet. Meetings by email shall not be considered a means that permit real-time discussion. Consent actions may be certified by email.

Article V. Foundation Chapters

Section 5.1. Establishment of Chapters: A Chapter shall be established by a Chapter charter executed by both the Foundation President and Secretary and by the Chapter Chief Executive Officer and Secretary. Chapter charters must first be approved by acclamation from the Foundation Board of Directors upon the written request of an organization of ten (10) or more members, of which two-thirds (2/3) shall be members of the Foundation. The request shall be on a form adopted by the Board of Directors. The request form shall include the following basic requirements:

- a. The prospective Chapter organization shall ascribe to and incorporate the mission of the Foundation as part of its Chapter mission statement, but it may additionally include in its mission statement a geographic locality or particular Lewis and Clark historic event.
- b. The prospective Chapter organization shall agree to abide by all federal, state and local laws, regulations and ordinances and by the Bylaws and policies of the Foundation.
- c. The prospective Chapter organization shall agree to conduct its business as a not-for-profit organization in compliance with all regulations governing the 501 (c) (3) tax exempt status of the Foundation.

Section 5.2. Operation of Chapters:

- a. Chapters shall operate within the requirements enumerated in Section 5.1 a-c above.

- b. Chapters shall adopt the fiscal year of the Foundation as specified in Article VIII.
- c. Each Chapter shall submit an annual report to the Foundation no later than October 31st. Such annual report shall include a 1) Financial report of activities from the preceding fiscal year, 2) An interim report of the accrued Volunteer Hours as required by the Board of Directors; and 3) Chapter membership roster.
- d. A Chapter shall either obtain its own 501 (c) (3) status or be part of the Foundation's 501 (c) (3) instrument. A Chapter shall submit to the Foundation a Foundation Group Tax Exemption Form annually no later than April 15th, regardless of its 501 (c) (3) status. A Chapter shall also provide to the Foundation Treasurer a copy of all documents pertaining to its tax exempt status.
- e. Chapter members shall meet at least four times each year. The Annual Business Meeting of the Foundation may serve as one of its meetings
- f. Each Chapter shall conduct all its activities in a professional manner to safeguard the mission and integrity of the Foundation and the Lewis and Clark story.

Section 5.3. Limitations of Authority of Chapters:

- a. Chapters shall only have authority to act as Foundation Chapters within the limits of all federal, state and local laws, regulations and ordinances and within the Bylaws, mission and stated policies adopted by the Foundation.
- b. Chapters shall have no authority to bind the Foundation to any obligation or liability or to speak on behalf of the Foundation.

Section 5.4. Dissolution or Withdrawal of a Chapter: A Chapter may voluntarily dissolve or withdraw as a Chapter for any reason or may be involuntarily dissolved by the Foundation for failure to comply with the requirements in Section 5.2 or 5.3 above.

- a. **Voluntary Dissolution and Termination or Withdrawal of Chapters:** A Chapter may dissolve and terminate or withdraw as a Foundation Chapter upon a majority vote of its current member roster. The Chapter Secretary shall send the Foundation Secretary a copy of the Chapter resolution of dissolution and termination or withdrawal and copies of all dissolution documents.
- b. **Involuntary Dissolution of a Chapter:** A Chapter may be involuntarily dissolved by a majority vote of the Foundation Board of Directors when the Board determines that Chapter operations are out of compliance with the requirements in Section 5.2 or 5.3 above. Involuntary dissolution may be immediate if the Foundation Board of Directors determines such action is warranted. In the event a Chapter's annual, interim or tax exemption reports are six (6) months in arrears, the Foundation shall provide two written warnings directing Chapter compliance before taking action to involuntarily dissolve the Chapter.
- c. **Distribution of Assets Upon Dissolution or Withdrawal of a Chapter:** Upon dissolution or withdrawal of a Chapter, the Chapter shall immediately refund to the

Foundation all unobligated grant funds it has received from the Foundation. In the event a Chapter is an independent 501 (c) (3) organization, distribution of its remaining assets shall comply with the requirements of its Chapter Bylaws. In the event a Chapter is not an independent 501 (c) (3) organization, its assets shall be distributed to the Foundation.

- d. Use of Name and Continued Cooperation:** In the event an organization withdraws as a Chapter, the organization shall immediately cease from using the name of the Foundation in the name of the organization ; however, the organization shall continue to cooperate in supplying information about the former Chapter necessary to complete tax returns and other documents required to be completed by the Foundation.

Section 5.5. Chapters in Existence at Time of Revised Bylaws: Chapters recognized by the Foundation and continuing in operation at the time of the adoption of these Amended Bylaws shall not be required to comply with the provisions of Section 5.1 with the exception of a continuing obligation to comply with the provisions of Sections 5.2 a-f.

Article VI. Committees

Section 6.1. Executive Committee of the Board of Directors: The Executive Committee of the Board of Directors shall exercise the powers of the Board of Directors to conduct routine matters when the Board is not in session.

- a.** The Executive Committee shall be composed of the President, Vice-President, Secretary, Treasurer, and Immediate Past President.
- b.** The Secretary shall send minutes of Executive Committee meetings to the Board of Directors as soon as practicable after Executive Committee meetings.
- c.** Meetings shall be held in accordance with Section 4.10.

Section 6.2. Governance Committee: The Governance Committee shall be a standing committee of the Foundation.

- a. Duties:** The Governance Committee shall
 - i.** Solicit from the membership names of persons to be considered to serve as Officers and Directors and nominate to the Board of Directors persons to be considered for election as Officers and Directors.
 - ii.** Solicit from the membership suggestions for amendments to the bylaws, consider proposals made for changes to the Bylaws, and make recommendations to the Board of Directors for changes to the Bylaws.
- b. Members, Chair:** The Governance Committee shall consist of six (6) members appointed by the President. Appointments shall be made immediately following the

end of the fiscal year. From the six (6) members, the incoming President shall appoint a chair to serve a term of one (1) year.

- c. **Terms:** Governance Committee members shall each serve three-year terms. Terms shall be staggered so that two (2) members are appointed each year. In the event a member is unable to serve for any reason, the President shall appoint a member to serve the remainder of the term.
- d. **Quorum, Majority, Meetings by Electronic Means:** A quorum of four (4) members shall be required for committee actions, provided that the chair shall give all committee members adequate notice of committee meetings. A majority of all members present for a meeting shall be sufficient to approve a recommendation. Members may meet by electronic means.

Section 6.3. Financial Affairs Committee: The Financial Affairs Committee shall be a standing committee of the Foundation.

- a. **Duties:** The Financial Affairs Committee shall monitor all Foundation financial matters, policies and funds, and shall make appropriate reports and recommendations to the Board of Directors. The Financial Affairs Committee shall
 - i. Select an auditor to perform the annual audit of the books and financial reports of the Foundation.
 - ii. Receive and present the Auditor's report to the Executive Committee and the Board of Directors.
 - iii. Monitor compliance of the Foundation with all financially related agreements.
 - i. Review, monitor, and report to the board the status of Endowment funds, and
 - ii. Make an annual recommendation to the Board of Directors of the proper allocation of an appropriate percentage of the fair market value of the endowment's various restricted funds, which must be considered by the Board of Directors prior to making any charitable distribution from the Endowment, and
 - iii. Perform such other duties as designated by the President from time to time.
- b. **Members, Chair:** The Financial Affairs Committee shall consist of three (3) members appointed by the President in consultation with the Treasurer. Appointments shall be made immediately following the end of the fiscal year. The President shall appoint a chairman at the beginning of the Fiscal year to serve a one-year term. Members shall include the Treasurer, who shall be an ex officio, non-voting member of the Financial Affairs Committee.

- c. **Terms:** Financial Affairs Committee members shall each serve three-year terms. Terms shall be staggered so that one (1) member is appointed each year. In the event a member is unable to serve for any reason, the President shall appoint a member to serve the remainder of the term.
- d. **Quorum, Majority, Meeting by Electronic Means:** A quorum of two members shall be required for committee actions, provided that the chair shall give all committee members adequate notice of committee meetings. A majority of all members present for a meeting shall be sufficient to approve a recommendation. Members may meet by electronic means.

Section 6.4. Bicentennial Trail Stewardship Advisory Committee: The Bicentennial Trail Stewardship Advisory Committee shall be a standing committee of the Foundation.

- a. **Duties:** The Bicentennial Trail Stewardship Advisory Committee shall make recommendations to the Board of Directors for distributions from the Bicentennial Trail Stewardship Endowment, in accordance with the Fund Agreement dated December 26, 2006.
- b. **Members, Terms:** The Bicentennial Trail Stewardship Advisory Committee shall consist of three (3) members who shall serve for staggered three-year terms. Members may serve two consecutive terms of three years.
- c. **Appointment, Nominations of Bicentennial Trail Stewardship Advisory:** The President shall appoint new committee members at the beginning of each fiscal year after first soliciting nominations from sitting or past committee members, the Foundation Board of Directors, the Foundation membership or staff members.
- d. **Chair:** The Bicentennial Trail Stewardship Advisory Committee chair shall be elected by the committee from its members on an annual basis.

Section 6.5. Additional Committees: The President, with the consent of the Board of Directors, may appoint additional committees during such President's term. The resolution creating a committee shall state the function, goals and objectives of the committee, the number of members, any quorum requirements and other limitations or requirements determined by the Board of Directors. The President may either appoint the Chair of the committee who shall then form a committee or the President may, in the sole discretion of the President, appoint the entire committee and appoint a Chair. The committee Chair shall report to the President. The President may extend the term of any existing committees and retain the Chair or appoint a new Chair.

Section 6.6. Limitation of Authority: No committee of the Foundation shall have the authority to commit the Foundation by agreement or contract, nor to solicit income or expend funds or to engage in any independent financial activity except as pre-approved in the operating budget duly approved and adopted by the Board of Directors. All such actions or intents on behalf of the requesting committee shall be undertaken or approved by the Board of Directors, in advance, on behalf of the Foundation. Committees shall have no authority to direct the actions of a Foundation employee.

Article VII. Members' Meetings

Section 7.1. Annual Meeting: The Annual Meeting of the members of the Foundation shall be held at such time and such place in the United States as shall be set by the Board of Directors. Where practical, the time and place of the Annual Meeting of the members shall be set and announced at the preceding Annual Meeting of the members and shall be in the time period of July through September; however, nothing shall preclude the Board of Directors from making changes in the time or the place of an Annual Meeting of the members due to changing circumstances, nor shall the Board of Directors be precluded from setting the time or the place of an Annual Meeting of the members several years in advance.

Section 7.2. Annual Business Meeting of the Members: An Annual Business Meeting of the members shall be held at the Annual Meeting of the members. At the Annual Business Meeting of the members, the officers shall present to all members present the current state of the Foundation's business affairs, including a review of the Foundation's finances, membership, and other selected issues. The Treasurer or the Treasurer's designee shall submit the annual financial report to the membership for approval at the Annual Business Meeting. In the event the financial report is not approved at the Annual Business Meeting, the members shall adopt a resolution setting a means for resolving issues and a date certain for final approval of the financial report by a ballot election in accordance with rules included in such resolution.

Section 7.3. Special Business Meetings of Members: A Special Business Meeting of members may be called by the Board of Directors under extraordinary circumstances.

Section 7.4. Quorum: Twenty-five (25) members present in person shall constitute a quorum for the transaction of business at any meeting of the members of the Foundation.

Section 7.5. Notice of Meetings: The Secretary shall provide written notice of business meetings containing the location, date and time of such meetings to all members either through the Foundation's publications, or by US. Mail, at least 30 days prior to the business meeting.

Section 7.6. Meetings By Electronic Means: Any meeting may, upon approval of a majority of the Board of Directors, be held by electronic means, which provide for a real-time discussion among all members, provided that all members entitled to vote at such meeting have the opportunity to participate in such meeting through electronic means.

Article VIII. Fiscal Year

Section 8.1. Fiscal Year: The fiscal year of the Foundation shall begin on the first day of October of each year and end on the thirtieth day of September of the following year. The numeric designation of the fiscal year shall be the year in which the fiscal year ends.

Article IX. Rules of Order

Section 9.1. Rules of Order: The most recent printing of the current edition of *Roberts Rules of Order*, shall be the parliamentary authority for all matters of procedure not specifically covered by these Amended By-laws.

Section 9.2. Unanimous Written Consent: Any action that may be taken by the Board of Directors at a meeting or by the Executive Committee at a meeting may also be taken by a unanimous written consent in which each serving, voting Board of Directors member or Executive Board member, as appropriate, approves, in writing, the action to be taken or the resolution to be adopted or passed. Such writing shall be in the form of a physical document, duly signed, or in the form of a facsimile or electronic mail document, but each such document must contain both the full wording of the action to be taken or resolution to be approved and the affirmative approval demonstrated by the signature of the Board of Director member or Executive Committee member thereon.

Article X. Amendments

Section 10.1. Amendments: These By-laws may be amended by mail ballot by a majority vote of members returning their ballots during the time period established by the Board of Directors, provided that such time period shall not be less than 30 days from the date of the mailing of ballots.

Section 10.2. Governance Committee Review: All proposed amendments shall either be initiated by the Governance Committee and approved by the Board of Directors or initiated by the written request of 25 members, reviewed by the Governance Committee and approved by the Board of Directors to be placed on a ballot.

Section 10.3. Form of Ballot: Ballots for amendment of the By-laws shall contain the text in full of the section to be amended, the text in full of the proposed amendment, a notice of the deadline for the return of ballots and the address of the principal office for the return of the ballots.

Section 10.4. Tabulation of Ballots: Ballots returned to the address of the principal office during the time period established by the Board of Directors shall be tallied by two members of the Foundation selected by the President, one of who shall be an officer of the Foundation, and the results shall be announced to the members by mail or in the next quarterly publication of *We Proceeded On*.

Adopted by the Foundation on _____.

These Amended By-Laws adopted pursuant to a majority vote by the members of the Lewis and Clark Trail Heritage Foundation, Inc. on _____, 2012.

By: _____
Secretary

Subscribed and sworn to before me this _____ day of _____, 2012.

Notary Public

My Commission expires _____

Attest: