

First meeting of the Board of Directors of the Foundation for Montana Trout, Helena, Montana, December 8, 1976.

Agenda:

1. Confirmation of three original directors, Edward Curnow, Richard McGuire, and James Handley
2. Induction of Bud Lilly, Dan Bailey, Neil Travis, and Frank Johnson as directors
3. Adoption of the Articles of Incorporation
4. Consideration of the Bylaws
 - a. adopt
 - b. amend and adopt
5. Election of officers
6. Application for 501 c (3) status
7. Appointment of staff
8. Accounting procedures and bank account
9. Goals and fund-raising procedures (staff responsibility, etc)
10. Other business
11. Adjournment

STATE OF MONTANA
FILED

NOV 19 1976

FRANK MURRAY
SECRETARY OF STATE

By

W. S. Wardlaw
Deputy*PL 20*

ARTICLES OF INCORPORATION
OF
FOUNDATION FOR MONTANA TROUT

The undersigned, acting as incorporators of a corporation under the Montana Nonprofit Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is FOUNDATION FOR MONTANA TROUT, (hereinafter the "Foundation").

ARTICLE II

The period of the Foundation's duration shall be perpetual.

ARTICLE III

The objects and purposes for which this Foundation is formed are:

1. To preserve and enhance the trout resources of North America by the encouragement, support and funding of meaningful research projects related thereto; purchase or receipt, ownership and management of lands and waters so that they may forever provide natural habitat for wild trout and, the sponsoring of continuous studies related to the fish environment and the control of water quality. The entire income and principal of the endowment and assets of this Foundation shall be held and distributed solely for the purposes set forth herein, except for the amount needed for the expense of administration of this Foundation in order to effectuate said purposes.

2. In connection with the foregoing purposes, to print, publish, disseminate and publicize the information resulting from any related studies or investigations, whether the same were underwritten by the Foundation or otherwise, to the general public and to engage in other educational activities in order to create a better awareness among the general public of the need for, and the

value of, improvement, maintenance and control of open spaces and of the natural environment, whether public or private, with emphasis on the preservation of water-quality and the prevention, detection and correction of water pollution.

3. To develop plans, aims and goals and to sponsor and finance by grants, discussions, research projects and writings, relative to the growth, development, improvement and proper utilization of trout waters with particular emphasis on the scenic beauty of the waters and their capabilities to sustain a large population of wild fish for purely research purposes and/or for public fishing under carefully determined regulations.

4. To receive and acquire by grant, gift, purchase, devise, bequest or otherwise, as may be lawful, money and real and personal property of any kind and to hold, accumulate, invest, or dispose of such property or the income derived therefrom for the furtherance of the above stated objects, including dedications thereof to or for the use of the general public.

5. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith which are not forbidden by the laws of Montana, by any other law, or by these Articles of Incorporation.

6. To carry out the purposes hereinabove set forth in any state, territory, district, possession, dependency or other political subdivision of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, possession, dependency, or political subdivision of the United State of America or by such foreign country.

7. The Foundation is organized exclusively for charitable, educational and scientific purposes, and no part of the net earnings of the Foundation shall inure to the benefit of any director or officer of the Foundation or any private individual, and no part of the Foundation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in any campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or

as they may hereafter be amended.

8. If at any time it shall become impossible for the Foundation to fulfill the purposes herein set forth, its assets may be liquidated and, when its debts are paid in full, any remaining balance may be transferred to such other corporations, foundations or trusts as are generally devoted to the purposes set out above in this Article in such manner, and in such amounts as the Board of Directors may determine, provided, however, that such organizations shall be then exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or may hereafter be amended, and provided further that no part of such funds shall inure to the benefit of any private individual.

ARTICLE IV

In furtherance of the purposes set forth in Article III of these Articles of Incorporation, the Foundation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations not for profit organized under and pursuant to the laws of the State of Montana now in force or hereafter in effect.

ARTICLE V

The Foundation shall not have or issue shares of stock, and no dividends shall be paid, and no part of the income or profit of the Foundation shall be distributed to its directors or officers; provided, however, that reasonable compensation may be paid for any services rendered to, and reimbursement may be made for any expenses incurred for the Foundation by any officer, directors, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors.

ARTICLE VI

The address of the initial registered office of the Foundation is 2225 Eleventh Avenue, Suite 21, Helena, Montana 59601, and the name of its initial registered agent at such address is John P. Poston.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the Foundation is three (3), and the names and address of the persons who are to serve as the initial directors of the Foundation until the first annual meeting of directors, and until their successors shall be elected and shall qualify, are:

James E. Handley
P.O. Box 371
Ennis, Montana 59729

Edward Curnow
Ennis, Montana 59729

Richard McGuire
Ennis, Montana 59729

The number of directors shall be not less than three (3) nor more than twenty-seven (27), as shall be determined by the by-laws. The bylaws shall contain provisions for their election. Removal of a director shall be by a seventy-five percent (75%) vote of the directors at any meeting.

ARTICLE VIII

The names and addresses of the incorporators are:

James E. Handley
P.O. Box 371
Ennis, Montana 59729

Edward Curnow
Ennis, Montana 59729

Richard McGuire
Ennis, Montana 59729

ARTICLE IX

These Articles of Incorporation may be amended by a two-thirds (2/3) majority vote of the directors then in office.

IN WITNESS WHEREOF, we the undersigned, being all of the

incorporations designated in the annexed and foregoing Articles of Incorporation, for the purpose of organizing a foundation not for profit pursuant to the Montana Nonprofit Corporation Act, execute these Articles of Incorporation and accordingly have hereunto set our respective hands this 12th day of November, 1976.

James E. Handley
Edward E. Curnow
Richard B. McGuire

STATE OF MONTANA)
County of Madison)

On this 12th day of November, 1976, before me, the undersigned, a Notary Public for the State of Montana, personally appeared James E. Handley, Edward Curnow and Richard McGuire, who being by the undersigned duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

[Signature]
NOTARY PUBLIC for the State of Montana
Residing at:
My Commission Expires:

NOTARY PUBLIC for the State of Montana
Residing at Ennis, Montana
My Commission Expires August 30, 1979

BYLAWS
OF
FOUNDATION FOR MONTANA TROUT

ARTICLE I

Offices

1. Business Offices. The principal office of the Foundation in the State of Montana shall be located in the City of Helena and County of Lewis and Clark. The Foundation may have such other offices, either within or without the State of Montana, as the Board of Directors may determine or as the affairs of the Foundation may require from time to time.

2. Registered Office. The Foundation shall have and continuously maintain in the State of Montana a registered office, and a registered agent whose office is identical with such registered office, as required by the Montana Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Montana, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Membership

Section 1. Membership. It is contemplated that there shall not be members of the Foundation or categories of membership in the Foundation, but that the Board of Directors shall actively

encourage and solicit donations, grants and contributions from the general public in order to promote and further the purposes of the Foundation.

Section 2. Authority to Establish Memberships. Nothing contained in the foregoing section shall prevent the Board of Directors from establishing categories of membership and prescribing dues for such categories as well as other rules governing membership, if deemed necessary by the Board of Directors in its sole discretion, provided that if so established, then such membership shall be open to all individuals, partnerships, corporations, and unincorporated associations who pay applicable annual dues.

ARTICLE III

Board of Directors

1. General Powers. The affairs of the Foundation shall be managed by its Board of Directors. Directors need not be residents of the State of Montana. *25% of board may be non-resident*
2. Number, Tenure and Qualifications. The number of Directors shall be not less than three (3) nor more than twenty-seven (27). The term of a Director shall be for three (3) years, provided that each Director shall hold office until his successor shall have been elected and qualified. There shall be no limitation on the number of successive terms a Director may serve.
3. Regular Meeting. A regular annual meeting of the Board of Directors shall be held during September of each year, upon the call of the President, who shall specify the time and the place, either within or without the State of Montana.

4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Montana, as the place for holding any special meeting of the Board called by them.

5. Notice. Notice of any regular or special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may

adjourn the meeting from time to time without further notice.

7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

8. Resignation. A Director may resign at any time from the Board of Directors by giving written notice to the President of the Foundation. Such resignation shall be effective on the date designated in such notice, or if no date is so designated, then upon receipt by the President. Unless otherwise stipulated, acceptance of such resignation shall not be necessary in order for it to be effective.

9. Removal. Any Director may be removed, with or without cause, at any time by a vote of seventy-five percent (75%) of the other Directors of the Foundation in office at the time such action is considered at a special meeting of the Directors called for that purpose.

10. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

11. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special

meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Foundation in any other capacity and receiving compensation therefor.

12. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE IV

Officers

1. Officers. The officers of the Foundation shall be a President, one or more Vice Chairmen (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The officers of the Foundation shall be elected from the members of the Board of Directors. Any two or more officers may be held by the same person, except the offices of Chairman and Secretary.

2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors.

Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

3. Removal and Resignation. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any officer may resign at any time by giving written notice to the Foundation.

4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5. President. The President shall be the principal executive officer of the Foundation and shall in general supervise and control all of the business and affairs of the Foundation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Foundation, contracts or other instruments, which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Foundation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6. Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President

(or in the event where there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for monies due and payable to the Foundation from any source whatsoever, and deposit all such monies in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

8. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the Foundation's records and of the seal of the Foundation and see that the seal of the Foundation is affixed to all documents, the execution of which on behalf of the Foundation under its seal is duly authorized in

accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties as from time to time may be assigned to him by the President or by the Board of Directors.

9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

10. Salaries. Officers of the Foundation shall be entitled to such reasonable compensation or reimbursement as shall be fixed or allowed by the Board of Directors.

ARTICLE V

Committees

1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Foundation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Foundation;

amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Foundation; authorizing the voluntary dissolution of the Foundation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Foundation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Foundation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The President of the Foundation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interests of the Foundation shall be served by such removal.

3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Foundation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to

qualify as a member thereof.

4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

5. Vacancies. 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.

6. Quorum. 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 the members present at a meeting at which a quorum is present shall be the act of the committee.

7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VI

Contracts, Checks, Deposits and Funds

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation 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 Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Foundation.

3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Directors may select.

4. Gifts. The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

ARTICLE VII

Books and Records

The Foundation 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 entitled to vote. All books and records of the Foundation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII

Foundation Seal

The seal of the Foundation shall be in such form as shall be approved by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by either the Secretary or an

Assistant Secretary for the authentication of contracts or other papers requiring the seal.

ARTICLE IX

Fiscal Year

The fiscal year of the Foundation shall be as may be determined by the Board of Directors.

ARTICLE X

Indemnification

The Foundation shall indemnify each member of the Board of Directors and each officer of the Foundation now or hereafter a member of the Board of Directors or an officer, his or her heirs, executors and administrators against all costs, expenses and liabilities including settlements approved by the Board of Directors reasonably incurred or imposed upon him or her in connection with or resulting from any action, suit or proceeding or the settlement or compromise thereof prior to final adjudication to which he or she is or may be a party by reason of his or her being or having been a member of the Board of Directors or an officer of the Foundation, except in relation to matters as to which he or she is finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as a member of the Board of Directors or officer.

ARTICLE XI

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Montana Non-Profit Corporation Act or under the provisions of the articles of incorporation or bylaws of the Foundation, a waiver thereof in writing signed by the person or

persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting of the Board or at any special meeting of the Board, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

For quite a number of years, members of Trout Unlimited, The Federation of Flyfishermen, and others have given their time and expended their energies to provide the necessary funds and manpower to protect and preserve the trout streams and trout and solve related problems in Montana and adjacent areas.

To a large extent, membership, leadership and funding by TU has been a uniting and stimulating factor in these trout conservation efforts.

Many dedicated persons in Montana have given much of themselves in their efforts to insure that future generations may enjoy quality trout fishing as they have known and enjoyed it.

Though this present manpower resource is not large, it is strong and viable, and capable of effective action, when action is needed.

Though we have sufficient manpower for our conservation activities, we are less fortunate when it comes to our funding efforts. The lightly populated area that is largely responsible for the relatively un-spoiled nature of the trout streams in Montana has also proved a formidable obstacle to raising monies to finance our conservation efforts.

To attempt to solve the funding problem, we have created the FOUNDATION FOR MONTANA TROUT, which I will refer to as the "foundation".

This is a non-profit Montana Corporation which is designed to solicit funds for, and operate a perpetual trust. Only the income from the then invested funds of this trust will be spent for trout conservation activities.

Many of the persons who fish trout streams in Montana and adjacent areas come from other states. On some streams, the non-resident angler may represent as high as 90% of the total fishing population for the whole year.

Many of these non-resident fishermen have expressed concern and a desire to assist in the preservation and protection of trout and the trout streams in Montana and adjacent areas that have provided them with many enjoyable experiences. We need assistance and we solicit all of the help that we can get.

Though we can always use additional manpower, an even greater need is money. The initial goal of the FOUNDATION FOR MONTANA TROUT is \$300,000. This means that if but 300 persons will contribute \$1,000 each, our goal will be reached. We know that one's circumstances determine to a large extent the size of his or her contribution to the "foundation". All contributions, large and small, will be gratefully received and accepted and greatly appreciated.

Remember, the money you give to the "foundation" will go into a trust and never be spent. Ten, twenty, thirty years from now your today's contribution will still be working to protect and preserve the trout fishing that has provided you with so much enjoyment.

Quality Trout Fishing still exists in Montana and adjacent areas. We can preserve it with your help. Contribute generously to the FOUNDATION FOR MONTANA TROUT.