

MAUREEN AND MIKE MANSFIELD FOUNDATION  
BYLAWS  
Amended and Adopted  
April 9, 2005

ARTICLE I  
Purpose

SECTION 1. The Maureen and Mike Mansfield Foundation is established to pay tribute to Maureen and Mike Mansfield. The Foundation sponsors and organizes programs to improve understanding and better relations among the peoples of the Pacific area. The Foundation grants funds to a program center for teaching, research, and public education on modern Asian affairs and on ethical questions in public policy, including Asian contexts and Asian ways of thinking, named the Maureen and Mike Mansfield Center at The University of Montana. To perform these functions, the Foundation secures contributions and grants, administers its internal affairs, and develops and runs its programs as deemed appropriate.

ARTICLE II  
Members - Board of Directors

SECTION 1. The members of this corporation shall be the duly elected or appointed voting Directors as hereinafter provided.

SECTION 2. (a) The management and control of the Foundation shall reside and be vested in a Board of Directors, which Board shall consist of no more than seventeen (17) Directors, who serve at the pleasure of the Nominating Committee.

(b) The President of The University of Montana shall be an ex officio, voting member of the Board of Directors while serving in that office.

(c) The Directors may, at any regularly called meeting, by a vote of at least six (6) Directors create nonvoting advisory Directors and nonvoting honorary Directors. Such authority, however, shall not be effective to terminate the term of any regularly elected or appointed voting Director.

ARTICLE III  
Meetings - Board of Directors

SECTION 1. The Board of Directors shall meet twice a year, in the spring and fall, with the fall meeting designated as the annual meeting. Special meetings may be held upon call of the President, or by resolution of the Board, or upon request of not less than six (6) of the members.

SECTION 2. Notice of all Board meetings shall be mailed to the voting directors at their last known addresses fifteen (15) days before each meeting.

SECTION 3. A quorum at any meeting of Directors shall consist of at least six (6) Directors, but a lesser number may meet and adjourn from time to time until a quorum is secured. Approval of all motions requires a vote of at least six (6) Directors unless law or these bylaws require a different number.

#### ARTICLE IV Officers

SECTION 1. The officers of the Foundation shall consist of a Chairman, Vice Chairman, President, and Treasurer. All officers must be members of the Board of Directors.

SECTION 2. (a) The officers shall be elected by the Board of Directors at the Foundation's annual meeting. The officers so elected shall serve a term of two (2) years and may be reelected.

(b) The Board of Directors shall fill vacancies that occur on the Board. The appointee will hold office until the expiration of his predecessor's term and shall be eligible for reappointment.

SECTION 3. The Chairman of the Foundation shall preside at Board meetings, serve as the Foundation's spokesman, and represent it at public and private functions whenever appropriate.

SECTION 4. The Vice Chairman of the Foundation shall perform all the duties of the Chairman in the absence of the Chairman.

SECTION 5. The President of the Foundation shall perform the duties customarily required of such office and shall be the chief thereof; subject, however, to the direction of the Board of Directors. In addition, the President shall:

- (a) have full responsibility for management of the Corporate affairs of the Foundation;
- (b) have supervisory authority over the Foundation's Executive Director and staff, and may designate this supervisory authority to other Board members;
- (c) create nonvoting advisory committees to assist the President and Board in carrying out their respective duties.

SECTION 6. The Treasurer shall perform the duties customarily required of such office, and shall

- (a) report to the Board on the financial status of the Foundation;
- (b) supervise preparation of budgets for submission to the Board; and
- (c) serve as Chairman of the Audit and Program Review Committee.

SECTION 7. The Foundation's Fiscal Affairs Director shall serve as Corporate Secretary and

have charge of the seal and the Corporate books and records of the Foundation, shall issue notice of meetings to the Directors, shall execute and sign such instruments as require the Corporate Secretary's signature, and shall make such reports and perform such other duties as are incident to the office or may be required by the Board of Directors.

#### ARTICLE V

##### Duties – Board of Directors

The Board of Directors, in addition to other duties authorized by law and enumerated in these Bylaws, shall:

SECTION 1. Establish and support the Foundation's program centers in Washington, DC and Tokyo, and the Maureen and Mike Mansfield Center at The University of Montana, to implement the purposes of the Foundation as set forth in Paragraph III of the Articles of Incorporation, and any other program or activities it deems to be consistent with those purposes;

SECTION 2. Raise funds for the implementation of the Foundation's purposes and programs;

SECTION 3. Establish and approve the budget for all programs and activities funded by the Foundation;

SECTION 4. Review all major programs and all activities funded by the Foundation to determine compliance with the Foundation's purposes and to avoid duplication;

SECTION 5. Establish and maintain the administrative positions (including the hiring and termination of the Foundation's Executive Director ), offices, programs, and activities necessary to carry out the purposes of the Foundation as set forth in Paragraph III of the Articles of Incorporation.

#### ARTICLE VI

##### Committees

SECTION 1. There shall be an Executive Committee, which shall consist of seven (7) Directors. Membership of the Executive Committee shall consist of the Chairman, Vice Chairman, President, and Treasurer, the President of the University of Montana, and two (2) other Directors as appointed by the Board.

(a) Directors appointed to the Executive Committee shall serve a two (2) year term that runs concurrent with those of the officers elected pursuant to Article IV, Section 2(a).

(b) A quorum of the Executive Committee shall be a majority of its members. Such Committee shall have general oversight of all questions affecting the policy, property and functions of the Foundation, subject however, to the control and direction of the Board of Directors, and shall make such reports to the Board as may be required. During intervals between meetings of the Board, such Committee shall have and enjoy and may exercise the power and

authority of the Board concerning affairs of the Foundation, except as provided by law. The Committee shall notify the Board in writing of its actions within fifteen (15) days. The Committee's actions shall be deemed approved unless disapproved in writing within thirty (30) days after notice of the Committee's actions by at least six (6) of the Directors then in office.

SECTION 2. The Board of Directors shall provide for an Audit and Program Review Committee, an Investment Committee, a Nominating Committee, a Development Committee, and a Compensation Committee as well as such other committees as may be deemed necessary, and may determine the selection of members and prescribe their duties.

#### ARTICLE VII Amendments

SECTION 1. The Board of Directors shall have the sole power to make, alter, amend and repeal the Bylaws of the Corporation by the affirmative vote of a majority of those Directors then in office, at any regular or special meeting, provided that the proposed action is inserted in a notice of such meeting, or by mail ballot if approved by a unanimous vote of those Directors then in office.

#### ARTICLE VIII Agents and Representatives

SECTION 1. The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

#### ARTICLE IX Contracts

SECTION 1. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver an instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and, unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

#### ARTICLE X Prohibition Against Sharing in Corporate Earnings

SECTION 1. No member, Director, officer, employee, Committee member, or person connected with the Corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to such person reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in

the distribution of the Corporation. All consented and agreed that, upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hand of the board of Directors shall be distributed, transferred, conveyed, delivered, and paid over exclusively to the programs established to carry out the purposes of the Foundation if they qualify as Section 501(c)(3) organizations.

ARTICLE XI  
Investments

SECTION 1. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501(c)(3) or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XII  
Exempt Activities

SECTION 1. Notwithstanding any other provision of these Bylaws, no member, Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken 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 as they 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.

ARTICLE XIII  
Waiver of Notice

SECTION 1. Whenever any notice is required to be given to any member or Director of the Corporation under the provision of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the Montana Nonprofit Corporation Act, 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 XIV  
Indemnification of Directors

SECTION 1. The Foundation shall indemnify and hold harmless each and every Director of the Board from and against any and all damages to property or injury to persons or other damage to persons or entities arising out of or resulting from their performance of Board duties and responsibilities as defined by these Bylaws, provided such damage to property or injury to persons is due solely to the negligent act, error or omission of the Board, its Directors, or any of its employees.

Adopted on this 9th day of April 2005 by:

Muel Esby

Shirley Esby

Walter Muel

Shirley Esby

D. Orr

Shirley Esby

Burton Fern

Shirley Esby

Robert M. Smith

Shirley Esby

Abigail Davis

Shirley Esby