

MAUREEN AND MIKE MANSFIELD FOUNDATION
BYLAWS
Amended and Adopted
May 3, 2014

ARTICLE I
Purpose

SECTION 1. The Maureen and Mike Mansfield Foundation (the "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 strategically as deemed appropriate. The Foundation is a Montana Public Benefit Corporation.

ARTICLE II
Board of Directors

SECTION 1. The Foundation shall have no members.

SECTION 2. (a) The management and control of the Foundation shall reside and be vested in a Board of Directors (the "Board"), which Board shall consist of a number of members which shall be fixed from time to time by the Board, provided that in no event shall the Board have fewer than three (3) members (each, a "Director" and collectively, the "Directors"). Each of the Directors shall have voting power on matters brought before the Board.

(b) The Directors shall be elected at an Annual Meeting (as defined below) by the Board in office at the time of such Annual Meeting. Each Director shall serve a three (3) year term and may be reelected for subsequent terms. The Board may institute staggered terms and to accomplish such goal may elect a Director for a term of less than three (3) years.

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

(d) The Directors may, at any regularly called meeting, appoint nonvoting advisory directors and nonvoting honorary directors of the Foundation (collectively, the "Nonvoting Directors") who shall serve at the pleasure of the Board. Such authority, however, shall not be effective to terminate the term of any regularly elected or appointed Director, nor shall the Nonvoting Directors have any authority to vote in any matter brought before the Board.

(e) All references in these Bylaws to the Board shall refer to the Board as comprised solely of Directors.

ARTICLE III
Meetings - Board of Directors

SECTION 1. The Board shall meet twice a year, in the spring and fall, with the fall meeting designated as the annual meeting (the “Annual Meeting”). Special meetings may be held upon call of the Chairperson, or by resolution of the Board, or upon request of not less than three (3) of the Directors, or not less than two (2) if only three Directors are in office.

SECTION 2. Notice of all Board meetings shall be mailed or e-mailed to the Directors at their last known addresses fifteen (15) days before each meeting. However, during the event of an emergency, notice shall be mailed or e-mailed to the Directors as soon as practicable before a meeting.

SECTION 3. A quorum at any meeting of Directors shall consist of at least the majority of the Directors then in office, 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 a majority of the Directors present at any meeting at which there is a quorum unless law or these Bylaws require a higher number.

SECTION 4. The Board may permit any and all Directors to participate in a regular or special meeting by, or to conduct the meeting through, the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting.

SECTION 5. Action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, be signed by each Director, and be included in the minutes filed with the corporate records reflecting the action taken. Action taken in this manner is effective when the last Director signs the consent unless the consent specifies a different date. A consent signed in this manner has the effect of a meeting vote and may be described as a vote in any document.

ARTICLE IV
Officers

SECTION 1. The officers of the Foundation shall consist of a Chairperson, Vice Chairperson, President and Chief Executive Officer (CEO), and Treasurer. The Board may also elect a Secretary. If the Board does not elect a Secretary, the Board shall task an officer with the tasks of preparing minutes of Board meetings and authenticating records of the Foundation. The Chairperson and Vice Chairperson shall be Directors. Other officers may be Directors, at the discretion of the Board.

SECTION 2. (a) The officers shall be elected at the Annual Meeting by the Board. The officers so elected shall serve a term of one year and may be reelected.

- (b) The Board shall fill vacancies that occur among the officers.
- (c) Two offices may be held simultaneously by the same individual.

SECTION 3. The Chairperson shall preside at Board meetings, serve as the Foundation's spokesman, and represent it at public and private functions whenever appropriate, unless an appearance at a function is delegated to the President and CEO, another officer or a Director.

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

SECTION 5. The President and CEO shall be the principal executive officer of the Foundation and shall have general supervision, direction, and control of the business and staff of the Foundation. Additionally, the President and CEO shall have the general powers and duties of management usually vested in a chief executive officer and shall have such other powers and duties as may be prescribed by the Board.

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 Chairperson of the Audit Committee.

ARTICLE V Duties – Board of Directors

The Board, 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, Japan and the Maureen and Mike Mansfield Center at The University of Montana, to implement the purposes of the Foundation as set forth in Article III of the Articles of Incorporation of the Foundation (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; and

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

ARTICLE VI Committees

SECTION 1. There shall be an Executive Committee of Board members appointed by the Board, which shall consist of at least the Chairperson, Vice Chairperson, Treasurer and the Chairperson of the Investments Committee.

(a) Directors appointed to the Executive Committee shall serve a one year term on the Executive Committee 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, 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 following the Committee's actions by a majority of the Directors then in office.

SECTION 2. The Board may create and maintain an Audit Committee, an Investment Committee, a Nominating Committee, a Program and Development Committee, and a Compensation Committee as well as such other committees as may be deemed necessary, and shall prescribe their duties. The Board shall elect members to each of such committees by the majority vote of all Directors in office when each election occurs. At least two Directors shall serve on each committee.

ARTICLE VII International Advisory Board

SECTION 1. The Directors may appoint individuals to serve as members of an International Advisory Board of the Foundation (the "IAB"). Qualified individuals for the IAB will be individuals who have made substantial contributions to deepening understanding and cooperation among the nations and peoples of Asia and the United States.

SECTION 2. The purpose of the IAB shall be to advise and counsel the Board and the Directors and participate in Foundation activities, as appropriate. IAB members may attend Board meetings and Foundation events in an advisory capacity only.

SECTION 3. The members of the IAB shall elect a chairperson who shall preside over the meetings of the IAB and report directly to the Board as requested by the Chairperson.

ARTICLE VIII Amendments

SECTION 1. The Board shall have the sole power to make, alter, amend and repeal the Bylaws of the Foundation 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 IX Agents and Representatives

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

ARTICLE X Contracts

SECTION 1. The Board, 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 Foundation, and such authority may be general or confined to a specific instance; and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Foundation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE XI Prohibition Against Sharing in Corporate Earnings

SECTION 1. No Director, officer, employee, Committee member, or person connected with the Foundation shall receive at any time any of the net earnings or pecuniary profit from the operations of the Foundation, provided that this shall not prevent the payment to such person reasonable compensation for services rendered to or for the Foundation in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of the Foundation. Upon such dissolution or winding up of the affairs of the Foundation, whether voluntary or involuntary, the assets of the Foundation, after all debts have been satisfied, then remaining in the hands of the Board 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 or in accordance with the terms set forth in Article V of the Articles of Incorporation.

ARTICLE XII Investments

SECTION 1. The Foundation 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 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 Foundation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII Exempt Activities

SECTION 1. Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or representative of this Foundation shall take any action or carry on any activity by or on behalf of the Foundation 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 XIV Waiver of Notice

SECTION 1. Whenever any notice is required to be given to any Director of the Foundation 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. However, attendance, or participation in a meeting, by a Director waives any required notice of the meeting unless the Director, upon arriving at the meeting or prior to the vote on a matter not properly noticed objects to lack of notice and does not vote for or assent to that action.

ARTICLE XV Indemnification of Directors

SECTION 1. The Foundation shall indemnify and hold harmless each and every Director to the fullest extent allowed by law.

Adopted on this day May 3, 2014 by:

~~Charles D. White~~
M. J. Dwyer

Norman J. Wisetz

Maury Beynon
C. S. H.

Paul R.
Alan Grew

Frank J. Allen

James C. Gato

John D.