
BYLAWS OF Fourth D, INC.

ARTICLE 1. CORPORATE INFORMATION

- Section 1.1 Name.** The name of the corporation is Fourth D, INC. (4th D).
- Section 1.2 Governing law.** The corporation has been formed under the non- profit corporation statutes of the State of Montana.
- Section 1.3 Location of offices.** The principal office of the corporation will be located at 1500 West Broadway, Ste B, Missoula, MT 59802. The corporation may have such other offices as the board of Directors and officers may establish from time to time.
- Section 1.4 Seal.** The seal of the corporation will consist of the name of the corporation, the state of its incorporation, and the year of its incorporation.
- Section 1.5 Fiscal Year.** The fiscal year of the corporation shall be from January 1 to December 31.
- Section 1.6 Registered Agent.** The Corporation's registered agent shall be the current 4th D, Inc. Treasurer.

ARTICLE 2. BOARD OF DIRECTORS

- Section 2.1 Powers and Duties.** The business, affairs and property of the corporation will be generally managed and supervised by a Board of Directors, subject to special instructions approved by a majority vote of the Voting Membership at any Annual or Special Meeting. The Board is authorized to make such rules as it deems necessary to promote the Corporation's mission and operate Fourth D Inc. facilities for the benefit of the General Membership. The Board may also hire or terminate employees and sub-contractors, after taking the necessary disciplinary steps. The Board also has authority to create special committees to promote the Corporation's mission.
- Section 2.2 Number of Directors, Tenure and Qualifications.** The number of Directors of the corporation shall be eleven (11). The Board of Directors may increase or decrease the number of Directors from time to time by a resolution adopted by three-quarters (3/4) of the Directors, but there will always be at least three (3) Directors. A Director must be at least eighteen years of age or older and who has met necessary membership qualifications. Individual Directors, who are in recovery, must have a minimum of two years of continuous abstinence or recovery to qualify to serve on the Board allowing for one Director to have a year or more continuous abstinence.
- Section 2.3 Election of Directors.** At each annual meeting of the Board of Directors and Corporation Membership, the incumbent board of directors will accept nominations for new directors from eligible voting membership to replace the directors whose terms are expiring. After nominations

have been received, each voting member, including incumbent directors, will vote for as many of the nominees as there are positions to be filled, and the nominees who receive the most votes will be elected as members of the Board of Directors.

Section 2.4

Maximum terms of office. There shall be a mandatory rotation of all Directors after completion of two full three-year terms, which will require such member to wait two years before again being eligible to seek election to serve as a Director of the 4th D, Inc. However, any time a member acts as a Director of the 4th D, Inc. to complete the term of another Director, who has resigned or is otherwise unable to complete their full three-year term, such member shall not be prohibited from immediately seeking election to serve a full three-year term as a Director.

Section 2.5

Resignation. A Director may resign at any time by giving written notice of his or her resignation to the Board of Directors.

Leave of Absence. Any Director may be granted a leave of absence from the Board of Directors so long as the leave is approved by a majority of Directors. A leave of absence will not extend the term of office of a Director.

Section 2.6

Section 2.7

Removal. A Director may be removed from office by the affirmative vote of three-fourths of the Directors for malfeasance, lack of sympathy with the mission of the corporation, or refusal to render reasonable assistance in carrying out the mission of the corporation. The continued recovery of each Director is mandatory. With that, The Board may also immediately remove any Director whom they have good cause to believe has violated the 4th D, Inc. Code of Conduct. No such vote may be held at a meeting unless the directors who request the vote mailed a written notice to every member of the Board of Directors at least ten days before the meeting, advising all directors that they intend to request such a vote, and stating the name of the Director that they propose to remove and the grounds for the proposed removal.

Section 2.8

Vacancies. A vacancy in the Board of Directors created by the resignation, removal, or death of a Director will be filled by a qualified Voting Member selected by a majority vote of the remaining Directors. Each person elected to fill a vacancy will hold office until the next annual meeting whereby the Members will elect a Director to fill the unexpired term of the Director which he or she is replacing, at the end of which term he or she may be nominated for reelection.

Section 2.9

Fees and Compensation. Officers, Directors, and employees of the corporation may receive such compensation for their actual employment and work for the corporation, and their expenses as may be deemed reasonable by the Board of Directors and established by resolution and written agreement before compensation is paid. However, compensation for just holding a title such as an Officer or Director without providing actual employment services to the corporation and having a written employment agreement is prohibited.

**ARTICLE 3.
MEETING OF DIRECTORS AND MEMBERSHIP**

Section 3.1

Place of Meetings. Meetings of the Board of Directors, whether annual, regular, or special, may be held at any place designated by the Board, or in the case of a special meeting at any place designated in the notice of the meeting, either inside or outside the state of Montana.

Section 3.2 Annual Membership Meeting The Corporation's Annual Membership Meeting shall be for the purposes of:

- i. Electing Directors to succeed those whose terms expire
- ii. Reviewing and adopting the annual budget; and
- iii. Transacting such other business as may come before it.

Section 3.3 Annual Meetings. An annual meeting of the Board of Directors shall be held each year immediately following the Annual General Membership Meeting, the exact date to be determined by the current Board Members, for the purpose of selecting officers of the corporation, selecting a President of the Board, and acting upon such other business as may come before the meeting.

Section 3.4 Regular Meetings. The Board of Directors shall also have at least nine additional meetings per year, which shall be held at the 4th D, Inc. at such times as may be determined in advance by the Board and no further notice of such meeting shall be required.

Section 3.5 Special Meetings. Special meetings of the Board of Directors may be called by the President of the corporation or by a majority of the members of the Board of Directors then in office, by sending notices to all of the Directors in the manner required by this article of the Bylaws.

Section 3.6 Notices of Meetings. Each of the directors must be notified of the place, date, and time of each annual meeting of the Board of Directors by sending written notice of the meeting to him or her by mail, fax or electronic mail at least twenty (20) days before the meeting. Each of the Directors must be notified of the place, date, and time of each special meeting of the Board of Directors by sending written notice of the meeting at least seven (7) days before the meeting, or by actually delivering written or oral notice of the meeting to him or her in person, by telephone, by fax, or by other means of instantaneous electronic transmission at least five (5) days before the meeting. Notice of any meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice, whether before or after the time of the meeting. Attendance at a meeting by a director will be a waiver by that director of notice of the time and place of the meeting, unless at the beginning of the meeting the director states any objection to the notice of the meeting or the transaction of business during the meeting. Neither the business to be transacted at nor the purpose of any special meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting, unless specifically required by another provision of these bylaws.

Section 3.7 Addresses for Notices. Each Director will advise the corporation from time to time of the address, fax number, email address or telephone number to which notices of meetings will be sent, and notices will be effective if sent to that director at that address, fax number, email address or telephone number.

Section 3.8 Quorum. A majority of the Directors will constitute a quorum for the transaction of business at any meeting of the Board of Directors. No business may be conducted at a meeting until a quorum is present. The Directors present at a duly called meeting may continue to conduct business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 3.9 **Voting.** At every meeting of the Board of Directors, each Director will be entitled to one vote. A Director may vote either in person or by a proxy appointed by a written instrument executed by that Director, dated not more than sixty (60) days prior to the meeting. Upon the demand of any Director, the vote upon any question before the Board of Directors will be by ballot. An action or resolution approved by a majority of the Directors present at a meeting at which a quorum is present will be an action of the Board of Directors, unless these Bylaws require approval by a greater percentage of the Directors.

Section 3.10 **Acting without Assembling.** Any action which may be taken at a meeting of the Board of Directors may be taken by the directors by communicating simultaneously with each other by means of conference telephones or similar communications equipment.

Section 3.11 **Action without a Meeting.** Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Directors then in office. Any such written consent may be executed in any number of counterparts, will have the same effect as a unanimous vote of the Directors, and will be inserted in the minute book as if it were the minutes of a Directors' meeting.

Section 3.12 **Presumption of Assent.** A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by Certified Mail-Return Receipt Requested to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 3.13 **Conduct of Board of Director Meetings.** The President, or in the President's absence, the Vice-President, or in their absence, any person chosen by the Directors present shall call the meeting of the Directors to order and shall act as the chairperson of the meeting. The chairperson, or the chairperson's designee, shall establish rules of the meeting that will freely facilitate debate and decision making. The chairperson will indicate who may speak when and when a vote will be taken. The Secretary of the corporation shall act as the Secretary of all meetings of the Directors, but in the Secretary's absence, the presiding officer may appoint any other person to act as the Secretary of the meeting.

Section 3.14 **Committees.** The Board of Directors, by resolution adopted by a majority of Directors, may designate from among Members, Directors, Employees and the general public one or more committees each of which, to the extent provided in such resolution, shall have and may exercise all the authority granted by the Board of Directors in said resolution. The only committee required to be made up entirely of Directors would be an Executive Committee that, if ever formed, would consist of the Officers and at large Members of the Board of the corporation.

Section 3.15 **4th D, Inc. Membership.**

a. **Eligibility.** Any member interested in the purpose of the Club, is eligible for Club membership. Newcomers to recovery may use the Club facilities if they are willing to comply with Club rules and bylaws and may become members of the Club after thirty (30) days of continuous abstinence

Section 4.4 Term of Office. Each officer's term of office shall be one (1) year and will begin upon the adjournment of the annual meeting at which he or she is elected, and will end upon the adjournment of the annual meeting of the Board of Directors in the year in which his or her successor will be elected.

Section 4.3 Election of Officers. The Officers will be elected by the incumbent Directors at the first meeting following the Annual Meeting of the Directors.

Section 4.2 Qualifications for Office. The President, Vice-President, Secretary, and Treasurer must be members of the Board of Directors, but other officers or employees elected or appointed by the Board of Directors need not be members of the Board of Directors. The individual holding the office of Secretary will not also hold the office of either President or Vice President.

Section 4.1 Officers of the Corporation. At all times the corporation must have a President, Vice-President, Treasurer and a Secretary. In addition to the above officers, the Board of Directors may elect or appoint such other officers, assistant officers and agents as it deems necessary at such times, in such manner and upon such terms as it will prescribe.

**ARTICLE 4.
OFFICERS**

a. Any issue of Club business may be brought before the Board of Directors or the General Membership by any Voting Member by providing written notice to the Board of Directors at least thirty days before a regularly scheduled board meeting, Special Board Meeting, or Annual Board Meeting to be addressed by the Board.

Section 3.15 General Membership Issues.

d. **Membership Meetings.** To the extent applicable, General Membership Meetings and Special Membership Meetings will follow the same meeting procedures as Section 3.1 through 3.10.

c. **Types of Membership.** Membership in 4th D Inc., consists of Voting and Non-Voting Members. Voting membership allows members of 4th D Inc. to vote at General Membership meetings and is limited to individuals who have paid their dues for two consecutive months. Non-voting members are individuals meeting eligibility requirements but have not met the dues payment requirement.

b. **Member Eviction or Suspension.** The 4th D Shift Manager on duty or any member of the Board of Directors, shall have the power to evict any individual whose conduct is deemed in violation of the Code of Conduct and/or other policies of 4th D Inc. No refund of any paid dues will be made to a member who has been suspended or evicted.

After or around thirty (30) days of continuous absence or recovery, a person may request a 60-day newcomer membership prior to becoming a paid member. Club membership is not required of those individuals who simply attend meetings held on the Club premises.

Section 4.5 **Maximum terms of Office.** There is no limit to the number of terms that a Director may serve in office. However, they are limited to two three years as provided in Article 2, Section 2.4

Section 4.6 **Resignation.** Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors.

Section 4.7 **Removal.** Any officer may be removed from office by the affirmative vote of three-fourths of the Directors for malfeasance, lack of sympathy with the purposes of the corporation, or refusal to render reasonable assistance in carrying out the purposes of the corporation. No such vote may be held at a meeting unless the directors who request the vote mailed a written notice to every member of the Board of Directors at least ten days before the meeting, advising all directors that they intend to request such a vote, and stating the name of the officer that they propose to remove and the grounds for the proposed removal. The removal of an officer from office will also remove that officer from the Board of Directors, unless the resolution removing the officer from office expressly states that the officer will remain a member of the Board of Directors.

Section 4.8 **Vacancies.** If a vacancy occurs in any office of the corporation as a result of the resignation, removal, death, or disqualification of any officer, the majority of the Board of Directors may, at their sole discretion, fill the office with a Director. Each person elected to fill a vacancy will hold office until the next annual meeting whereby the Members will elect an officer to fill the unexpired term of the officer which he or she is replacing, at the end of which term he or she may be nominated for reelection.

Section 4.9 **Duties and Powers of Officers.**

(a) *Powers and duties of the President.* The President will preside at meetings of the Members and the Board of Directors; will manage and supervise the business, affairs and property of the corporation, subject, however, to the control of the Board of Directors; will sign or countersign all contracts and other instruments of the corporation; will make reports to the Board of Directors and to the Members; and will perform such other duties as are incident to this office or are properly requested of him or her by the Board of Directors.

(b) *Powers and duties of the Vice President.* The principal duties of the Vice President will be to discharge the duties of the President in the event of the absence or disability for any cause whatsoever of the President, and to perform such other duties as the Board of Directors or the President may from time to time request.

(c) *Powers and duties of the Secretary.* The principal duties of the Secretary will be to countersign all contracts and other instruments of the corporation; to affix the seal of the corporation thereto and to such other papers as will be required or directed to be sealed; to keep a record of the proceedings of meetings of the Members and meetings of the Board of Directors; to be custodian of the corporate records and seal of the corporation; to keep a register of the address of each Member; to see that all notices are duly given as required by law and the provisions of these Bylaws; to safely and systematically keep all books, papers, records, and documents belonging to the corporation or pertaining to the business thereof; and to perform such other duties as the Board of Directors or the President may from time to time request.

(d) *Powers and duties of the Treasurer.* The principal duties of the Treasurer will be to have charge and custody of and be responsible for all funds and investments of the corporation; to keep an account of all monies received and disbursed, and of monies and property at hand; and to perform such other duties as the Board of Directors or the President may from time to time request.

Section 4.10 Delegation of Duties. Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the board of directors may delegate the powers and duties of an officer to any other officer or officers or to any Director or Directors.

**ARTICLE 5.
ELECTRONIC OR EMAIL VOTING**

Section 5.1 Electronic or Email Voting. Electronic or email voting may be used for any voting process required by the members, the Board of Directors, the Officers or any Committees acting under these Bylaws. Such electronic voting shall be subject to any electronic voting regulations as adopted by the Board of Directors. For example, if action is taken without a meeting in accordance with the provisions of Section 3.10, electronic or email voting may take place.

**ARTICLE 6.
INDEMNIFICATION AND INSURANCE**

Section 6.1 Indemnification. The Corporation will indemnify and advance expenses for Directors and Officers when permitted by Montana Code Annotated Sections 35-2-446 through 35-2-454 and 35-2-912, as those statutes may be amended in the future.

Section 6.2 Indemnification. The Corporation may purchase and maintain Directors and Officers insurance covering all Directors and Officers of the corporation, in amounts and with the coverage which the Board of Directors considers prudent and commercially reasonable.

**ARTICLE 7.
CORPORATE ACTS**

Section 7.1 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise granted to further the purposes of the corporation.

Section 7.2 Contracts. The Board of Directors may authorize any officer or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 7.3 Loans. No loans will be contracted on behalf of the corporation and no evidence of indebtedness will be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.4 Checks and drafts. All checks, drafts, notes, or other orders for the payment of money or evidences of indebtedness issued in the name of the corporation will be signed by such officer, officers, agent or agents of the corporation and in such manner as will from time to time be established by resolution of the Board of Directors.

Section 7.5 Deposits. All funds of the corporation not otherwise employed will be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 7.6 Contracts in which Directors have an Interest. No contract or other transaction of the corporation will be invalidated or affected by (i) the fact that any Director, individually or jointly with others, may be a party to or have a personal interest in the contract or transaction, or (ii) the fact that any Director of the corporation has an interest in or is a Director or officer of one of the other

M.H. Sorenson
Katie Sorenson, Fourth D Inc, Board Secretary

Seth Martin
Seth Martin, Fourth D Inc, Board Treasurer

Dawn Payne
Dawn Payne, Fourth D Inc, Board President

Adopted by the Board of Directors to be effective as of September 3, 2019.

Amendments to Bylaws. The Articles of the corporation and these Bylaws may be amended, repealed or restated by the affirmative vote of two-thirds of the members of the Board of Directors. No such action may be approved by the Board of Directors unless it was proposed in the form of a resolution at a prior meeting of the Board of Directors.

Section 8.1

ARTICLE 8.
BYLAW AMENDMENTS

Prohibited Activities. If applicable, notwithstanding any other provision of these Bylaws, no director, officer, employee, or agent of the corporation will take any action or carry on any activity by or on behalf of the corporation which is not permitted to be carried on by an organization exempt under the Internal Revenue Code and its Regulations, as they now exist or may hereafter be amended.

Section 7.9

Prohibition of loans to Directors and Officers. No loans will be made by the corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan will be liable to the corporation for the amount of such loan until the loan is repaid.

Section 7.8

Non-liability of Directors and Officers. The directors and officers of the corporation will not be liable for the debts and obligations of the corporation unless they expressly agree to assume any of such debts or obligations.

Section 7.7

parties to the transaction; and each person who may become a Director of this corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any entity in which he may have an interest; provided, that the director fully reveals his interest in the contract or transaction to the Board of Directors, and that the contract or transaction is authorized, approved or ratified by a majority of the Directors present at the meeting who do not have any interest in the transaction.

THE UNIVERSITY OF CHICAGO

DEPARTMENT OF CHEMISTRY

PH.D. THESIS

BY

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Submitted in partial fulfillment of the requirements for the Ph.D. degree

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ABSTRACT

The following abstract text is extremely faint and largely illegible.

Keywords and subject terms are listed below the abstract.

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