

**AMENDED AND RESTATED BYLAWS
OF
FRONTIER CONFERENCE**

ARTICLE I. OFFICES

Section 1.1 Business Office.

The corporation's principal office shall be located at 966 Colorado Avenue, Whitefish, Montana 59937. The corporation shall maintain at its principal office a copy of the corporate records described in Section 35-2-906(5), Montana Code Annotated.

Section 1.2 Registered Office.

The street address and mailing address of the corporation's registered office shall be 966 Colorado Avenue, Whitefish, Montana 59937. The name of the registered agent at that office shall be Kent Paulson. The Board of Directors may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the Secretary of State.

ARTICLE II. MEMBERSHIP

Section 2.1 Members.

Membership in the Frontier Conference shall be limited to private or state four-year colleges/universities adhering to the purposes and standards of the National Association of Intercollegiate Athletics (NAIA) and Frontier Conference. The entity shall be considered the member. The control of athletics of each member institution shall be the responsibility of its President/Chancellor. There shall be an athletic committee appointed by each President/Chancellor to act in an advisory capacity to the President/Chancellor for each member institution. Each member will demonstrate a strong commitment to emphasizing and enhancing the educational values gained through the principles of intercollegiate athletic competition. Membership is based on mutual trust and respect among member institutions dedicated to the education of men and women and a sense of fair play in the competitive arenas. The members of the Frontier Conference are:

Charter Members

- (a) Carroll College, Helena, Montana (1938);
- (b) Montana Tech of the University of Montana, Butte, Montana (1935);
- (c) Montana State University - Northern, Havre, Montana (1935);
- (d) Rocky Mountain College, Billings, Montana (1935);

- (e) University of Montana - Western, Dillon, Montana (1935);

Additional Members

- (f) Lewis-Clark State College, Lewiston, Idaho (1998);
- (g) Westminster College of Salt Lake City, Salt Lake City, Utah (1998);
- (h) University of Great Falls, Great Falls, Montana (2000);

Associate Members

- (i) Eastern Oregon University, La Grande, Oregon (2004).

Section 2.2 New Membership Procedure.

Any four-year institution may be admitted as a member of the Frontier Conference by unanimous vote of the Board of Directors at its Fall meeting. Applications must be submitted in writing by July 1, with membership becoming effective July 1 of the ensuing year. A representative from the interested institution will be expected to make a formal presentation to the Board of Directors prior to any vote being taken on its application. Membership in the Frontier Conference is non-transferrable and non-assignable.

Items to be included in the application:

- (a) Name of institution, location;
- (b) Enrollment (3 years prior, current year, and projected for upcoming year);
- (c) Whether it is a public or private institution;
- (d) Sport sponsorship with projection for new sports;
- (e) Overview of athletic facilities;
- (f) Financial Aid report;
- (g) General information about the institution.

Section 2.3 Withdrawal of Members.

A member may withdraw from the Frontier Conference upon written notice to all Frontier Conference members by the President/Chancellor of the withdrawing institution

at least one year prior to the effective date of withdrawal. All scheduled commitments of the withdrawing member with other member institutions shall be honored or fulfilled unless dissolved by mutual agreement of the affected members.

Section 2.4 Expulsion, Suspension, and Probation of Members.

Frontier Conference may, upon unanimous vote of the Board of Directors, except the Director appointed by the member institution concerned, expel, suspend, or place on probation any member that violates the rules and regulations of the Frontier Conference. A member may not be expelled or suspended unless at least 15 days prior written notice of the expulsion, suspension, or termination and the reasons for it are given to the member, and the member has an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by the Board of Directors. Final action on expulsion, suspension, or probation shall not be taken at the same meeting at which such action is proposed. The Council of Athletic Directors shall make recommendations in cases of expulsion, suspension, or probation, but the final decision in such cases rests with the Board of Directors. Disciplinary actions of a lesser nature, such as forfeiture of a game or games, loss of a championship, declaration of ineligibility for a championship, suspension of players, or lesser disciplinary action may be decided by the Council of Athletic Directors. The Board of Directors is the court of appeal for Council of Athletic Directors decisions. NAIA appeal procedures apply when appropriate. See also Article XI.

Section 2.5 Reinstatement of Member Institutions.

Frontier Conference shall have the power by unanimous vote of the Board of Directors, except the Director appointed by the member institution concerned, to reinstate any member that has withdrawn, been expelled, suspended, or put on probation. The Council of Athletic Directors shall make recommendations in such cases, but the final decision rests with the Board of Directors.

Section 2.6 Classes of Membership.

Frontier Conference will have two classes of members:

- (a) *Members*: members that participate in at least two of the sports listed in Article IX for men and at least two of the sports listed in Article IX for women.
- (b) *Associated Members*: members that participate in one or more sports listed in Article IX, but less than the number required for full membership.

Each member shall have the same rights, privileges, and obligations, except that school dues for Associated Members shall be seventy-five percent (75%) of then present Member dues.

ARTICLE II BOARD OF DIRECTORS

Section 3.1 Power, Number, Tenure and Qualifications of Directors.

Except as otherwise provided in the Montana Nonprofit Corporation Act, or as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The Board of Directors shall consist of nine (9) individuals. Each member shall appoint the Chief Executive Officer of its institution as one (1) Director. Each Director shall have one vote on any matter that comes before the Board. Each Director shall hold office for a term of three (3) years, and until his or her successor is duly appointed and qualified, unless the Director resigns or is removed as provided in these Bylaws. Directors may be appointed for successive terms.

Section 3.2 Removal of Directors.

An appointed Director may be removed by an amendment to these Bylaws by deleting or changing the appointment.

Section 3.3 Board of Director Vacancies.

If a vacancy occurs on the Board of Directors, the vacancy shall be filled by appointment of a successor by the member who had appointed the Director ceasing to act. If a Director resigns effective a specific date, the vacancy may be filled before the vacancy actually occurs, but the new Director may not take office until the vacancy actually occurs. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

Section 3.4 Regular Meetings of the Board of Directors.

The Board of Directors shall hold a minimum of one (1) meeting a year. The Chairperson of the Board of Directors shall determine the times, locations, and dates of the regular meeting, but the meeting shall take place between the spring meeting of the Council of Athletic Directors and the opening of the fall term. Members of the Board of Directors or any committee designated thereby may participate in regular and special meetings of the Board or other such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other, and participation by such means constitutes presence in person at a meeting.

Section 3.5 Special Meetings of the Board of Directors.

The Chairperson of the Board of Directors may call special meetings of the Board of Directors. The Chairperson may determine the time, location, and date of the special meeting.

Section 3.6 Notice of Regular and Special Directors' Meetings.

The Secretary of the corporation shall give notice of a meeting by mail, telephone, or fax to all Directors at their last known addresses at least two (2) weeks before the meeting. The notice shall include the meeting place, day and hour.

Section 3.7 Directors' Quorum.

A majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 3.8 Manner of Acting at a Meeting of the Board of Directors.

(a) *Required Number To Constitute Act.* The act of a majority of the Directors present at a meeting at which a quorum is present (when the vote is taken) shall be the act of the Board of Directors, unless otherwise provided in these Bylaws. If no quorum is present at a meeting of the Directors, the Directors may not take action on any Board matter other than to adjourn the meeting to a later date.

(b) *Director Approval.* The corporation shall deem a Director to have approved of an action taken if the Director is present at a meeting of the Board unless:

- (1) The Director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or
- (2) The Director's dissent or abstention from action taken is entered in the Minutes of the meeting; or
- (3) The Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

(c) *Director Conflict of Interest.* A Director may attend a meeting that involves a vote on a transaction in which the Director has a conflict of interest as defined by Montana Code Annotated § 35-2-418 (2005), but the Director may not vote on any transaction in which he has a conflict of interest.

Section 3.9 Conduct of Meetings of the Board of Directors.

The Chairperson, or in the Chairperson's 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 Chairperson may appoint any other person to act as the secretary of the meeting.

Section 3.10 Director Action without a Meeting.

The Directors may act on any matter generally required or permitted at a Board of Directors meeting without actually meeting if all the Directors take the action, each one signs a Written Consent describing the action taken, and the Directors file the Consent with the records of the corporation. Action taken by written consent is effective when the last Director signs the Consent, unless the Consent specifies a different effective date. A signed Consent has the effect of a meeting vote and may be referred to as a meeting vote in any document.

Section 3.11 Powers of the Board of Directors.

(a) *General Powers.* The Board of Directors shall have the responsibility to promote, safeguard, and be accountable for the investments of the corporation.

(b) *Receipt and Acceptance of Contributions.* The Board of Directors may receive and accept real or personal property by way of gift, bequest, or devise, from any person, firm, trust, corporation, or other legal entity. The Board of Directors may not receive and accept any gift, bequest, or devise of property that is conditioned or limited in such manner as to require the disposition of all or part of the property or the property's income for a purpose other than the charitable, educational, or religious purposes of the corporation or that, in the Board of Director's discretion, may jeopardize the federal income tax exemption of this corporation pursuant to Sections 501(a) and 501(c)(3) of the Code.

(c) *Investments.* The Board of Directors shall invest and reinvest the assets of the corporation in such real and personal property and in such manner as it shall deem proper. The Board may invest in or retain any marketable securities, stocks, bonds, mutual funds, notes, obligations, or real or personal property. The Board may change from time to time investments as it shall deem advisable.

(d) *Voting of Corporate Stock.* The Board of Directors may vote, or cause to be voted, any corporate stock which is at any time a part of the corporation's

investments, for any purpose whatsoever, including but not limited to corporate merger, corporate dissolution, or the sale of all corporate assets.

(e) *Employment of Other Parties.* The Board of Directors may employ a bank or trust company as custodian for any of the corporation's funds or investments and may delegate to such bank or trust company such powers as it may deem appropriate. The Board of Directors may keep any or all of the corporation's funds or investments in any place or places in the United States of America. The Board of Directors may employ accountants, investment counsel, investment agents, and other qualified persons, and may pay such persons reasonable compensation for services rendered.

(f) *Contracts or Leases.* The Board of Directors may authorize any officer or agent to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instruments. Unless authorized by the Board, no officer, agent or employee shall have the power or authority to bind the corporation on any contract or engagement, or render it liable pecuniarily for any purpose or for any amount. The Board of Directors shall approve all contracts and leases.

(g) *Checks.* All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

(h) *Deposits.* All liquid funds of the corporation shall 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.

(i) *Payment of Costs and Expenses.* The Board of Directors shall pay from the corporation's funds all costs, charges, and expenses incurred in the management of the corporation's investments and all taxes imposed on the corporation.

(j) *Distributions and Payments from the Corporation.* The Board of Directors shall make payments or distributions from the corporation's funds in such amounts as it deems appropriate and for the exempt purposes set forth in the corporation's Articles of Incorporation.

(k) *Compensation.* The Board of Directors shall serve without compensation. By resolution of the Board of Directors, the Directors may be reimbursed for reasonable expenses incurred by them on behalf of the corporation, including all travel and related expenses incurred by the Directors enabling them to attend meetings and conduct the business of the corporation.

(l) *Specific Functions.* The Board of Directors shall have the following specific functions:

- (1) To elect officers of the Board of Directors;
- (2) To approve the Frontier Conference Bylaws, and amendments to same;
- (3) To guide the Frontier Conference in major policy decisions;
- (4) To act in cases of expulsion, suspension, probation, or reinstatement of Frontier Conference members;
- (5) To approve new Frontier Conference members;
- (6) To serve as court of appeal regarding decisions of the Council of Athletic Directors; and
- (7) To select and employ a Commissioner of the Frontier Conference.

Section 3.12 Officers of the Board of Directors.

The Board of Directors shall have officers consisting of a Chairperson and a Vice-Chairperson. These officers shall be elected by the Board of Directors and serve a two-year term in accordance with the following conditions:

- (a) The Chairperson of the Board of Directors shall be from the same member institution as the Chairperson of the Council of Athletic Directors (see Article V, Section 5.1(f)(1)). The Vice-Chairperson of the Board of Directors shall be the Director from the institution next in line of rotation. Officers serve two-year terms.
- (b) The order of rotation is:

Montana Tech of the University of Montana
Carroll College
Montana State University - Northern
Rocky Mountain College
University of Montana - Western
Lewis-Clark State College
Westminster College of Salt Lake City
University of Great Falls
Eastern Oregon University

ARTICLE IV. OFFICERS

Section 4.1 Number of Officers.

The officer of the corporation shall be a Secretary, also known as the Conference Commissioner, who shall be selected by the Board of Directors by a majority vote of the entire Board.

Section 4.2 Term of Office.

An officer of the corporation shall hold office until the Board of Directors duly elects his or her successor. The Board may remove an officer at any time, with or without cause, by a vote of two-thirds of the entire Board of Directors.

Section 4.3 Conference Commissioner.

The Conference Commissioner shall report directly to the Board of Directors and perform those duties and responsibilities so specified in these Bylaws, as well as those listed in the position description. Compensation shall be determined by the Board of Directors. The Conference Commissioner shall in good faith:

- (a) Serve as Secretary of Frontier Conference, assembling, submitting, and distributing materials, information and/or agencies for all Conference meetings.
- (b) Be present at all Frontier Conference meetings for Board of Directors, Council of Athletic Directors, and sport specific coaches' meetings.
- (c) Prepare or have prepared the Minutes of the meetings of the Board of Directors and sign the official Minutes of the Board of Directors.
- (d) Provide that all notices are served in accordance with these Bylaws or as required by law.
- (e) Be custodian of the corporate records, and, when requested or required, authenticate any records of the corporation.
- (f) Develop and implement an operational budget for the Frontier Conference.
- (g) Prepare and disseminate all necessary reports to meet needs of the Frontier Conference and all national/regional guidelines.

- (h) Coordinate Frontier Conference scheduling for all Frontier Conference sponsored sports and, once completed, distribute to member athletic directors and all appropriate personnel.
- (i) Provide oversight of all public relations for the Frontier Conference to include, but not limited to, weekly statistical reports, Player of the Week, All-Conference selections, All-America nominations, academic honors, etc. This will include supervision of the Frontier Conference S.I.D.s.
- (j) Provide oversight of all (national, regional, Conference) academic, athletic, and financial aid compliance requirements for member institutions.
- (k) Supervise assignors of Frontier Conference officials and provide leadership for the evaluation and development for a broad pool of qualified officials.
- (l) Standardize and purchase all Frontier Conference awards and distribute them to appropriate individuals and/or institutions.
- (m) Provide oversight of the Frontier Conference Constitution and Bylaws, recommending and implementing any necessary changes approved by the Board of Directors. At the time changes are made to the Constitution and/or Bylaws, updated page(s) are to be immediately distributed to member institutions.
- (n) Seek corporate sponsors for Frontier Conference and Frontier Conference-sponsored activities, etc.
- (o) Be authorized to issue and sign checks in the name of the corporation.
- (p) Other duties as assigned by the Board of Directors.

ARTICLE V. COMMITTEES

Section 5.1 Council of Athletic Directors Committee.

The Council of Athletic Directors Committee shall consist of the Director of Athletics of each member institution, or a designated person from each member institution. Each member of the Council of Athletic Directors shall have one vote in the Council. The Council will have two or more members of the Board of Directors who serve at the pleasure of the board. A majority of affirmative votes shall decide all questions.

(a) *Functions.* The Council of Athletic Directors shall have the following duties:

- (1) Elect a Chairperson and a Vice-Chairperson of the Council;
- (2) Recommend to the Board of Directors amendments to the Bylaws;
- (3) Recommend changes in the eligibility rules of the Frontier Conference when necessary or desirable;
- (4) Conduct all Frontier Conference athletic activities in compliance with policies approved by the Board of Directors;
- (5) Make decisions on technical matters pertaining to the conduct of athletic activities;
- (6) Recommend to the Frontier Conference Commissioner annual budget items for consideration by the Board of Directors;

(b) *Regional Chair Coordinating Committee.* The most recent past Chairperson serves on the Regional Chair Coordinating Committee.

(c) *Regular Meetings of the Council of Athletic Directors.* The Council of Athletic Directors shall hold a minimum of two (2) meetings a year. The Chairperson shall determine the times, locations, and dates of the regular meetings, but the meetings shall occur prior to the Board of Director's regular annual meeting. Members of the Council of Athletic Directors may participate in regular and special meetings of the Council by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other, and participation by such means constitutes presence in person at a meeting.

(d) *Special Meetings of the Council of Athletic Directors.* The Chairperson of the Council of Athletic Directors may call special meetings of the Council of Athletic Directors. The Chairperson shall determine the time, location, and date of the special meeting.

(e) *Notice of Regular and Special Council of Athletic Directors' Meetings.* The Secretary of the corporation shall give notice of a meeting by mail, telephone, or fact to all members of the Council of Athletics Directors at their last known addresses at least two (2) weeks before the meeting, except in the event of an emergency. The notice shall include the meeting place, day, and hour.

(f) *Officers of the Council of Athletic Directors.* The Council of Athletic Directors shall have officers consisting of a Chairperson and a Vice-Chairperson. These officers shall be elected by the Council of Athletic Directors and serve a two-year term in accordance with the following conditions:

(1) The Chairperson of the Council of Athletic Directors shall be from the same member institution as the Chairperson of the Board of Directors (see Article III, Section 3.12). The Vice-Chairperson of the Council of Athletic Directors shall be the Athletic Director from the member institution next in line in the order of rotation.

(2) The order of rotation is:

Montana Tech of the University of Montana
Carroll College
Montana State University - Northern
Rocky Mountain College
University of Montana - Western
Lewis-Clark State College
Westminster College of Salt Lake City
University of Great Falls
Eastern Oregon University

Section 5.2 Committees of Directors.

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon him or her by law.

Section 5.3 Special Purpose Committees.

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more special purpose committees which shall consist of persons who have certain financial, legal, philanthropic or accounting expertise. A special purpose committee shall advise the Board of Directors on the matters that have been assigned to such committee.

Section 5.4 Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the corporation 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 ceases to qualify as a member thereof.

Section 5.5 Chairpersons.

One member of each committee shall be appointed chairperson.

Section 5.6 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.

Section 5.7 Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, the 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 a committee.

Section 5.8 Rules.

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

**ARTICLE VI. INDEMNIFICATION OF DIRECTORS, OFFICERS,
AGENTS AND EMPLOYEES**

Section 6.1 Indemnification.

The corporation shall indemnify any person, including the heirs and legal representatives of such person, made a party to a proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, provided the individual:

- (a) conducted himself or herself in good faith; and
- (b) reasonably believed:
 - (1) in the case of conduct in his or her official capacity with the corporation, that his or her conduct was in the best interests of the corporation; and
 - (2) in all other cases, that his or her conduct was at least not opposed to the best interests of the corporation; and
- (c) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful;

provided, however, that:

- (d) an individual shall not be indemnified in connection with the proceeding by or in the right of the corporation in which the individual was adjudged liable to the corporation;
- (e) an individual shall not be indemnified in connection with any proceeding that charges improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she has been adjudged to be liable on the basis that personal benefit was improperly received by him or her; and
- (f) if the proceeding was by or in the right of the corporation, indemnification shall be made only against reasonable expenses actually incurred by the person in connection with the proceeding and shall not be made with respect to any proceeding in which the person shall have been adjudged liable to the corporation.

The indemnification under this Section 6.1 is for liability incurred in the proceeding by such individual.

Section 6.2 Determination.

No indemnification shall be made under this Article VI unless authorized in the specific case after determination has been made that indemnification of the individual is permissible under the circumstances because he or she has met the standards of conduct set forth in Section 6.1. Such determination shall be made in accordance with Montana Code Annotated § 35-2-451 (2005), or any future corresponding section under the Montana Nonprofit Corporation Act.

Section 6.3 Advances.

Reasonable expenses incurred by a director, officer, employee or agent who is a party to a proceeding may be paid or reimbursed by the corporation in advance of the final disposition of such proceeding upon receipt by the corporation of:

- (a) a written affirmation by the director, officer, employee or agent of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation under Section 6.1;
- (b) a written undertaking by or on behalf of the director, officer, employee or agent to repay the advance amount if it is ultimately determined that he or she has not met such standard of conduct; and

- (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article VI.

The undertaking required herein must be an unlimited general obligation of the individual requesting the advance, but it need not be secured and may be accepted without reference to financial ability to make repayment. The determination to make an advance herein shall be made in accordance with Montana Code Annotated § 35-2-451 (2005) or any future corresponding section under the Montana Nonprofit Corporation Act.

Section 6.4 Miscellaneous.

The indemnification provisions contained herein, including all definitions thereto, shall be interpreted and construed as broadly as possible in favor of indemnification of the corporation's directors, officers, employees and agents, past or present, consistent with Montana Code Annotated §§ 35-2-446 through 35-2-454 (2005), or any future corresponding sections under the Montana Nonprofit Corporation Act.

I. ARTICLE VII PROHIBITED TRANSACTIONS

Section 7.1 Prohibited Transactions.

(a) *Prohibition Against Sharing In Corporation Earnings.* No Director, officer, employee, committee member, agent or other 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 corporation from making payments in furtherance of its exempt purposes as described in its Articles of Incorporation and from paying reasonable compensation to any person for services rendered to or for the corporation in effecting any of its exempt purposes as determined by the Board of Directors.

(b) *Prohibition Against Issuance of Stock, Dividends, Distributions.* The corporation shall not have or issue shares of stock. No dividends shall be paid by the corporation. No part of the income or assets of the corporation shall be distributed to any director, officer, employee, committee member or agent of the corporation, without full consideration.

(c) *No Personal Distributions Upon Dissolution.* No director, officer, employee, committee member or agent of the corporation shall be entitled to share in the distribution of any of the corporation's assets upon the dissolution of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities and obligations of the corporation and after considering the conditions that donors may have imposed on their charitable contributions to the corporation, distribute, transfer, convey and deliver the corporation's remaining assets to such organization or organizations organized and

operated exclusively for charitable, educational and/or religious purposes as shall at the time qualify as a tax-exempt organization or organizations under Sections 501(a) and 501(c)(3) of the Code, as the Board of Directors shall, in its sole discretion, determine. Any such assets not so disposed of shall be disposed of by the District Court of the Montana Thirteenth Judicial District in Yellowstone County, exclusively for such exempt purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such exempt purposes.

Section 7.2 Prohibited Activities.

Notwithstanding any other provision of these Bylaws, no Director, officer, committee member, employee or agent 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 (a) by an organization exempt from federal income tax under Sections 501(a) and 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VIII FISCAL POLICY

Section 8.1 Fiscal Year.

The corporation shall have a fiscal year which begins on July 1 and ends on June 30 of each year.

Section 8.2 Annual Fees.

An annual fee shall be charged to each member, payable upon receipt of statement from the Conference Commissioner. All fees not paid by October 1 of the current year shall make that member ineligible for any championship awards until payment is received.

Section 8.3 Annual Budget.

An annual budget for the operation of the Frontier Conference will be prepared by the Conference Commissioner at the spring meeting and submitted to the Board of Directors for approval.

ARTICLE IX. RECOGNIZED SPORTS

Section 9.1 Recognized Sports.

(a) Category I – Frontier Conference shall sponsor sports in football, volleyball, men's and women's basketball, and men's and women's golf. In an institution where a sport does not satisfy the criteria of Category I, then that sport shall

be classified as Category II until criteria is met (see Section 9.1(b)). Category I sports shall conduct a double round robin schedule including all eligible Conference members.

(b) Category II – Category II sports are sports for which Category I criteria are not met. To be recognized, a Category II competition must include at least three members of Frontier Conference and be authorized by the Board of Directors and the Council of Athletic Directors.

Section 9.2 “George Bandy Memorial All Sports Trophy.”

(a) Member institutions or teams not eligible to compete for the Frontier Conference championship in a particular sport will not be awarded any points toward the All Sports Trophy in that sport.

(b) The All Sports Trophy is determined each year on the basis of the following:

The sports are divided into two categories:

Category #1 Includes three or more teams which competed in double round robin with conference opponents (football, volleyball, men’s and women’s basketball, men’s and women’s golf, men’s and women’s cross country, and women’s soccer).

Category #2 All other sports competition in a Frontier Conference sanctioned meet.

Sports in each category shall be determined by the Board of Directors. The point system to be used is found in Appendix A – George Bandy Memorial.

(c) Points will be determined based on the final regular season standings in all sports considered where a regular schedule of competition occurs. In those sports where the conference standings are determined by a single tournament or competition (event), the standings at the conclusion of that event will determine how the points will be awarded.

ARTICLE X. ELIGIBILITY, LETTER OF INTENT, RECRUITMENT, and TRANSFERRING STUDENTS

Section 10.1 Eligibility.

All incoming student-athletes receiving athletic scholarship funds shall be required to sign the “Frontier Conference Letter of Intent.” Student-athletes will have five days to rescind the agreement without penalty. Copies of “Frontier Conference Letter of Intent” shall be forwarded to the Conference Commissioner.

Section 10.2 Frontier Conference Letter of Intent.

See Appendix B.

Section 10.3 Recruitment.

Frontier Conference members may not provide airline intra state travel (commercial or private) for a student athlete for purposes of recruitment; however, notwithstanding the foregoing, member institutions may provide air transportation to prospective student-athletes if they provide air transportation to non-student athletes.

Section 10.4 Transferring Students

Any student-athlete transferring within the Frontier Conference must sit out one year from competition, unless the certifying institution provides a written release for the student-athlete. The academic year is defined as the last day of the last academic term of the certifying institution, which is the conference school that the student is transferring from. .

ARTICLE XI. VIOLATIONS, PROTESTS, DISCIPLINARY ACTION

Section 11.1 Reports of Violations.

It is the duty of every staff member and student to report to the Faculty Athletic Representative of his or her member institution any alleged, reported, or indicated violations including all pertinent data and the names of the players or staff members involved. The Faculty Athletic Representative will present the report to the President/Chancellor of his or her institution. The President/Chancellor will forward the report to the Conference Commissioner and to the President/Chancellor and Faculty Athletic Representative of the accused member institution.

Section 11.2 Action on a Violation Report.

Upon receipt of a report of an alleged violation, the Conference Commissioner, at his discretion, will appoint a Violations Committee to investigate.

Section 11.3 Violations Committee.

A Violations Committee consisting of three faculty representatives from member institutions other than those involved in the protest or alleged violation shall be appointed by the Conference Commissioner to investigate and make reports of protests, disputes, and alleged violations of Frontier Conference rules and regulations. Actions in such cases will be taken by the Board of Directors.

Section 11.4 Action of the Violations Committee.

The Violations Committee shall make a full investigation of the incident. It will meet with the Faculty Athletic Representatives and Presidents/Chancellors of the member institutions involved in order to receive their input. Upon completion of their investigation, the Violations Committee shall report in writing to the Conference Commissioner, making whatever recommendations it deems desirable.

Section 11.5 Action of the Commissioner.

The Conference Commissioner shall review the report of the Violations Committee and recommend action to the Board of Directors, according to provisions of the these Bylaws.

Section 11.6 Action of the Board of Directors.

The Board of Directors shall take final action on all questions of expulsion, suspension, or probation of member institutions and shall serve as court of appeal for lesser matters in which Article II, Section 2.4 entitles the Council of Athletic Directors to act.

ARTICLE XII. PLAYING RULES

Section 12.1 Playing Rules.

All intercollegiate contests shall be conducted under the rules of the governing authority with which the Frontier Conference is affiliated for that sport.

ARTICLE XIII. AID TO ATHLETES

Section 13.1 Purpose.

In order to make it possible for student-athletes to have sufficient time to pursue their studies, participate in athletics, and enjoy a cross-section of student life and activities, member institutions are permitted to give scholarships, grants-in-aid and/or part-time employment. Alumni groups, civic organizations, and individuals are encouraged to contribute funds for the support of worthy student-athletes, but each institution shall require that all such funds be deposited with the institution for dispersal. Dispersal and control shall be the sole responsibility of the member institution.

Section 13.2 Financial Aid.

Athletic financial aid to participating student-athletes will be limited by the member institution to the dollar equivalent value of tuition, fees, and/or on-campus

housing charges. The inputted value received for campus housing will be limited to the member institution's prevailing rate for double occupancy in its residence halls as published in a current catalogue of the member institution. Student-athletes who receive financial assistance to help pay for typical board charges at the member institution, or for any other charges and expenses incidental to and required for the student-athlete's education, must work for these funds. The total grant in this category may not exceed the dollar value of the campus's full board plan. All such employment will be compensated at a rate equivalent to that received by similarly employed students who are not student-athletes, but who are performing like duties or have similar job responsibilities.

No athletic aid other than the foregoing shall be accepted by athletes, except that received from anyone upon whom the student is legally or naturally dependent, GI Bill of Rights, bona fide loans to students which are to be repaid by the student, Economic Opportunity Grants, Work-Study, Pell Grants, Bureau of Indian Affairs Grants, and off-campus employment.

Section 13.3 Definition of a Full-Grant Equivalent (FGE).

The dollar value of the Full-Grant Equivalent for a member institution shall be the value of in-state tuition, those fees required of all students, but not special fees, the value of board, the cost of books (\$500), and room at the rate for double occupancy in the residence halls as published.

Section 13.4 Limitation on Total Number of Full-Grant Equivalents.

The total amount of institutional aid, excluding out-of-state tuition, shall not exceed the value of Full-Grant Equivalents as allowed by NAIA. Each member institution is required to file an "Athletically Related Financial Aid Report." The form is mailed from the NAIA to each member school's chief executive officer in May of each year and is applicable for the school year just ending. Forms must be completed and returned by September 1, and a copy must be sent to the Conference Commissioner by September 1.

Section 13.5 Awards of Grants-in-Aid.

The dollar value of 58 FGEs may be allocated to any number of students in the institutions, provided that the sum of all institutional aid does not exceed the value of 58 FGEs for one academic year.

Section 13.6 Limitation of the Number of Grants-in-Aid by Sports.

The maximum number of FGEs that may be awarded to student-athletes participating in each conference sponsored sport is shown below:

Men's Football	24 FGEs	Women's Basketball	11 FGEs
Men's Basketball	11 FGEs	Women's Volleyball	8 FGEs
Men's Golf	2 FGEs	Women's Golf	2 FGEs
Soccer	12 FGEs	Wrestling	8 FGEs
Women's Softball	10 FGEs	Cross Country	5 FGEs
Track & Field	12 FGEs	Tennis	5 FGEs
Baseball	12 FGEs		

Section 13.7 Financial Aid Reports.

Reports of athletic financial aid granted to student-athletes must be sent to the Conference Commissioner annually, by September 1 (see Appendix C). Reports must indicate the total aid per student. Each student-athlete who receives athletic financial aid must affirm to the President/Chancellor of the member institution the nature and extent of his or her aid in a format approved by the Board of Directors. Such affirmation is to be co-signed by the appropriate coach or coaches and the athletics director. Student-athletes not conforming to the principles of Frontier Conference athletic financial aid policies shall be declared ineligible by the respective athletics directors and Presidents/Chancellors for such periods as they are not in compliance.

ARTICLE XIV. TICKETS AND PASSES

Section 14.1 Visitors' Tickets.

When visiting a member institution, students and faculty members of the visiting institutions will be charged the current rate for tickets except visiting cheerleaders and pep band members, who will be admitted free of charge.

Section 14.2 Complimentary Passes.

Frontier Conference passes for all sports shall be issued yearly to the athletics director of each school by the Conference Commissioner. Complimentary passes to school officials, city officials, press and publicity personnel shall be issued at the discretion of the home athletics director. No complimentary tickets or pass list will be allowed to visiting teams in any sport.

ARTICLE XV. AMENDMENTS

Section 15.1 Amendments.

The Bylaws of the corporation may be amended by a majority of the Directors present at a meeting of the Board of Directors.

ARTICLE XVI. NOTIFICATION OF ATTORNEY GENERAL

Section 16.1 Notification of Attorney General.

The corporation shall notify the Attorney General for the State of Montana upon the happening or proposed happening of dissolution, indemnification, merger, removal of directors by judicial proceeding, or the sale of substantially all of its assets (as these events are defined in the Montana Nonprofit Corporation Act). The corporation shall deliver notice in the manner required by each event and cooperate with the Attorney General of the State of Montana in providing any and all necessary information.

(a) *Dissolution:*

- (i) In the event of dissolution, the corporation shall give the Attorney General of the State of Montana written notice that the corporation intends to dissolve at or before the time the corporation delivers its articles of dissolution to the Montana Secretary of State. The notice must include a copy or summary of the plan of dissolution.
- (ii) The corporation shall not transfer and convey assets as part of the dissolution process until twenty (20) days after the corporation has given the written notice required by the foregoing paragraph to the Attorney General of the State of Montana or until the Attorney General of the State of Montana has consented in writing to the dissolution or indicated that he will not take action in respect to transfer or conveyance, whichever is earlier.
- (iii) When the corporation has transferred or conveyed all or substantially all of its assets following approval of dissolution, the Board of Directors shall deliver to the Attorney General of the State of Montana a list showing those, other than creditors, to whom the corporation transferred or conveyed assets. The list must indicate the address of each person, other than creditors, who received assets and an indication of what assets each received.

(b) *Indemnification:* The corporation must give the Attorney General of the State of Montana written notice of its proposed indemnification of a director, officer, employee or agent pursuant to Article VI. The corporation may not indemnify a director, officer, employee or agent until twenty (20) days after the effective date of the written notice.

(c) *Merger:* The corporation must give the Attorney General of the State of Montana written notice of the proposed merger of the corporation, and include with the notice a copy of the proposed plan of merger, at least twenty (20) days before consummation of any merger.

- (d) *Removal of Directors:* The corporation must give written notice to the Attorney General of the State of Montana if the corporation commences a proceeding to remove any director by a judicial proceeding.
- (e) *Sale of Assets:* The corporation must give written notice to the Attorney General of the State of Montana at least twenty (20) days before it sells, leases, exchanges, or otherwise disposes of all or substantially all of its property if the transaction is not in the usual and regular course of its activities, unless the Attorney General of the State of Montana has given the corporation a written waiver thereof.

CERTIFICATE

The undersigned, Secretary of the Frontier Conference named in the foregoing Bylaws, does hereby certify that the said Restated and Amended Bylaws were adopted by the Board of Directors of the Frontier Conference on December 10, 2009, and are true and complete and are presently in full force and effect.

Dated this _____ day of January, 2010.

FRONTIER CONFERENCE

By: _____
Its Secretary