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Short Form Return of Organization Exempt From Income Tax

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions)
All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2010 calendar year, or tax year beginning July 1, 2010, and ending June 30, 20 11

<p>B Check if applicable:</p> <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<p>C Name of organization WorkSafeMT, Incorporated</p> <p>Number and street (or P O box, if mail is not delivered to street address) Room/suite PO Box 7209</p> <p>City or town, state or country, and ZIP + 4 Helena, MT 59604-7209</p>	<p>D Employer identification number 80-0340135</p> <p>E Telephone number 406.563.5259</p> <p>F Group Exemption Number ▶</p>
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G Accounting Method Cash Accrual Other (specify) ▶ _____

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

I Website: ▶ **www.worksafemt.com**

J Tax-exempt status (check only one) - 501(c)(3) 501(c) () ◀ (insert no) 4947(a)(1) or 527

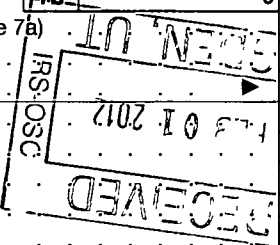
K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions) But if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ **82325**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I.)
Check if the organization used Schedule O to respond to any question in this Part I

SCANNED FEB 09 2011
Revenue

	1 Contributions, gifts, grants, and similar amounts received		1	82325
	2 Program service revenue including government fees and contracts		2	0
	3 Membership dues and assessments		3	0
	4 Investment income		4	0
	5a Gross amount from sale of assets other than inventory	5a	0	
	b Less: cost or other basis and sales expenses	5b	0	
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c		0
	6 Gaming and fundraising events			
	a Gross income from gaming (attach Schedule G if greater than \$15,000)	6a	0	
	b Gross income from fundraising events (not including \$ 0 of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6b	0	
	c Less: direct expenses from gaming and fundraising events	6c	0	
	d Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	6d		0
	7a Gross sales of inventory, less returns and allowances	7a	0	
	b Less: cost of goods sold	7b	0	
	c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		0
	8 Other revenue (describe in Schedule O)	8		0
	9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8	9		82325
Expenses	10 Grants and similar amounts paid (list in Schedule O)	10		0
	11 Benefits paid to or for members	11		0
	12 Salaries, other compensation, and employee benefits	12		0
	13 Professional fees and other payments to independent contractors	13		8838
	14 Occupancy, rent, utilities, and maintenance	14		8709
	15 Printing, publications, postage, and shipping	15		2080
	16 Other expenses (describe in Schedule O)	16		0
	17 Total expenses. Add lines 10 through 16	17		19627
Net Assets	18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18		62698
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19		13724
	20 Other changes in net assets or fund balances (explain in Schedule O)	20		0
	21 Net assets or fund balances at end of year. Combine lines 18 through 20	21		76422



ZIP

Part II Balance Sheets. (see the instructions for Part II.)

Check if the organization used Schedule O to respond to any question in this Part II

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	13724	22 76422
23 Land and buildings	0	23 0
24 Other assets (describe in Schedule O)	0	24 0
25 Total assets	0	25 0
26 Total liabilities (describe in Schedule O)	0	26 0
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	13724	27 76422

Part III Statement of Program Service Accomplishments (see the instructions for Part III.)

Check if the organization used Schedule O to respond to any question in this Part III

What is the organization's primary exempt purpose? Workplace Safety Education	Expenses
Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.	(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others)
28	
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	28a
29	
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	29a
30	
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	30a
31 Other program services (describe in Schedule O)	
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	31a
32 Total program service expenses (add lines 28a through 31a)	32 0

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated. (see the instructions for Part IV.)

Check if the organization used Schedule O to respond to any question in this Part IV

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Carl Kochman, 855 Front Street, Helena, MT 59601	Chair 5 hours	0	0	0
Annette Hoffman PO Box 35200, Billings, MT 59107-5200	5 hours	0	0	0
Terry BilBrey, RN 2291 West Broadway, Ste 2, Missoula, MT 59808	5 hours	0	0	0
Marvin R. Jordan PO Box 1748, Great Falls, MT 59405	5 hours	0	0	0
Al Calkin 3310 Baldy Drive, Helena, MT 59602	5 hours	0	0	0
Jerry Keck 1805 Prospect Avenue, Helena, MT 59601	5 hours	0	0	0
Molly Carlson 2291 West Broadway, Ste 2, Missoula, MT 59808	5 hours	0	0	0
Daniel Lee PO Box 16026, Missoula, MT 59808	5 hours	0	0	0
Mark A. Cole PO Box 950, Shelby, MT 59474	5 hours	0	0	0
Gray Lusin, PT 1532 Ellis Street, Ste 201, Bozeman, MT 59715	5 hours	0	0	0
Thomas B Danenhower PO Box 6669, Helena, MT 59604-6669	5 hours	0	0	0
Michael Marsh PO Box 20151, Billings, MT 59104-0151	5 hours	0	0	0
SEE ATTACHED		0	0	0

Part V Other Information (Note the statement requirements in the instructions for Part V.)

Check if the organization used Schedule O to respond to any question in this Part V

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O		✓
34	Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)	✓	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, explain in Schedule O why the organization did not report the income on Form 990-T.		
a	Did the organization have unrelated business gross income of \$1,000 or more or was it a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements?		✓
b	If "Yes," has it filed a tax return on Form 990-T for this year (see instructions)?		✓
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		✓
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0		
b	Did the organization file Form 1120-POL for this year?		✓
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?		✓
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b		
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9 39a		
b	Gross receipts, included on line 9, for public use of club facilities 39b		
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0 ; section 4912 ▶ 0 ; section 4955 ▶ 0		
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		✓
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0		
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ 0		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		✓
41	List the states with which a copy of this return is filed. ▶ none		
42a	The organization's books are in care of ▶ MEDS, PLLC Telephone no. ▶ 406.563.5359 Located at ▶ 118 East Seventh Street, Suite 2A, Anaconda, MT ZIP + 4 ▶ 59711		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	Yes	No
	If "Yes," enter the name of the foreign country: ▶		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.?		✓
	If "Yes," enter the name of the foreign country: ▶		
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 <input type="checkbox"/>		
		Yes	No
44a	Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓
b	Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓
c	Did the organization receive any payments for indoor tanning services during the year?		✓
d	If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

	Yes	No
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)?		<input checked="" type="checkbox"/>
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)		<input checked="" type="checkbox"/>
46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		<input checked="" type="checkbox"/>

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47-49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI

	Yes	No
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		<input checked="" type="checkbox"/>
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		<input checked="" type="checkbox"/>
49a Did the organization make any transfers to an exempt non-charitable related organization?		<input checked="" type="checkbox"/>
b If "Yes," was the related organization a section 527 organization?		<input checked="" type="checkbox"/>
50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None"		

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

f Total number of other employees paid over \$100,000

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None"

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000

52 Did the organization complete Schedule A? **Note:** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A Yes No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
 Signature of officer: *Leandro Tieto* Date: *1-26-2012*
 Type or print name and title: *Leandro Tieto, Treasurer*

Paid Preparer Use Only
 Print/Type preparer's name: _____ Preparer's signature: _____ Date: _____
 Check if self-employed PTIN: _____
 Firm's name: _____ Firm's EIN: _____
 Firm's address: _____ Phone no: _____

May the IRS discuss this return with the preparer shown above? See instructions Yes No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization WorkSafeMT, Incorporated	Employer identification number 80-0340135
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III—Functionally integrated d Type III—Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

	Yes	No
11g(i)		
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")					82325	82325
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf					0	0
3 The value of services or facilities furnished by a governmental unit to the organization without charge					0	0
4 Total. Add lines 1 through 3					82325	82325
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						00
6 Public support. Subtract line 5 from line 4.						82325

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4					82325	82325
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources					0	0
9 Net income from unrelated business activities, whether or not the business is regularly carried on					0	0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)					0	
11 Total support. Add lines 7 through 10						82325
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input checked="" type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	100 %
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test—2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test—2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
17a 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests—2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3% support tests—2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/>		

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

2010

**Open to Public
Inspection**

Name of the organization

WorkSafeMT, Incorporated

Employer identification number

80-0340135

Part III - Description of achievements.

WorkSafeMT, Incorporated (WSMT) offered free, safety education events called SafetyFestMT and conducted a public awareness campaign to alert Montanans to the high incidents of work-related injuries and deaths in Montana workplaces.

During this reporting period, WSMT held three SafetyFestMT events; Missoula, MT, December 6-10, 2010 ; Glasgow, MT February 14-17, 2011; and Billings, MT May 16-20, 2011. More than 50 work-related safety topics were offered between the three events and over 1,100 individuals from a variety of businesses and industries attended the training.

Class schedules for these SafetyFest events are available at www.safetyfestmt.com/archived-event.html.

The WSMT public awareness campaign to raise awareness and to engage employers and employees to take action to create safer workplaces included posting powerful videos to the WSMT website and to the Youtube internet site as well as through numerous Montana media outlets including radio, television, and movie theaters. Individual WSMT Board members also presented the WSMT message at business and community organizations across the state.

ARTICLES OF INCORPORATION

OF

WorkSafeMT, Incorporated

Pursuant to the Montana Nonprofit Corporation Act, the undersigned, of legal age, adopts the following articles of incorporation.

1. **Name.** The name of the corporation is WorkSafeMT, Incorporated.

2. **Duration.** The period of its duration is perpetual.

3. **Members.** The corporation will not have members.

4. **Public Benefit.** The corporation is a public benefit corporation

5. **Purposes.** The corporation is organized and shall be operated not for profit, but exclusively for charitable, research, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In furtherance of this objective,

the corporation shall have the following primary purposes:

(a) To promote and improve the culture of occupational health and safety in Montana through the use of the State-Wide Safety Initiative, through health and safety management systems, through people-based safety initiatives, and through other related programs and activities.

(b) To assist injured workers in recovering from on the job injuries and occupational diseases by promoting evidence based stay at work and return to work programs; and

(c) To receive and disburse funds, property and gifts of any kind for the benefit of the above two purposes.

6. **Powers.**

(a) The general powers are granted to the corporation by the Montana Nonprofit Corporation Act, § 35-2-118, MCA.

(b) The corporation shall not engage in any activities or exercise any powers that are not in furtherance of the stated purposes of the corporation.

(c) In addition to the general powers as limited in (a), the Corporation has the following specific powers:

- (i) To aid in the fulfillment of safety and health educational initiatives, stay at work and return to work educational initiatives, and related charitable functions by providing funds and assistance.
- (ii) To make grants of any corporate property in order to further the purposes of the corporation;
- (iii) To solicit, accept, administer, and disburse funds of every kind or to hold property in trust as the corporation deems appropriate for furthering the purposes of the corporation;
- (iv) To receive grants from other sources and disburse such grants for the support of the purposes of the corporation, and
- (v) To collaborate with the Montana Department of Labor & Industry to further the purposes of the corporation, for among other things, providing educational materials, advertising, health and safety equipment, support for stay at work and return to work programs and promotional items to public and private employers and employees operating within the State.

7. **Directors.** The corporation will be governed by a board of directors, who shall be appointed and elected in the manner provided in the bylaws.

8. **Registered Agent and Office.** The address of the initial registered office of the corporation is 1805 Prospect Avenue, P.O. Box 7209, Helena, Montana 59604-7209. The name of the corporation's initial registered agent is Georgiana Kochman.

9. **Restricted Activities.** No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of

statements) in any political campaign or on behalf of or in opposition to any candidate for public office.

10. **Prohibited Activities.** Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

11. **Prohibited Distributions.** No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 5.

12. **Dissolution.** Upon dissolution of the corporation, the Board of Directors shall, after paying or providing for payment of all of the liabilities of the corporation, distribute all of the remaining assets of the corporation exclusively for the purposes of the corporation and the purposes set forth in Section 501(c)(3) of the Internal Revenue Code. Any assets not so distributed shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for the corporation's purposes or to an organization or organizations organized and operated for the purposes as the Court shall determine.

13. **Bylaws.** Bylaws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these articles of incorporation.

14. **No Personal Liability.** There shall be no personal liability of any director to the corporation for monetary damages for breach of a director's duties to the corporation, provided that this limitation shall not apply to a breach of the director's duty of loyalty to the corporation; to acts or omissions not in good faith or involving intentional misconduct or knowing violation of the law; to transactions from which the director derives an improper personal economic benefit, or as otherwise limited in § 35-2-213(2)(e), MCA, or its successor.

15. **Incorporator.** The name and address of the incorporator is:

Carl Kochman
P O. Box 4759
Helena, MT 59604-4759

16. Revision to the Articles of Incorporation dated this 13th day of December, 2010.

 12-13-2010
Carl Kochman, Incorporator

BYLAWS

OF

WorkSafeMT, Incorporated

(a Montana Nonprofit Public Benefit Corporation)

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1. CORPORATION NAME, PURPOSES, POWERS AND OFFICES.

1.1 Name and Location.

This Corporation shall be known as WorkSafeMT, Inc. Offices of the Corporation shall be located in the City of Helena, Montana, and in such other localities as may be determined by the Board of Directors.

1.2 Authority.

This Corporation is a public benefit corporation incorporated under, and shall be operated according to the Montana Nonprofit Corporation Act (the "Act"). The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Internal Revenue Service Code Section 501(c)(3).

1.3 Purposes.

The Corporation shall have the following primary purposes:

- (a) To promote and improve the culture of occupational health and safety in Montana through the use of the State-Wide Safety Initiative, through health and safety management systems, through people-based safety initiatives, and through other related programs and activities;
- (b) To assist injured workers in recovering from on the job injuries and occupational diseases by promoting evidence based stay at work and return to work programs; and
- (c) To receive and disburse funds, property and gifts of any kind for the benefit of the above two purposes.

1.4 Powers.

(a) The general powers are granted to the Corporation by the Montana Nonprofit Corporation Act, § 35-2-118, MCA. The Corporation shall have the power, directly or indirectly, alone or in cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the Corporation is organized and to aid or

assist other organizations of persons whose activities further accomplish, foster, or attain such purposes.

(b) The Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the stated purposes of the Corporation.

1.5 Registered Office.

The registered office of this Corporation required by the Act to be maintained in the state of Montana may be, but need not be, identical with the principal office in the State of Montana, and the address of the registered office and registered agent may be changed from time to time by resolution of the Board of Directors.

1.6 Nonprofit Status and Exempt Activities Limitation.

(a) **Nonprofit Legal Status.** The Corporation is a Montana nonprofit public benefit organization, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) **Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no 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 as it now exists or may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any director, Officer, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

2. MEMBERS.

The Corporation shall have no members.

3. BOARD OF DIRECTORS.

3.1 Governing Powers.

Subject to the powers as limited in the Articles of Incorporation, the Board of Directors has supervision, control and direction of the affairs of the Corporation, and shall actively promote and pursue the Corporation's objectives.

The Board may adopt such policies and rules for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to one or more committees. Any committee shall consider and act upon all

committee recommendations, and may also consider such other matters regarding the Corporation as it deems appropriate, or as are requested for consideration by the Board.

3.2 Composition and Manner of Selection.

The Board shall consist of no less than nine (9) nor more than twenty-seven (27) voting members as shall be fixed from time to time by resolution of the Board of Directors. The members of the Board of Directors shall be elected by a two-thirds vote of the entire Board of Directors. Terms of office shall begin on the date of the annual Corporation meeting, or on the date of election if the Board member is elected to fill a vacancy. Terms of office shall be staggered so as to have approximately one-third of the Board elected each year.

The Governance Committee shall be responsible for the recruitment and nomination of prospective new directors. The Committee shall review each application for directorship and present a recommendation for Board action at the next scheduled Board meeting to fill a vacancy. The Governance Committee shall present a slate of candidates at the special meeting each year for election to fill expired terms of the directors. Nominees shall be selected based on the candidate's commitment to the mission of WorkSafeMT, Inc. and the skills and abilities the candidate brings to help the organization meet its mission. Whether to fill a vacancy or an expired term, the Governance Committee shall nominate prospective directors for Board election so as to achieve the optimum stakeholder representation.

3.3 Tenure of Office; Representation of Stakeholders.

- (a) Directors shall serve a term of three years. Directors may be elected to serve consecutive terms without limitation.
- (b) The composition of the Board of Directors shall reflect the diversity of stakeholders, including but not limited to directors representing the following constituencies: labor, management, health care providers, insurers, self insurers, the state fund, governmental regulators of safety and workers' compensation benefits, educators, youth, and any other types of stakeholder groups closely involved in assuring safe work places or providing workers' compensation benefits to injured workers. The labor and management constituencies shall each be represented by one-third of the current number of directors, plus one additional director seat. The designated labor and management seats on the Board may be filled by members of other constituencies when a majority of the directors representing labor or management, respectively, vote to include a member of another constituency to fill a designated labor or management seat.
- (c) Board elections to fill the expired terms of directors shall be held at a special meeting each year. Terms of office begin on the date of the annual Corporation meeting.

3.4 Proxy Voting.

A director may vote by proxy by submitting a proxy in written or electronic format to an Officer or the Executive Director prior to any vote for which the proxy will be exercised.

Proxies shall be archived in the Corporation's records.

3.5 Vacancies.

Any vacancy occurring in the Board of Directors because of death, resignation, removal, disqualification, or otherwise, shall be filled at any meeting by election by a two-thirds vote of the entire Board of Directors. A director elected to fill a vacancy shall finish the term of the departing director.

The Governance Committee shall be responsible for the recruitment and nomination of prospective new directors. The Governance Committee shall review each application for directorship to fill a vacancy and present a recommendation for Board action at the next scheduled Board meeting.

3.6 Removal.

A director may be removed, with or without cause, when two-thirds of the entire Board of Directors vote for the removal. Additionally, a director shall be removed for three (3) consecutive unexcused absences from meetings of the Board of Directors.

3.7 Resignation.

A director may resign at any time by delivering written notice to the Board of Directors. Unless the notice specifies a later effective date, a resignation is effective when the notice is delivered.

3.8 Regular Meetings.

The Board of Directors shall hold regular meetings each year on a designated day to be established by the Board. If it appears that a quorum of the Board will be unable to attend a regular meeting, the meeting may be rescheduled or cancelled.

3.9 Special Meetings.

A special meeting of the Board of Directors shall be held at least one month prior to the annual Corporation meeting to elect new directors to fill terms set to expire at the annual meeting. Other special meetings may be held at the discretion of the Chair of the Board or upon the written request of any two (2) members of the Board.

3.10 Annual Meeting.

The Corporation's annual meeting shall be held in the second calendar quarter of each year. A report shall be presented at the annual meeting summarizing the Corporation's activities for the previous year. Election of Officers to fill expired terms or vacancies shall take place at the annual meeting.

3.11 Meetings by Conference Telephone.

The Board may permit any or all directors to participate in a meeting of the Board by, or conduct the meeting through, the use of conference telephone or any means of communication by which persons participating in the meeting may hear each other simultaneously during the meeting. A director participating in the meeting by conference telephone is deemed present in person at the meeting. The chair of the meeting may establish reasonable rules for conducting the meeting by telephone or other electronic means.

3.12 Notice of Board of Directors Meetings.

The Corporation shall comply with the requirements of the open meeting laws, pursuant to § 2-3-201, MCA. *et seq.* Board discussion of issues involving personnel or donors may be conducted in executive session upon a majority vote of the directors.

Written or printed notice of every annual, regular and special meeting of the Board of Directors, stating the date, time, and place, but not necessarily the purpose of the meeting, must be given to each director not less than two (2) days prior to the date of the meeting. Regardless of whether the meeting is a regular, special, or annual meeting, if a purpose of the meeting is to consider (1) an amendment to the Articles of Incorporation, (2) a plan of merger, (3) the sale, lease, exchange, or disposition of all, or substantially all of the Corporation's property, or (4) the dissolution of the Corporation, then a notice must be given to each director at least seven (7) days before the meeting stating the purpose, and the notice must be accompanied by a copy of or summary, if applicable, of the proposed amendment to the Articles of Incorporation, the proposed plan of merger, the transaction for the disposition of the Corporation's property, or proposed plan of dissolution.

- (a) **Effective Date.** If mailed, notice of any meeting shall be deemed to be effective at the earlier of (i) five (5) days after deposited in the United States mail, addressed to the director's business office, with postage prepaid, (ii) the date shown on the return receipt (if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the director), or (iii) the date when received.
- (b) **Waiver of Notice.** Any director may waive notice of any meeting. The waiver must be in writing, signed by the director entitled in the notice, and filed with the minutes or corporate records. A director's attendance at a meeting waives the director's right to object to lack of notice or defective notice of the meeting unless the director, at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.

3.13 Quorum.

A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No action shall be taken unless a quorum is present.

3.14 Manner of Acting.

Unless otherwise provided by the Act, the Articles of Incorporation or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. Each director shall have one (1) vote. It is the intent of the Board to build consensus on decisions before voting.

3.15 Actions Without Meeting.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is approved in writing or by electronic format by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote.

3.16 Presumption of Assent.

A director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent is entered in the minutes of the meeting or unless a written dissent to such action is filed with the person acting as the secretary of the meeting before the adjournment thereof, or unless such dissent is forwarded by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of such action.

3.17 Chair and Vice Chair of the Board.

The elected Chair of the Board of Directors shall preside at all meetings of the Board. The Board shall have two Vice-chairs. The ranking Vice-chair, as designated by the Board, may act as Chair in the absence of the Chair.

3.18 Compensation of Directors.

No director shall receive any compensation from the Corporation for services rendered as a director. The Board may adopt policies providing for reimbursement for any reasonable expenses incurred by directors in the execution of their official duties, including travel expenses. Nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for professional services rendered to the Corporation that are reasonable and necessary to carry out one or more of the tax exempt purposes of the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board conflict of interest policy and Montana law.

4. COMMITTEES OF THE BOARD.

4.1 Committees.

- (a) **Standing and Special Committees.** The committees of the Board shall be standing and special, and each Board committee shall have membership, duties, and powers established

in these Bylaws and the Board resolution or charter creating the committee. Standing committees perform continuing functions on behalf of the Board. Special committees perform specific, limited tasks of the Board. In addition to the standing committees established in these Bylaws, the Board may establish standing and special committees by Board action or resolution.

- (b) **Creation of Committees and Appointment of Members.** All Board committees shall be created by the Board of Directors, and the Board shall appoint all committee members and fill any vacancies; provided, however, that the Executive Committee may create interim special committees of the Board and establish their membership between meetings of the Board, subject to Board ratification at the next regular or special meeting of the Board. Each committee must be composed of two or more voting directors and may include non-director members.

4.2 Restrictions on Committees.

Each committee may exercise the specific authority which the Board confers upon the committee in the resolution creating the committee; provided, however, a committee may not (1) approve the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; (2) elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or (3) adopt, amend, or repeal the Articles of Incorporation or Bylaws.

4.3 Committee Meetings.

(a) A majority of committee members constitute a quorum for any committee meeting. No action shall be taken by a committee unless a quorum is present.

(b) The sections of these Bylaws governing Board meetings; notice and waiver of notice; voting requirements; manner of acting; and action without meetings apply to committees and their members. Committees shall keep regular minutes of their proceedings and report the same to the Board. Committees are subject to all procedural rules governing the operation of the Board.

(c) A committee member may be removed, with or without cause, when two-thirds of the entire Board of Directors vote for removal. A committee member may be removed by the committee Chair if the member misses three consecutive committee meetings.

4.4 Executive Committee.

The Board shall have an Executive Committee with powers established by the Board, consistent with these Bylaws. The Chair of the Board shall serve as Chair of the Executive Committee.

4.5 Governance Committee.

The Board shall have a Governance Committee with powers established by the Board, consistent with these Bylaws. The Board shall appoint a Committee Chair.

4.6 Finance and Audit Committee.

The Board shall have a Finance and Audit Committee with powers established by the Board, consistent with these Bylaws. The Treasurer shall be the Committee Chair.

5. OFFICERS.

5.1 Number and Qualifications of Officers.

The Officers of the Corporation shall be the Chair, two Vice-chairs, a Secretary, and a Treasurer. Officers shall be directors elected by a majority of the Board of Directors at the annual meeting and serve at the pleasure of the Board.

- (a) The Chair may serve a single two-year term, unless the Board determines the best interest of the Corporation is served by the election of the Chair for a second two-year term by a two-thirds vote of the entire Board. An out-going Chair may serve as a Vice-chair or in any other office.
- (b) The two Vice-chairs shall serve staggered terms and each Vice-chair may serve two consecutive two-year terms. The Board shall designate the ranking Vice-chair.
- (c) The Secretary may serve two consecutive two-year terms.
- (d) The Treasurer shall be a director with expertise in finance and may serve two consecutive two-year terms.
- (e) The Board may also elect by majority vote such other Officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine.

5.2 Duties of the Officers.

The duties and powers of the Officers of the Corporation shall be as follows and as established by policy approved by the Board of Directors:

- (a) The Chair shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.
- (b) The ranking Vice-chair, as designated by the Board, shall normally accede to the office of Chair upon the completion of the Chair's term of office. The ranking Vice-chair, in the absence or disability of the Chair, shall perform the duties of the Chair. When so acting, the Vice-chair shall have all the powers of and be subject to all the restrictions upon the Chair. Both Vice-chairs shall have such other

powers and perform such other duties prescribed for them by the Board of Directors or the Chair.

- (c) The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of the Board. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Chair. The Secretary may appoint, with approval of the Executive Committee, a member of the staff to assist in performance of all or part of the duties of the Secretary.
- (d) The Treasurer shall be the lead director for oversight of the financial condition and affairs of the Corporation and shall have primary responsibility for implementing the responsibilities of the Finance and Audit Committee as specified in the committee charter. The Treasurer, working with the Finance and Audit Committee, shall oversee and keep the Board informed of the financial condition of the Corporation and of the results of audits or financial reviews. In conjunction with the Executive Director or other staff or Officers with responsibility for maintaining the financial records of the Corporation, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the Chair. The Treasurer may appoint, with approval of the Executive Committee, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

5.3 Removal and Resignation.

The Board of Directors may remove an Officer by a two-thirds vote of the entire Board of Directors, at any time, with or without cause. Any Officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6. EXECUTIVE DIRECTOR AND STAFF.

6.1 Appointment.

The Board of Directors may appoint an Executive Director as the chief executive officer of the Corporation. The Executive Director shall hold office at the will of the Board and shall report directly to the Board.

6.2 Duties.

The Executive Director shall be responsible for administrative management of the Corporation, with general and active supervision over the property, business and affairs of the Corporation. The Executive Director shall carry out the policies and programs of the Corporation and perform duties as directed by the Board, subject to oversight by the Board and the Executive Committee.

7. CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS.

7.1 Contracts.

The Board may authorize any Officer, Officers or agent to enter into any contract or execute or deliver any instruments in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instruments.

7.2 Checks, Drafts, etc.

All bank accounts and deposit accounts shall be in the name of the Corporation, and, unless specifically directed by the Board of Directors, such depositories may be designated by the Executive Director of the Corporation. All Corporation checks, drafts or other orders for payment must be authorized by two signatures, one of which is the Chair of the Board or designee of the Chair.

7.3 Investments.

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, 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 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. The Board may delegate to the Treasurer the day to day management of such investments as the Board may authorize.

8. INDEMNIFICATION AND ADVANCE FOR EXPENSES.

8.1 Mandatory Indemnification.

The Corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.

8.2 Permissible Indemnification.

The Corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the Corporation, against liability incurred in the proceeding, if determination to indemnify him or her has been made in the Act.

8.3 Advance for Expenses.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (a) a written affirmation from the director, Officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this Article, and (b) an undertaking by or on behalf of the director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation authorized in this Article.

8.4 Indemnification of Officers, Agents and Employees.

The Corporation may indemnify and advance expenses to an Officer, employee or agent of the Corporation who is not a director to the same extent as a director or to any extent, consistent with the Act and public policy that may be provided by the general or specific action of the Board or by contract.

8.5 Insurance.

The Corporation shall purchase and maintain insurance (a) to insure itself with respect to the indemnification payments it is authorized or obligated to make pursuant to this Article, and (b) on behalf of any person who is or was a director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, Officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise to insure against any liability asserted against person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article.

9. CONFLICT OF INTEREST.

9.1 Conflict of Interest.

A director shall disclose to the Board of Directors any material interest which the director directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board of Directors. The interested director shall abstain from voting on the transaction, provided, however that the director's presence may be counted in determining whether a quorum is present for purposes of Sections 3.13 and 4.3 of these Bylaws.

9.2 Approval of Conflict of Interest Transactions.

A transaction in which a director has a conflict of interest may be approved:

- (a) In advance by the vote of the Board of Directors or a committee of the Board if: (i) the material facts of the transaction are disclosed or known to the Board or committee of the Board; and (ii) the directors approving the transaction in good faith reasonably believe that the transaction is fair to the Corporation; or
- (b) Before or after the transaction is consummated by obtaining approval of: (i) the attorney general; or (ii) a state district court in any action in which the attorney general is joined as a party.

10. MISCELLANEOUS.

10.1 Books and Records.

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board and committees having any of the authority of the Board. All books and records of the Corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time at the main office of the Corporation.

10.2 Fiscal Year.

The fiscal year shall begin January 1 and end on December 31 each year, unless otherwise established by the Board.

10.3 Amending Bylaws.

The Bylaws of the Corporation may be altered, amended, added to, or repealed by a two-thirds vote of the entire Board as is necessary or appropriate to carry out the purposes of the Corporation to the fullest extent permitted by law. No such alteration, amendment, repeal or adoption shall in any way conflict with the purposes of the Corporation as stated in its Articles of Incorporation or otherwise cause the Corporation to lose its qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code.

11. DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or providing for payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation exclusively for the purposes of the Corporation and the purposes set forth in Section 501(c)(3) of the Internal Revenue Code. Any assets not so distributed shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for the Corporation's purposes or to an organization or organizations organized and operated for the purposes as the Court shall determine.

CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned hereby certifies that the above Bylaws of WorkSafeMT, Inc. were duly adopted by unanimous vote of the Board of Directors during the organizational meeting on September 23, 2008, and now constitute the Bylaws of the Corporation. By majority vote of the Board of Directors, the Bylaws of the Corporation have been amended on the following dates: September 2, 2009; May 6, 2009; February 3, 2010; December 13, 2010; and January 20, 2011.

DATED 1-20-2011



Carl Kochman, Chair
Board of Directors

Continued...

Part IV List of Officers, directors, Trustees, and Key Employees

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense Account and other allowances
John Gottbreht 148 Mission View Drive, Lakeside, MT 59922	5 hours	0	0	0
Blu Santee 275 Corporate Drive, Ste 500, Kalispell, MT 59901	5 hours	0	0	0
Al Smith PO Box 838, Helena, MT 59624	5 hours	0	0	0
Monica Switzer 785 Hwy 89 North, Livingston, MT 59047	5 hours	0	0	0
Tom Tanner 201 North Russell Street, Ste 4, Missoula, MT 59801	5 hours	0	0	0
Leah Tietz PO Box 203201, Helena, MT 59620-3201	5 hours	0	0	0
Dr Greg Vanichkachorn 205 Sunnyview Lane, Kalispell, MT 59901	5 hours	0	0	0
Lance Zanto 100 North Park Avenue, Ste.320, Helena, MT 50620	5 hours	0	0	0