

BCPOA BYLAWS – March 8 draft

ARTICLE I

Section 1. NAME.

The name of the corporation is Bridger Canyon Property Owners' Association, Inc., a non-profit corporation.

Section 2. PRINCIPAL OFFICE.

The principal office for the transaction of business of the corporation is Bridger Canyon, Bozeman, Montana.

Section 3. Purpose.

The purpose of this corporation shall be:

- to preserve the rural character and the natural beauty and resources of Bridger Canyon;
- to guide and direct orderly growth and development;
- to maintain, through organization, a definite influence in all matters which may affect residence or property rights and enjoyment thereof;
- to disseminate information regarding zoning requirements and local issues, and
- to hold regular meetings for open discussions of problems of mutual interest and concern .

Article II – MEMBERS

Section 4. Membership.

A "**Member**" of the association is an individual who (a) meets the following requirements, and (b) is not delinquent in his dues. Membership in this association shall be limited to individuals who are real estate tax paying land owners within the Bridger Canyon Zoning District (the "**District**"), as this District is established by Gallatin County or the State of Montana. The District as of the date these Bylaws are enacted is defined as the area from the north zoning boundary on Bridger Canyon Road, south to where the Bridger Canyon Road crosses Bridger Creek west of the slide area, east from Bridger Canyon Road to Interstate 90 on the Jackson Creek Road, and east from Bridger Canyon Road to the zoning boundary on Kelly Canyon Road. Ownership status shall be determined according to the zoning map on record at the Gallatin County Courthouse. Members must be of legal age. The Treasurer of the corporation or his designee shall maintain a list of Members.

Section 5. TERMINATION OF MEMBERSHIP.

Any Member may at any time terminate his membership by resignation. Membership is also terminated if the Member ceases to be an owner as described in Section 4 or is delinquent in paying his dues as described in Article III.

ARTICLE III – DUES AND FINANCES

Section 6. Dues.

Dues in this organization shall be set by the board of directors of the corporation (the "**Board**") and approved by the Membership at a general meeting in the event of a change. Dues will be payable January 1st of each year or such other date set by resolution of the Board. A Member will be deemed delinquent and lose his Membership in the association unless the dues are paid within ninety days after the due date. On or about sixty days after the due date, if a Member's dues are unpaid, the Treasurer will send a reminder.

Section 7. FINANCES.

All monies received by the corporation shall be deposited in a financial institution in Gallatin County selected by the Board. All monies or income shall be dispensed at the direction of the Chairman, by the Treasurer, by checks signed by the Chairman or Treasurer, with approval of the Board, provided, however, that a Director may expend up to \$500.00 without the approval by a majority vote of the Board. The Treasurer shall give a report of the corporation's monies at all general meeting of Members and Board meetings. The Treasurer's books and records shall be submitted to the Board for examination each year prior to the May general meeting or at any other time set by resolution of the Board.

ARTICLE IV – MEETINGS OF MEMBERS

Section 8. GENERAL MEETINGS.

(a) A minimum of one general meeting shall be held in May; the date, place, and hour to be designated by the Board, with a quorum consisting of twenty-five Voting Members (as defined in Section 8(b)).

(b) In its resolution setting the date, place, and hour of the general meeting, the Board shall designate a date that is no more than sixty days prior to date of the general meeting as the "**Record Date**" for the general meeting. Members on the Record Date ("**Voting Members**") shall be entitled to vote at that general meeting.

(c) The notice shall include reference to a proxy form, posted on the corporation's website, that may be used by Voting Members unable to attend the general meeting in person. A proxy (which need not be on the form on the corporation's website) (i) may be given only to another Member, (ii) must be delivered to the Secretary no later than one day prior to the general meeting, (iii) shall be revocable at any time prior to the

general meeting, and (iv) may be a general proxy or a proxy limited to one or more particular issues.

(d) The Secretary shall collect and tabulate the proxies for a general meeting. Any dispute over the validity of a proxy shall be resolved by the Board in advance of the general meeting.

Section 9. NOTICE OF GENERAL MEETINGS.

Notice of a general meeting must be in the mail two weeks in advance of the meeting with notice of the planned agenda; however, the business conducted at the meeting need not be limited to this agenda.

Section 10. SPECIAL MEETINGS.

Special meetings of the Members may be held at such other times (a) as the Chairman may determine, or (b) upon written request of five Directors, including one from each of the Election Groups, or (c) upon written request of at least 10% of the entire Membership. The Record Date for a special meeting shall be the date the meeting is requested. A quorum for a Special Meeting shall consist of twenty-five Voting Members. A Voting Member may vote by proxy as provided in Section 8.

Section 11. NOTICE OF SPECIAL MEETINGS.

Notice of a special meeting must be in the mail one week in advance of the meeting with a notice of the planned agenda, and no other business shall be conducted at said special meeting.

Section 12. VOTING.

Only Voting Members for a general or special meeting shall be entitled to vote and, in cases of joint tenancy or of organizations, they shall be limited to one (1) vote. Members may vote either in person or by written proxy. Only one (1) vote per Member is allowed.

Section 13. RULES OF ORDER.

Roberts' Rules of Order, latest edition, shall be recognized as the authority governing meetings of the Board and committees, and all meetings of the corporation, in all circumstances in which its provisions do not conflict with these Bylaws.

ARTICLE V – CHAIRMAN

Section 14. CHAIRMAN.

A chairman will be elected at the General Meeting for a one (1) year term to act as Chairman of the Association (the "**Chairman**") and a non-voting member the Board, except in the case of a tie vote of the Board in which event the Chairman shall have the casting vote. The Chairman shall serve without salary.

Section 15. DUTIES OF THE CHAIRMAN.

The Chairman shall be empowered to appoint such special committees as are needed at any time or upon the majority vote of the Voting Members at any meeting. The Chairman shall be, by virtue of his office, an ex-officio member of all committees and shall be notified of their meetings

Section 16. CONDUCT OF MEETINGS.

The Chairman or, in his absence, a Director selected by him or, in the event of no Directors present, a chairman for the meeting chosen by the majority of the Voting Members present, shall preside. The Secretary of the corporation shall act as secretary of the meeting and, in case the Secretary shall be absent from the meeting, the Chairman may appoint any person to act as secretary of the meeting.

ARTICLE VI — OFFICERS

Section 17. OFFICERS.

The Board shall elect the following officers of the corporation, each to serve for a term as determined by the Board:

Treasurer – The Treasurer shall (a) maintain the books and records of the corporation and report on its financial affairs as requested by the Chairman or the Board; (b) dispense monies as directed by the Chairman or the Board, as provided in Section 7; (c) maintain a list of Members; (d) bill and collect Membership dues as provided in Sections 4 and 6; (e) furnish notice of general and special meetings as provided in Article IV; (f) discharge such other matters as directed by the Board; and (g) discharge such other duties reasonably necessary or appropriate to accomplish any of the foregoing.

Secretary – The Secretary shall (a) serve as secretary of each meeting of the Board and the corporation; (b) maintain the minutes of the Board and the corporation as provided in Section 22(d); (c) collect and tabulate proxies for general and special meetings of the corporation as provided in Section 8(d); (d) discharge such other matters as directed by the Board; and (e) discharge such other duties reasonably necessary or appropriate to accomplish any of the foregoing.

The Board may appoint one or more Assistant Treasurers or Assistant Secretaries and such other officers as it deems appropriate. Each person so elected shall be given such duties and serve for a term as the Board in its resolution shall specify.

A person elected as an officer need not be a Director.

All officers shall serve without salary.

ARTICLE VII - DIRECTORS

Section 18. BOARD OF DIRECTORS.

The Board shall be thirteen (13) in number, all of whom shall be Members. Each duly elected member of the Board is a "*Director*."

Section 19. ELECTION OF THE BOARD OF DIRECTORS.

Following the election of a Chairman for a one (1) year term, at the May general meeting the Voting Members will be divided into three (3) groups (the "*Election Groups*") consisting of (1) Upper Bridger, from the north zoning boundary south to the junction of Jackson Creek Road; (2) Lower Bridger, from said road junction to the bridge crossing Bridger Creek west of the slide area; and (3) Jackson Creek Road area, from said road junction east to Interstate 90, for the purpose of electing four (4) directors from each Election Group.

Section 20. TERMS OF OFFICE.

The twelve (12) Directors will serve on a staggered basis, but initially one shall be elected to serve for one year, one for two years, and one for three years. Each newly elected Director from the three (3) areas will be elected for a three (3) year term.

Section 21. REPRESENTATIVE OF BRIDGER BOWL SKI AREA.

The Board shall approve an additional representative designated by Bridger Bowl Association for a one (1) year term on the Board, who need not be a private landowner in the District. The representative's position is an advisory one and shall be non-voting.

Section 22. POWERS OF DIRECTORS.

The Board shall act for and on behalf of the Membership in all matters pertaining to its organizational purposes, and every such act must be reported in minutes of each meeting, which shall be made available to Members upon request. All votes will be recorded in the minutes and shall reflect the number of Directors voting for or against the motion.

(a) The Board may elect officers as provided in Article VI.

(b) Absence from three consecutive meetings without an excuse deemed valid by the Board shall be construed as resignation therefrom. Upon the occurring of a vacancy for this reason, or the loss of a Director for any other reason, the remaining Directors from the affected Election Group shall nominate no more than two (2) persons to fill the vacancy. Election of a nominee to fill the vacancy shall be by a majority of Directors present and constituting a quorum at the Board meeting at which the election is called. Nominations and the election shall occur at the next Board meeting following the determination that a vacancy exists. The Director so elected shall serve until the next general meeting and may stand for election at that time.

An area dissatisfied with its representation may petition the Board, through a Director from that Election Group, to remove a Director. A decision on said petition shall be by majority vote of the Directors present and constituting a quorum at the Board meeting when the vote is called upon the petition.

(c) In the event that the office of the Chairman becomes vacant, the Board shall fill the office for the unexpired term.

(d) The Board shall keep correct and complete books and records of accounts, and shall also keep minutes of all meetings. All books and records of the corporation may be inspected by any Member for any proper purpose at any reasonable time. The Board and the Secretary shall be responsible for the safekeeping and maintaining of all records.

(e) The Board may by resolution empower a special committee or Director to perform on the corporation's behalf any act consistent with these Bylaws.

Section 23. MEETINGS OF THE BOARD OF DIRECTORS.

The Board shall designate a regular time and place of meeting of the Board. The Board shall meet whenever the need arises and at least four (4) times a year. If the Chairman so directs, meetings may also be held by conference or videoconference call, and Directors who cannot attend the meeting of the Board in person may participate.

(a) Subject to clause (c) below, all meetings of the Board shall be open to attendance by any Member, and by any member of the public unless directed otherwise by the Chairman. The Chairman may require Members and members of the public in attendance to provide name, address, and contact information.

(b) A quorum at a Board meeting shall be at least one Director from each Election Group and a minimum of six (6) Directors.

(c) Notwithstanding clause (a), by direction of the Chairman or by majority of Directors present at a meeting, the Board may meet in executive session, without access by the Members or the public, (i) if a matter involves the conduct of or action in respect to a particular person and the Chairman or the Board, as the case may be, determines that executive session is necessary or appropriate to protect the privacy interests of such person; or (ii) if a matter involves pending or contemplated litigation or administrative action, and the Chairman or the Board, as the case may be, determines that executive session is necessary or appropriate to protect the interests of the corporation; or (iii) for any other reason deemed by the Chairman or the Board, as the case may be, to be necessary or appropriate to comply with applicable law or to protect the interests of the corporation. Executive session shall be limited to the designated matter.

(d) The Chairman shall notify the Directors of the meeting agenda at least one day in advance. The business conducted at any meeting need not be limited to this agenda.

(e) The Secretary or other person designated by the Chairman shall prepare minutes of each meeting, as provided in Section 22(d).

(f) If the Chairman deems it necessary or advisable, the Board may take action by vote conducted by electronic mail, provided that all Directors are notified and given the opportunity to vote upon any such matter. Any motion or other matter determined in this manner shall be recorded in the minutes of the next following Board meeting.

ARTICLE VIII – CORPORATION WEBSITE AND COMMUNICATIONS

Section 24. WEBSITE.

The corporation shall maintain a website that shall be available to Members and the public. The website shall include the names and contact information of the Chairman and each Director and officer, a copy of these Bylaws, a copy of the agenda for each meeting of the Board, and such other information deemed by the Chairman or his designee to be of interest to the Membership.

Section 25 COMMUNICATIONS.

Notice of Board meetings may be sent by electronic mail. Notice of the Annual Meeting of the corporation shall be sent by electronic mail and U.S. mail, unless a Member waives his right to U.S. mail. The Chairman may notify Members of matters of interest by electronic mail.

**ARTICLE IX
AMENDMENTS TO BYLAWS**

Section 26. AMENDING BYLAWS.

These Bylaws may be altered, amended, or replaced, and new Bylaws may be adopted, by two-thirds of the Voting Members present at any general or special meeting of the membership at which a quorum is present.

Section 27. NOTICE OF CHANGE IN THE BYLAWS.

Written notice of intent to change the Bylaws shall be in the mail four weeks in advance of the general meeting at which the Bylaw amendment or change is to be considered. The exact wording of the amendment shall be in the notice.

Section 28. SEVERABILITY; REFORMATION.

In the event that the application of any provision of these Bylaws to any particular facts or circumstances shall be held to be invalid or unenforceable under applicable law, then such provision shall be reformed without further action to the extent strictly necessary to render such provision valid and enforceable, and the court shall have the power so to reform such provision. Any such holding shall not affect the validity and enforceability of any other provision of these Bylaws.