

AMENDED AND RESTATED BYLAWS OF BRIDGER CANYON PROPERTY OWNERS' ASSOCIATION, INC.

As amended at the May 23, 2017 General Meeting of the BCPOA membership.

*As amended and restated at the _____ General Meeting of the BCPOA
membership.¹*

ARTICLE I

Section 1. NAME.

The name of the corporation is Bridger Canyon Property Owners' Association, Inc., a non-profit public benefit corporation with members, 501(c)(4), referred to herein as the "Association".

Section 2. PRINCIPAL OFFICE.

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

Section 3. PURPOSE.

The purpose of this Association shall be:

- (a) to preserve the rural character and the natural beauty and resources of Bridger Canyon;
- (b) to guide and direct orderly growth and development;
- (c) to maintain, through organization, a definite influence in all matters which may affect residence or property rights and enjoyment thereof;
- (d) to disseminate information regarding zoning requirements and local issues
- (e) to hold regular meetings for open discussions of problems of mutual interest and concern; and,
- (f) education, advocacy, any other activities and action as necessary or incidental to the foregoing.

Section 4. BRIDGER CANYON ZONING DISTRICT.

The Bridger Canyon Zoning District (the "District") was created by resolution of the Board of County Commissioners, Gallatin County, on July 12, 1971 and the District is defined as the area of real property within the boundaries as set forth on the Official Zoning Map of

¹ NOTE TO DRAFT: This is a draft (April 15, 2025), subject to the Board's review and discussion, and additional Notes to Draft herein.

the Bridger Canyon Zoning District, as may be amended from time to time, on file and of record with the Gallatin County Clerk and Recorder. and as a copy of the -current- map, as of the date of the 2025 restated and amended Bylaws, is defined-attached as map in Appendix Exhibit A, and incorporated by reference. The District boundaries may generally be described as 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.

Article II – MEMBERS

Section 1. MEMBERSHIP.

A "**Member**" of the Association is an individual, entity, or trust that (a) meets the following requirements, and (b) is not delinquent in payment of dues. Membership in this Association shall be limited to real estate tax paying landowners within the Bridger Canyon Zoning District, who complete an application for membership and pay dues at the time of application. Ownership status shall be determined according to the property ownership records and the Official Zoning Map on record at the Gallatin County Courthouse. Members must be of legal age. A landowner within the District that is a trust or business entity shall appoint one individual to represent its membership interest. Landowners who are joint owners or tenants in common shall appoint one individual to represent their membership interest. Additional membership criteria and voting considerations are provided in Membership and Voting, Exhibit B, incorporated herein by reference. The Treasurer of the Association or designee shall maintain the list of Members.

Section 2. TERMINATION OF MEMBERSHIP.

Any Member may at any time terminate membership by resignation. Membership is also terminated if the Member ceases to be an owner as described in Article II, Section 1 or is delinquent in paying dues as described in Article III. A Member may be terminated or suspended for cause, pursuant to the following procedure, which is fair and reasonable, when it i) provides the Member with no less than fifteen days' prior written notice of the termination or suspension with the reason(s) for the termination or suspension, and an opportunity for the Member to be heard, in person or in writing, no less than five days before the effective date of the termination or suspension by the Board of Directors, the persons authorized by these Bylaws to decide on the termination or suspension, and ii) takes into consideration all relevant facts and circumstances. Written notice shall be provided by first-class or certified mail sent to the last address of the Member in the corporate records or by email if notice by email has been elected by the Member. Any proceeding challenging the termination or suspension must commence within one year after the effective date of the termination or suspension, including an action alleging defective notice thereof. In the event of termination, no matter the reason, dues shall not be refundable. A terminated or suspended Member may be liable for dues or fees as a result of obligations incurred or commitments made prior to the termination or

suspension.

Section 3. MEMBERS' OBLIGATIONS.

- (a) Members shall support the purpose of the Association as defined in Article I and respect and abide by these Bylaws.
- (b) It is the duty of each Member, upon becoming a Member, to advise the Association of the Member's current mailing address and email address, if notice by email is elected, and preferred method of notice, whether United States mail or email. Each Member has a continuing obligation to update the mailing address and email address, if applicable, on file with the Association when such addresses change, and to pay dues as due become due and owing.

ARTICLE III – DUES AND FINANCES; RECORDS

Section 1. DUES.

Dues in this organization shall be set by the Board of Directors of the Association (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 on such other date set by resolution of the Board, with written notice provided to the Members. A Member will be deemed delinquent and no longer a Member in the Association if the dues are not paid within ninety days after the due date.

Section 2. FINANCES.

- (a) Finances. All monies received by the Association 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 Chair, by the Treasurer, by checks signed by the Chair 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 Association'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.
- (b) Contracts. The Board may authorize any officer or officers, agent or agents of the Association in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be confined to specific Instances.
- (c) Checks. All checks, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the Chair or Vice Chair.
- (d) Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such FDIC insured banks, trust companies, or other depositories

as the Board may select. The Treasurer will ensure that all funds not needed for current operations of the Association are invested with such financial institutions as may from time to time be approved by the Board in accordance with the Investment Policy of the Association adopted by the Board, or may be held in an interest-bearing account at an FDIC insured banking institution.

- (e) Gifts. The Board may accept on behalf of the Association any contribution, gift, bequest or devise for any purpose of the Association.
- (f) Fiscal Year. This fiscal year of the Association shall be the calendar year or shall be another date as adopted by resolution of the Board. There shall be an annual audit of the Association's books and financial condition performed by a Certified Public Accountant upon order by resolution of the Board.

Section ~~23~~. RECORDS.

The Board of Directors, Treasurer, and Secretary shall be responsible for the safekeeping and maintaining of all records. All books and records of the Association may be inspected by any Member for any proper purpose at any reasonable time, upon request and notice in advance.

ARTICLE IV – MEETINGS OF MEMBERS

Section 1. GENERAL MEETINGS.

~~(a) Meeting; Record Date.~~ A minimum of one general meeting shall be held in May or June, or other date ~~d~~ as determined by the Board of Directors; the date, place, and hour to be designated by Resolution of the Board, ~~with a~~

~~(b) A quorum consisting of twenty five Voting Members (as defined in Section 8(b)). is required for any action requiring a vote of the Membership.~~

(a) In its resolution, the Board shall set the date, place, and hour of the general meeting, and 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.

~~(a) (d) Notice; Proxy.~~ The general meeting ~~notice~~ shall be noticed- in accordance with Section 4, and shall include reference to a proxy form, posted on the Association'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 Association's website, but which must contain substantially the same information) (i) may be given only to another Member, (ii) must be delivered to the Secretary no later than seven days prior to the general meeting, (iii) shall be revocable at any time prior to the_

(b) general meeting, and (iv) may be a general proxy or a proxy limited to one or more particular issues. Proxies not received by the deadline due to unavoidable and extraordinary circumstances beyond the control of the Member may be considered by the ~~B~~oard of ~~D~~irectors on a case-by-case basis.

(c) Tabulation of Proxies. ~~(e)~~ The Secretary shall collect and tabulate the proxies for a general meeting in advance of such meeting. Any dispute over the validity of a proxy shall be resolved by the Board in advance of the general meeting.

~~(a)~~(d) Quorum. A quorum consisting of twenty-five Voting Members is required for any action requiring a vote of the Membership

Section 2. ORDER OF GENERAL MEETINGS.

- (a) Treasurer's Report
- (b) Chair's Report
- (c) Committee Reports
- (d) Old Business, and
- (e) New Business

Section 3. SPECIAL MEETINGS.

Special meetings of the Members may be held at such other times (a) as the Chair 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 herein ~~in Section 8~~.

Section 4. NOTICE OF GENERAL AND SPECIAL MEETINGS.

Notice of a general meeting shall be sent by regular United States mail or by email, upon such election by a Member, no less than two weeks, but no more than four weeks in advance of the general meeting, which notice shall include the planned agenda. Such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at the address as it appears in the books of the Association, with postage thereon prepaid. Notice may be by email if the ~~Owner Member~~ Member has elected as much in writing, which notice shall be effective upon being sent by the sender to the Member's email address on file with the Association. Notice of a special meeting shall be sent by regular US mail or by email, if the Member has so elected, no less than 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. Attendance by a Member at a meeting shall constitute a waiver of notice of that meeting, unless the Member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting, and waives objection to consideration of a particular matter at the meeting

that is not within the purposes described in the meeting notice, unless the Member objects to considering the matter when presented.

Section ~~12~~5. VOTING.

Only Voting Members shall be entitled to vote, at a general or special meeting. If landowner is a joint tenancy or tenants in common, ~~or trust, entity, or~~ organizations, ~~they~~ landowner shall be limited to one (1) vote and shall appoint the Member to cast such vote. Members may vote either in person or by written proxy. Only one (1) vote per Member is allowed. Additional voting considerations are provided in Membership and Voting, Exhibit B.

Section ~~13~~6. RULES OF ORDER.

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

ARTICLE V – CHAIR

Section 1. CHAIR.

A chair will be elected from among the Voting Members at the General Meeting for a one (1) year term to act as Chair of the Association (the "**Chair**") and a non-voting member of the Board, except in the case of a tie vote of the Board in which event the Chair shall have the casting vote. The Chair shall call meetings of the Board of Directors and will preside over all such meetings. The Chair shall serve without salary.

Section 2. ~~DUTIES OF THE CHAIR.~~

~~The Chair shall be empowered to appoint such special committees as are needed at any time. The Chair shall be, by virtue of the Chair's office, an ex-officio member of all committees and shall be notified of their meetings~~

~~Section 3. CONDUCT OF MEETINGS.~~

The Vice Chair or, in the Vice Chair's absence, a Director selected by the Chair or, in the event of no Directors present, a chair for the meeting chosen by the majority of the Voting Members present, shall preside. The Secretary of the Association shall act as secretary of the meeting and, in case the Secretary shall be absent from the meeting, the Chair may appoint any person to act as secretary of the meeting.

ARTICLE VI — OFFICERS

Section 1. OFFICERS.

The Board shall elect the following officers of the Association at the first Board of Directors' meeting after the election of Directors, each to serve for a term as determined by the Board. A person elected as an officer need not be a Director. All officers shall serve without salary.

Section 2. VICE CHAIR

~~—~~The Vice Chair shall act for the Chair, in the Chair's absence, and shall serve for a three- (3-) year term.

Section 3. TREASURER

~~—~~The Treasurer shall (a) oversee the handling of funds, along with accurate records and receipts in accordance with Generally Accepted Accounting Principles, and maintain the books and records of the Association and report on its financial affairs as requested by the Chair or the Board; (b) dispense monies as directed by the Chair 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; (g) discharge such other duties reasonably necessary or appropriate to accomplish any of the foregoing; (h) and shall serve for a three- (3-) year term.

Section 4. SECRETARY

~~—~~The Secretary shall (a) serve as secretary of each meeting of the Board and the Association; (b) maintain the minutes of the Board and the Association as provided herein and corporate and operational records; (c) collect and tabulate proxies for general and special meetings of the Association as provided herein and Members' notice of election; (d) discharge such other matters as directed by the Board; (e) discharge such other duties reasonably necessary or appropriate to accomplish any of the foregoing; and shall serve for a three- (3-) year term.

Section 5. REMOVAL

Any officer may be removed by the Board of Directors whenever in its judgment the best interest of the Association would be served thereby.

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ARTICLE VII - DIRECTORS

Section 1. BOARD OF DIRECTORS.

The Board shall be thirteen (13) in number, all of whom shall be Members, which shall include four (4) Members from each Election Group, plus the Chair. Each duly elected member of the Board is a "**Director**." Directors are responsible for conducting the business of the Association in accordance with the purposes of the Association described in Article I, Section 3.

Section 2. ELECTION OF THE BOARD OF DIRECTORS.

Following the election of a Chair at the ~~May~~ annual general meeting the Voting Members will be divided into three (3) groups as shown in map attached as Appendix C (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. See Election Group boundaries at Exhibit C, incorporated by reference.

Section 3. TERMS OF OFFICE.

The Chair shall be elected for a one (1) year term. The twelve (12) Directors, four (4) from each Election Group, will serve on a staggered basis, ~~as follows. Position 1 shall serve for one year, Position 2 shall serve for two years, and Position 3 and Position 4 shall each serve for three years.~~ Each newly elected Director from the three (3) areas will be elected for a ~~three~~ four (34) year term. No Director may serve on the Board for more than ~~three~~ two (23) consecutive elected terms. A Director who has served ~~three~~ two (32) consecutive terms may be nominated and elected to the Board after a one-year period of absence from the Board for one (1) additional ~~three~~ four (43) year term. The Board may make special exceptions to term limits if a Director position cannot be filled.

Section 4. REPRESENTATIVE OF BRIDGER BOWL SKI AREA AND CROSSCUT .

The Board shall approve an additional representative each from and as designated by Bridger Bowl Association and Crosscut Mountain Sports Center for a one (1) year term on the Board, who need not be landowners in the District. These representatives' positions are advisory only and shall be non-dues paying and non-voting.

Section 5. POWERS OF DIRECTORS.

- (a) 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.
- (b) The Board may elect officers as provided in Article VI.
- (c) The Board shall keep correct and complete books and records of accounts, and shall also

keep minutes of all meetings.

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

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

~~(e)~~(f) The Board shall otherwise have the power and authority to act in accordance with these Bylaws.

Section 6. REMOVAL AND RESIGNATION; VACANCIES

(a) A Director may be removed from the Board upon the unanimous vote of the Association at a meeting called for that purpose, upon notice being given. A Director may resign at any time by giving notice to the Board, the President, or Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon such vote or receipt of notice by the Board or an officer thereof, and acceptance of the resignation shall not be necessary to make it effective.

(b) Absence from three consecutive meetings without an excuse deemed valid by the Board shall be construed as resignation therefrom.

(c) 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.

(d) Upon the occurring of a vacancy, or the loss of a Director for any other reason, the remaining Directors shall nominate no more than two (2) Members from the vacating Director's Election Group to fill the vacancy. Nominations from the running list maintained by the Nominating Committee shall be among those considered. Such nominations shall be made prior to the meeting at which an election to fill the vacancy is held, and shall be included on the agenda for said meeting for notice purposes. Election of a Member 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 or as soon as possible following the determination that a vacancy exists. The Director so elected shall serve the remainder of the term of the vacating Director and may stand for election upon expiration of the term.

(e) In the event that the office of the Chair or other Officer position becomes vacant, the Board shall fill the office from among the existing Directors for the unexpired term.

~~Upon the occurring of a vacancy for this reason, or the loss of a Director for any other reason, the remaining Directors shall nominate no more than two (2) Members from the vacating Director's Election Group to fill the vacancy. Election of a Member 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 or as soon as possible following the determination that~~

~~a vacancy exists. The Director so elected shall serve the remainder of the term of the vacating Director and may stand for election upon expiration of the term.~~

~~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.~~

~~In the event that the office of the Chair or other Officer position becomes vacant, the Board shall fill the office from among the existing Directors for the unexpired term.~~

~~The Nominating Committee shall keep a running list of Members who wish to serve as Directors for each Election Group.~~

Section 6.7. MEETINGS OF THE BOARD OF DIRECTORS.

The Board shall designate a regular time and place for meetings of the Board. The Board shall meet whenever the need arises and at least four (4) times a year. If the Chair 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 Chair. The Chair 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 Chair 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 Chair 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 Chair or the Board, as the case may be, determines that executive session is necessary or appropriate to protect the interests of the Association; or (iii) for any other reason deemed by the Chair 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 Association. Executive session shall be limited to the designated matter.
- (d) The Chair 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 Chair shall prepare minutes of each meeting, as provided in these Bylaws.
- (f) If the Chair 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.
- (g) Action required or permitted to be taken at a Board meeting may be taken without a Board meeting if the action is taken by all Board members and evidenced by written

consent describing the action taken, signed by each Board member, and included in the minutes filed with the Association's records reflecting the action so taken. Action under this section is effective when the last director signs the consent unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as a vote in any document.

Section 8. LIABILITY.

The provisions of § 35-2-447, MCA regarding the Association's authority to indemnify the directors are incorporated herein, in addition to any other limitation on director liability provided by law, and no director shall be personally liable to the Association or its members for monetary damages for breach of a director's fiduciary duties as provided therein, except for the following matters:

- (a) breach of the director's duty of loyalty to the Association or its members;
- (b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of laws;
- (c) a transaction from which a director derived an improper personal economic benefit; or
- (d) a transaction for which the director voted and from which such director derives an improper personal economic benefit.

Section 9. INDEMNIFICATION.

Members serving as directors of the Association shall be indemnified for their actions to the fullest extent allowed under State law pursuant to §§ 35-2-446 through 35-2-454, MCA.

ARTICLE VIII – COMMITTEES

Section 1. APPOINTMENT.

The Chair shall be empowered to appoint such special committees as are needed at any time. Such special committees shall include, but shall not be limited to the Nominating Committee and the Zoning Committee. The Chair shall be, by virtue of the Chair's office, an ex-officio member of all committees and shall be notified of meetings. Committee members shall be need not be Directors but shall be Members.

Section 2. NOMINATING COMMITTEE.

Prior to the General Meeting, the Board shall appoint a Nominating Committee from among the Members to select or receive candidates to fill vacancies created by the expiration of Director's terms or otherwise created, and to fill vacancies on the Zoning Committee, and other committees, other than the Nominating Committee, if any. The number of nominations by the Nominating Committee for any one Board position or committee seat shall not exceed six (6) and nominees' names shall be presented to the general membership at the General Meeting. The Nominating Committee shall keep a running list of Members who wish to serve as Directors for each Election Group.

Section 3. ZONING COMMITTEE.

The Zoning Committee shall be appointed by the Board. The purpose of the Zoning

Committee is to vigorously defend the Bridger Canyon Zoning Regulation and Gallatin County Administrative Zoning Regulation as applied thereto, by hearing and reviewing applications, and testifying before the Planning and Zoning Commission. The Zoning Committee may, but is not obligated to, facilitate resolution of zoning-related complaints in the Bridger Canyon Zoning District, by mediating between involved parties.

ARTICLE IX – WEBSITE AND COMMUNICATIONS

Section 1. WEBSITE.

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

Section 2. COMMUNICATIONS.

~~Notice of Board meetings may be sent by electronic mail. Notice of the Annual Meeting of the Association shall be sent by electronic mail and U.S. mail, unless a Member waives a Member's right to U.S. mail. The Chair may notify Members of matters of interest by electronic mail.~~

ARTICLE IX – AMENDMENTS TO BYLAWS

Section 1. 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. All previous bylaws are rescinded by acceptance of these amended and restated Bylaws.

Section 2. NOTICE OF CHANGE IN THE BYLAWS.

Written notice of intent to change the Bylaws shall be ~~in the mail four two weeks in advance of~~ included with Notice of the general meeting at which the Bylaw amendment or change is to be considered, as provided in Article IV. The exact wording of the amendment shall be in the notice.

Section 3. 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.

**ARTICLE XI –
DISSOLUTION**

Upon dissolution of the Association, the Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all assets of the Association in the following manner: ~~it~~ all of the residuary assets, after payment of all creditors' claims and obligations of the Association shall be distributed solely for the purposes and object of the Association as set forth in Article I of these bylaws to such organization(s) organized and operated for charitable, educational, or other purposes as shall from time to time qualify as an exempt organization under Section 501(c)(4) of the Internal Revenue Code of 1954 as the Directors shall determine. Any assets of the Association not so disposed of shall be disposed of by a District Court of Gallatin County, Montana following the same criteria set forth above.

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EXHIBIT A

Bridger Canyon Zoning Map
on file and of record as of the adoption date of the Amended and Restated Bylaws of
the Bridge Canyon Property Owners' Association, Inc.
(as may be amended by Gallatin County)

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Exhibit B

Membership and Voting

1. Each landowner within the boundaries of the district may be a Member.
2. If property is held jointly, or as tenants in common, they together or collectively may be a Member having one membership interest. Landowners who are joint owners or tenants in common shall appoint one individual to represent their membership interest and vote, which shall be indicated on the application.
3. A landowner that is trust may be a Member and shall have only one membership interest. A trustee of the trust must sign the application and provide the copy of the first page of the trust, the signature page of the trust and the page showing that the person signing on behalf of the trust is a current trustee and has the authority to act on behalf of the trust and vote.
4. A corporation landowner may be a Member and shall have only one membership interest. Standard bylaws may require both the president and secretary sign as "president of TBD Inc." and "secretary of TBD Inc." If bylaws provide otherwise, a copy of the relevant page of the bylaws and the first page of the bylaws must be attached to the application, showing the person(s) who has the authority to act on behalf of the corporation and vote.
5. A partnership landowner may be a Member and shall have only one membership interest. All partners must the application or the non-signing partners must authorize one partner to sign for and exercise the partnership's vote and a copy of that authorization must be attached to the application. The partners must sign as "partner."
6. A limited partnership landowner may be a Member and shall have one membership interest. All partners must sign the application or the general partner may sign if authorized in writing by all the limited partners to sign for the partnership and vote. A copy of the authorization must be attached to the signature page. The partners must sign as either "general partner" or "limited partner."
7. A limited liability company may be Member and shall have only one membership interest. Depending on how authorized by the articles of organization or operating agreement, one LLC member or the manager may sign and exercise the limited liability company's vote. A copy of the relevant page of the articles of organization or operating agreement and the first page of the articles of organization or operating agreement must be attached to the application. The member must sign as "member" or the manager must sign as "manager."
8. A limited liability partnership may be a Member and shall have one membership interest. All partners must sign or the non-signing partners must authorize one partner to sign for and vote on behalf of the partnership and a copy of that authorization must be attached to the application. The partners must sign as "partner."
9. Each parcel of record shall count as one Member with one membership interest

and one vote, however an individual, entity, or trust owning multiple parcels may only be a single Member, a single membership interest and a single vote. In other words, no ownership interest may be counted as multiple Members nor have multiple membership interests, nor multiple voting rights, and notwithstanding ownership of multiple parcels, each owner/parcel of record is only counted once and as one vote.

10. It is the obligation of Members to ensure the Association has current ownership information. Changes to appointed "Members" for the purpose of voting may be made in writing to the Association in advance of a Record Date.

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EXHIBIT C

ELECTION GROUPS

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