

FLINT CREEK RANCH CLUSTER OWNER'S ASSOCIATION BYLAWS

- Article I - General Provisions/Definitions
- Article II - Budget
- Article III - Meeting of Members
- Article IV - Board of Directors
- Article V - Officers
- Article VI - Committees
- Article VII - Books and Records
- Article VIII - Amendments

ARTICLE I

GENERAL PROVISIONS

1.1 Bylaws. These Bylaws constitute the Revised Bylaws of the Association, as duly approved by a majority vote of the Board of Directors of the Association held on February 27, 2024. These Revised Bylaws shall supersede all previously adopted Bylaws adopted by the Board of Directors.

1.2 Interpretation. These Bylaws describe how the Flint Creek Ranch Cluster Owners' Association will operate in accordance with Section 1.8 of the First Amended Declaration of Covenants, Conditions, and Restrictions (CC&R). In the case of any conflict between these Bylaws and the CC&R, the provisions of the CC&R shall prevail. In the case of any conflict between these Bylaws and the Montana Code Annotated (MCA), the provisions of the MCA shall prevail.

DEFINITIONS

1.3 Association. The term "Association" shall mean the FLINT CREEK RANCH CLUSTER OWNER'S ASSOCIATION and its successors or assigns. Approval by the Association shall mean approval by the Association's Board of Directors, or a committee appointed by the Association Directors unless approval of Owner Members is specifically required.

1.4 Board of Directors. The term "Board of Directors" shall mean the Board of Directors of the Association; the body responsible for the administration of the Association, elected as provided in these Bylaws and generally serving the same role as the Board of Directors under Montana Code Annotated, Title 35, Chapter 2, governing nonprofit corporations.

1.5 Officers. The persons serving on the Board in the positions of President, Secretary, and Treasurer are referred to as "Officers."

1.6 Members. The term "Members" shall mean lot owners of Flint Creek Ranch Cluster. All Lot Owners within the Ranch are required to belong to the Association. Each lot shall be entitled to one (1) vote regardless of the number of Owners of the lot.

1.7 Montana Code Annotated (MCA). MCA refers to Montana Code Annotated, Title 35, Chapter 2, which are the state laws that govern nonprofit corporations. https://leg.mt.gov/bills/mca/title_0350/chapter_0020/parts_index.html

1.8 Remote Means. Members may attend meetings by "remote means", in accordance with MCA 35-2-525, which includes telephone audio, teleconference, or videoconference.

ARTICLE II

BUDGET

2.1 The fiscal year of the Association shall be January 1 to December 31.

2.2 The annual budget shall cover the fiscal year and shall be prepared based on the Assessments payable for the coming fiscal year.

2.3 The Treasurer shall provide each Member a statement of monies due for the coming year, on or before December 1 of the previous year.

2.4 Annual Assessments shall be levied on a per lot basis, payable to the Owners' Association. Annual Assessments shall be due on the first (1st) day of January and are considered late if not received by the fifteenth (15th) day of February of that same year. If the balance is not paid in full by February 15th, a \$25 fine per lot shall be levied, as well as 10% interest per annum until fully paid, as per CC&R §1.2. Any lot that becomes six (6) months past due can be subject to a lien filed against the Member's lot.

ARTICLE III



MEETING OF MEMBERS

3.1 Attendance & Meeting Location. Members may attend meetings in person, by remote means, or by proxy. Meetings shall be held via Video Conferencing due to the remote nature of members. Meetings may also be held at a physical location in addition to the video conferencing in the Butte-Silver Bow/Anaconda-Deer Lodge Area if it is included on the meeting notice.

3.2 Annual Meeting of Members

(1) Annual Meeting. The Association's Annual meeting of the Members shall be held each year on the first Saturday in February, or at such place and time as the Board of Directors may designate. Any provision in the declaration concerning Annual Meetings is specifically incorporated herein (CC&R §1.5).

(2) Purpose of Meeting. At the annual meeting,

(a) Election of Directors. Election of Directors to serve on the Board of Directors.

(b) Financial Report. The most recent year's activities and financial report will be presented to the membership.

(c) Budget. The proposed budget will be presented and voted on, if applicable, by the membership.

(d) Any Other Matter Requiring Member Approval. Action by the voting Members on any other matter requiring Member approval or on which the Board requests Member advice or approval may occur, subject to proper notice under Montana law.

(3) Notice of Annual Meeting. The Secretary shall provide the members with at least 10 days, but not more the 50 days, written notice of such meeting. The notice shall include:

(a) the date, time, and place of the meeting, and shall inform Members of numbers needed to meet quorum, and their right to attend in person, by remote means, or by proxy;

(b) a description of any matter or matters for which the meeting is called;

(c) notice of a matter a member intends to raise at the meeting if:

(1) requested in writing to do so by a person entitled to call a special meeting; and

(2) the request is received by the secretary or president at least 10 days before the Association gives notice of the meeting;

(d) Proxy Form and, if applicable, notification of an existing valid Proxy on file

(e) Proposed Annual Budget for review prior to the meeting

3.3 Nomination & Election of Directors.

(1) Qualification of Candidates. No Member shall be eligible to serve on the Board if he/she is delinquent on assessments, or has been determined to be in violation of the CC&R, which has resulted in a fine, lien, or revocation of voting rights, until all such delinquencies and/or violations have been resolved, and all penalties paid.

(2) Nominations. All qualified members of the association are eligible to serve on the board of directors. Nomination shall be permitted from the floor **only**. A member may nominate himself or herself as a candidate for the board at a meeting where the election is to be held.

(3) Election. The Directors shall be elected at each annual meeting of the members of the Association. At a meeting of the Members of the Association at which Directors are to be elected, only persons nominated as candidates shall be eligible for election as Directors and the candidates receiving the greatest number of votes shall be elected. The election shall be held via Roll Call Vote or by any other method allowed under Montana law during the meeting. Once a quorum is met, a majority of those Members entitled to vote shall be sufficient to act on behalf of the Association.

3.4 Special Meetings of Members. Any provision in the declaration concerning Special Meetings of the Members is specifically incorporated herein (CC&R §1.6).

3.5 Quorum. No meeting of members, annual or special, shall be convened to conduct Association business unless a quorum is present in person, by remote means, or by proxy. Any provision in the declaration concerning quorums is specifically incorporated herein (CC&R §1.7). Per MCA 35-2-537 (4), Unless one-third or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.

3.6 Eligibility to Vote. Voting rights are based on one (1) vote per lot owned. A Member's voting rights may only be revoked if found to be in violation, as per CC&R § 6.3. This revocation of voting rights is only until said violation(s) is/are corrected and any fines, liens, or legal fees are paid in full.



3.7 Acceptance by Electronic Submission. If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a Member or is the authenticated electronic identification of a Member, the Association may accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the respective Member. Authenticated electronic identification shall include any e-mail address or other electronic identification designated by a user for electronic communications.

3.8 Proxies. Proxies will be used for establishing a quorum and voting if a Member is unable to attend in person or by remote means. All proxies shall be filed with the Secretary prior to the start of the meeting. Anyone who establishes a proxy may revoke it at any time. At least 10 days prior to a meeting where a proxy is on file, the secretary shall notify a member of a proxy on file and a copy of the proxy.

3.9 Action by Written Ballot. Any action that may be taken at a regular, annual, or special meeting of Members may be taken without a meeting, if a written ballot is delivered to every Member entitled to vote on the matter, in accordance with MCA 35-2-533 which prescribes

(1) A written ballot may be delivered by electronic communication as long as a member gives consent.

(2) A written ballot must set forth each proposed action, and provide an opportunity to vote for or against each proposed action.

(3) Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum. Once a quorum is met, a majority of those Members entitled to vote shall be sufficient to act on behalf of the Association.

(4) All solicitations for votes by written ballot must indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than the election of directors; and specify the time by which a ballot must be received by the board in order to be counted.

(5) A written ballot may not be revoked.

ARTICLE IV

BOARD OF DIRECTORS

4.1 Composition. The Board of Directors shall be composed of five (5) members.

4.2 Term. Each director will serve a term of two (2) years. Two (2) of the directors will be elected each odd year, and three (3) of the directors will be elected each even year. The Secretary will maintain a list of each director's terms. The term of a Director elected by the Membership may not be shortened by the Board.

4.3 Powers. Except as otherwise provided by law, all corporate powers are exercised by or under the authority of the Board, and the affairs of the Corporation are managed under the direction of the Board.

4.4 Household. Only one member of a household may serve on the Board. An additional household member may serve simultaneously on Committees.

4.5 Compensation. No director or officer shall receive compensation for serving on the Board. However, a director or officer may be reimbursed for actual expenses incurred in the performance of their duties, if approved by the Board.

4.6 Removal/Resignation. Any or all of the Directors may be removed without cause by a majority vote of the Members at a meeting called for that purpose. Removal of directors elected by members must follow the guidelines as defined in MCA 35-2-421. A Director may be removed by a majority vote of the Board of Directors and then in office if a Director is absent and unexcused from three or more meetings of the Board of Directors in a twelve (12) month period. The Board is empowered to excuse Directors from attendance for a reason deemed adequate by the Board. A Director may resign at any time by giving notice to the Board of Directors and the resignation shall take effect upon receipt of said notice unless stated otherwise. The acceptance of the resignation shall not be necessary to make it effective.

4.7 Vacancies. The Board of Directors may appoint a member to fill vacancies due to the resignation, death, or removal of a Director. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the Director being replaced.

4.8 Board of Directors Meetings.

(1) **Regular Meeting.** A regular meeting of the Board may be held monthly, bi-monthly, quarterly, or other such regular schedule, at the board's discretion. Regular meetings may be held without notice. Members may attend meetings in person or by remote means unless confidentiality matters are to be discussed as part of that meeting agenda. In that case, the Board will notify the Members of the need for a closed meeting.



FLINT CREEK RANCH CLUSTER OWNER'S ASSOCIATION BYLAWS

(2) **Special Meetings.** If the time and place of a directors' meeting is fixed by the board, the meeting is a regular meeting. All other meetings are special meetings. Special meetings may be called by the President or can be called upon the written request of three (3) Directors. The purpose of the meeting shall be stated in the request. Special meetings of the board must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.

4.9 Manner of Acting.

(1) **Conduct of Meetings.** The order of business will be as follows: (a) roll call/quorum, (b) approval of minutes of preceding meeting, (c) reports of officers, (d) reports of committees, (e) unfinished business, (f) new business.

(2) **Quorum and Voting.** A quorum of a board of directors consists of a majority of the directors in office immediately before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board. Each director present shall have one vote regardless of the number of lots/units, which he/she may own

(3) **No Proxy Voting.** Directors may not vote or sign Board resolutions or consent by proxy

(4) **Participation.** Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person or by telephone conference call or similar remote communication.

4.10 Action Without a Meeting. Any action required or permitted to be taken at a Board meeting may be taken without a meeting, (ex. voting by e-mail or other electronic means) is only valid when 1) 100% of the board participates in the vote; 2) the vote is unanimous, a non-controversial, "no-brainer" motion not requiring discussion and 3) the vote is recorded in writing and codified in minutes, just like other votes of the board.

ARTICLE V

OFFICERS

5.1 Officers. The officers of the Association shall be the President, the Secretary, and the Treasurer.

5.2 Selection of Officers. After the announcement of the new Board of Directors, the new Board will then nominate and select new officers to serve for the coming year.

5.3 Term of Office. Officers shall assume their duties at the close of the Annual Meeting at which they are elected and will serve as officers for one year through the next Annual Meeting.

5.4 Position. No person may simultaneously serve in more than one Officer position.

5.5 Removal and Resignation. Any officer elected or appointed by the Board may be removed from their position by the Board with or without cause, upon the majority vote of directors.

5.6 Vacancy in Office. A vacancy of any officer position shall be filled by the Board of Directors for the remainder of that term.

5.7 Duties. Each Board Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers.

5.8 The President:

- (1) Serves as the chief executive officer of the Association;
- (2) Serves as the official spokesperson of the Association;
- (3) Has general supervision of the affairs of the Association, subject to Board oversight;
- (4) Presides at all meetings of the Board and the Association;
- (5) Ensures that orders and resolutions of the Board are carried out;
- (6) Shall collect W-9 from vendors prior to work beginning if work is estimated to exceed \$600;
- (7) Shall collect insurance verification from vendors prior to work beginning;
- (8) Shall complete any forms needed for insurance coverage;
- (9) Shall prepare and submit Montana Annual Report filing prior to April 15; and
- (10) Is an authorized signatory on notes and checks and all other written instruments or contracts of the Association.

5.9 The Secretary:

- (1) Shall record the votes of the meetings of the Board and the Association;
- (2) In the absence or inability of the President, will perform the duties of the President;
- (3) Keeps the records and meeting minutes of the Board and the Association;
- (4) Maintains a list of the names, addresses, phone numbers, and email addresses of all Members;
- (5) Notifies directors and committee chairmen of votes, orders, and proceedings affecting or pertaining to their duties;

- (6) Give or cause to be given notice of all meetings of Members and of special meetings of the board;
- (7) Maintains all the Association documents and records in a proper and safe manner as required by state law;
- (8) Maintains the Association's website;
- (9) In the absence of the President, the Secretary shall call a meeting of the Association to order and shall preside; and
- (10) Is an authorized signatory on notes and checks and all other written instruments or contacts of the Association.

5.10 The Treasurer:

- (1) Shall have custody of the Association funds and securities;
- (2) Shall maintain appropriate accounting records & receipts according to GAAP standards.;
- (3) Deposit all amounts of money in the name and to the credit of the Association in such depositories as may be designated by the board;
- (4) Disburse the funds of the Association as may be ordered or authorized by the board and preserve proper vouchers for such disbursements;
- (5) Render to the President and board at the regular meetings of the board, an account of all transactions as Treasurer and of the financial condition of the Association;
- (6) Shall oversee budget preparation and monitor budget to actuals;
- (7) Be furnished by all Association officers and agents at his/her request, with such reports and statements as he/she may require as to all financial transactions of the Association; and
- (8) Monitors the accounts for fines and payments thereof;
- (9) Shall maintain financial transactions, statements, and payments in the system of record;
- (10) Shall send out statements for dues owed & receipts for dues paid;
- (11) Shall maintain a list of Members who are delinquent on dues;
- (12) Shall Create and send 1099's to all vendors completing more than \$600 in work prior to Jan 31 per federal tax laws,
- (13) Shall prepare transactions to send to tax preparation for annual tax filing; and
- (14) Is an authorized signatory on notes and checks and all other written instruments or contacts of the Association.

ARTICLE VI

COMMITTEES

6.1 Types of Committees. There are three types of committees that may be created to serve the needs of the Association:

- a) Executive Committees are committees that are exclusively made up of Board members.
- b) Standing Committees are committees that have constant tasks to fulfill and exist for an indefinite period of time.
- c) Ad Hoc (Special) Committees are assembled for a specific purpose and disband after that purpose is achieved.

6.2 Executive Committees. The Board of Directors may create one or more Executive Committees, and appoint directors of the board to serve on them. The committee must have two or more directors, who serve at the pleasure of the board, pursuant to MCA 35-2-433.

6.3 Standing Committees.

(1) **Soliciting Volunteers.** The Board may solicit volunteers at the annual meeting of the members, or, if the minimum number of volunteers is not met, as needed throughout the year through announcements at each meeting, as well as posting to the association's website.

(2) **Manner of Acting.**

(a) **Composition.** A standing committee shall have at least three (3) members on the committee. Standing committees are to be committees made up of non-board members, however, board members will temporarily act in the open vacancies in the event there are not enough volunteers to fill the vacancies.

(b) **Chairperson.** A chairperson shall be selected by the Standing Committee members.

(c) **Term.** Standing Committee members will serve for one year.

(d) **Reporting.** At least 3 days prior to each board meeting, the chairperson shall provide a summary report to the board email address to be presented at the board meeting.

(e) **Records.** The chairperson shall maintain a record of meeting minutes and communications.

(3) **Architectural Review Committee (ARC).** An ARC standing committee shall be appointed. The ARC shall follow the guidelines for property improvement as set forth in the CC&R § 4.2.

(a) **ARC Appeals.** Decisions of the ARC may be appealed in writing to the ARC for reconsideration within ten (10) business days of the ARC's written response to the Member. The ARC shall then have ten (10)



business days to provide a written response. If the appeal is denied, the Member may make a written appeal to the Board within 10 business days of the denial by the ARC. The Board shall provide a written response within 15 business days. The decision of the Board is final.

(4) Roads Committee. A Road Committee may be appointed to assist with road maintenance, improvement, and repair issues involving the roadways on the Ranch. The committee has the authority to assess and prioritize projects, repairs, and improvements as needed, and to seek contracts or volunteers to complete them. The committee will present their findings to the Board, and seek approval for any expenditures prior to commencement.

6.4 Ad Hoc (Special Project) Committees. The Board of Directors may enlist and appoint Special Project Committees that are limited to a specific project and which will exist for a limited period of time, from members who volunteer for the committee. If a committee is appointed, a committee chairperson shall be selected by the committee members. The chairperson shall maintain a record of all meetings and communications. At least 3 days prior to each board meeting, the chairperson will provide a Summary Report to the Board Email address to be presented at the board meeting.

6.5 Eligibility. No Member shall be eligible to serve on the Roads or Architectural Review Committee if he/she is delinquent on assessments, or has been determined to be in violation of the CC&R, which has resulted in a fine, lien, or revocation of voting rights, until all such delinquencies and/or violations have been resolved, and all penalties paid. If a Roads or Architectural Review Committee Member becomes delinquent on assessments, and/or fails to comply with the CC&R, which has resulted in a fine, lien, or revocation of voting rights during his/her term, he/she shall be removed.

6.6 Household. Only one member of a household may serve on the Roads or Architectural Review Committee. Special committees appointed for a specific duty or project may have more than one household member on the committee, at the Board's discretion.

ARTICLE VII

BOOKS AND RECORDS

7.1 Website. The Association's books, records, and documents, which are not of a confidential nature, shall be posted on the website to be accessible to Members of the Association.

7.2 Availability of Records. Original books, records, and documents, that are not of a confidential nature, shall be reasonably available for inspection by any Member, and copies may be purchased at the actual cost of reproduction or production of records.

7.3 Transfer. All outgoing officers, directors, or committee Members must relinquish all official documents, records, and any materials and property of the Association in his/her possession or under his/her control to the newly elected Members within 10 days after the election.

7.4 Official Records. Pursuant to MCA 35-2-906, The Board of Directors shall

(1) keep as permanent records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or directors without a meeting, and a record of all actions taken by committees of the board of directors as authorized by MCA **35-2-433(4)**.

(2) shall maintain appropriate accounting records in the system of record.

(3) shall maintain a record of its members in a form that permits the preparation of a list of the names and addresses of all members, showing the number of votes each member is entitled to cast.

(4) shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(5) shall keep a copy of the following records at a location from which the records may be recovered within 2 business days:

(a) its articles or restated articles of incorporation and all amendments to them currently in effect;

(b) its Bylaws or restated Bylaws and all amendments to them currently in effect;

(c) resolutions adopted by its board of directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;

(d) the minutes of all meetings of members and the records of all actions approved by the members for the past 3 years;

(e) the financial statements available to members for the past 3 years under **35-2-911**;

(f) a list of the names and business or home addresses of its current directors and officers; and

(g) its most recent annual report delivered to the secretary of state under **35-2-904**.



7.5 Financial and Accounting Records. All financial and accounting records must be maintained for a period of at least 7 years.

- (1) A current roster of all Members and their mailing addresses and parcel identifications.
- (2) A current account and an annual statement of the account for each Member, designating the name and current address of each Member who is obligated to pay Assessments, the due date and amount of each Assessment or other charge against the Member, the date and amount of each payment on the account, and the balance due. This is confidential communication for the Board's use only;
- (3) The minutes of all regular Board of Directors, including both open and closed board meetings, Annual, Special, and Emergency meetings.
- (4) All Architectural Review Committee correspondence and communication. These are confidential papers and shall be treated as such.
- (5) Accurate, itemized, and detailed records of all receipts and expenditures;
- (6) A copy of all contracts to which the Association is a party, including, without limitation, any management agreement, lease, or other contract under which the Association has any obligation or responsibility. Bids received by the Association for work to be performed must also be kept.
- (7) All of the Association's insurance policies or a copy thereof.
- (8) All tax returns, financial statements, and financial reports of the Association;
- (9) Any other records that identify, measure, record, or communicate financial information.

ARTICLE VIII

AMENDMENTS

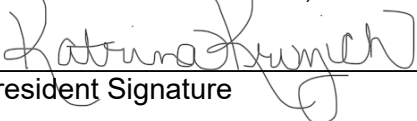
8.1 Amendment. Pursuant to the Articles of Incorporation, Article V Regulation of Corporation (b) Bylaws for the regulation and management of the affairs of the corporation shall be adopted by the Board of Directors; the power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors.

8.2 Effective Date. These revised Bylaws shall take effect on the date posted on the document at the time of its signing by the President of the Board.

CERTIFICATION

I the undersigned, do hereby certify: THAT I am the duly elected and acting President of Flint Creek Ranch Cluster Owners' Association, a Montana corporation, and, THAT the foregoing Bylaws constitute the Revised Bylaws of the Association, as duly approved by a majority vote of the Board of Directors of the Association which was held on February 27, 2024, in compliance with the Articles of Incorporation, Article V (b). These Revised Bylaws shall supersede all previously adopted Bylaws adopted by the Board of Directors, and shall take effect on the date signed by me as duly elected and acting President of the Association.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 27th day of February, 2024.



President Signature

