

DEARBORN LANDOWNERS

Bylaws of Dearborn Meadows Landowners

1. Purpose

The purpose of the Dearborn Meadows Landowners Association is to promote the welfare and enjoyment of landowners in regard to the use of their property.

2. Membership

Membership is open to landowners of Dearborn Meadows and surrounding areas who own land in recreation developments. Landowners are desired and encouraged to join.

3. Membership Fees

A membership fee of \$100 per landowner unit will be paid in full by June 1st of each year.

A landowner unit is defined as a person, persons, corporation, trust, organization, agency and or/partnership. Dues may be prorated for property owners who qualify for the Montana State program for Property Tax Assistance Program (PTAP). Appropriate approval documentation is required for prorated dues.

Members paid in full will be in good standing until May 31st of the following year and entitled to voting privileges and other benefits of the Association.

4. Officials of the Association

Officials of the Dearborn Meadows Landowners Association will be designated as the Board of Directors and will consist of the following:

- a. President of the Board - elected by a simple majority at the membership meeting for a term of two years.
- b. Vice-President of the Board – elected by a simple majority at the membership meeting for a term of two years.
- c. Secretary – Treasurer - elected by a simple majority at the membership meeting for a term of two years.

In the event one or more of these offices are vacated before the end of the terms, the remaining director/s will fill that vacancy until the next membership meeting. Directors may be removed if 75% percent of the paid members sign a petition for removal.

5. Purpose of the Board of Directors

The overall purpose of the Board of Directors is to give leadership and guidance to the Association for the advancement of common goals, to promote the common goals of the Association, and to receive and disburse funds in accordance with the aims and bylaws of the Association.

6. Responsibilities

- a. Board of Directors:
 - a. The Board of Directors is empowered to collect and disburse funds from membership fees.
 - b. The Board of Directors will manage the Association on a day-to-day basis.
 - c. The Board of Directors will report all collections and disbursements at every meeting.
 - d. The President of the Board is responsible for conducting all meetings. In his/her absence, the Vice-President will conduct the meetings.
 - e. The Secretary-Treasurer is responsible for recording all minutes at the meetings and for reading the previous minutes.
 - f. The Secretary - Treasurer is responsible for maintaining records indicating names of Association members and eligibility of voters at the meetings.
 - g. The Secretary is responsible to insure [ensure] that a record is maintained on all matters voted on by the Association during meetings and the disposition of these matters.
 - h. A checking account will be maintained by the Secretary - Treasurer indicating all deposits and disbursements. Proper receipts for monies paid out and a list of Association assets will be kept on file.
- b. Members:
 - a. Members are responsible for attending meetings when possible.
 - b. Members are responsible for voting on matters pending before the Association.
 - c. Members are responsible for paying the annual membership dues.
 - d. Members are responsible for supporting the elected Directors on matters pertaining to the Association.

7. Voting Privileges

To maintain voting privileges at each meeting, membership fees must be paid in full. Each membership fee has one vote. On items of special concern to all members, a ballot will be mailed to those absent from the meeting. Upon receipt of these ballots the Secretary - Treasurer will tally the votes combining the meeting votes and the absentee ballots.

8. Semi-annual Membership Meetings

Semi-annual membership meetings will be held approximately every six months in the Spring and in the Fall of each year. Members will be notified by mail at their last know [known] address indicating location and date/time of the meeting. An advertisement will be run in the local newspapers and on television/radio when possible, seven and again two days prior to all meetings.

9. Conducting Semi-annual Membership Meetings

The President of the Board of Directors will conduct the meetings using these guidelines:

- a. Call Association to order. The Association will only vote on pending matters if the following conditions are met:
 1. A quorum of two Board members and
 2. Majority of membership present at the meeting. The Secretary-Treasurer will ensure that only the paid-in-full members are counted. Those wishing to join will be invited to do so at this point.
- b. Reading of the minutes to the Association of the previous meeting.
- c. Financial condition presented by the Secretary-Treasurer on funds collected and funds disbursed.
- d. Accomplishments of the Association since the previous meeting.
- e. Old business pending before the Association
- f. New business pending before the Association.
- g. At all times, items considered before the Association will be considered passed by a simple majority, except in cases specifically stated elsewhere in the bylaws of the Association.

A ballot of disagreement will be mailed out for each vote passed at the meeting to each voting member. A ballot of disagreement must be returned by mail to count. If the disagreements out-number the yes's of the meeting then the nay's will carry. If the ballot is not returned then it will be considered an agreement.
- h. Close the Association meeting. NOTE: Each individual will have the opportunity to address the floor when recognized by the Board for three (3) minutes after which they may again have floor once the rest of the members present have had the opportunity to speak. If during the meeting any member will not come to order, any member present may introduce a motion to have this individual dismissed from the meeting. In the event this individual will not leave, local law officials will be called to have the member removed.

10. Changing the bylaws of the Dearborn Meadows Landowners Association

If a member of the Association wishes a change to the bylaws of this Association, a motion to that effect will be entertained at any semi-annual membership meeting.

- a. A specific bylaw must be added/changed/deleted, and a vote will be taken on the motion. This will be filed with the current bylaws.
- b. The bylaw will be added/changed/deleted by a simple majority at the same meeting as the motion was introduced.

11. Indemnity of Directors

Dearborn Meadows Landowners Association shall indemnify every Director, his/her heirs and personal representatives, against any and all claims, liabilities, expenses, and costs, including attorney's fees, necessarily incurred by him/her in connection with the defense, compromise, or settlement of any action, suit, or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been such Director, except in relation to matters as to which he/she shall be adjudged in for negligence or misconduct in the performance of duty to the Association. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Association is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he/she may be entitled.

By a vote of the majority of the Board, the Board of Directors may authorize the Association to purchase and maintain insurance on behalf of any person who is or was a Director against and liability asserted against him/her in such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of the Section .

12. Dissolution of Dearborn Meadows Landowners Association

If for unknown reasons, Dearborn Meadows Landowners Association fails and no longer is a viable institution, a special Membership meeting will be called by the President of the Board of Directors stating the specific reason in the advertisement for this special Membership meeting.

- a. At this meeting, motions will be entertained by the President for the disbanding of the Association. A seventy-five percent majority of those paid members present will be needed to disband the Association.
- b. At this meeting of the Association, the assets of the Association will be disposed of in any manner the membership decides at this last special meeting. Special consideration will be given to transferring the assets to another organization or association directly responsive to the needs of the landowners. However, the Association is not restricted in any way in the disposition of assets of the Association.