

PROPOSED BYLAW AMENDMENT #1

To be presented at the July 10, 2022, General Meeting

Current Document

Entire Bylaws document – See attached

Proposed Bylaw Corrections

A copy of the Bylaws with spelling, punctuation, and grammar corrections or clarifications is attached. For example, “Land Owners” is used and it should be “Landowners’ ”. Corrections are noted in the following manner:

Words/phrases removed are ~~stricken in red~~.

Words/phrases corrected/inserted are underlined in red and highlighted in gray.

Sections **highlighted in yellow** contain existing (not updated) Bylaws wording. The proposed changes to these sections are discussed in Proposed Bylaws Amendments #2-#6 which follow. These will be individually discussed and voted as separate motions and will not be a part of the motion to correct spelling, punctuation, grammar, and context.

Proposed Bylaw Amendment #1 as described in the attached Bylaws document will be presented as a single motion to the membership for approval in August.

Reasoning

To clarify the Bylaws document.

Bylaws of the North Fork ~~Landowners'~~~~Landowners~~ Association

The North Fork ~~Landowners'~~~~Land Owners~~ Association (~~formerly~~ ~~formally~~ known as the North Fork Improvement Association) is a not-for-profit corporation. It was founded in 1947. The ~~Association~~ ~~association~~ owns Sondreson Hall, North Fork Road at Whale Creek, which serves as a center for business and social functions on the North Fork.

The original ~~bylaws~~ ~~Bylaws~~ of the ~~Association~~ ~~association~~ were adopted on June 9, 1947, and have been amended since. The following version of the ~~bylaws~~~~Bylaws~~ incorporates all amendments adopted through ~~August 5,~~ ~~2017~~ ~~_____~~. Original ~~bylaws~~~~Bylaws~~ and amendments are on file with the ~~Treasurer~~~~treasurer~~.

ARTICLE I—PURPOSE

The purpose of this corporation, as stated in its ~~certificate of articles of incorporation~~~~Certificate of Articles of Incorporation~~, is to promote the general welfare of the community of the upper North Fork of the Flathead River, being that portion bounded by the international border on the north, and by Big Creek and a line extending east from the mouth of Big Creek through said valley, and to construct, reconstruct, maintain and regulate the use of a community building in which ~~meetings~~~~meeting~~ of the corporation and other community functions may be held. The ~~Association~~~~association~~ shall pursue the interests of all North Fork landowners, regardless of permanent residence, and encourage and facilitate their participation in ~~Association~~~~association~~ activities.

ARTICLE II—MEMBERSHIP

SECTION 1

Active members shall be those real estate owners ~~and/or~~ resident adult members of their immediate families living in the upper valley of the North Fork of the Flathead River within the State of Montana, as defined in Article 1.

Associate members shall be any individuals, firms or corporations who are interested in the community. Associate members shall be entitled to all privileges of the members, except that they shall not hold elective office nor shall they vote.

SECTION 2

Persons desiring to become members of this ~~Association~~~~association~~ shall make a written application to the ~~Treasurer~~~~treasurer~~. The ~~Treasurer~~~~treasurer~~ shall determine the eligibility of each applicant for active membership according to the rules in Article II, Section 1 and its amendments.

SECTION 3

Voting rights: ~~Members. Each member~~ shall be ~~entitled~~entitles to one vote on each matter ~~presented~~submitted to the vote of the members, provided ~~their membership dues are current~~such member is in good standing at the time of such voting.

SECTION 4

Membership in this corporation is not transferable or assignable.

ARTICLE III—MEETINGS OF MEMBERS

SECTION 1

Regular meetings:- There shall be regular monthly meetings of the general membership from June through October. These meetings shall take place on the second Sunday of each month or on another day of each of those months, as scheduled and published by the ~~Board~~board of ~~Directors~~directors.

SECTION 2

Annual meeting:- The meeting for the election of officers shall be ~~held annually on the second Sunday in the month of August, in each year.~~ held annually on the second Sunday in August, in each year.

SECTION 3

(See Proposed Bylaw Amendment #2 which is to be discussed and voted separately. Original language presented below.)

Special meetings. Special meetings may be called at any time by the board of directors, members to be notified in writing ten days prior to the date set for the meeting.

SECTION 4

Place of meeting:- The meetings shall be held in the community building, or at any such other place as the ~~Board~~board of ~~Directors~~directors may from time to time determine. Special meetings shall be held at such place as the ~~Board~~board of ~~Directors~~directors may determine.

SECTION 5

(See Proposed Bylaw Amendment #3 which is to be discussed and voted separately. Original language presented below.)

Quorum. The active members present at any regular or special meeting for which notice has been given, as aforesaid, shall constitute a quorum for the transaction of the business of the corporation. A quorum shall constutue of three (3) of the elected officers and no less than 10 members.

SECTION 6

Proxies:- Members shall vote in person and not by proxy.

~~ARTICLE~~ARTICE IV—OFFICERS/ELECTIONS

All officers shall be ~~voting~~active members ~~in good standing~~ of the organization. Duly elected officers shall assume duties immediately upon conclusion of the annual election.

(See Proposed Bylaw Amendment #4 which is to be discussed and voted separately. Original language presented below.)

President. The president shall be elected at the regular election meeting each year. The president shall serve for one year and be eligible for re-election for a second consecutive term only. Candidates for president may be nominated from the floor and voting shall be by secret ballot. The president shall preside at all meetings of the organization and shall serve as chairman of the board of directors

Vice President:- The ~~Vice President~~vice-president shall be elected at the same time and in like manner as the ~~President~~president. The term of ~~the~~office shall be one year. ~~The Vice President, and the vice-president~~ shall be eligible for re-election for an unlimited number of consecutive or non-consecutive terms. In the absence of the ~~President~~president, the ~~Vice President~~ vice-president shall assume all duties and responsibilities of the ~~President~~president.

Treasurer: ~~The Treasurer~~ . ~~A treasurer~~ shall be elected from the membership, in like manner to the President and Vice-~~President~~president, for one year. The Treasurer ~~shall~~will be a full voting member of the NFLA Board.

The duties of the ~~Treasurer~~treasurer shall be to: determine the eligibility of those applying for membership; receive and account for all monies collected and spent by the ~~Association~~association; give a financial report at each meeting; prepare an annual financial report for distribution to the general membership; maintain the ~~Association's~~association's membership, dues, financial and other records to the succeeding ~~Treasurer~~treasurer. For the purposes of dues collection, budgeting and the annual financial report, the ~~Association's~~association's fiscal year shall be September 1 through August 31. _

The ~~Treasurer~~treasurer shall deposit and retain all ~~Association~~association funds in a bank account, ~~certificate of deposit~~ Certificate of Deposit or other secure instrument, as directed by the ~~Board~~board of ~~Directors~~directors. All ~~Association~~association bills or reimbursements shall be paid by check. _

Secretary:- A ~~Secretary~~secretary shall be elected from the membership, in like

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manner to the above officers for one year. The ~~Secretary~~secretary will be a full voting member of the NFLA Board. The ~~Secretary~~secretary shall maintain the non-monetary business of the NFLA. Exact duties of the position will be determined by the elected Secretary and the Board.

Past ~~President~~president. Upon completing ~~their~~his term of office, the immediate ~~past~~ Past ~~President~~ president becomes an *ex officio* member of the ~~Board~~board of ~~Directors~~directors until the term of the ~~President~~president who succeeded ~~them~~him ends.

Directors: Four ~~directors~~, ~~Directors~~, two from each of the two districts (defined below), shall be elected in the same manner as the ~~President~~president. The term of each shall be two years, with one ~~director~~ ~~Director~~ from each district being elected in an odd-numbered year and the others elected in an even-numbered year. There is no limit to the number of consecutive or non-consecutive terms a ~~director~~ ~~Directors~~ may serve.

Definition of Districts: District 1, the South District, shall comprise the area between the source and mouth of Big Creek and a line extending east there from, north to the source and mouth of Whale Creek and a line extending east from there. District 2, the North District, shall comprise of the area between District 1 and the Canadian border.

(See Proposed Bylaw Amendment #5 which is to be discussed and voted separately. Original language presented below.)

Board of Directors. The board of directors shall comprise of the four duly elected directors and five ex official members: the president, vice president, secretary, treasurer, and immediate past president. The president shall be chairman of the board of directors and shall vote at a board of directors, regular or special meeting only in case of a tie. Any three members of the board of directors shall constitute a quorum. Meetings of the board of directors may be called at any time by the chairman or by a quorum of members of the board of directors.

Elections: Elections shall take place annually at the August regular meeting of the members, at a time and place scheduled and published by the ~~Board~~board of ~~Directors~~directors. Nominations for all directors and officers shall be taken from the floor. All ~~active~~ members ~~in good standing~~, as defined in these ~~bylaws~~Bylaws, shall be eligible to vote. Voting shall be by secret ballot, and shall be conducted by a person appointed by the presiding officer of the August meeting.

ARTICLE V—DUES

~~Members~~Each member shall be in good standing and eligible to vote if ~~they~~ ~~have~~he/she has paid ~~their~~his/her dues for the fiscal year (September 1-August 31). The amount of each ~~year~~'year' dues for active and associate members shall be based on the financial requirements of the ~~Association~~association, and shall be determined by the majority of the ~~Board~~board of ~~Directors~~directors.

ARTICLE VI—CONTRIBUTIONS

To maintain its non-profit status, protect its treasury, and assure that its business is conducted in a fair, orderly and consistent manner, the ~~Association~~association will not make monetary contributions to support the work of other organizations.

ARTICLE VII—AMENDMENTS TO BYLAWS

(See Proposed Bylaw Amendment #6 which is to be discussed and voted separately. Original language presented below.)

All amendments to, substitutions for, or alterations of these bylaws, must be presented in writing by an active member in good standing at the July business meeting, and voted on at the August business meeting. Two-thirds of the members shall be necessary to the final adoption of any amendments to, substitutions for, or alterations of the bylaws.

ARTICLE ~~VIII~~VII—EFFECTIVE DATE

These ~~bylaws~~Bylaws shall be in full force and effect from and after their adoption. ~~Adopted by the Association at the meeting of July 1, 1978.~~

ARTICLE IX-DISSOLUTION

Upon the dissolution of the North Fork ~~Landowners'~~Landowners Association, assets shall be distributed by action of the Board of Directors to one or more ~~of~~ charitable organizations that qualify for the distribution by the applicable provisions of the Internal Revenue Code.

End of ~~Bylaws~~Bylaws