

## **Proposed Bylaws of the North Fork Landowners' Association**

The North Fork Landowners' Association (formerly known as the North Fork Improvement Association) is a not-for-profit corporation. It was founded in 1947. The 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 of the Association were adopted on June 9, 1947 and have been amended since. The following version of the Bylaws incorporates all amendments adopted through \_\_\_\_\_. Original Bylaws and amendments are on file with the Treasurer.

### **ARTICLE I—PURPOSE**

The purpose of this corporation, as stated in its 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 of the corporation and other community functions may be held. The Association shall pursue the interests of all North Fork landowners, regardless of permanent residence, and encourage and facilitate their participation in Association activities.

### **ARTICLE II—MEMBERSHIP**

#### **SECTION 1**

Active members shall be those real estate owners 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 shall make a written application to the Treasurer. The 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 shall be entitled to one vote on each matter presented to the vote of the members, provided their membership dues are current.

**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 of Directors.

**SECTION 2**

Annual meeting: The meeting for the election of officers shall be held annually on the second Sunday in August.

**SECTION 3**

Special meetings: Special meetings may be called at any time by the Board of Directors and members shall be notified ten days prior to the date set for the meeting. Notice shall be provided via public announcement on the NFLA website, outside Sondreson Hall on the reader board, and other public media as determined to be appropriate at the time.

**SECTION 4**

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

**SECTION 5**

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 consist of five (5) of the elected officers and no fewer than ten (10) additional members.

**SECTION 6**

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

## ARTICLE IV—OFFICERS/ELECTIONS

All officers shall be voting members of the organization. Duly elected officers shall assume duties immediately upon conclusion of the annual election.

**President:** The President shall be elected at the regular election meeting each year. The President shall serve one year and shall be eligible for re-election only for a second consecutive term. Candidates for President shall 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 chair of the Board of Directors. The President shall only vote at Association or Board of Directors' meetings in the event of a tie vote.

The President shall appoint a committee to audit the financial statement of the Association within 60 days of the end of each fiscal year.

**Vice President:** The Vice President shall be elected at the same time and in like manner as the President. The term of office shall be one year. 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, the Vice President shall assume all duties and responsibilities of the President.

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

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

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

**Secretary:** A Secretary shall be elected from the membership, in like manner to the above officers for one year. The Secretary will be a full voting member of the NFLA Board. The 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:** Upon completing their term of office, the immediate past President becomes an *ex officio* member of the Board of Directors until the term of the President who succeeded them ends.

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**Directors:** Four directors, two from each of the two districts (defined below), shall be elected in the same manner as the President. The term of each shall be two years, with one 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 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.

**Board of Directors:** The Board of Directors shall be comprised of four district directors and five officers: the President, Vice President, Secretary, Treasurer, and immediate past President. Any five (5) 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 of Directors. Nominations for all directors and officers shall be taken from the floor. All members, as defined in these 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 shall be in good standing and eligible to vote if they have paid their dues for the fiscal year (September 1-August 31). The amount of each year's dues for active and associate members shall be based on the financial requirements of the Association, and shall be determined by the majority of the Board of 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 will not make monetary contributions to support the work of other organizations.

### ARTICLE VII—AMENDMENTS TO BYLAWS

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

**ARTICLE VIII—EFFECTIVE DATE**

These Bylaws shall be in full force and effect from and after their adoption

**ARTICLE IX-DISSOLUTION**

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

*End of Bylaws*

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