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Montana Secretary of State
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**BYLAWS
OF
PIONEER CROSSING PROPERTY OWNERS' ASSOCIATION, INC
Dated May 1, 2017**

ARTICLE I: NAME

The following shall prevail throughout these Bylaws in the interpretation thereof unless specific provisions direct otherwise:

PIONEER CROSSING PROPERTY OWNERS' ASSOCIATION, INC. is the incorporated organization that is to be governed by and which is empowered to act in accordance with these Bylaws. Hereinafter said corporation shall be referred to as the "Association".

ARTICLE II: ADDRESS

The current address of the principal office of the Association shall be: PO Box 1209, Manhattan Montana 59741.

ARTICLE III: POWERS

The Association shall have all the powers of a nonprofit corporation enumerated and set forth in Title 35, Chapter 2, M.C.A. The purposes of the Association are those set forth in the Articles of Incorporation.

ARTICLE IV: MEMBERSHIP INTEREST

Every person, group of persons, partnership, corporation, or association who is a fee owner of real property within the boundaries of the area described as Pioneer Crossing Subdivision on file and of record in the office of the County Clerk and Recorder of Gallatin County, Montana, shall be a member of the Association. By this provision, each lot, tract and parcel as shown on the plat and amendments thereto shall entitle the owner of one membership interest in the Association.

Multiple owners of a single parcel of real property would have collectively one such membership or voting interest. If more than one lot, parcel, or tract is owned, the owner or owners thereof would have one membership or voting interest for each separate parcel of real property.

Membership interest shall run with the land so that said interest is an incident to ownership beginning when ownership rights are acquired and terminating when such rights are divested. Accordingly, no member shall be expelled, nor shall he be permitted to withdraw or resign while possessing a membership interest.

ARTICLE V: MEETINGS

There shall be an annual meeting of the membership. The date, hour, and place of such meeting shall be contained in the notice of meetings as hereinafter described. The annual meeting shall be the time for the conduct of any and all legitimate business of the Association, including review and approval of the budget for the next year, election of directors and presentation of reports. Voting at all meetings shall be in the manner prescribed in these Bylaws.

Special meetings may be called at any time upon the initiative of the President, or in the absence of the President, by the Vice-President. In addition, a special meeting shall be held upon owners' call of fifty percent (50%) of the lots. Special meetings shall require seven (7) days notice, in writing. Notice of annual and special meetings shall be mailed to owners at the address for each owner. The presence of members, in person or by written proxy, representing 60% of the total votes of the membership shall constitute a quorum.

All meetings both annual and special shall be presided over by the President of the Board of Directors or his appointed representative.

Any meeting may be adjourned by the Board of Directors at their discretion, but any meeting adjourned before all its business is disposed of shall be reconvened within thirty (30) days of such adjournment upon due notice given.

Written notice of all meetings, annual and special, shall be mailed to every member of

record no later than fifteen (15) days and not more than fifty (50) days before the date of the meeting. It shall be the duty of each member to advise the Association of his current address. In the absence of such notice, the member's address shall be the address of record with the Gallatin County Assessor's office.

ARTICLE VI: VOTING

Each membership interest as defined in Article IV of these Bylaws shall have one (1) vote on all matters to come before the Association meeting. Voting of such interest shall be in the manner provided by the Board of Directors and in these Bylaws. Voting may be in person, by proxy, or by electronic means.

ARTICLE VII: RESOLUTIONS

All matters that are the business and concern of the Association may be presented to the Association and meetings of the Association in the form of resolutions directed to the Board of Directors. Such resolutions as are passed by over fifty percent (50%) of the said membership interest of record and eligible to vote shall be binding on the Board of Directors. Such binding resolution shall have the effect of compelling the Board of Directors to take positive action in response to the general inclination of the resolution. However, the scope, extent and specific character of all such action shall be within the final discretion of the Board of Directors.

ARTICLE VIII: POWERS AND DUTIES OF BOARD

The Board of Directors shall have the following powers and duties:

- A. To enter into contracts and agreements as are necessary to effect the business of the Association.
- B. To provide for the construction, installation, acquisition, replacement, operation, maintenance and repair by the Association of buildings, equipment, common open space, facilities and services for recreation, roads and alleys, fire protection and other services and functions of the Association. Contracts for such work with third parties, which provide for a term or duration in excess of one year, must be approved by a majority of the members, which approval may be ratified at the annual or any special meeting of the Association.
- C. To make and establish rules and regulations for the governance of facilities and the performing of such functions, the taking of such action and operating in such areas as are within the jurisdictions of the Association.
- D. To make assessments as described in these Bylaws and the Declaration of Covenants, Conditions and Restrictions on file and of record in the office of the County Clerk and Recorder of Gallatin County, Montana.

- E. To take necessary and appropriate action to collect assessments from members, including the filing of liens and prosecuting foreclosures as provided in these Bylaws.
- F. To call meetings of the Association, both annual and special, and to preside over such meetings and to give appropriate notice of such meetings as required by these Bylaws.
- G. To formulate and introduce resolutions at the meetings of the Association.
- H. To hold meetings of the Board of Directors as are necessary to conduct Association affairs. To exercise ultimate decisional power in and on all matters affecting the Association.
- I. To pay the expenses of the Association, including all taxes or assessments and to contract and pay for such insurance as may be necessary in the best interests of the Association, and to provide for the use and disposition of the insurance proceeds in the event of loss or damage.
- J. To fill vacancies on the Board by agreement of the remaining members. Should the vacancy not, however, be filled by the Board, it may be filled by an election at an annual or special meeting wherein each membership interest shall have one (1) vote.
- K. To maintain lists of members.
- L. To keep records in a good and businesslike manner of all assessments made, all expenditures, and the status of each member's payments of assessment; and to make such records accessible at reasonable times to all members.
- M. To do any and all things necessary to carry into effect these Bylaws and to implement the purposes as stated in the Articles of Incorporation and to do any and all things necessary to require compliance with and enforce the Declaration of Covenants, Conditions and Restrictions which by reference therein are made a part of these Bylaws.
- N. To deal with agencies, officers, boards, commissions, departments and bureaus or other governmental bodies in a federal, state, county and local basis to carry out the above powers, duties and responsibilities.
- O. To establish accounts for operating and/or development funds as set out in the Declaration of Covenants, Conditions and Restrictions.
- P. To select a President of the Board of Directors.

ARTICLE IX: ASSESSMENTS

The Association, acting through the Board of Directors, shall have the power to levy assessments on its members. The assessments levied by the Association shall be used exclusively to promote recreation, health, safety and welfare of the residents of the property and for the improvement of the maintenance of the common open spaces, to include road and alley maintenance, landscape maintenance, liability insurance, Association employees' wages, mailing costs and other related expenses incurred on behalf of the Association as further described hereafter.

The assessments shall be levied consistent with the Declaration of Protective Covenants for Pioneer Crossing Subdivision.

ARTICLE X: BUDGETS

The Board shall prepare and mail to each member a budget for expenses for the forthcoming calendar year. The Board shall cause a copy of an operating statement to simultaneously be prepared showing income and disbursements for the preceding fiscal year, which statement shall be mailed to each member at least fifteen (15) days prior to the annual meeting.

ARTICLE XI: QUORUM

Meetings of the Association shall be convened at the time and place contained in the notice of such meeting only if a quorum of the membership interest is present either in person or by proxy. A quorum shall consist of thirty percent (30%) of the total membership interest of the Association qualified and eligible to vote at the time. Any membership interest may be represented by the owner thereof or by his agent who has written authority to so act.

ARTICLE XII: VOTING INTEREST

Whenever any lot, tract or parcel is owned or leased by two or more persons or by an entity, such person or persons or entity must, prior to a meeting where voting may be allowed, among and between themselves determine who is entitled to vote the membership interest and in what manner it shall be voted. If, in the judgment of the Board, a bona fide and irreconcilable dispute arises as to the voting or right to vote a membership interest, such interest may be declared to be a dispute and for the time such interest is in dispute, it shall have no voting rights.

ARTICLE XIII: SECRETARY

The Secretary of the Board of Directors shall maintain a record of all membership interests in the Association. In order to make a determination of membership interest for any purpose stated in these Bylaws or the laws of the State of Montana, the Board may order the record closed for a stated period of time. Notice of assessments and liability for assessments shall be in the name of the registered owner on the membership list at the time assessments are declared by the Board.

ARTICLE XIV: BOARD MEMBERS

The Board of Directors shall be established consistent with the Declaration of Protective Covenants for Pioneer Crossing Subdivision.

Until December 31, 2030, or until ninety percent (90%) of the lots have been sold and title transferred to Owners, whichever occurs sooner, the Declarant reserves the right to appoint and remove all members of the Board and to exercise the powers and responsibilities otherwise assigned by the Declaration of the Association. By express written declaration, Declarant shall have the option to at any time turn over to the Association the total responsibility for electing and removing members of the Board.

ARTICLE XV: TERMS AND REPLACEMENT

The terms of office for members of the Board shall be consistent with the Declaration of Protective Covenants for Pioneer Crossing Subdivision.

ARTICLE XVI: COMMITTEES

Pursuant to the Title 35, Chapter 2, M.C.A. and subject to the restrictions stated therein the Board may appoint committees to act for the Board and to exercise the authority of the Board on matters referred to them by the Board. Such committees may be dissolved at any time by the Board of Directors.

ARTICLE XVII: INSURANCE

The Board may purchase insurance policies to protect the property of the Association against casualty loss and to protect the Association and the Board members, when acting in their official capacity, from liability. The County required covenants require the Board to consider a liability policy with Gallatin County as a loss payee. The extent and specific nature of coverage shall be determined by the Board.

ARTICLE XVIII: COVENANTS

No acts by the Association or by the Board of Directors shall be contrary to the Declaration of Covenants, Conditions and Restrictions on file with the Clerk and Recorder of Gallatin County, Montana, and amendments thereto. On its own initiative, the Board may take such action as it deems necessary, including the taking of legal action and initiating suit to enforce the Declaration of Covenants, Conditions and Restrictions.

ARTICLE XIX: OFFICERS

The officers shall be appointed consistent with the Declaration of Protective Covenants for Pioneer Crossing Subdivision.

ARTICLE XX: COMPENSATION

Board members shall be reimbursed for any out-of-pocket expenses incurred while acting in their official capacity.

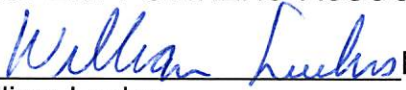
ARTICLE XXI: SEVERABILITY

A determination of invalidity of any one or more of the provisions or conditions hereof by judgment, order, or decree of a court shall not affect in any manner the other provisions hereof, which shall remain in full force and effect.

ARTICLE XXII: INTERPRETATION AND AMENDMENT

The Board of Directors shall have the power to interpret all the provisions of these Bylaws and such interpretation shall be binding on all persons. These Bylaws may be amended from time to time whenever at least fifty-one percent (51%) of the membership interests shall have voted in favor of such amendment.

THESE BYLAWS were adopted by the Board of Directors for PIONEER CROSSING PROPERTY OWNERS' ASSOCIATION on the 1st day of May, 2017.



William Luehrs President