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THIRD AMENDED AND RESTATED BYLAWS
OF
SWAN MOUNTAIN HOA
FORMERLY KNOWN AS
SWAN MOUNTAIN VILLAGE MAINTENANCE ASSOCIATION, INC.
A NONPROFIT CORPORATION

PREAMBLE

* See attached Assessor numbers *
* MF *

THIS Third Amended and Restated Bylaws along with the Rules and Regulations of Swan Mountain Village Maintenance Association, Inc., amends (the "Bylaws" and "Rules and Regulations") through the duly elected Board of Directors which will go into effect January 1, 2025. The Association (as defined below) was first established as the Swan Mountain Village Manufactured Home Park in August of 2005. The (Original Declaration) Declaration of Unit Ownership for Swan Mountain Village Manufactured Home Park included the Covenants, Conditions and Restrictions, the Initial Rules and Regulations (Exhibit D), and the Bylaws of Associations (Exhibit E) which was filed and recorded on August 5, 2005, with the Flathead County, **document #200521715000**. The Amended Declaration of Unit Ownership recorded on June 26, 2014, **document #201400011251**, and with a Second Amended Declaration of Unit Ownership for Swan Mountain Village Manufactured Home Park filed October 26, 2015, recorded Flathead County **document #201500025042**. Within the approval of these new Bylaws, the name of the Association is changed to **Swan Mountain HOA**. The initial Bylaws recorded August 5, 2005, **document #200521715000** allows Bylaws and Rules and Regulations to be altered, amended, repealed or new bylaws adopted by majority of the Board of Directors at any regular or special meeting. The following Bylaws were appropriately approved by majority vote of the current Board of Directors. The Board of Directors further approved recording these Bylaws with the attached Rules and Regulations, Exhibit A with the Clerk and Recorder of Flathead County, Montana. **Swan Mountain HOA** was established to promote the safety, welfare, and aesthetic value of the community, ensuring the equitable enforcement of community standards and regulations for the benefit of all homeowners. The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Montana and the Articles of Incorporation of Swan Mountain HOA. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Montana said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling. **This amendment primarily addresses changes to the Bylaws and Rules and Regulations and does not alter, modify, amend the Covenants, Conditions, and Restrictions (CC&Rs) or other governing documents of the previous recorded amendments or the original Declaration.**

- 1) Definitions. In addition to those terms defined in context throughout these Bylaws, the following terms shall have the following definitions for these Bylaws:
 - a) Association. "Association" shall mean and refer to the **Swan Mountain HOA**, together with its successors and assigns, formerly known as Swan Mountain Village Maintenance Association, Inc. and Swan Mountain Village Manufactured Home Park.
 - b) Articles of Incorporation. "Articles of Incorporation" and/or Articles shall mean and refer to the Articles of Incorporation of Swan Mountain HOA and/or Swan Mountain Village Maintenance Association, and all restatements or amendments to such Articles.
 - c) Administrative Fees. Shall mean administrative costs, including but not necessarily limited to credit card transaction fees, bank fees, estoppel fees (HOA transfer fees), legal fees, accounting services and property management services fees, paperwork, billing, postage or other costs that an office might incur. Administrative fees may also be paid to third party vendors for professional services rendered.
 - d) CCRs. "CCRs" shall mean and refer to the certain CCRs of Covenants, Conditions and Restrictions of Swan Mountain HOA, dated on or around the date of these Bylaws, or as those CCRs may be subsequently amended.
 - e) Lot/Unit. "Lot" or "Unit" shall mean and refer to any plot of land shown on the recorded plat of the property subject to the CCRs, with the exception of common areas or identified as exempt.
 - f) Rules and Regulations. See Exhibit A
 - g) Metes and Bounds Description. See Exhibit B & C

ARTICLE 1 – NAME

The legal name of the Non-Profit Corporation/Organization shall be known as **Swan Mountain HOA**, formerly known as Swan Mountain Village Maintenance Association, Inc. and Swan Mountain Village Manufactured Home Park Home's Association of Unit Owners and it shall herein be referred to as the "Corporation/Organization."

ARTICLE 2 - PURPOSE

The general purposes for which this Corporation/Organization has been established are as follows:

To promote the safety, welfare, and aesthetic value of the community, ensuring the equitable enforcement of community standards and regulations for the benefit of all homeowners for which the Non-Profit Corporation/Organization was formed and set forth in the attached Articles of Incorporation.

The Corporation/Organization is established within the meaning of IRS Publication 557 Section 501(c)(4) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code. The Corporation/Organization shall be operated exclusively for/to Swan Mountain HOA.

In addition, this Corporation/Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation/Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Corporation/Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Montana and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation/Organization. At no time and in no event shall the Corporation/Organization participate in any activities which have not been permitted to be carried out by a Corporation/Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

ARTICLE 3 – MEMBERSHIP

Article 3.1 Membership. The membership of the Association shall be each owner of an individual lot who pays dues to the HOA. Some lots are exempt as follows: Lots 1 & 2 are exempt from HOA dues and do not hold a vote and are not buildable, are under the Declarations of Creation of Road Association, recorded as **document # 201300001676**, records of Flathead County, Montana as the road access; Lots: 30, 31, 32, 33 have dwelling structures/buildings on them, these lots have the option to opt in fully to the HOA, these units/lots shall not have a vote unless the owner elects to comply with the Original Declaration as amended, these units pay \$20 per month, per lot to cover road maintenance, snow plowing, etc., they do not have a vote; Lots 35, 36, 37, 38 have the option to opt in to the HOA, are exempt from HOA governing documents unless opted in and shall not have a vote unless there exists a building on such lot/unit(s) and owner elects to comply with the Original Declaration as amended; Lots 3, 4, 10, 57, 58, 60 are exempt from paying HOA dues until a structure is built on the unit/lot and the dwelling is habitable, each lot will hold a vote, the property owner is required to abide by the governing documents including the Rules and Regulations of the Association whether or not there is a dwelling/structure on the lot/unit.

- a) The Lot Owners and Residents who are not exempt from voting or governing documents are subject to these Rules and Regulations to ensure the best use and the most appropriate development and improvement of the community.

The purpose of these Rules and Regulations are: to ensure the highest quality development and maintenance of the community, its Common Area, and all other structures and improvements within the Common Area and/or community, to enhance the value of each Lot and to protect the Residents of Lots against such improper use of surrounding Lots as it will depreciate the value of their home investment; to preserve so far as is practicable the natural beauty of the Community; to guard against the erection of structures in the community built of improper or unsuitable materials; to encourage and secure the erection of attractive single-family homes in the Community with appropriate locations; to secure and maintain appropriate setback lines from Roadways and Lot boundaries; and to secure and maintain adequate Common Areas and if applicable facilities for members of the HOA community.

- b) Each owner shall be entitled to one vote per individual lot, even if there is more than one dwelling located on the lot. Owners who are required to pay HOA dues and are not delinquent in the payment of their dues, shall be allotted one vote cast for each lot irrespective of how many lots an individual owner may own unless otherwise specified.

Article 3.2. Annual Meeting. Each Annual meeting of the members shall be held in the Month of January at a date, time and location selected by the Board of Directors. This meeting shall be for the election of the Board of Directors and for the transaction of such other business as may properly come before it. Additional Membership Meetings may be held at the discretion of the Board of Directors throughout the year.

Article 3.3 Special Meetings. Special meetings of members, other than those regulated by statute, may be called at any time by the President, or the Board of Directors, and a meeting must be called by the President upon written request of the 2/3rds members which is comprised of members entitled to vote at such a special meeting. Written notice of such meeting stating the place, the date and hour of the meeting, the purpose or purposes for which it is called, and the name of person by whom or at whose direction the meeting is called shall be given. The notice shall be given to each member of record in the same manner as notice of annual meetings. No business other than that specified in the notice of the meeting shall be transacted at any such special meeting.

Article 3.4. Notice of Members Meeting. The Secretary or if in place at the time, a Property Management company shall give written notice stating the type of meeting, the place, day, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for the which the special meeting is called. The notice shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the books of the Association, with postage prepaid. Members are responsible for updating the correct mailing address with the Association and/or the Property Management company if there is one in place.

Article 3.5. Place of Meeting. The Board of Directors may designate any place in Flathead County, Montana as the place of meeting for any annual meeting and for any special meeting called by the Board of Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, within Flathead County, Montana, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Association, or the office of a Property Management Company if one is in place.

Article 3.6. Record Date. The Board of Directors may fix a date not less than ten (10) nor more than sixty (60) days prior to any meeting as the record date for the purpose of determining members entitled to notice of and to vote as such meetings of the members.

Article 3.7. Quorum. Per MCA 35-2-537 Quorum requirements.

- (1) Unless this chapter, the articles, or bylaws provide for a higher or lower quorum, 10% of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum on that matter.
- (2) A bylaw amendment to decrease the quorum for any member action may be approved by the members or, unless prohibited by the bylaws, by the board.
- (3) A bylaw amendment to increase the quorum required for any member action must be approved by the members.
- (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.

In compliance with MCA 35-2-537, SMHOA Members voting Quorum Requirements will be 10% of the votes entitled to be cast on a matter must be represented either in person or by proxy at a meeting of members to constitute a quorum on that matter. Also, unless one-third (1/3) 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. If less than a quorum of entitled votes are represented at a meeting, a majority of the votes so represented may adjourn the meeting from time to time without further notice. At a resumed meeting after any such adjournment at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of members in such a number that is less than a quorum remain.

Article 3.8. Voting. The voting rights of non-exempt members are governed by these Amended By-Laws for the Association.

Article 3.9. Proxies. At all meetings of members, a member may vote in person or by proxy executed in writing by the member or by his duly authorize attorney in fact. Such proxy shall be filed with the Secretary of the Association or with the HOA Management Company if one is in place, before or at the time of the meeting. The Proxy must either be notarized by the member executing their proxy vote or the member must have their signature on file with the Secretary or HOA Management Company so the signature on the Proxy can be verified. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy, but will not be valid if longer than 2 years.

Article 3.10. Informal Action by Members. Any action required to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members entitled to vote with respect to the subject matter thereof.

ARTICLE 4 - OFFICES

The principal office of the Corporation/Organization/Association may be located in Kalispell, Montana. The Associations may have other such offices as the Board of Directors may determine from time to time. The registered office of the Associations required by the Act to be maintained in the state of Montana may be, but need not be, identical with the principal office. The Association's current registered agent office is 3 HUNTER CIRCLE STE. 1 KALISPELL, MT 59901. The registered office and registered agent may be changed from time to time by the Board.

ARTICLE 5 - DEDICATION OF ASSETS

The properties and assets of the Corporation/Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of the Corporation/Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 6 - BOARD OF DIRECTORS

Article 6.1. General Powers and Responsibilities. The Corporation/Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Montana. The business and affairs of the Association shall be managed by its Board of Directors. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Association as they deem proper. The Board may delegate to the Executive Director, a Property Management Company and/or Corporation/Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies, directives and management are appropriately followed.

Article 6.2. Number and Qualifications. The Board may have up to 5 members/directors, but no fewer than three (3) Board members. The number of Board members may be increased beyond 5 members by the affirmative unanimous vote of the then-serving Board of Directors. A Board member need not be a resident of the State of Montana, however, must own property in the Swan Mountain HOA. No member may service on the Board of Directors if they are delinquent in their HOA dues or have more than 3 violations of the Rules and Regulations within a 12-month period, or have a lien filed by the HOA against their property which is still outstanding.

Article 6.3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice by this Bylaw, immediately following, after and at the same place as the annual meeting of members. The Board of Directors may provide, by resolution, the time and place within or outside the State of Montana and may be conducted with electronic video conferencing option, for the holding of additional regular meetings without other notice than this resolution.

Article 6.4. Special Meetings. Special meetings of the Board of Directors may be conducted within or outside the State of Montana utilizing electronic video conferencing, email or by phone, and may be called by the Chairman of the Board/President, or by one of the Directors. The Secretary or Chairman may give notice of the time, place and purpose of the special meeting by mailing the same at least two (2) days before the meeting or by telephoning, in person or emailing the same at least one day before the meeting to each Director. There is no requirement for an advance notice for a Special Meeting if it is for approving changes to the Bylaws or Rules and Regulations.

Article 6.5. Quorum. A majority of members of the Board of Directors shall constitute a quorum for the transaction of business, but less than a quorum may adjourn any meeting from time to time until a quorum shall be present, where upon the meeting may be held, as adjourned, without further notice. At any meeting at which every Director shall be present, even though without any notice, any business may be transacted. However, a Board member shall be considered present at any meeting of the Board if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board present at a meeting in which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise.

Article 6.6. Manner of Acting. At all meetings of the Board of Directors, each Director shall have one vote. The act of a majority present at a meeting shall be the act of the Board of Directors, provided a quorum is present unless otherwise specified in these Bylaws.

Article 6.7. Vacancies. A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any Director;
- b) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Board of Directors, or a total of 4 meetings of the Board during any one calendar year, delinquent on their HOA dues or have received 3 or more violations in a 12-month period of the Rules and Regulations;
- c) An increase in the authorized number of Directors;
- d) The failure of the Directors, at any annual or other meetings of the Board at which Director(s) are to be elected, to elect the full authorized number of Directors;

The Board of Directors, by way of affirmative vote of a majority of the directors, then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing and that such action would be considered at the meeting. That Director may challenge the removal in writing and request a Special Meeting with a quorum of at least 10% of the membership to approve or deny the removal.

Except as provided in this paragraph, any Director may resign effective upon giving written notice to the Chair of the Board/President of Corporation/Organization, the Secretary of Corporation/Organization, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Montana is first notified, no director may resign when the Corporation/Organization would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by simple majority of the directors then in office, whether the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Article 6.8. Board Compensation. The Board of Directors shall not receive compensation other than for reasonable expenses, unless otherwise approved by the HOA membership. No such payment shall preclude any Director from serving the Association in any other capacity and receiving compensation, therefore.

Article 6.9. Presumption of Assent & Action by Written Consent. A Director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered into the minutes of the meeting or unless he shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting and must be received within 5 days of the meeting. Such right to dissent shall not apply to a Director who vote in favor of such action.

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Corporation/Organization and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Article 6.10. Resignation. Any Board member may resign at any time by delivering written notification to the Chair of the Board/President or the Secretary of Corporation/Organization and it will be effectively immediately, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective.

Unless the Attorney General of Montana is first notified, no Director may resign when the Corporation/Organization would then be left without a duly elected director in charge of its affairs. Any Director who is not a member of the Association who no longer owns property in the Association shall be deemed to have resigned as a Director effective on the date of the sale of his/her property in the Association.

Article 6.11. Board Elections. Nominations for the board of Directions may be submitted to the Secretary or through the HOA Management Company 30 days prior to the annual meeting or requested 30 days prior to the first fiscal year board meeting for new and renewing Board members. New and renewing Board members shall be approved by simple majority of those Board members at a Board meeting at which a board quorum is present. The officers of the Association to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she has resigned or been removed in the manner herein provided.

Article 6.12. Term of Board. All appointments to the Board shall be for a term of one (1) year. No person shall serve more than 4 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 2 additional year(s). No person shall serve more than 3 consecutive years.

After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 1 year has passed since the conclusion of such Board member's service. If there are no other members willing to service on the Board, then the term limits of an individual Board member who wishes to serve can be waived and documented in the meeting minutes.

Article 6.13. Board Member Removal. The Board of Directors, by way of affirmative vote with a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing and that such action would be considered at the meeting. That Director selected for removal may challenge the removal in writing and request a Special Meeting with a quorum of at least 10% of the membership to vote to approve or deny the removal, if the removal is with cause the procuring cause will be presented at the Special Meeting.

Article 6.14. Emergency Powers. When due to a national disaster or death, a majority of the Directors are incapacitated or otherwise unable to attend the meetings and function as a Director, the remaining members of the Board of Directors shall have all the powers necessary to function as a complete Board, and for the purpose of doing business and filling vacancies shall constitute a quorum, until such time as all Directors can attend or vacancies can be filled pursuant to these Bylaws.

Article 6.15. Minutes. The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. An agenda notice should be provided in accordance with these Bylaws. However, in the event the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation/Organization and/or to the HOA Management Company which need to be placed in the minute book/files. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 30 business days after the close of each Board meeting.

Article 6.16. Board Member Voting. Each Board member shall only have one vote.

Article 6.17. Board Member Vote by Proxy.

Members of the Board and HOA community members shall be allowed to vote by written proxy, see Section 3.9.

Article 6.18. Board Member Attendance. An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Corporation/Organization. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the Chair, to have resigned from the Board or will vote to remove the member from the Board. See Section 6.7 and 6.13.

ARTICLE 7 - OFFICERS

Article 7.1. Officers and Duties. The officers of the Association, in addition to the Chairman of the Board (President) may at the discretion of the Board of Directors include a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by a majority of the Board of Directors. Such other officers may be elected or appointed by the Board of Directors. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of President (Chairman) and Secretary. Any two or more offices may be held by the same person. See Article 6.7 Vacancies. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these Bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

Article 7.2. President (Chairman of the Board). The President shall be the Chief Executive and Administrative Officer as well as Chairman of the Board. He/she shall preside at all meetings of the members and at meetings of the Board of Directors. He/she shall exercise such duties as customarily pertain to the office of President and shall have general and active supervision over the business and affairs of the Association and over its several officers. He/she may appoint offices, agents, or employees other than those appointed by the Board of Directors. He/she may sign, execute and deliver in the name of the Association powers of attorney, contracts, bonds and other obligations and shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the Bylaws.

It shall be the responsibility of the President, in general, to preside over all meetings of the Board of Directors. supervise and conduct all activities and operations of the Corporation/Organization, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Corporation/Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board of Directors may place the President under a contract of employment where appropriate. The President shall be empowered to act, speak for, or otherwise represent the Corporation/Organization between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation/Organization, to execute in the name of the Corporation/Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation/Organization, and to negotiate any and all material business transactions of the Corporation/Organization.

Article 7.3. Vice President. The Vice-President shall have such powers and perform such duties as may be assigned to him/her by the Board of Directors or the President. In the absence or disability of the President, or in the event of the President's inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties and exercise the powers of the President, and in doing so shall have all authority and powers of the President.

A Vice-President, acting in the capacity of the President shall have the authority to sign and execute contracts and other obligations pertaining to the regular course of his/her duties.

Article 7.4. Secretary. The Secretary, or his/her designee, subject to the direction of the President, shall be the custodian of all records and documents of the Association, which are required to be kept at the principal office of the Corporation/Organization, and shall act as secretary at all meetings of the Board of Directors or Membership, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Corporation/Organization and shall see that the seal of the Corporation/Organization, if any, is affixed to all documents, the execution of which on behalf of the Corporation/Organization under its seal is duly authorized in accordance with the provisions of these bylaws. He/she shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the Bylaws. He/she shall be sworn to the faithful discharge of his/her duties.

Article 7.5. Treasurer (Chief Financial Officer). It shall be the responsibility of the Treasurer, subject to the direction of the President, to have general custody or the collection and disbursement of funds of the Associates, or cause to be kept and maintained, adequate and accurate accounts of all the funds and business transactions of the Corporation/Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. He/she shall be responsible for endorsing on behalf of the Association for collection checks, note and other obligations and depositing the same to the credit of the Association in such bank or banks or depositories as the Board of Directors may designate. He/she must ensure or oversee that members payments of HOA dues are appropriately credited to their individual accounts. He/she or the Secretary may sign, with the President or such other persons as may be designated for the purpose by the Board of Directors all bills of exchange or promissory notes of the Association. He/she shall enter to cause to be entered regularly in the books of the Association full and accurate account of all monies received and paid on account of the Association; shall at all reasonable times exhibit his/her books and accounts to any Director or HOA Management Company during regular business hours and whenever required by the Board of Directors or the President, to render a statement of the accounts. He/she shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the Bylaws. He/she shall give bond for the faithful performance of his/her duties in such sum and with or without such surety as shall be required and approve by the Board of Directors. He/she has authority to employ independent accountants with approval of the Board of Directors.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors into the Association bank account. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation/Organization, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation/Organization. The treasurer shall reconcile quarterly with the HOA Management Company if one is in place.

The Treasurer shall give the Corporation/Organization a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Corporation/Organization of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Corporation/Organization shall pay the cost of such a bond.

Article 7.6. Board Member/Other Officer (Director). Participates in decision-making, provides oversight, and offers expertise in specific area to guide the organization toward its goals. Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors.

Article 7.7. Salaries. The service as a Board of Director is normally entirely voluntary and board members do not receive compensation for their time or efforts. However, should a situation arise and be approved by the board any salaries or other compensation of the officers of the Association, they shall be fixed, by contract or otherwise, from time to time by the Board of Directors, except that the Board of Directors may delegate to any person or group of persons the power to fix the salaries or other compensation for any subordinate officers or agents. No officer shall be prevented from receiving any such salary or compensations by reason of the fact that he/she is also a Director of the Association.

Article 7.8. Surety Bonds. In case the Board of Directors shall so require, any officer or agent of the Association shall execute to the Association a bond in such sums and with such surety or security as the Board of Directors may direct, conditioned upon the faithful performance of his/her duties to the Association, including responsibility for negligence and for the accounting for all property, monies or securities of the Association which may come into his/her hands.

ARTICLE 8 – INDEMNIFICATION

No officer or Director shall be personally liable for any obligations of the Association or for any duties or obligations arising out of any acts or conduct of said officer or Director performed for or on behalf of the Association. The Association shall and does hereby indemnify and hold harmless each person and his heirs and administrators who shall serve at any time hereafter as a Director or officer of the Association from and against any and all claims, judgments, and liabilities to which such person shall become subject by reason of his/her having been a Director or officer of the Association, or by reason of any action alleged to have been taken or omitted to have been taken by him/her as such Director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with the defense or payment of any such claim or liability; this shall include the duty or power to defend such person from all suits or claims as provided for under the provisions of the Montana Business Association Act; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his own criminal, intentional or willful misconduct.

The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which she/he may lawfully be entitled or shall anything herein contained restrict the right of the Association to indemnify or reimburse such person in any proper case, even though to specifically herein provided for. The Association, its Directors, officers, employees and agents shall be fully protected in taking any action or making any payment, or in refusing so to do in reliance upon the advice of counsel.

The indemnification herein provided shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law agreement, vote of members or disinterested Directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue after such person has ceased to be a Director, officer or employee, and shall inure to the benefit of the heirs, executors and administrators of such person.

The Association may purchase and maintain insurance on behalf of any person who is or was a Director, officer or employee of the Association, or is or was serving at the request of the Association as a Director, officer, employee or agent of another Association, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, either or not the Association would have the power to indemnify him/her against such liability under these provisions or of the Montana Business Association Act.

The right of any person to be indemnified shall be subject always to the right of the Association by its Board of Directors, in lieu of such indemnify, to settle any such claim, action, suit or proceeding at expense of the Association by the payment of the amount of such settlement and the costs and expenses incurred in connection therewith.

ARTICLE 9 - COMMITTEES

Article 9.1. Committees of Directors. The Board of Directors may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee shall consist of at least one (1) Director and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.

- b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- c) Fix compensation of the directors serving on the Board or on any committee.
- d) Amend or repeal the Articles of Incorporation or Bylaws or adopt new bylaws.
- e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or able to be repealed.
- f) Appoint any other committees of the Board of Directors or their members.
- g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation/Organization otherwise than in the usual and regular course of its business; or revoke any such plan.
- h) Approve any self-dealing transaction, except as provided pursuant to Law.

Unless otherwise authorized by the Board of Directors, no committee shall bind the Corporation/Organization in a contract or agreement or expend Corporation/Organization funds.

ARTICLE 10 - STANDARD OF CARE

Article 10.1. General. A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Corporation/Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the Corporation/Organization whom the director deems to be reliable and competent in the matters presented.
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence, so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 10 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation/Organization, or assets held by it, are dedicated.

Article 10.2. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specified instances.

Article 10.3. Loans. No loan or advance shall be contracted on behalf of the Association, no negotiable paper or other evidence of its obligation under any loan or advance shall be issued in its name and no property of the Association shall be mortgaged, pledged, or transferred as security for the payment of any loan, advance, indebtedness or liability of the Association unless and except as authorized by the Board of Directors. Any such authorization may be general or confined to specific instances.

Article 10.4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select, or as may be selected by any officer or agent authorized to do so by the Board of Directors.

Article 10.5. Checks and Drafts. All notes, drafts, acceptance, checks endorsements and evidence of indebtedness of the Association shall be signed by such officer or officers or such agent or agents of the Association and in such manner as the Board of Directors from time to time may determine.

Article 10.6. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Article 10.7. Conflict-of-Interest. The purpose of the Conflict-of-Interest policy is to protect the Corporation/Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Article 10.8. Establishing a Conflict-of-Interest. After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Article 10.9. Addressing a Conflict-of-Interest. In the event, the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The Chair of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Corporation/Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Corporation/Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Article 10.10. Violations of Conflict-of-Interest Policy. Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

- a) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation/Organization at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

ARTICLE 11 - RECORDS AND REPORTS

Article 11.1. Maintenance and Inspection of Articles and Bylaw. The Corporation/Organization shall keep at its principal office or management company, if one is in place, the original or a copy of its Articles of Incorporation, Bylaws, Rules and Regulations amended to date, which shall be open to inspection by the directors and members at all reasonable times during office hours.

Article 11.2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. The Corporation/Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Article 11.3. Maintenance and Inspection of Other Association Records. The Corporation/Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation/Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation/Organization shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation/Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation/Organization and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

Article 11.4. Preparation of Annual Financial Statements. The Corporation/Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall/may be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Corporation/Organization shall make these financial statements available to the Montana Attorney General and members of the public for inspection no later than 90 days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within 90 days after the end of the fiscal year of the Corporation/Organization, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.

- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of the Corporation/Organization for both general and restricted purposes during the fiscal year.
- d) The information required by the Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000.00 or indemnifications involving more than \$10,000.00 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation/Organization that such statements were prepared without audit from the books and records of the Corporation/Organization.

ARTICLE 12 - FISCAL YEAR

The fiscal year for this Corporation/Organization shall end on December 31.

ARTICLE 13 – WAIVER OF NOTICE

When any notice is required to be given to any member or Director of the Association under the provisions of these Bylaws or under the provisions of the Articles of Incorporation if applicable, or under the provisions of the Montana Non-Profit Association Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice and shall constitute a release of any claim based upon waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the legality of that meeting.

ARTICLE 14 - AMENDMENTS AND REVISIONS

These Bylaws may be altered, amended, repealed or new Bylaws adopted by a majority of the entire Board of Directors at any regular or special meeting. Any Bylaw adopted by the Board may be repealed or changed by action of 3/4th of the members using the voting determination as stated herein.

ARTICLE 15 - CORPORATE/ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the Corporation/Organization. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 16 - CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term "person" includes a Corporation/Organization as well as a natural person.

If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF BOARD OF DIRECTORS ~ SWAN MOUNTAIN HOA

I, Nan Wise, certify that I am the current elected Vice President and acting President of the Swan Mountain HOA, and the above Bylaws are the Bylaws of this Corporation/Organization as adopted by a quorum of the Board of Directors on October 23, 2024, and that they have not been amended or modified since the date above.

EXECUTED on this 23 day of October, 2024, in the County of Flathead in the State of Montana.

Authentisign
Nan Wise

Nan Wise 10/25/2024

(Duly Elected Vice President, Acting President)

I, Alyssa Rechkemmer, certify that I am the current elected and acting Treasurer of the Swan Mountain HOA, and the above Bylaws are the Bylaws of this Corporation/Organization as adopted by a quorum of the Board of Directors on October 23, 2024, and that they have not been amended or modified since the date above.

EXECUTED on this 24 day of October, 2024, in the County of Flathead in the State of Montana.

Authentisign
Alyssa Rechkemmer

Alyssa Rechkemmer 10-25-2024

(Duly Elected Treasurer)

NOTARIAL CERTIFICATE

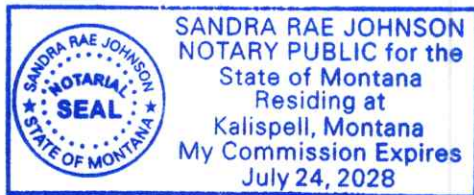
Acknowledgment

State of Montana

County of Flathead

The attached record was acknowledged before me on October 25, 2024
(Date)

by Nan Wise and Alyssa Rechkemmer.
(Name of signer(s).)



Sandra Rae Johnson
(Notary Signature)

[Affix stamp above]

This certificate has been attached to the Third Amended and Restated Bylaws
(Type of record or document)

consisting of 44 page(s), dated Oct 25, 2024.

Any evidence that this certificate has been detached or removed from the above described document may render the notarization invalid or unacceptable.