

**AMENDED AND RESTATED BYLAWS  
FOR  
RIVER LANDING CONDOMINIUMS  
OWNERS ASSOCIATION INC.**

**1. Definitions.**

- a. **Association.** "Association" shall mean and refer to River Landing Condominiums Owners Association, Inc., a Montana non-profit Corporation.
- b. **Articles of Incorporation.** "Articles of Incorporation" and/or "Articles" shall mean and refer to the Articles of Incorporation filed for the Association identified in Section 1(a), and all restatements or amendments to such Articles.
- c. **Declaration.** "Declaration" shall mean and refer to that certain Declaration of Condominium, Covenants, Conditions and Restrictions for River Landing Condominiums, dated the 24<sup>th</sup> day of August 2009, and recorded as Document No. 500976, records of Lake County, Montana, or as those Declarations may be subsequently amended.
- d. **Condominium Unit.** "Condominium Unit" shall mean and refer to the Condominium Units established pursuant to the Declaration, described in Section 1(c).
- e. **Other Definitions.** Except as might otherwise be provided herein, any Definitions as set out in the Declaration, described in Section 1(c) shall apply to these Bylaws.

**2. Corporate Office and Purpose.**

- a. **Principal Office.** The principal office of the Association shall be located at the management company that enters into an agreement with Association to provide services or at such other address as is determined by the Board of Directors from time to time.
- b. **Purposes.** The principal purposes of the Association shall include the following:
  - i. the maintenance, upkeep, and repair of the common elements and payment for the expense thereof by the officers of the Association;
  - ii. the employment of personnel necessary for the maintenance, upkeep, and repair of the common elements;
  - iii. the collection from the Condominium Unit owners their share of the common expenses in the manner as described in the Declaration;

- iv. the adoption of and amendments to administrative rules governing the details of the operation and use of the common elements by the Board of Directors of the Association as further described in the Declaration; and
- v. the enactment and enforcement of restrictions and requirements respecting the use and maintenance of the Condominium Units and the common elements, designed to prevent unreasonable interference with the use of each owner's Condominium Unit and of the common elements, all as are more specifically set out in the Declaration, described in Section 1(c).

c. **Incorporation of Declaration by Reference.** The terms and provision of the Declaration are incorporated into these Bylaws, as if fully set forth herein. Any conflicts between these documents shall be governed by the Declaration.

### 3. Membership.

- a. **Membership Eligibility.** The Members of the Association shall consist of those persons or entities who are mandated, pursuant to the Declaration described in Section 1(c), to be Members.
- b. **Voting Rights.** The Members in good standing, as defined within Section 3 (i) below, shall be entitled to vote upon membership matters in the manner described in the Declaration referred to in Section 1(c). A simple majority of the quorum of Members represented at any meeting shall be sufficient to pass motions, approve resolutions, or elect directors, unless a greater majority is required by the Declaration, Articles of Incorporation or statutes.
- c. **Membership Meetings.** The Members shall hold an annual meeting which date and time shall be set and agreed at the prior year's annual meeting. Annual meetings shall be held on or before July 15 unless otherwise designated by the Board of Directors. The annual meeting will be physically held at a Condominium Unit or at such other place within the State of Montana as may be designated by the Board of Directors. Members may elect to attend any annual meeting telephonically or via video conference should they not be able to physically attend the meeting. Should any Member elect to attend the meeting via telephone or video conference, such Member is to notify the Board of Directors no later than ten (10) business days prior to the meeting. The Board of Directors, upon receipt of such notice from a Member, shall within 10 days of receipt of such notice provide such Member(s) the telephonic or video conference information so such member(s) may participate via such medium. The purpose of the annual meeting shall be to elect Directors and to transact any other matters which might come before the meeting.
- d. **Special Meetings.** Special meetings of the Members may be called at any time by the President of the Association or by the Board of Directors. It shall be the duty of the President or Presiding Officer and Board of Directors to call such special meetings whenever so requested in writing by 33 1/3% of the Members. Such

meetings shall be held at a Condominium Unit or after notice at such other place within the State of Montana as may be designated by the Board of Directors. Members may attend special meetings telephonically or via video conference in accordance with Section 3(c). Notice of special meetings shall be given in accordance with Section 3(e).

- e. **Notice of Meetings.** Except as otherwise provided for by statute, written or printed notice stating the location, date and hour of the meeting and in the case of special meetings, the purpose for which the meeting is to be held, shall be delivered not less than twenty days nor more than sixty days before the date of any such meeting. Such delivery may be accomplished either personally, through United States mail, email or any other means that is generally accepted at the time of providing such notice.. Such notice shall be given by the Secretary of the Association at the direction of the President or the Board of Directors. Such notice shall be deemed delivered if the same is either delivered personally to the Member, deposited in the United States Mail with the postage prepaid thereon addressed to the Member at his or her address as it appears upon the membership rolls of the Association, when sent to the electronic address as it appears upon the membership rolls of the Association, or in accordance with the generally accepted delivery receipt standards associated with alternate notice methods. It is the obligation of the Member to keep the Association advised of that Member's current contact information, including both physical and electronic address and telephone number..
- f. **Action Without Meeting.** Any action required or which may be taken at a meeting of the Members may be taken without a meeting, if all entitled to vote on such matter consent in writing, which consent shall set forth the action so taken.
- g. **Order of Business.** The order of business at the annual meeting and as far as possible at all other meetings of the Members shall be as follows:
  - i. call of roll;
  - ii. verification that the members present are eligible to vote;
  - iii. proof of due notice of meeting or waiver of notice;
  - iv. reading and disposal of any unapproved minutes;
  - v. reports of officers and committees;
  - vi. election of Directors;
  - vii. unfinished business;
  - viii. new business; and

ix. adjournment.

- h. **Membership Rolls.** The Association shall maintain a membership roll containing the names, addresses (both physical and electronic) and telephone numbers of all the Members of the Association. The membership rolls shall be open to inspection during the regular business hours of the Association or upon reasonable request to the custodian of such rolls. It shall be the responsibility of Members to advise the Association upon any transfer of a Condominium Unit or upon any change of address (both physical and electronic) or telephone number.
- i. **Member in Good Standing.** Being a member in Good Standing is defined as a Member who has timely paid all dues owing to Association. The membership roll, along with documentation that a Member has timely paid all dues owing to the Association shall be determinative of the identity of the Members entitled to vote.
- j. **Quorum.** The presence of 50% of the Members in Good Standing of the Association, represented either in person or by proxy, shall constitute a quorum at any meeting of the Members. If less than that number of Members in Good Standing are represented at such meeting, a majority of those Members so present may adjourn the meeting from time to time without further notice. Upon the continuation of any adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The Members in Good Standing present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.
- k. **Proxies.** At all meetings of the Members, a Member in Good Standing may vote either in person or by proxy executed in writing by the Member in Good Standing or by his duly authorized attorney in fact. Such proxies shall set forth the period of time for which they will be valid which shall not exceed eleven months from the date of its execution unless otherwise provided for in the proxy.
- l. **Voting by Ballot.** The election of Directors or voting upon any question or other matters may be oral unless the presiding officer of such meeting shall order or any Member in Good Standing shall demand that voting be conducted by ballot.

#### 4. Board of Directors.

- a. **General Powers.** The business affairs of the Association shall be managed by the Board of Directors.
- b. **Qualifications and Term of Office.** There shall be three Directors, and the current Directors are those individuals signing these Bylaws. The number of Directors may be increased or decreased by amendment to the Bylaws. Provided, that the minimum number of Directors shall be three and the total number of Directors shall always be an odd number. Each Director shall be a member of the

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Howard Chandler:  DS  
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Association. Directors shall serve for a term of three years or until his or her successor shall have been elected and qualified or until he or she shall have resigned or been removed in the manner as provided in this Section. Terms of office for Directors and the election of Directors shall be staggered so that one Director shall be elected in each year so long as the number of Directors remains three. Should the number of Directors be increased, the Terms of such new Director positions shall be assigned so as to assure that the rotation of Directors continue. Directors shall be chosen at the annual meeting of the membership by election according to the highest number of votes received by the nominee for said office,

- c. **Meetings.** An annual meeting of the Board of Directors shall be held on the same day and immediately following the annual meeting of the Members or as soon as practical after the annual meeting of the Members. This annual meeting shall be held at a Condominium Unit or at any other location as the Board of Directors may designate. The annual meeting of the Board of Directors may be attended by each Director at his or her discretion either physically, telephonically, video conference or by any other means which the Directors choose to permit. The Directors by resolution may establish the time and place of other regular meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the President of the Association or by any one Director. Notice of all meetings provided for in this part shall be given to all Directors in accordance with the provisions of Section 4(d).
- d. **Notice.** Notice of all annual, regular, and special meetings shall be delivered to each Director by the Secretary at least 48 hours prior to the time fixed for such meeting, unless such advance notice is waived by all of the Board of Directors. Said notices may be delivered verbally or if in writing either in person, through the United States Mail, email or any other means that is generally accepted at the time of providing such notice. If such notice is mailed it shall be deemed delivered when deposited in the United States Mail properly addressed with the postage prepaid. If such notice is sent via email it shall be deemed delivered when sent. Should notice be provided by any other generally accepted method, notice shall be deemed delivered in accordance with the generally accepted delivery receipt standards associated with alternate notice methods. For the purpose of this section the proper address shall be the addresses, physical and electronic, of the Directors as shall appear on the membership roll of the Association. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall be deemed to be a waiver of notice unless that Director shall be in attendance for the sole expressed purpose of objecting to the transaction of business because the same was not lawfully called or convened. Neither the business to be transacted nor the purpose of any annual or regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

- e. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the Directors are present at any such meeting, a majority of those Directors actually present may adjourn the meeting from time to time without further notice.
- f. **Manner of Acting.** The act of majority of the Directors present at any meeting at which a quorum is present shall be deemed the act of the Board of Directors.
- g. **Removal and Resignation.** Any or all Directors may be removed from office with or without cause by the Members at the annual meeting or any special meeting called for that purpose. A Director may resign, effective upon receipt of written notice of such resignation to the President of the Board, if one shall have been chosen, or Secretary of the Association. Any Director who ceases to own a Condominium Unit or misses two or more meetings of the Board of Directors within a one-year period without a reason acceptable to the Board of Directors shall be deemed to have resigned. Any Director removed or resigned who is a member of any committee shall cease to be a member of such committee.
- h. **Vacancies.** The vacancies occurring among the Directors for any reason other than by virtue of an increase in number of Directors' positions, may be filled by vote of the remaining Directors. If the remaining Board of Directors is unable to agree on an individual to fill such vacancy, then the Members of the association at a special meeting convened for that purpose shall fill the vacancy. The replacement Director shall serve the remaining term of the Directors whose vacancy is filled. If a vacancy in the Board of Directors is created by virtue of an increase in the number of Directors, such vacancy shall be filled by a vote of the Members at an annual or special meeting
- i. **Compensation.** By resolution, the Board of Directors may authorize the reimbursement of their actual and necessary expenses, incurred while attending and traveling to and from any duly constituted meeting of the Board.
- j. **Presumption of Action.** Any Director of the Association who is present at a meeting of the Board of Directors at which any action relating to any corporate matter is taken shall be conclusively presumed to have consented to such action unless his dissent shall be entered upon the minutes of the meeting or filed in writing with the person acting as secretary of the meeting prior to its adjournment or forwarded by registered mail to Secretary of the Association immediately upon adjournment of such meeting. No Director who voted in favor of any such action shall have the right to dissent.
- k. **Conduct of Meetings.** The President and Secretary of the Association shall act as the chairman and secretary of each Directors' meeting unless the Board of Directors shall elect other members of the Board to act in their place. The order of business

at the annual meeting and as far as possible at all other meetings of the Directors shall be as follows:

- i. call of roll;
- ii. proof of notice of meeting or waiver of notice;
- iii. reading and disposal of any unapproved minutes, if any;
- iv. reports of officers;
- v. election of officers;
- vi. unfinished business;
- vii. new business; and
- viii. adjournment.

- l. **Informal Action.** Any action required to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting of the Directors, if consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.
- m. **Disclosure and Recusal.** A Director shall disclose or cause to be disclosed to the other Board Members information not known by them but known by the director to be material to the discharge of their word or oversight functions. No disclosure is required to the extent the Director reasonably believes that doing so would violate a duty imposed under law, a legally enforceable obligation of confidentiality, or a professional ethics rule. When the Disclosure is made, the disclosing Director shall recuse himself or herself from voting with respect to such issue. For the purpose of this section, a matter that is material to the discharge of their decision-making oversight functions shall include, without limitation, knowledge of information that creates a lack of objectivity due to the directors familial, financial, or business relationships with, or lack of independence due to the directors domination or control by another person having a material interest in the issue presented to the Directors.

## 5. Committees.

- a. **Committees.** The Board of Directors may create, designate and appoint one or more committees. Each committee shall consist of at least one Director and if desired, any additional Members of the Association as may be determined by the Board upon creation of such committee. The Board in creating a committee shall state the purpose for which that committee is created, the limits upon that

committee's power, and the manner in which that committee may act. Unless otherwise limited, the committee shall have and exercise all of the authority of the Board of Directors, except such authority shall not in any instance include authority as follows:

- i. amend, alter or repeal Bylaws;
- ii. elect, appoint or remove any member of any committee, any director or officer of the Association;
- iii. amend or restate the Articles of Incorporation;
- iv. adopt a plan of merger or consolidation with another corporation;
- v. authorize the sale, lease, exchange or mortgage of any property or assets of the Association;
- vi. authorize a voluntary dissolution of the Association or revoke proceedings thereof;
- vii. adopt a plan for distribution of the assets of the Association; or
- viii. amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by any committee.

b. **Architectural Control Committee.** Subject to the Declaration, the Board of Directors by resolution or resolutions adopted from time to time shall designate an Architectural Control Committee to hold office for such term or terms as may be determined by the Board of Directors. Such Architectural Control Committee shall consist of three (3) members with at least one Architectural Control Committee member being a Director as determined by the Board of Directors. The Architectural Control Committee shall have all the powers necessary to serve the functions as described in the Declaration. A quorum shall be a majority of the Members of the committee and any authorized action may be taken by majority vote of the quorum present. In the event that a majority vote of the quorum present does not exist, the Committee shall advise the Board of Directors of such impasse and the Board of Directors shall vote on any authorized action. In the event that an Architectural Control Committee is not designated by the Board of Directors, the Board of Directors shall serve as the Architectural Control Committee.

## 6. Officers.

a. **Offices.** The officers of the Association are a President, one or more Vice Presidents, a Secretary and a Treasurer and any other officers as the Board of Directors from time to time deem necessary. Such additional officers shall be

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Howard Chandler:  DS  
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Michael Rohrenbach:  DS

elected or appointed by and their titles and duties prescribed by the Board of Directors. Any two or more offices may be held by the same person. There shall at all times be designated a President (or Presiding officer) and a Secretary.

- b. **Qualification, Election and Term of Office.** Each officer, excepting the Secretary, shall be either a Member of the Association. or the representative of a Member. The officers of the Association shall be elected annually by the Board of Directors at their first meeting following the annual meeting of the Members and shall be elected for a one (1) year term. If the election of officers is not held at that meeting then such election shall be held as soon thereafter as may be conveniently done. Vacancies shall be filled and new offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified or until his death, resignation or removal.
- c. **Resignation and Removal.** Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Secretary of the Association. Unless otherwise specified in said written notice, such resignation shall take effect upon acceptance thereof by the Board of Directors. Any officer having been elected and appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person removed. Any officer who ceases to own a Condominium Unit if also a Director or misses two or more meetings of the Board of Directors or of the members within a one year period without a reason acceptable to the Board of Directors shall be deemed to have resigned. The election or appointment of any officer or any other agent shall not in itself create contractual rights.
- d. **President.** The President, who must be a Director, shall be the principal executive officer of the Association and shall in general supervise and conduct all of the business of the Board of Directors. He shall preside at all meetings of the Members or the Board of Directors. He must sign with the Secretary of the Association or other proper officer as designated by the Board of Directors, the annual statements, all deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors to be executed, except in cases where the signing and execution of such documents shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the Association or shall be under the laws of the State of Montana required to be otherwise assigned or executed. The President shall perform all duties incidental to the office of the President and shall perform such other duties as may be prescribed by the laws of the State of Montana, the Articles of Incorporation or by the Board of Directors.
- e. **Vice President.** In the absence of the President or in the event of his inability or refusal to act, the Vice President, who must be a Director, shall perform the duties of the President. When so acting the Vice President shall have all the

powers of and be subject to all the restrictions upon the President. The Vice President or Vice Presidents shall perform all other duties as may from time to time be assigned by the President or the Board of Directors.

- f. **Secretary.** The Secretary who need not be a Member or a Director, shall keep the minutes of the proceedings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these Bylaws or as otherwise required by the Articles or Statutes; be custodian of the Corporate records and all documents executed on behalf of the Association; keep a register of the post office and email addresses and telephone numbers of each of the Members; have general charge of the membership rolls of the Association; upon proper request make available to prospective purchasers such association documents, rules, and financial statements as may be required by law; and in general, perform all of the duties incidental to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.
- g. **Treasurer.** The Treasurer, who must be a Member, shall have charge and custody and tie responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever; deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general, perform all of the duties incidental to the office of Treasurer and any other such duties as from time to time may be assigned by the President or the Board of Directors. If required by the Board of Directors or in the Declaration, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with a surety or sureties as the Board of Directors shall determine is appropriate. The cost of any such bond shall be paid for by the Association.
- h. **Annual Statement.** Any Officer may sign and file with the Secretary of State for the state of Montana the annual report of the association.
- i. **Compensation.** By resolution, the Board of Directors may authorize the reimbursement of the actual and necessary expenses of the Officers, incurred in carrying out their responsibilities as Officers.

## 7. General Provisions.

- a. **Fiscal Year.** The fiscal year of the Association shall begin on January 1<sup>st</sup> in each year and end on December 31<sup>st</sup> of that same year.
- b. **Corporate Seal.** The Board of Directors is authorized to conduct business without a corporate seal.

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- c. **Waiver of Notice.** Whenever any notice is required to be given by these Bylaws, the Articles of Incorporation or any of the laws of the State of Montana, 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 the equivalent of giving such notice.
- d. **Amendments.** If the Members seek to amend the Bylaws, the Association shall give notice to its Members of a special or annual meeting. The notice shall state that the purpose or one of the purposes of the meeting is to consider the proposed amendment to the Bylaws and shall contain or be accompanied by a copy summary of the proposed amendment. The Members at such meeting may by a two-thirds majority vote of the Members amend or alter the Bylaws.
- e. **Severability.** If any portion of these Bylaws is deemed to be contrary to law by a Court of competent jurisdiction, such portion of the Bylaws is severable from the remaining provisions of the Bylaws and those remaining provisions shall be legally binding.

[SIGNATURE PAGE TO FOLLOW]

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Howard Chandler:  DS  
Phil Steurer:  DS  
Michael Rohrenbach:  DS

## CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS: That, the undersigned, being a majority of the Board of Directors of River Landing Condominiums Owners Association, Inc., do hereby assent to the adoption of the foregoing Amended and Restated Bylaws and do hereby certify that the same were duly adopted as the Bylaws at the meeting of the Members of said Association on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and that the same do now constitute the Bylaws of said Association.

Approved this \_\_\_\_ day of \_\_\_\_\_ 2023.

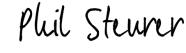
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Howard Chandler

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Howard Chandler:  DS  
Phil Steurer:  DS  
Michael Rohrenbach:  DS