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FRIENDS OF GRANT CREEK

BYLAWS

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Article 1. Charter

This corporation, known as Friends of Grant Creek, Inc. (FOGC) shall be governed by its Amended and Restated Articles of Incorporation, as amended on the \_\_ day of November, 2021, and these By-laws. In the event of conflict with the Articles, the Articles shall control.

Article 2. Purpose

The purpose of the organization is stated as follows: The Friends of Grant Creek (FOGC) works to advance and protect natural values, safety, quality of life and outdoor traditions in the Grant Creek valley.

Article 3. Board of Directors

Section 3.1. The number of Directors shall be set by the Board. The number which shall constitute the whole Board shall be five to eleven, but always an odd number. As the Directors' terms expire, their successors shall be elected at the meeting of the voting membership immediately preceding the date of such expiration by a majority vote of the attending members and such successors shall serve for a term of three years or until their successor is elected. Each member of the Board of Directors shall be a member of the corporation.

Section 3.2. The first Board of Directors shall be the persons named as Directors in the Amended and Restated Articles of Incorporation. Terms of these Directors shall be staggered such that approximately one-third of the Board shall be elected each year for a three-year term.

Section 3.3. The business of the corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are authorized by statute or by the Articles of Incorporation or by these By-laws.

Section 3.4. The Board of Directors shall meet annually, or more frequently as needed, and when called for by resolution of the Board. Special meetings of the Board of Directors may be called by, or at the request of, the President or any three Directors, upon written or emailed notice to all Board members, as hereinafter provided.

Section 3.5. Notice of meetings shall be given at least five days prior thereto by notice delivered personally, mailed or emailed to each Director at his/her customary address, specifying the time and place of the meeting, and/or a link for an internet meeting.

The President will provide a proposed agenda to the Directors at least three days prior to the meeting. Any Board action which could lawfully be taken in a meeting may also be taken without a meeting when authorized in writing (including email sent to all Directors) by a majority of the Directors.

Section 3.6. Quorum. At any meeting of the Board of Directors, the presence of a majority of the current Board shall be necessary to constitute a quorum for the transaction of business and the act of a majority of directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. Any Director may participate in a meeting by use of telecommunications; provided that it shall be such Director's duty to make suitable logistical arrangements for such participation.

Section 3.7. Vacancies. The Board shall fill any vacancy occurring in the Board of Directors by death, resignation, or otherwise. Each Director so selected shall hold office for the unexpired term of the Director being replaced.

Section 3.8. Removal of Directors. Any director may be removed either with or without cause, at any time, by a two-thirds (2/3) vote of the remaining members of the Board of Directors at any regular meeting of the Board of Directors or at any special meeting called for that purpose, or at the annual meeting. If any Director does not attend three consecutively scheduled meetings without legitimate excuse, he or she shall be sent notice of termination.

Section 3.9. Resignation. Any director may resign his or her office at any time, such resignation to be made in writing and delivered to the President and to take effect immediately.

#### Article 4. Officers

Section 4.1. Officers and Qualifications. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may determine. The officers shall be chosen from members of the Board of Directors and shall serve without compensation.

Section 4.2. Election. Each officer of the corporation shall serve for a term of one year, elected annually by the Board of Directors at its annual meeting. Each officer shall hold office until a successor shall have been duly selected by the Board.

Section 4.3. Removal of Officers. Any officer may be removed either with or without cause by the vote of a majority of the whole Board of Directors.

#### Section 4.4. President

A. The President shall preside at all meetings of the Board of Directors and members.

B. The President shall present at each annual meeting a report of the condition of the business of the Corporation.

C. The President shall call regular and special meetings of the Directors in accordance with the requirements of the statutes and of these By-laws.

D. The President shall enforce these By-laws and perform all the duties incident to the office and which are required by law, and generally, he or she shall supervise and control the business and affairs of the Corporation.

E. The President shall not vote on motions before the Board unless there is a tie vote, at which point he or she can provide the tie-breaking vote.

F. The President shall sign all contracts for the corporation.

#### Section 4.5. Vice President

During the absence or incapacity of the President, the Vice President shall perform the duties of the President, and when so acting, he/she shall have all the powers and be subject to all the responsibilities of the office of the President and shall perform such duties and functions as the Board may prescribe.

#### Section 4.6. Secretary

A. The Secretary shall prepare and preserve the minutes of the meetings of the Board of Directors.

B. The Secretary shall attend to the sending of notice of special meetings of the Board of Directors of the Corporation.

C. The Secretary shall be custodian of the records of the Corporation.

D. The Secretary shall keep at the principal office of the corporation a book or record containing the names of all persons who are Directors of the Corporation, showing their places of residence. At the request of the person entitled to an inspection thereof, he/she shall prepare and make available a current list of the officers and directors of the corporation and their resident addresses.

E. The Secretary shall file annual reports with the Montana Secretary of State.

#### Section 4.7. Treasurer

A. The Treasurer shall have the care and custody of and be responsible for all the funds and assets of the Corporation.

B. The Treasurer shall keep at the principal office of the corporation accurate books of account of all its business and transactions and shall at all reasonable hours exhibit books and accounts to any Director upon application at the office of the corporation during business hours.

C. The Treasurer shall render a report of the conditions of the finances of the corporation at each regular meeting of the Board of Directors.

D. The Treasurer shall sign all checks and other payments made from funds of the Corporation.

E. The Secretary and the Treasurer may be the same person.

#### Article 5. Seal

The corporation does not have a seal.

#### Article 6. Offices

The principal office of the corporation shall be located in the Grant Creek valley in Missoula County, Montana. The Board of Directors may change the location of the principal office of the corporation.

#### Article 7. Members and Annual Meeting

Section 7.1. This is a membership corporation. The qualifications for membership are: (1) a person must either have their principal residence in the Grant Creek valley or own real property in the Grant Creek valley, and (2) the person shall pay dues if dues are established and required by the Board of Directors. The Grant Creek valley is defined as the natural drainage of Grant Creek north of Interstate 90 in Missoula County, Montana. Persons applying for membership may be required to exhibit proof of qualification.

Section 7.2. The Secretary shall maintain a list of current members of the corporation.

Section 7.3. There shall be an annual meeting of members on the second Tuesday of September. The President and the Secretary shall attend the meeting; all Board members may attend. The Board of Directors shall act as a nominating committee and shall recommend a slate of Directors for election at each annual meeting. A quorum for the annual members' meeting shall be equal to the current number of Directors. Motions and approvals shall require a majority vote. No proxies are permitted. If a condominium, apartment or town-house is occupied by a tenant or tenants, and the tenants desire to vote on a matter, then the owner of such residential unit may also be entitled to vote on the same matter. If more than one property is owned by a person or family, the person or family shall be entitled to only one vote on a matter.

Article 8. Miscellaneous

Section 8.1. Fiscal Year. The fiscal year of the corporation shall begin January 1.

Section 8.2. Waiver of Notice. Any notice required to be given under the provisions of these By-laws or otherwise may be waived by the Director or Officer to whom such notice is required to be given.

Article 9. Amendments

Manner of Amending. These By-laws may be amended by the affirmative vote of two-thirds of the whole Board of Directors, provided that a written notice shall have been sent to each director at least ten days before the meeting at which amendments are considered, which notice shall state the alterations, amendments, additions, or changes which are proposed to be made.

Article 10. Dissolution

The dissolution of the corporation shall be approved by a minimum vote of a majority of the Directors in office or by judicial proceeding. Upon dissolution and winding up of its affairs, and after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, the remaining assets of this corporation shall be transferred or distributed to a non-profit fund or entity which is organized and operated exclusively for charitable purposes. The property of this corporation is irrevocably dedicated to the purposes set out herein, and no part of the net income or assets of this corporation shall ever inure to the benefit of any individual.

Article 11. Indemnification of Directors

The corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claims, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or Officers of the Corporation. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any statute.

These By-laws were approved by vote of the Board of Directors at a Board meeting held on the 21st day of June, 2021.

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President

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Secretary