

BY-LAWS
OF THE
FRIENDS OF GRANT CREEK,

Hereinafter referred to as the F. O. G. C.

ARTICLE I

Offices

Section 1. F. O. G. C. Office. The F. O. G. C. shall have and maintain in the State of Montana, County of Missoula, an office which is officially designated as the F. O. G. C. Office by the Board of Directors. The address may be changed from time to time by the Board of Directors. The F. O. G. C. may maintain whatever U.S. Mail address is designated by the Board of Directors, to include a Post Office box number, or any other mail address.

ARTICLE II

Purposes

Section 1. Nature of the F. O. G. C. The F. O. G. C. is a non-profit organization which is organized and shall be operated exclusively for legal, educational and charitable purposes. The F. O. G. C. shall exist solely to serve the legal, educational and philanthropic needs of its members, and to advance the causes of the F. O. G. C., as such needs and causes may be assessed and defined from time to time by the Board of Directors. The primary activity of F. O. G. C. is intended to be support and promote the interests of the residents and landowners of the Grant Creek Valley.

ARTICLE III

Members

Section 1. Qualifications. Any person dedicated to the purposes of the F. O. G. C., and who is a resident of the Grant Creek Valley, or who is non-resident landowner of land within the Grant Creek Valley, shall be eligible for membership upon acceptance of his or her application by the Board of Directors and payment of such dues and fees as may from time to time be fixed by the Board of Directors.

Section 2. Election to Membership. Application for membership shall be made to the Secretary of the Board of Directors. Acceptance to membership shall require the affirmative vote of a majority of the Board of Directors.

Section 3. Voting. Each member shall be entitled to vote only on issues submitted to the members by the Board of Directors. Voting shall be limited to one vote per household or land holding, regardless of the number of bona fide members within such household or land holding, however, in any case no person may exercise more than one vote, regardless of number of land holdings within the membership area.

Section 4. Withdrawal. Any member may withdraw from the F. O. G. C. upon written application to the Board of Directors, and acceptance of that application by the Board.

The Board of Directors may cause the involuntary withdrawal of any member by a vote of the majority of the Board of Directors.

Section 5. Area Defined. The Grant Creek Valley is defined for purposes of membership area as all of that land within the Grant Creek watershed and North of Interstate 90.

ARTICLE IV

Board of Directors

Section 1. Definition. The Board of Directors shall serve the function of the usual definition of a Board of Directors, as further defined herein.

Section 2. General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of the F. O. G. C., and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board. The Board of Directors shall have the power to make grants to any organization organized and operated exclusively for legal, charitable, or educational purposes, as such purposes are commonly defined.

Section 3. Number, Qualifications, Election and Tenure of Members of the Board of Directors. The number of members of the Board of Directors shall be seven (?). Members of the Board of Directors must meet the qualifications for membership in the F. O. G. C..

The initial members of the Board of Directors shall be composed of the founding members of the Board of Directors of the F. O. G. C. Each member of the Board of Directors shall hold office from the date of Organization Meeting of the Board of Directors of the F. O. G. C. until the first annual meeting of the Board of Directors and until his successor is elected and qualified. At the first annual meeting of the Board of Directors, the members of the Board of Directors shall stand for re-election to the Board of Directors for a three (3) year term of office and until their respective successors are elected and qualified. Each successive member of the Board of Directors shall hold office for a term of three (3) years. Election to the Board of Directors shall be by majority vote of the members present at a meeting called for that purpose.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors that shall occur prior to the expiration of a term shall be filled by such person as shall be appointed thereto by the Chairman of the Board of Directors. A member of the Board of Directors so appointed to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

Section 5. Annual Meetings. The annual meeting of the Board of Directors shall be held without other notice than this By-law, on the third Monday in September of each year.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within Missoula County as the place for holding any special meeting of the Board of Directors called by them. A special meeting of the Board of Directors may be required, for a

specified purpose, by a petition signed by fifty percent (50%) of the members. Such meeting of the Board of Directors which is called by the members shall be held within thirty (30) days of receipt of the required petition by the Board of Directors, and shall be held, within the State of Montana, County of Missoula, at such a time and place as the Board of Directors shall determine and announce, to consider the specified topics contained in the petition.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail or telegram, or orally by telephone, to each member of the Board of Directors at his address as shown in the records of the F. O. G. C. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any member of the Board of Directors may waive notice of any meeting. The attendance of a member of the Board of Directors at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Board of Directors attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 8. Quorum. A majority of the total number of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the members of the Board of Directors are present at said meeting, a majority of the members of the Board of Directors present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors, unless the act of a greater number is required by law or these By-laws.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any member of the Board of Directors from serving the F. O. G. C. in any other capacity and receiving compensation therefore.

Section 11. Informal Action by Members of the Board of Directors. Any action required which may be taken by the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the members of the Board of Directors.

Section 12. Resignations of Members of the Board of Directors. A member of the Board of Directors may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the Chairman of the Board, or Secretary of the F. O. G. C., or by presenting his written resignation at an annual or special meeting of the Board of Directors.

ARTICLE V

Officers

Section 1. Officers. The officers of the F. O. G. C. shall be a Chairman of the Board, a President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including an Executive Director, one or more Assistant Secretaries, and one or more Assistant Treasurers, as it deems desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the F. O. G. C. shall be elected by the Board of Directors at an annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for a term of one (1) year and until his successor shall have been duly elected and qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgement the best interests of the F. O. G. C. would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chairman of the Board. The Chairman of the Board shall be the chief executive officer of the F. O. G. C. He shall preside at all meetings of the Board of Directors and shall perform all duties as may be prescribed by the Board of Directors and these By-laws.

Section 6. President. The President shall be the chief operational officer of the F. O. G. C. and shall, in general, supervise and control all of the business and affairs of the F. O. G. C. He shall preside at all meetings of the Board of Directors in the absence of the Chairman of the Board. He may sign, with the Secretary or any other proper officer of the F. O. G. C. authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other officer or agent of the F. O. G. C.; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

In the event of the death or resignation of the President, the Vice President, if there shall be one or if not, the Treasurer shall have all powers of, and be subject to all restrictions upon, the President.

Section 7. Treasurer. The Treasurer shall have the charge and custody of and be responsible for all funds and securities of the F. O. G. C.; receive and give receipts for monies due and payable to the F. O. G. C. from any source whatsoever, and deposit all such monies in the name

of the F. O. G. C. in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-laws; and, in general, perform all the duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings 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 provisions of these By-laws; be custodian of the F. O. G. C. records; keep a register of the post office address of each Member of the Board of Directors which shall be furnished to the Secretary by such Member of the Board of Directors; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Treasurer, the Secretary, the President, or by the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE VI

Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the F. O. G. C., in addition to the officers so authorized by these By-laws, to enter into a contract or execute and deliver any instrument in the name of and on the behalf of the F. O. G. C., and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the F. O. G. C., shall be signed by such officer or officers, agent or agents of the F. O. G. C. and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the F. O. G. C. shall be deposited from time to time to the credit of the F. O. G. C. in such banks, trust companies or other depositories and the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of the F. O. G. C. any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the F. O. G. C. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Montana, or any other relevant jurisdiction.

ARTICLE VII

Books and Records

The F. O. G. C. shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors

ARTICLE VIII

Fiscal Year

The fiscal year of the F. O. G. C. shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IX

Waiver of Notice

Whenever any notice is required to be given under provisions of law of the State of Montana or the By-laws of the F. O. G. C., 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 the giving of such notice.

ARTICLE X

Amendments to By-laws

These By-laws may be altered, amended or repealed and new By-laws may be adopted by the affirmative two-thirds vote of the members of the Board of Directors present at any annual meeting or at any special meeting, if at least thirty days' written notice is given of intention to alter, amend or repeal or to adopt new By-laws at such meeting.

ARTICLE XI

Disbursement of F. O. G. C. Assets

Should the F. O. G. C. become inoperative or be dissolved, the assets of the F. O. G. C. shall be divided amongst the existing members in good standing of the F. O. G. C., as deemed appropriate by the Board of Directors of the F. O. G. C., or in the absence of an existing Board, by the district court of local jurisdiction:

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