

**BYLAWS OF
FOXVIEW ESTATES LAND AND HOMEOWNERS' ASSOCIATION**

ARTICLE I.

INTRODUCTION

Section 1. The provisions of these By-Laws shall apply to and govern the FOXVIEW ESTATES LAND AND HOMEOWNERS' ASSOCIATION (the "Association"), a Montana Non-Profit Corporation, established for the purpose of performing the rights, obligations and duties of the Association as set forth in these By-Laws, the Articles and the Covenants covering the properties.

ARTICLE II.

DEFINITIONS

Section 1 The following words shall have the following meanings when used in these By-Laws.

(a) "Association", "Common Area", "Lot", "Member", "Owner" and "Properties" shall have the meanings set forth in the "Covenants" as the same are hereinafter defined.

(b) "Declarant" shall mean and refer to FOXVIEW ESTATES, LLP, a Limited Liability Partnership, and assigns, if such successors and assigns should acquire any portion of the properties from the Declarant for the purpose of development and are designated by the Declarants for the purpose of the declaration by a fully recorded instrument.

(c) "Design Review Committee" or Architectural Control Committee" shall mean the Board created by the members of the "Association" to maintain architectural control of the properties and building constructed thereon.

(d) "Articles" shall mean the Articles of Incorporation of the Association as said Articles are amended from time to time.

(e) "Board" shall mean the Board of Directors of the Association.

(f) "Improvements" shall mean buildings, garages, carports, roads, driveways, walkways, parking areas, fences, walls, covered patios, porches, elevated porches, sun decks, balconies, hedges, plantings, planted trees and shrubs, and all other structures or landscaping improvements of every kind, nature and description.

(g) "Covenants" shall mean and refer to the Protective Covenants applicable to the properties and recorded by Declarant on _____, 2000 in the office of the Clerk and Recorder of Lewis and Clark County, Montana, in Book _____ at Pages _____, together with any and all amendments thereto.

ARTICLE III

PRINCIPAL OFFICE

Section 1. The Association's principal office shall be located in the County of Lewis and Clark, State of Montana, but meetings of the members and the Board may be held at such place in the County of Lewis and Clark, State of Montana, as the board of directors may from time to time designate.

ARTICLE IV.

MEMBERSHIP

Section 1. Membership.

(a) Qualifications Every person or entity who owns a lot in FOXVIEW ESTATES Subdivision shall be a member of the Association. Ownership of such lot shall be the sole qualification for membership in the Association.

(b) Member's Rights and Duties. Each member shall have the rights, duties and obligations set forth in the Covenants, the Articles, these By-Laws, and any rules adopted by the Board in accordance with the Covenants and these By-Laws, as the same may from time to time be amended.

(c) Transfer of Membership. The Association membership of each owner (including Declarant) shall be appurtenant to the lot giving rise to such membership and shall not be assigned, transferred, pledged, hypothecated, conveyed or alienated in any way except upon the transfer of title to said lot, and then only to the transferee of title to said lot. Any attempt to make a prohibited transfer shall be void. Any transfer of title to a lot shall operate automatically to transfer the membership in the Association appurtenant thereto to the new owner thereof.

Section 2. Voting.

(a) Classes of Membership. The Association shall have one class of membership. Each member shall be entitled to one vote for each lot owned, except as limited by the covenants.

ARTICLE V.

MEMBERSHIP ASSESSMENT AND LIEN RIGHTS

Section 1. Membership Assessments. Regular annual, special and capital improvement assessments as provided for in the Covenants, together with all other assessments of the members of the Association provided for in the Covenants shall be paid by the members of the Association at the times, in the manner and subject to the conditions and limitations set forth in the Covenants and the Board shall fix, levy, collect and enforce such assessments at the times, in the manner and subject to the limitations set forth in the Covenants.

Section 2. Enforcement, Lien Rights. For the purpose of enforcing and collecting assessments, this Association shall have the lien rights set forth in the Covenants, which lien rights shall be enforceable by the Board in the manner set forth in the Covenants, and shall also have and be entitled to exercise all other rights and remedies set forth in the Covenants or otherwise provided for at law or in equity.

ARTICLE VI.

MEMBERSHIP RIGHTS AND PRIVILEGES

Section 1. Rights and Privileges of Members. No member shall have the right, without the prior approval of the Board, to exercise any of the powers or to perform any of the acts by these By-Laws or the Covenants delegated to the Board or the Association, but each member shall have all of the rights and privileges including, but not limited to, property rights and rights to access

to and over, and use and enjoyment of the Common Area granted to the members or owners by these By-Laws or the Covenants subject to such limitations as may be imposed in accordance therewith.

Section 2. Suspension of Voting Rights. The Board shall have the right to suspend the voting rights and/or the right to use of the recreational facilities located within the Common Area of any member or members of the Association for the period during which any assessment against the lot owned by such member or members and giving rise to such membership remains unpaid and delinquent, and shall further have the right to suspend such voting rights and/or the right to use of such recreational facilities for a period not to exceed sixty (60) days for any infraction of the Association Rules committed by such member or any other Owner giving rise to the voting rights and/or the recreational use rights being suspended. Any suspension of such voting rights and/or the rights to use the recreational facilities within the Common Area, except for failure to pay assessments, shall be made by the Board only after a meeting of the Board at which a quorum of the board is present, duly called and held for such purpose in the same manner as provided in these By-Laws for the noticing, calling and holding of a special meeting of the Board. Written notice of such meeting shall be given to the member whose rights are being sought to be suspended at least three (3) days prior to the holding of such meeting. Such notice shall be given either by personal delivery or deposited in the United States mail, certified or registered, postage and fees prepaid, return receipt requested, addressed to

such member at the address given to the Association by him/her for the purpose of giving notice. Such notice, if mailed, shall be deemed given and received twenty-four (24) hours after being so deposited in the United States mail in the manner aforesaid, and said member whose rights are being sought to be suspended shall be entitled to appear at such meeting and present his/her case as to why such rights should not be suspended in accordance with the provisions of this Section. Suspension of voting rights shall be made by a majority of the members of the Board present at such meeting and shall be binding upon all members of the Association. No action taken at such meeting shall be effective unless a quorum of the Boars is present at such meeting.

Section 3. The Board shall have the right to restrict membership voting to those members who have erected homes on their lots to matters which relate to those members only. No matter voted on may vary the Covenants or these By-Laws.

ARTICLE VII.

DIRECTORS

Section 1. Number and Qualifications. The affairs of the Association shall be managed by a Board of three (3) Directors , each of whom shall be either members of the Association or partners or employees of Declarants. Election to the Board and service thereon shall be consistent with the Covenants.

Section 2. Nomination. Prior to the first annual meeting of the Association, the directors named in the Articles or their duly appointed successors shall serve as directors of the Association.

Prior to the first annual meeting, and prior to each annual meeting of the members thereafter, a nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine. Nominations may also be made from the floor at the annual meeting. The nominating committee shall consist of the Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The nominating committee shall be appointed by the Board of Directors prior to each annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting.

Section 3. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast one vote for each lot owned by such member.

Section 4. Removal and Vacancies. Any director may be removed from the Board, with or without cause, by a majority vote of the members. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 5. Regular meetings. Immediately following the first annual meeting and each subsequent annual meeting of members, the Board of Directors shall hold a regular meeting at the same place for the purpose of organization, election of officers and the transactions of other business. Notice of such meeting is hereby dispensed with. Other regular meetings of the Board of Directors

shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 6. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days' notice to each director.

Section 7. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 8. Action Without Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors, and filing the same with the minutes of the proceedings of the Board. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 9. Powers and Duties. Subject to the limitations of the Articles, these By-Laws, the Covenants, and the Montana Nonprofit Corporation Code as to action required to be taken, authorized or approved by the members of the Association, or a portion or percentage thereof, all Association powers and duties, including those set forth in the Declaration, shall be exercised or

controlled by the Board of Directors. Without limiting the generality of the foregoing, the Board shall:

(a) Cause the Common Area and the Improvements, facilities, structures and landscaping thereon, to be operated, protected and maintained and procured (including but not limited to those items itemized in (c) below) and pay for liability and hazard insurance, together with such other insurance as may be required by the Covenants.

(b) Have the power to adopt and amend Association rules governing the use of the Common Area, and the personal conduct of members and their guests thereon in the manner provided for by the Covenants.

(c) Establish, levy, assess and collect the assessments or charges referred to in the Covenants in the manner set forth therein, send out required notices thereof, prepare and issue certificates setting forth whether assessments have been paid as required by the Covenants, and enforce timely payment of such assessments in the manner set forth in the Covenants. The maintenance of the Common Area, special improvement district assessments for construction and maintenance and repair of streets, curbs and gutters, drainage impoundment structures, water lines and sewer lines, charges for water and sewer service, snow removal, maintenance of pedestrian pathways, implementation and monitoring of weed management plan, enforcement of Covenants, and the costs and expenses of the performance by the Board of Directors of all of

its duties and powers, shall be paid for out of the assessments so made and collected.

(d) Have the power in the event that any member of the Board of Directors of this Association shall be absent from four (4) consecutive regular meetings of the Board of Directors, by action taken at the meeting during which said fourth absence occurs, to declare the office of said absent director to be vacant.

(e) Employ a professional manager and may also employ an independent contractor and such other employees as it deems necessary and prescribe their duties, and enter into contracts and agreements for the purpose of providing for the performance of its powers and duties. The Board may further delegate any of its powers to such persons or entities as the Directors may determine.

(f) Cause to be kept a complete record of all of its acts and corporate affairs and present a statement thereof to the members of the annual meeting or at any duly called special meeting of the members.

(g) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

(h) Appoint and remove at its pleasure, all officers, agents and employees of the Association, prescribe their duties, fix their compensation, subject to the limitations on compensation to Directors and officers, and obtain such fidelity bonds as it may deem necessary or appropriate. The premium on such bonds shall be paid for by the Association.

ARTICLE VIII.

COMMITTEES

Section 1. Appointment. The Board shall appoint a Nominating Committee as provided in these By-Laws and the Covenants. The Board shall also serve as the Architectural Committee. In addition, the Board shall appoint other committees as deemed appropriate in carrying out its purpose.

Section 2. Powers and Duties. Such committee shall have the powers and duties given them in the Covenants, these By-Laws and the resolutions by which they are created.

Section 3. Compensation. Under no circumstances shall any compensation be paid to any member of any committee (other than a professional member of the architectural committee) for services rendered as a member thereof; provided, however, that any committee member may be reimbursed for his actual authorized expenses incurred in the performance of his duties.

ARTICLE IX..

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within six months from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of seven-thirty P.M., provided, however, that if the day for a given annual meeting is a legal holiday, such meeting will be held at the same hour on the first day following which is not a legal holiday. At the

initial annual meeting, and at all subsequent annual meetings, there shall be elected by secret written ballot of the members, a Board of Directors in accordance with the requirements of these By-Laws. The members may also transact such other business of the Association as may properly come before them at such organizational or annual meeting.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice, except that written notice of any meeting called for the purpose of approving assessments pursuant to the Covenants, shall be given not less than thirty (30) days or more than sixty (60) days before such meetings. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members or of proxies entitled to cast one-half (1/2) of all the votes and shall constitute a quorum for any action; provided, however, that

if a quorum is not present at the first meeting called for the purpose of approving assessments pursuant to the Covenants, another such meeting may be called within thirty (30) days, subject to the notice requirement set forth in Section 3 hereof, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. If not otherwise provided herein, and if such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting to a date within thirty (30) days of the meeting, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members so that less than a quorum is present, and the members then remaining and entitled to cast votes at such meeting shall constitute a quorum in connection with the conducting of such business prior to adjournment. In computing the total voting power of the Association for the purposes of these By-Laws, the Articles and Covenants, voting rights which have been suspended in accordance with the Covenants and these By-Laws shall not be counted.

Section 5. Consent of Absentees. The transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if either before or after the meeting each

of the members entitled to vote and not present in person or by proxy signs a written waiver of notice, or a consent of the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6. Action Without Meeting. Any action, which under the provisions of the Montana Non-Profit Corporation Act may be taken at a meeting of the members, may be taken without a meeting if authorized by a writing signed by all of the members who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of the Association.

Section 7. Proxies. Every person entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such person or his/her duly authorized agent and filed with the Secretary of the Association prior to the commencement of the meeting at which the proxy is to be exercised. Every proxy shall be revocable by the person granting it announcing its revocation to the Secretary of the meeting at which it would otherwise be exercised prior to the exercise thereof and shall automatically cease upon sale or reconveyance of the person granting the proxy of his/her interest in his/her lot.

ARTICLE

OFFICERS

Section 1. Enumeration of Officers. The officers of the Association shall be a president, a vice president, a secretary, a

treasurer and such other officers as the Board of Directors may deem necessary. Any person may hold more than one office, provided that no one person may be both the President and Secretary of this Association. The President and Vice President shall be members of the Board of Directors. All officers shall be either members of the Association or officers, directors or employees of Declarants.

Section 2. Election and Term of Office. The officers shall be chosen by a majority vote of the Directors and shall hold office at the pleasure of the Board of Directors.

Section 3. President. The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have supervision, direction and control of the business and officers of the Association. He/she shall preside at all meetings of the members and at all meetings of the Board of Directors. He/she shall have the general powers and duties of management usually vested in the office of the President of a Montana Non-Profit Corporation, and shall have such powers and duties as may be prescribed by the Board of Directors or by these By-Laws.

Section 4. Vice President: In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Directors or by these By-Laws.

Section 5. Secretary. The Secretary shall keep or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those persons present at the director's meeting, the number of members present or represented at members' meetings and the proceedings thereof.

The Secretary shall give, or cause to be given, notice of all the meetings of the members of the Board of Directors required by these By-Laws or by law to be given, except that notice of the first annual meeting may be given by the Declarant, and he/she shall keep the seal of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these By-Laws.

Section 6. Treasurer. The Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The books of accounts shall at all times be open to inspection by any director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the Association as may be ordered by the Board of Directors, shall render to the President and Directors, whenever

they request it, an account of all of his transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these By-Laws.

ARTICLE XI.

MISCELLANEOUS

Section 1. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 2. Contracts, Etc. - How Executed. The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Association by a contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 3. Inspection of By-Laws. The Association shall keep in its principal office the original or a copy of the By-Laws as amended or otherwise altered to date, certified by the Secretary,

which shall be open to inspection by the members at all reasonable times during office hours.

Section 4. Fiscal Year. The fiscal year of the Association shall terminate on _____.

Section 5. Books and Records. The books, records and papers of the Association shall be kept at the principal place of business of the Association, and shall at all times, during reasonable business hours, be subject to inspection by any member.

Section 6. Reports to Members. The Board of Directors shall cause an annual operating statement to be prepared, reflecting income and expenditures of the Association for each fiscal year, and shall cause the delivery of a copy thereof to all members of the Association within ninety (90) days after the close of each fiscal year.

ARTICLE XII.

EVIDENCE OF MEMBERSHIP, SEAL

Section 1. Evidence of Membership. The Board of Directors shall have the power, but not the obligation, to cause the issuance of evidence of membership in the Association to the members thereof in such form as the Board may determine.

Section 2. Seal. The Association shall have a seal in circular form having within its circumference the name of the Association, its date of incorporation and such other matters as may be required by the laws of Montana.

ARTICLE XIII.

AMENDMENTS

Section 1. Amendments. These By-Laws may be amended at any duly called, noticed and held regular or special meeting of the members at which a quorum is present by a vote of the majority of the total voting power of each class of members of the Association present in person or by proxy at such meeting and entitled to vote thereat.

Section 2. Conflicts. In the event of any inconsistency between these By-Laws and the Articles, the Articles shall control, and in the event of any inconsistency between these By-Laws or the Articles and the Covenants, the Covenants shall control.

EXECUTED this _____ day of _____, 2000.

DANIEL R. FIEHRER

DAVID J. BROWN

THIS IS TO CERTIFY:

THAT I am the duly elected, qualified and acting Secretary of FOXVIEW ESTATES LAND AND HOMEOWNERS' ASSOCIATION, a Montana Non-Profit Corporation, and that the above and foregoing By-Laws were adopted as the By-Laws of said Association on the _____ day of _____, 2000, by the persons appointed in the Articles of Incorporation to act as the first directors of said Association.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 2000.

SECRETARY

**ARTICLE XI.
MISCELLANEOUS**

Section 7. Legal Action and Attorney's Fees & Costs

Notwithstanding the collection of assessments, or the placement of liens, the Board of Directors shall be required to obtain prior written consent from two-thirds (2/3) of the members of the Association prior to instituting any legal action against a homeowner or any other 3rd party.*

Notwithstanding the provisions set forth in Section 2, Article XI, the Board of Directors shall be required to obtain prior written consent from two-thirds (2/3) of the members of the Association prior to authorizing the expenditure of attorney's fees or costs in any legal action wherein the Association is not a named party.

*This provision does not apply to *Fox View HOA v. Schmaus*, DV-25-2016-190-DK, a legal action which has already been instituted.

Section 8. Limitation on Singular Expenditures

For all other non-legal Association expenditures, the Board of Directors shall be required to obtain prior written consent from two-thirds (2/3) of the members of the Association prior to incurring a singular expenditure in excess of \$3,000. This limitation excludes expenditures for road maintenance on Fox View Loop or Melkat Lane.

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11/08/2017 01:14 PM Pages: 1 of 5 Fees: 5.00
Paulette DeHart Clerk & Recorder, Lewis & Clark MT



ORIGINAL

Member signatures or proxies **adopting** Proposed Amendment to Bylaws of Foxview Estates Land and Homeowners' Association, dated October 26, 2017.

Melkat denotes Melkat Lane
FVL denotes Fox View Loop
HL denotes Harmony Lane

Lot #/Address	Homeowner/Print	Homeowner/Signature
Lot 1/3755 Melkat	<u>Christina Wark</u>	<u>Christina Wark</u>
Lot 2/3775 Melkat	<u>Rex Blaine</u>	<u>Rex Blaine</u>
Lot 3/3795 Melkat	<u>Marlene Huhtanen</u>	<u>Marlene Huhtanen</u>
Lot 4/4312 FVL	_____	_____
Lot 5/4315 FVL	_____	_____
Lot 6/3735 Melkat	_____	_____
Lot 7/3715 Melkat	<u>Ray Halverson</u>	<u>Ray Halverson</u>
Lot 8/3705 Melkat	_____	_____
Lot 9/3705 Melkat	_____	_____
Lot 10/4324 FVL	<u>MICHAEL THILGES</u>	<u>Michael Thilges</u>
Lot 11/4332 FVL	<u>KARL A. APPLE</u>	<u>Karl A. Apple</u>

Lot 28/4425 FVL

Bonnie Vonderhaar Bonnie Vonderhaar

Lot 29/4412 FVL

Tim Crowe TC

Lot 30/4420 FVL

MATTHEW ZICHARD MZ

Lot 31/4428 FVL

Tim Crowe TC

Lot 32/4447 FVL

S. Mearis S. Mearis
~~Tim Crowe~~

Lot 33/4436 FVL

Chris Jensen Chris Jensen

Lot 34/4447 FVL

Gene Mearis G. Mearis

Lot 35/4444 FVL

Stanley Jaynes Stanley Jaynes

Lot 36/4452 FVL

THOMAS WILSON Thomas Wilson

Lot 37/4459 FVL

NEVEN SALTER Proxy by [Signature]

Lot 38/4460 FVL

Lot 39/4471 FVL

TRAVIS ANNIX [Signature]

Lot 40/4468 FVL

Lot 41/4476 FVL

Stacy Perkins Stacy Perkins

Lot 42/3619 HL

This original instrument contains five (5) written pages, to include the Proposed Amendment to Bylaws of Foxview Estates Land and Homeowners' Association, dated October 26, 2017; the signatures of the Members approving the proposed amendment; and this final page indicating that the instrument (pages 1 through 5) has been filed with the Clerk and Recorder of Lewis & Clark County, Montana.