



“Rural by Design”

AMMENDED BY-LAWS
OF
THE TARGET RANGE HOME OWNERS
ASSOCIATION, INC.
(TRHOA)

This amendment to the corporate bylaws is made effective between the membership and the Executive Board.

ARTICLE I
Name and Purpose

Section 1. Name. The name of this Association shall be THE TARGET RANGE HOME OWNERS ASSOCIATION, INC. (TRHOA) and was created by articles of incorporation dated July 19, 1980 and filed with the Montana Secretary of State.

Section 2. Tax-exempt Status. TRHOA is a nonprofit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code, as enacted and amended.

Section 3. Location. The principal office address is P.O. Box 1075, Missoula, Montana 59806

Section 4. Purpose.

TRHOA operates as a neighborhood association whose purpose is:

- a. To promote the health, safety and welfare of the residents within the boundaries of Target Range School District #23 of Missoula, Montana.
- b. To promote the area contained within the Target Range School District #23 boundaries as a rural residential area of the first quality.
- c. To exercise, promote and protect the privileges and interests of the residents of the Target Range area of Missoula County.
- d. To maintain and improve the environment, esthetic qualities, property values, public improvements and facilities, and such other features of the Target Range area of Missoula County as are desirable to continuance of the area as a rural residential district of the first quality.
- e. To sponsor and support public and civic projects and programs consistent with the other purposes of TRHOA.

Section 5. Exempt Activities

- a. No director, officer or member may carry on any activity of TRHOA which is not permitted by IRC 501(c)(3).
- b. No part of the TRHOA net earnings may inure to the benefit of a member, officer or director;

Section 6. Non-discrimination Statement. TRHOA does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

ARTICLE II
Boundaries

The area involved is known as the Target Range area and is defined as the area encompassed within the boundaries of the Target Range School District #23.

ARTICLE III
Corporate Powers

- a. The corporate power of TRHOA shall be vested in the Board of Directors (hereafter referred to as the Executive Board) who shall be elected by the membership in conformity with the provisions of the laws of the State of Montana, and as further provided by these Bylaws.

- b. TRHOA has the power to conduct acts to affect its charitable purpose, and it may accept contributions from private and public sectors.

ARTICLE IV

Membership and Membership Fees

Section 1. Membership. Any person who by ownership of and/or residency on property located within the Target Range area, as previously defined and who:

- a. Subscribes to the purposes of TRHOA, and
- b. Pays membership dues as determined herein.

Section 2. Membership Dues. Annual dues shall be fifteen dollars (\$15) per individual or twenty dollars (\$20) per household. Changes in annual dues shall be proposed by the Executive Board and voted upon by the general membership. Dues shall be considered current for 12 months from the first of the month following receipt of membership dues.

Section 3. Membership Rights.

- a. Each household membership will have up to two adult votes per household. Adults are defined as over 18 years of age.
- b. Non-members interested in Target Range are invited to come to TRHOA meetings but have no voting rights.
- c. Persons attending our meetings have the right to restrict audio/video recordings of their names, voices, or images. Anyone expecting to record during the meeting must announce his/her intent to do so prior to the beginning of the meeting.

Section 4. Transfer Prohibited. A member may not transfer a membership or any right arising from that membership.

Section 5. Termination or Suspension of Membership. By a two-thirds vote of the Executive Board, the board may terminate or suspend an individual's membership in TRHOA.

a. Cause for Termination or Suspension:

- i. Members not paying annual dues for a period of two years shall be removed from the membership of TRHOA.
- ii. Conduct by a member which is seriously detrimental to the purposes and goals of TRHOA or in violation of the rules and documented procedures of TRHOA, including but not limited to a violation of these By-laws.

b. Procedure for Termination or Suspension of Membership.

- i. Upon the occurrence of events described in paragraph (a i) of this Section 5, the Executive Board or designee will inform the member of their lapsed dues when asked by said member.
- ii. Upon the occurrence of events described in paragraph (a ii) of this Section 5, the Executive Board may initiate proceedings for termination or suspension of membership. Written notice of the proposed termination will be provided to the member at least thirty days prior to the Executive Board's vote and will include the reasons for the proposed termination or suspension. The notice shall also specify the date on which the Board proposes to take such action. The member will be given the opportunity to respond to the reasons, orally or in writing prior to the date of the intended action. Upon request by the member, the Board shall schedule a meeting for the purpose of hearing any evidence the member desires to present to the Board in person or through a representative selected by the member. The decision by the Executive Board concerning termination or suspension of membership shall be final and binding.

c. Reinstatement of Membership After Termination of Suspension.

- i. A member whose membership has been terminated or suspended under Article IV, Section 5. a.i shall be eligible to rejoin TRHOA by payment of dues.
- ii. A member whose membership has been terminated or suspended under Article IV, Section 5. a.ii shall be eligible to rejoin TRHOA by submitting a petition to the Executive Board. Such petition must be approved by a two-thirds vote of the entire Executive Board.

d. Forfeiture of dues or assessments

- i. A member whose membership is terminated or suspended for any reason shall forfeit any dues or special assessments paid during membership.

ARTICLE V

General Membership Meetings

Section 1. General Membership Annual Meeting. The annual meeting of the general membership shall be held in May of each year. The Board shall set the date and location for the annual meeting. Notice of the annual meeting shall be announced:

- a. By email to the correct mailing address or authorized electronic identification as shown in TRHOA's record of members. This email notification shall be sent to current members not less than 5 days in advance of the meeting;
- b. By placement of signs within the 59804 zip code boundaries within seven (7) days of the meetings;
- c. By placing notification in the annual newsletter.

Section 2. General Membership Meetings. The four (4) general membership meetings shall be held in September, October, April and May (Annual Meeting). The Executive Board will set the date and location of each meeting. Notice of the general membership meetings shall be announced:

- a. By email to the correct mailing address or authorized electronic identification as shown in TRHOA's record of members. This email notification shall be sent to current members not less than five (5) days in advance of the meeting;
- b. By placement of signs within the 59804 zip code boundaries within seven (7) days of the meetings;
- c. By placing notification in the annual newsletter.
- d. By announcement on social media not less than five (5) days in advance of the meeting.

Section 3. Special Meetings. Special meetings of the general membership, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, by a majority of the Executive Board, or by the written request of not less than twenty-five per cent of the members of TRHOA. The date, time and location shall be announced by the Executive Board as per Article V, Section 2.

Section 4. Quorum for Membership Action. At any general meeting of the members, ten per cent (10%) of the membership of TRHOA, represented in person or by written proxy (that authorizes a specific other person to vote in the member's interest) shall constitute a quorum for all purposes. If less than said number of the membership is represented at a meeting, a majority of the members present may adjourn the meeting until a quorum is present. If at any meeting there shall be less than a quorum present the meeting may continue but no action may be taken.

Section 5. Meeting Leadership. The President or, in his/her absence, the Vice-president or any other Executive Board member designated as chair, shall call all meetings to order and shall act as chairperson of such meetings. In the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 6. Procedural Matters. In procedural matters not covered by the By-laws, the newest edition of Robert's Rules of Order latest edition shall govern, recognizing the exceptions for small boards.

ARTICLE VI

General Membership Roster Maintenance and Voting

Section 1. Membership Roster. TRHOA shall maintain a roster of the current, dues-paying members. The Secretary will have a roster of current membership available to verify membership; including name, address and last date on which dues were paid. This roster will be used to verify eligibility to vote.

Section 2. General Membership Voting Rights. Each member entitled to vote in accordance with these By-laws shall be entitled to one vote, in person or by written proxy. Voting shall be by acclamation unless one-half (1/2) of the membership present shall request voting by paper ballot.

Section 3. Voting on Executive Board. At the May Annual Membership Meeting, the membership shall vote from the proposed slate of candidates for the Executive Board, to be elected by majority vote.

Section 4. Inspection of Votes. The President or his/her designee shall appoint two (2) members, either general members or Executive Board members, to act with the secretary as inspectors of the results of any votes put before the general membership.

ARTICLE VII
Executive Board

Section 1. Number and Make-up of Executive Board. The Executive Board shall consist of six (6) area representatives and four (4) officers.

Section 2. Executive Board Responsibilities. The Executive Board has:

- a. the power is to conduct the affairs of TRHOA,
- b. the fiduciary duty of loyalty, duty of care and duty of obedience to TRHOA, and
- c. the responsibility to observe a standard of care, to act in good faith for the best interest of the TRHOA.

Section 3. No Compensation for Executive Board. Board members shall receive no compensation for their service as board members. Reasonable expenses incurred by board members (e.g., meeting travel expenses, copying fees etc.) may be paid by TRHOA. Nothing herein contained shall be construed to preclude any board member from serving TRHOA in any other professional capacity and receiving compensation therefore.

Section 4. Terms of Executive Board Members.

Terms of Executive Board members shall be one (1) year. Executive Board members may serve an unlimited number of terms.

Section 5. Executive Board Vacancies. Vacancies occurring for any reason on the Executive Board shall be filled by a majority vote of the remaining Executive Board members at any regular meeting or special meeting specifically called for such purpose. The Executive Board members so appointed to fill vacancies shall hold office until the annual meeting of the general membership whereupon candidates for the appointed position may be nominated as per Article VIII. Candidates may include the appointed Executive Board member.

Section 6. Removal of Executive Board Members.

- a. Elected board members may be removed if they cease to qualify as a member of TRHOA Executive Board as per Article VIII Section 1.
- b. Any member of the Executive Board who, without reasons acceptable to the Board, fails to attend three consecutive regular Board meetings, may be removed. Such removal must be accepted by a two-thirds majority vote of the remaining Board members.

Section 7. Resignation of Executive Board Member. A board member may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board.

Section 8. Public Statements by Executive Board Members

No Executive Board Member shall make any written or oral public statement regarding any TRHOA policy, opinion, or interpretation unless authorized by the Executive Committee prior to such a release of information representing the TRHOA. No Executive Board member shall engage the TRHOA in any proposed or existing litigation, public policy statement, or advocacy action without a two-thirds majority vote of approval by the Board.

Section 9. Executive Board Meetings.

- a. The Executive Board shall meet in September, October, April, and May prior to the general membership meetings and as needed in those months when no general meeting is scheduled.
- b. The President shall set the time, date and location for the Executive Board meetings. Notice of meetings shall be given to Executive Board members by email to the correct authorized electronic identification as shown in TRHOA's record of members.
- c. General membership will be informed by email, website and/or social media about Executive Board meetings. Regular Executive Board meetings are open to general membership. General membership has no voting rights at Executive Board meetings.

Section 10. Special Executive Board Meetings. Special meetings of the Executive Board may be called by or at the request of the President or any three (3) Board members. The location, day, and time will be set by the persons calling for the meeting.

Section 11. Action Outside Executive Board Meetings. Executive Board members 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 of the Executive Board members. Any action so approved shall have the same effect as if taken at a meeting of the Executive Board.

Section 12. Quorum for Executive Board Action. A majority of the Executive Board shall constitute a quorum for the transaction of business at all meetings of the Executive Board, but, if at any meeting there shall be less than a quorum present the meeting may continue but no action may be taken.

Section 13. Review of Financial Documents. The Executive Board will review the annual IRS information Form 990 (or others) so that TRHOA may ensure its compliance with federal requirements.

Section 14. Conflict of Interest. All Executive Board members must consider the potential for a conflict between their interests and the interests of TRHOA. Recognition, reporting, and consideration of any transaction with TRHOA that may involve a conflict of these interests is the responsibility of the specific Executive Board member and the Board in general. Authorization, approval, or ratification of a conflict-of-interest transaction must be done pursuant to the latest Montana Code Annotated Section 35-2-418 https://leg.mt.gov/bills/mca/title_0350/chapter_0020/part_0040/section_0180/0350-0020-0040-0180.html

Section 15. Indemnification of Executive Board Members. To the full extent permitted by Montana law, TRHOA shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that he/she is or was an Executive Board member of TRHOA against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding. The Executive Board may approve indemnification of any other person that TRHOA has the power to indemnify under Montana law. The indemnification provided by this section shall not affect any other rights to which a person may be entitled as a matter of law or by contract.

ARTICLE VIII

Nominations to Executive Board

Section 1. Nomination Qualifications. A person nominated for a position on the Executive Board must at the minimum meet each of the following qualifications:

- a. Reside within the Target Range School boundaries.
- b. Reside within the area in which he/she is nominated (applies to area representatives only).
- c. Be members in good standing with current paid dues and have maintained an active membership for three (3) consecutive years.
- d. Subscribe to and agree to uphold the purposes of TRHOA as described in Article 1, Section 3.

Section 2. Nomination Process.

1. Potential Executive Board members may be nominated:
 - a. By an active member and seconded by another active member at the April general membership meeting. Such nominations shall close at the end of the April meeting and will be added to the list of nominees for consideration by the Executive Board, OR
 - b. By five or more TRHOA members (as defined in Article IV, Section 1a.) and submitted in writing to the President at least 21 days before the May annual membership meeting.
2. The Executive Board will review all qualified potential Executive Board members and develop a slate to be presented to and voted upon at the May annual meeting by TRHOA membership as per Article IV, Sections 3.

Section 3. Lack of Nominations.

- a. If there are no contested seats, the President may ask for a motion to accept by acclamation the nomination of the current Executive Board. This may include any appointed Executive Board member.
- b. If there are contested positions, then those will be voted upon by paper ballot separately and the remainder of the Executive Board running unopposed may be elected by acclamation.

ARTICLE IX

Officers

Section 1. Executive Board Officers. The officers of TRHOA shall be President, Vice-President, Secretary, and Treasurer, who shall exercise and perform the duties and powers usual to their respective offices. Executive Board members may hold up to two (2) positions on the Board concurrently

Section 2. Duties of President.

- a. Preside at all meetings of the general membership and the Executive Board.
- b. Prepare or cause to be prepared the agendas for all meetings.

- c. Call special meetings of the general membership or of the Executive Board when he/she deems it necessary, and cause the Secretary to give the necessary notices.
- d. Perform, in addition to the usual duties pertaining to his/her office, such other duties as from time to time may be assigned to him/her by a majority of the Executive Board.

Section 4. Duties of Vice-President.

- a. Should the President of TRHOA be unable to act, the Vice-President shall take his/her place during such time and shall have all the powers, duties, and functions of the office of the President with regard thereto.
- b. Perform such other duties as may be assigned to him/her by a majority of the Executive Board or required of him/her by the President.

Section 5. Duties of the Secretary.

- a. Keep the minutes of the general meetings, special meetings and Executive Board meetings.
- b. Ensure that all notices are duly given in accordance with the provisions of these By-laws, but nothing herein shall preclude the President from giving the notices.
- c. Perform all duties incident to the office of secretary and such other duties as may be assigned to him/her by the President or by the Executive Board.
- d. Maintain and keep a record of all actions taken by the Executive Board outside of a regular meeting.
- e. Make roster of paid general membership available to verify eligibility to vote.
- f. Act as election inspector of the results of any votes put before the general membership.

Section 6. Duties of the Treasurer.

- a. Keep all financial accounts of TRHOA.
- b. Be the custodian of TRHOA's funds, evidences of indebtedness and other securities.
- c. Keep full and accurate accounts of all receipts and disbursements in such manner as is instructed by the Executive Board.
- d. Deposit all monies received in TRHOA bank account.
- e. Fulfill legal financial reporting requirements applicable to TRHOA;
- f. Present for approval to the Executive Board the IRS Form 990 or its equivalent, prior to filing the IRS Form 990 or its equivalent.
- g. Monitor, according to legal requirements, the fiscal practices of TRHOA.
- h. Present a financial report detailing all monies received, disbursed and held at each Executive Committee meeting, either orally or in writing.
- i. Present or designate an alternative board member to give a treasurer's report at all general membership meetings.
- j. Perform all duties usual to the office of the treasurer of an association, and such other duties as instructed by the President or Executive Board.

ARTICLE X

Area Representatives

Section 1. Six Area Representatives are members of the Executive Board, with the same qualifications for membership. They each represent members in a specific area of the TRHOA district.

Section 2. Area Representative Boundaries. Six areas within TRHOA are delineated as (detailed boundaries are described on TRHOA website).

- Area 1: Near Big Sky High School and Equestrian Park;
- Area 2: North of South Ave., east of Clements to the south side of 7th;
- Area 3: West of Clements, north of South Ave. to the river;
- Area 4: South side of South Ave. from the school to the river;
- Area 5: Blue Mountain & O'Brien Creek;
- Area 6: Big Flat.

Section 3. Changes to Areas of Representation. Areas of representation can be changed by Executive Board recommendation and general membership approval.

Section 4. Duties of Area Representatives.

- a. Make a good faith effort to be available to meet with TRHOA members who reside in his/her area to discuss TRHOA business, if requested by such a member.
- b. Attend Executive Board and general membership meetings.

- c. Attend other meetings as required.
- d. Maintain familiarity with current TRHOA issues and concerns.
- e. Be familiar with TRHOA Neighborhood Plan.

Section 5. Other Duties. Area representatives may also serve concurrently as an officer.

ARTICLE XI

Committees

The Executive Board shall appoint such committees as are deemed appropriate in carrying out the TRHOA's purpose.

ARTICLE XII

Fiscal Provisions

Section 1. Fiscal Year. The fiscal year of TRHOA shall begin on September 1 of each year and end on August 31 of the following year.

Section 2. Financial Documents. The Executive Board will make financial and IRS documents available to the membership if requested.

ARTICLE XIII

Gifts and Donations

Gifts and donations to TRHOA shall be accepted with the prior approval of the Executive Board.

ARTICLE XIV

Dissolution Provision

In the event of dissolution, the assets of TRHOA will be distributed to other non-profit companies, and not to directors, officers or members.

ARTICLE XV

Amendment of By-laws

Section 1. Amendments. These By-laws may be amended by the Executive Board at any regular or special meeting unless the amendment relates to the number of Executive Board members, the composition of the Executive Board, the term of Executive Board member, or the method or way in which Executive Board members are elected or selected.

Section 2. Notice. Notice of a By-laws amendment will be sent to current TRHOA members by email to the correct mailing address or authorized electronic identification as shown in TRHOA's record of members, and shall state the exact wording of each proposed change or amendment. This email notification shall be sent to current members not less than thirty (30) days in advance of the general membership meeting at which the By-laws will be voted upon. TRHOA members in good standing (as described in Article IV, Section 1a and b) will be given the opportunity to comment in writing to be sent to the Executive Board at least fifteen (15) days prior to the general membership meeting at which the By-laws will be voted upon.

Section 3. Votes Required for By-laws Amendment. When By-laws amendments are presented to the general membership for approval, the amendment of the By-laws must be approved by two-thirds of the votes cast.

Section 4. By-laws Availability. The By-laws shall be available to the general membership of TRHOA on the TRHOA website.

Section 5. Amendment Restriction. No amendment may be made which would cause the corporation to cease qualifying as a 501(c)(3) corporation or which would violate the articles of incorporation.

Section 6. Recording of Amendments. By-laws amendments will be kept in the TRHOA records. If hard copies are requested a fee will be associated to cover TRHOA expenses.

Certificate of Adoption

The undersigned, being the Secretary of TRHOA, hereby certifies that the foregoing are the By-laws adopted by TRHOA membership as of _____, 2019.

_____ Bob Carter, Secretary

Executive Board