

Draft 10/10

By laws of the
Amsterdam Churchill Community Planning Group, Inc.

ARTICLE FIRST; GENERAL PROVISIONS

NAME: : The name of this organization is the Amsterdam Churchill Community Planning Group, Inc.. The corporation may not change its name except by amendment of its Articles of Incorporation. The corporation is subsequently referred to as “the corporation”.

PURPOSE:: The corporation’s purpose is to study, inspire, and enable community decisions and public policies that respect the land and people of the unincorporated areas of Gallatin County, Montana, commonly known as Amsterdam and Churchill using the guiding principles and goals found in the Amsterdam Churchill growth plan always in a charitable manner.

The corporation shall not engage in any activity that does not directly forward or advance any of the above listed purposes.

The Corporation shall not participate in or intervene in any political campaign nor shall it engage in any political activity on or behalf of or in opposition to any candidate for public office. The corporation may not change its purpose except by amendment of its Articles of Incorporation.

PUBLIC BENEFIT: The corporation is and shall remain a public benefit corporation within the meaning of section 35-2-213 (b) (I) Montana Statutes.

SEAL: The corporation shall not have an official seal but if a seal is required on any document a circle drawn around a quarter with the word “seal” in the middle shall suffice.

OFFICES: The registered office shall be at the residence of the then current secretary of the Association. The records of the corporation shall be maintained at the registered office and shall be made available for inspection after reasonable notice. The initial registered office shall be c/o Carol Weidenaar at 4670 Amsterdam Road; Manhattan, Montana 59741. Meetings of the corporation or its committees may be held at any convenient venue in Gallatin County, Montana after notice as required by these by laws.

ARTICLE SECOND: OFFICERS AND DIRECTORS

INITIAL OFFICERS; Initially there shall be a President, a Vice President, a Secretary and a Treasurer who shall be voting members when elected.. More than one person may be elected to each office in which case they shall jointly exercise the duties of the officers. Each officer shall have been a voting member at the time of election.

INITIAL DIRECTORS; The corporation shall have seven directors. The directors shall be elected for one year terms in the same manner as officers are elected. All directors shall have been voting members at the time of their election.

GEOGRAPHICAL DISTRIBUTION OF DIRECTORS The seven directors shall be geographically distributed so as to represent the various areas of the corporation concern. Of the seven directors two shall be from the then current core area. Two directors shall be from the rural area contiguous to or touching the core area. Two directors shall be from the rural area not contiguous to or touching the core area. The president of the corporation shall be the seventh director as well as being chief executive officer of the corporation..

POWERS OF DIRECTORS; The board of directors shall have the control and management of the affairs and business of the corporation . The board shall only act in the name of the corporation when it shall have been convened after due notice to all directors either in person or by mail. Any director may waive formal notice of any meeting. Each director shall serve on one or more committees.

OFFICERS TERMS OF OFFICE; The initial terms of the officers shall be staggered so that two of the four officers are elected each year. To that end the first term of the President and Secretary shall be twenty four months and the first term of the Vice President and Treasurer shall be twelve months. Thereafter each officer's term shall be twelve months. Any officer may be re-elected to the same office or may be elected to a different office. There shall be no term limits.

COMPENSATION: The officers, directors, and committee chairs shall serve without compensation.

PRESIDENT: The corporation shall have a president who shall have been a voting member of the corporation at the time of election. The president shall preside at corporation meetings and meetings of the board of directors. The president shall represent the corporation at meetings of the county commission and elsewhere. The president shall appoint the chair and may appoint members of any special committee or standing committee. The president shall further have any powers that may reasonably be assigned or granted to the chief executive officer of any public body or corporation.

VICE PRESIDENT; The corporation shall have a vice president who shall have been a voting member of the corporation at the time of election. The vice president shall preside at the meetings in the absence of the president. The vice president when presiding in the president's absence shall have all powers and duties normally held by the president. The vice president shall further perform such other functions as may be assigned by the president.

SECRETARY; The corporation shall have a secretary who shall maintain and circulate the minutes of each meeting of the corporation. The secretary shall be the custodian of the records of the corporation except for the records kept by the treasurer. The secretary shall keep the minutes of the

page three of seven

Draft by laws [10/10]

Amsterdam Churchill Community Planning Group, Inc.

meetings of the corporation which shall be kept in writing; and which shall be provided by regular mail or electronically by e mail to each voting member of the association. The minutes shall also be made available for public inspection after reasonable prior notice and the secretary shall permit copying of such records after pre payment of the reasonable cost thereof. The secretary shall present at the proximate meeting any correspondence received which had been directed to the corporation. The secretary shall prepare and serve any notices required to be given the members of the corporation. The secretary shall also keep a list of the addresses both the postal service mailing and the electronic or e mail addresses of the members of the corporation. The list shall be maintained in a current state and shall show whether each member is a voting member. The list shall not be sold or furnished to non- members without the approval of the membership and for the furnishing of which a reasonable charge may be levied.

TREASURER; The corporation shall have a treasurer who shall be responsible for maintaining the finances and paying the bills of the corporation. The treasurer shall maintain the financial records of the corporation not required to be kept by the secretary. The treasurer shall provide a written statement of the finances of the corporation no less frequently than monthly at a regular meeting of the corporation. The treasurer shall make the checking and other financial records of the corporation available for public inspection after reasonable prior notice and shall permit copying of those records after pre payment of the reasonable cost thereof.

OTHER OFFICERS; Such other officers as may be necessary or conducive to the efficient operation of the corporation may be designated and elected at any meeting of the corporation after prior notice thereof in the minutes of a prior meeting. Each such additional officer shall have the duties and responsibilities of a committee chair as well as any duties which the president may assign.

ARTICLE THIRD; MEMBERS;

CLASSES OF MEMBERSHIP; There shall be two classes of membership in the corporation.

VOTING MEMBERS; General members who have attended three consecutive meetings of the corporation as reflected in the minutes,; who own land or actually reside within the boundaries of the planning district,; and, otherwise qualified shall be entitled to vote on any issue properly before the corporation or any of its committees. Members of the Group prior to incorporation who were qualified to vote shall automatically be voting members of the corporation. Voting membership shall be conditioned on continued attendance at meetings of the corporation or if a committee member of the committee. Unexplained absence at two consecutive meetings shall terminate the members voting privileges. The sufficiency of any explanation shall be determined by majority vote of the officers of the corporation