

After Recording return to:  
Duck Creek Town Home Association Inc.  
3701 Trakker Trail, Suite 1D  
Bozeman, MT 59718

**BY-LAWS  
OF  
DUCK CREEK TOWN HOME ASSOCIATION, INC.**

Article I - Purpose

The corporation is organized exclusively for non for profit purposes, including, for preservation, enhancement, management and operation of town homes and related purposes.

Article II - Offices

The principal office of the corporation in the State of Montana shall be located at 3701 Trakker Trail, Suite 1D, Bozeman, MT 59718. The corporation may have such other offices, either within or without the state of incorporation, as the board of directors may designate or as the business of the corporation may from time to time require.

Article III - Members

1. Membership and Voting.

All owners of any of the 23 units in the Duck Creek Town Homes, as established by the **Restated Duck Creek Town Home Declaration, dated February 26, 2008, and recorded as document # 2294856**, records of Gallatin County, Montana, for the Duck Creek Town Homes located on **Lots 1, 2, 3, and 4, Block 14, Baxter Meadows, Phase 2C and 2D, Gallatin County Montana**, shall be members of the Duck Creek Town Home Association, Inc. Each member shall have one vote for each unit owned. There shall be a total of 23 votes until and unless the Duck Creek Town Homes are expanded pursuant to paragraph 4 of the Restated Declaration. All members shall have the right to vote regarding the affairs of the corporation.

2. Special Meetings.

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the directors and shall be called by the president at the request of the holders of not less than 70% of all the members.

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3. Place of Meeting.

The directors may designate any place, either within Gallatin County, Montana, unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation.

4. Notice of Meeting.

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than twenty (20) days before the date of the meeting, either personally or by mail, by or at the direction of the president or the secretary, or the officer or persons calling the meeting, to each member of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the member's address as it appears in the record books of the association with postage thereon prepaid.

5. Quorum.

At any meeting of members, the owners of 10 of the 23 units represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than 10 units are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

6. Annual Meeting.

The annual meeting of the members shall be held on the first Tuesday of February in each year, beginning with the year 2010, at the hour of Seven o'clock p.m., for the transaction of such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday such meeting shall be held on the next succeeding business day.

7. Order of Business.

The order of business at all meetings of the members shall be as follows:

- A. Roll Call.
- B. Proof of notice of meeting or waiver of notice.
- C. Reading of minutes of preceding meeting.
- D. Reports of officers.
- E. Reports of committees.
- F. Unfinished business.
- G. New business.

Article IV - Board of Directors

1. General Powers.

The business and affairs of the corporation shall be managed by its board of directors. The directors shall, in all cases, act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper and not inconsistent with these bylaws and the laws of this state.

2. Number, Tenure and Qualifications.

The association shall have three directors. Each director shall hold office until the next annual meeting of directors and until a successor shall have been elected and qualified.

3. Regular Meetings.

A regular meeting of the directors shall be held without other notice than this bylaw immediately after, and at the same place as the meeting of members. The directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

4. Special Meetings.

Special meetings of the directors may be called by or at the request of the president or any directors. The place for holding any special meeting of the directors shall be the principal office of the association.

5. Notice.

Notice of any special meeting shall be given at least five (5) days previous thereto by written notice delivered personally, or by telegram or mailed to each director at his or her business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. Quorum.

At any meeting of the directors, two directors shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

7. Manner of Acting.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

8. Newly Created Directorships and Vacancies.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason may be filled by a vote of a majority of the directors then in office although less than a quorum exists. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of the predecessor.

9. Removal of Directors.

Any or all of the directors may be removed for cause by vote of the directors.

10. Resignation.

A director may resign at any time by giving written notice to the board, the president, or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

11. Compensation.

No compensation shall be paid to directors, as such, for their services. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

12. Presumption of Assent.

A director of the corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless written dissent to such action shall be filed with the person acting as the secretary of the meeting before the adjournment thereof, or such dissent shall be forwarded by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

13. Executive and Other Committees.

The board, by resolution, may designate from among its members an executive committee and other committees, each consisting of two (2) or more directors. Each such committee shall serve at the pleasure of the board.

Article V - Officers

1. Number.

The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer, each of whom shall be elected by the directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

2. Election and Term of Office.

The officers of the corporation to be elected by the directors shall be elected annually at the first meeting of the directors held after each annual meeting of the members. Each officer shall hold office until a successor shall have been duly elected and shall have qualified, until death or resignation or removal in the manner hereinafter provided.

3. Removal.

Any officer or agent elected or appointed by the directors may be removed by the directors whenever in their judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4. Vacancies.

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

5. President.

The president shall be the principal executive officer of the corporation and, subject to the control of the directors, shall, in general, supervise and control all of the business and affairs of the corporation. The president shall, when present, preside at all meetings of the members and of the directors; may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the directors, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

6. Vice-President.

In the absence of the president or in event of the president's death, inability, or refusal to act, the vice- president shall perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned by the president or by the directors.

7. Secretary.

The secretary shall keep the minutes of the members' and of the directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws or as required, be custodian of the corporate records and keep a register of the post office address of each member which shall be furnished to the secretary by such member, have general charge of the books of the corporation and in general perform all duties as from time to time may be assigned by the president or by the directors.

8. Treasurer.

The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these bylaws and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the directors.

Article VI - Contracts, Loans, Checks, and Deposits

1. Contracts.

The directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

2. Loans.

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the directors. Such authority may be general or confined to specific instances.

3. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the directors.

4. Deposits.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the directors may select.

Article VII - Fiscal Year

The fiscal year of the corporation shall begin on the first day of January, in each year.

Article VIII - Waiver of Notice

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the corporation under the provisions of these bylaws or under the provisions of the articles of incorporation, 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 IX - Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted of bylaws only by a vote of the directors.

