

# Draft 10/14

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

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

**GENERAL MEMBERS:** General membership shall be open to any land owner or resident of Gallatin County who is interested in the goals and purpose of the association. If any general member desires to become a voting member they shall notify the secretary so their attendance can be properly documented.

**ASSIGNMENT PROHIBITED:** Membership whether voting or general may not be transferred or assigned. Proxies may be used in accordance with other provisions of these by laws.

**ARTICLE FOURTH; FINANCES:**

**DUES:** The corporation shall have no dues

**DEPOSIT OF FUNDS:** Funds of the corporation shall be deposited to the credit of the corporation in such federally insured bank or credit union as the treasurer may select

**SIGNATURE REQUIRED;** The signature of the treasurer and of one other officer shall be required for withdrawal of corporate funds or for honoring of corporate checks.

**LOANS:**

The corporation may not borrow money nor shall any officer or member pledge the credit of the corporation.

**ACCEPTANCE OF GRANTS AND OTHER GIFTS;** The officers or any of them may accept on behalf of the corporation any gift or grant consistent with the purposes of the corporation without formal action of the voting members. The proceeds of such grant or gift shall be deposited as required by these by laws. The acceptance of any tangible property whether real or personal shall require approval of the voting members at a meeting noticed for such purpose and the acceptance will not be effective until such approval. The treasurer may execute receipts for grants, gifts, and property in the corporation name in or on forms required by taxing authorities or otherwise.

**ARTICLE FIFTH; MEETINGS;**

**TIME;** The corporation shall meet not less frequently than monthly. The corporation may meet more frequently. The initial meetings of the corporation shall be the second and fourth Monday of each month. The meetings shall initially begin at 7:00 in the evening and shall conclude at or about 9:00 in the evening. The time and place of each meeting shall be stated in the minutes of the preceding meeting which minutes shall be provided to all voting members either by mail or electronically or by both means.

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PLACE The corporation shall meet at such place in Gallatin County, Montana, as shall be selected by the officers. The place of each meeting shall be stated in the minutes of the preceding meeting which minutes shall be provided to all voting members either by mail or electronically or by both means.

CONTENTS OF NOTICE OF MEETINGS: If any action is required to be taken after notice by other provisions of these by laws such notice shall be conspicuously mentioned in the minutes of at least one preceding meeting which minutes shall be provided to each voting member either by mail or electronically or by both means. The minutes shall also include conspicuous mention of the time and place of the next meeting.

AGENDAS: An agenda stating in general terms the matters to be voted upon or discussed shall be circulated with the notice of each meeting. The agenda of each meeting shall state in general terms the item or items to be considered at such meeting and shall directly state any action required by these by laws to be stated in the notice of such action. If the minutes and other items are circulated an agenda for the proximate meeting shall be included with such minutes.

COMMITTEE MEETINGS; Each standing or ad hoc committee may meet at such time and place as may be determined by its chair person. Notice of the time and place of such meeting shall be provided to the president and to the vice president and either or both such officer may be in attendance. The chair shall keep a current list of the members of the committee as well as their mailing and electronic addresses and make such list available to the secretary as often as the secretary may reasonably require.

#### ANNUAL MEETING

The members shall convene their annual meeting on the third Monday of January of every year beginning with the year 2009, at the hour of 7:00 P.M. or at another time or on another day within the month that the directors agree upon. At the annual meeting the members shall elect directors, officers, and transact any other business as may come before the meeting. If the date of the annual meeting is a legal holiday in Montana the meeting shall be held on the next succeeding business day.

#### ARTICLE SIXTH; COMMITTEES

COMMITTEES IN GENERAL: There may be such standing or special purpose committees as may be convenient to accomplish the purposes of the corporation. Such committees may be organized or disbanded by the president of the corporation.

INITIAL COMMITTEES; Initially there shall be standing committees as follows: 1) Core residents 2) Rural landowners 3) Sidewalks and Trails 4) News letter and web site 5) By laws 6) Parks 7) Executive Committee; and 8) Water and Sewer Committee

COMMITTEE CHAIR(S); The chair of each committee shall be appointed by the president and shall serve at the pleasure of the president or until resignation or replacement.

COMMITTEE MEMBERS; Each committee may determine the qualifications for membership and for voting on committee action. A written list of the members of the committee together with their addresses shall be maintained and shall be furnished to the secretary of the corporation. At least one director shall serve on each committee.

COMMITTEE MEETINGS; Each committee may meet at such times and places within Gallatin County, Montana as it may deem expedient. The chair of each committee may call meetings of that committee after reasonable notice to each member of that committee. Such notice need not be in writing. The chair shall inform the president of the time and place of each meeting at least one clear day prior to the meeting.

REPORTS; Any action taken by any committee shall be reported to the corporation at the next meeting of the members of the corporation. No committee may take any action inconsistent with the purposes of the corporation as stated in the articles of incorporation of in these by laws.

#### ARTICLE SEVENTH; VOTING

QUORUM FOR CORPORATION ACTION; The presence of a majority of the voting members of the corporation shall constitute a quorum for purposes of any action required or allowed to be taken by these by laws. The president shall announce at the beginning of each meeting whether a quorum exists. The existence of a quorum is not necessary to discussion or reception of committee or other reports but the absence of a quorum shall prevent binding action.

VOTING IN GENERAL; Only voting members of the corporation may vote on corporate matters. The secretary shall keep a current list of voting members. General members may attend meetings and participate in discussion.

REQUIREMENTS FOR ACTION; A majority of the voting members present and voting may pass any motion or take any action allowed the corporation. Abstentions shall not be counted toward the existence of a majority. By way of example but not by way of limitation if a quorum is present but all but three voting members abstain from voting two voting members may take action or pass resolutions.

**PROXIES:** Any voting member may vote on any particular issue properly noticed in the minutes by proxy. Such proxy shall be in writing; shall designate by name the voting member nominated to cast the vote of such member in their absence; may designate more than one item properly before such meeting; and, shall expire at the conclusion of the meeting for which it is granted. No proxy shall be effective for more than one membership meeting. Members present by proxy shall be counted as present and voting for purposes of determining a quorum or the passage of the particular issue for which the proxy is granted.

**SPECIAL VOTING REQUIREMENTS:** The following actions require a two thirds majority of the voting members present and voting at a meeting otherwise properly noticed and where a quorum is present: Abstentions shall not be counted towards the existence of a two thirds majority as explained in requirements for action.

- 1) Amendments to the articles of incorporation
- 2) Amendments to the purpose section of these by laws
- 3) Removal of any officer or committee chair from office
- 4) Amendments to core boundary
- 5) Amendments to perimeter boundary
- 6) Amendment of a growth plan previously adopted
- 7) Amendment of any zoning regulation already adopted

**SPECIAL VOTING PROCEDURES;** Any voting member may request of the president that a roll call vote be taken on any issue properly before any meeting of the corporation. Such request shall be honored. Any voting member may also request that any vote be by Australian or secret ballot which ballots shall not disclose the identity of the voting member; shall be counted before the conclusion of the meeting; shall be retained by the secretary; and the result announced before the conclusion of the meeting. If necessary in his discretion the president may appoint a committee of three voting members as commissioners to determine the validity of any vote the decision of such commissioners shall be final as to the validity of such action. Any individual proposing changes to item four through seven of the special voting requirements shall abstain or not be allowed to vote on such change. If such item originates in a committee this paragraph shall not apply

#### **VOTING MEMBERS DISQUALIFIED FOR INTEREST**

If any voting member of the corporation submits an application for approval of an action or a change of position regarding property owned or leased by such voting member or any immediate family member

of such voting member which application is pending before either the corporation or any of the corporate committees then that voting member may not vote on such application

#### ARTICLE EIGHTH: MISCELLANEOUS

**EFFECTIVE DATE:** These by laws shall become effective immediately after adopted by a majority of the voting members present and voting at a meeting at which adoption of by laws is mentioned on the agenda of that meeting.

**AMENDMENT:** These by laws may be amended by a simple majority vote of the members present and voting at a meeting where amendment of by laws is mentioned in the agenda of the meeting. The by law relating to purpose may only be amended by a two thirds majority of the members present and voting at a meeting where amendment of that particular section of the by laws is mentioned. No amendment to these by laws may be adopted which effects the tax exempt status of the corporation.