

BY-LAWS
OF
GLACIER PINES SUBDIVISION
HOMEOWNERS ASSOCIATION INC.

ARTICLE I
NAME AND LOCATION

The name of the Corporation is GLACIER PINES SUBDIVISION HOMEOWNERS ASSOCIATION INC., hereafter referred to as the "Association". The principal office of the corporation shall be located at 700 White Basin Road, Kalispell, Montana, but meetings of members and directors may be held at such places within the State of Montana, County of Flathead as may be designated by the Board of Directors from time to time.

ARTICLE II
DEFINITIONS

Section 1: "Association" shall mean and refer to GLACIER PINES SUBDIVISION HOMEOWNERS ASSOCIATION INC.

Section 2: "Property" shall mean and refer to all those Lots within the exterior boundaries of Glacier Pines Subdivision.

Section 3: "Common Area" shall mean all real property interests and personal property hereafter acquired by the Association for the common use and enjoyment of the members of the Association.

Section 4: "Lot" shall mean any Lot in Glacier Pines Subdivision.

Section 5: "Member" shall mean and refer to every person or entity who holds a membership in the Association.

Section 6: "Owner" shall mean and refer to every person or entity who is a record owner of a fee, or undivided fee, interest in any Lot which is subject by covenants of record to assessment by the Association. Record owners who have sold any Lot under a contract for deed shall not be considered owners but the purchasers of any Lot who are purchasing any Lot under a contract for deed shall be considered the owner for all purposes herein. Persons or entities having an interest in any Lot merely as security for the performance of an obligation (mortgagees or beneficiaries) are hereby excluded.

Section 7: "Declarant" shall mean and refer to Carla Mangel.

Section 8: "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions of Glacier Pines Subdivision recorded under Document No. _____ records of Flathead County, Montana.

ARTICLE III
MEMBERSHIP

Section 1. Members: Every person or entity who is a record owner of a fee, or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association shall be a member of the Association; excepting however, any person or entity who has sold or is selling any such lot under a contract for deed shall not qualify as a member of the Association. Every person or entity purchasing any such Lot under a contract for deed shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest in a lot merely as security for performance of an obligation.

Membership shall be appurtenant to and may not be separated from ownership of the Lot which is subject to assessment by the Association. Ownership of such lot shall be the sole qualification for membership.

ARTICLE IV
VOTING

Section 1: Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership. When more than one person holds such interest in any Lot the vote for such lot shall be exercised as such persons among themselves determine but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE V
DIRECTORS

Section 1. Number: The business and affairs of the Association shall be managed by a board of three directors. The number of directors may be changed by a by-law or amendment to by-laws duly adopted but no less than three directors.

Section 2. Election: At the first annual meeting the members shall elect three (3) directors for a term of one year and all directors shall be elected annually thereafter.

Section 3. Removal: Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. 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 4. Compensation: No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action without a 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. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI **MEETINGS OF DIRECTORS**

Section 1. Regular Meetings: Regular meetings of the Board of Directors may be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the board. If the meeting day falls on a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. 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 directors.

Section 3. 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.

ARTICLE VII **ELECTION OF DIRECTORS**

Section 1. Nominations: Nomination for election to the Board of Directors shall be made from the floor at the annual meeting of members.

Section 2. Election: Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration of Conditions, Covenants and Restrictions of Glacier Pines Subdivision.

ARTICLE VIII **POWERS AND DUTIES**

Section 1. Powers: The Board of Directors shall have power to:

- a. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the

membership by other provisions of these By-Laws, the Articles of Incorporation or the Declaration.

- b. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from four (4) consecutive regular meetings of the Board of Directors; and
- c. Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.
- d. Determine, set, and collect all assessments as hereafter provided to provide funds for the administration and enforcement of the covenants.

Section 2. Duties: It shall be the duty of the Board of Directors to:

- a. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting, when such statement is requested in writing by one-fourth (1/4) of the members.
- b. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.
- c. As more fully provided herein, and in the Declaration, to:
 - i. Fix the amount of the annual assessment against each lot; and
 - ii. Send written notice of each assessment to every owner subject thereto in advance of each assessment period.
- d. Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
- e. Procure and maintain adequate liability and hazard insurance on property owned by the Association.

ARTICLE IX
MEETINGS OF MEMBERS

Section 1. Regular annual meeting: The first annual meeting of the members shall be held on the first business day of the month of January of the year following the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the first business day of January of each year thereafter, at such time as may be set by the directors.

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 of the entire membership.

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 30 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. Such notice, whether written or published, 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 entitled to cast, or of proxies entitled to cast, one-fourth (1/4) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or representative at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies: At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE X
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices: The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary/treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers: The election of officers shall take place at meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term: The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments: The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the board may, from time to time, determine.

Section 5. Resignation and Removal: Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, acceptance of such resignation is not necessary to make it effective.

Section 6. Vacancies: A vacancy in any office may be filled by the Board of Directors. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices: The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

The duties of the officers are as follows:

President

a. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice-President

b. The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

c. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, co-sign with the president all checks and promissory notes of the association and shall perform such other duties as required by the Board.

Treasurer

d. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and make available a copy of each to the members.

ARTICLE XI
BOOKS AND RECORDS

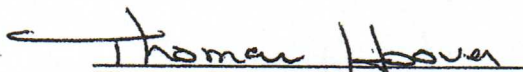
Section 1. Inspection: The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association where copies may be purchased at reasonable cost.


ARTICLE XII
AMENDMENTS

Section 1: These By-Laws may be repealed or amended, or new by-laws may be adopted, at an annual meeting, or any other meeting of the members called for that purpose by the Directors, by a vote, either in person or by proxy, representing two-thirds (2/3) of the members.

Section 2: In the case of any conflict between the Articles of Incorporation and these By-laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-laws, the Declaration shall control.

IN WITNESS WHEREOF, we, being all of the Directors of GLACIER PINES SUBDIVISION HOMEOWNERS ASSOCIATION, have hereunto set our hands this _____ day of September, 2008.


Thomas Hoover/Director


Scott Santa/Director

Robert Spoklie/Incorporator-Director