

BYLAWS OF RIVER BEND ESTATES SUBDIVISION HOMEOWNERS ASSOCIATION

ARTICLE I: NAME AND LOCATION

The name of the corporation is *Higgins Enterprises Development Company, River Bend Estates, Homeowners Association*, hereinafter referred to as the “Association.” The principle office for the transaction of business of the Association shall initially be located at 110 Aberdare Lane, Ulm, MT 59485. The mailing address shall initially be PO Box 322, Ulm, MT 59485. Meetings of the members and directors may be held at such places within the State of Montana, Cascade County, as may be designated by the Board of Directors.

ARTICLE II: PURPOSE OF ASSOCIATION

The Association shall represent owners and serve them in accordance with: 1) the provisions of the Declaration of Protective Covenants, Road Maintenance and the creation of a Rural Improvement District (RID) for River Bend Estates Subdivision on file under **Document No. P-2019-000024 at Cascade County, Montana Clerk and Recorder’s office** (hereafter “Declaration”); and 2) the purposes set forth in the Article of Incorporation for the Association and its Bylaws. Such purposes include general maintenance of the properties, coordination with governmental agencies concerning the properties, levying and collecting annual and special assessments, fees and penalties, making improvements and repairs to common areas and roads, administering a common area management plan, architectural control, covenant compliance and providing such other services and representation of owners as are authorized by the Declaration.

ARTICLE III: DEFINITIONS & ABBREVIATIONS

The following words shall have the following meaning herein:

1. “**Architectural Committee also known as RBAC**” shall mean and refer to the committee described in Article V.
2. “**Association/HOA**” Shall mean and refer to the River Bend Estates Home Owner’s Association, Inc., Montana non-profit corporation, its successors and assigns.
3. “**Common area**” shall mean all real property including any improvements thereon owned by the Association for the common use and enjoyment of the Owners.
4. “**Declarant**” shall mean and refer Higgins Enterprises LTD Development Company, and its respective agents, successors and assigns.
5. “**Lots**” shall refer to each tract of land subdivided by the Declarant and be included in the development known as River Bend Estates and designated on a plat or survey thereof by a block and lot number but does not refer to private roads or Common areas. The term “Lot” shall not mean any remainder parcel or parcels owned by the Declarant but not yet subdivided into residential lots.
6. “**Member**” shall mean and refers to every person or entity who is a member of the Association. Each owner of a lot shall be a member.
7. “**Owner**” shall mean and refers to the record owner, whether one or more persons or entities of a fee simple property interest in any Lot, including contract sellers but excluding those having such interest merely as security for the performance of an obligation.
8. “**Property**” or **..Properties**” shall mean and refer to the development known as River Bend Estates in its entirety with such additions or phases thereto as may hereafter be added by the Association or the Declarant.
9. “**Roads**” shall mean and refer to any street, walk, drive, path or other right of way, within the Properties, as designated on the plat thereof and which is owned or is to be owned by the Association.

- 10. **“Rural Improvement District”** (RID) shall mean the owners may apply for a special assessment fund for improvements and maintenance of all roads and common areas.
- 11. **“Declaration”** means the Declaration of Protective Covenants for River Bend Estates (phases as established) Subdivision on file under Document No. _____ at the Cascade County, Montana Clerk and Recorder’s office.

ARTICLE IV: VOTING OF MEMBERSHIP

Membership: All Owners of the Lots within River Bend Estates shall be members of the Homeowners Association. The Owners of any Lot shall automatically become members of the Homeowners Association and shall remain a member until such time as the ownership of such Lot ceases for any reason, at which time the corresponding membership in the HOA shall automatically cease.

Voting: There shall be one vote for each Lot. If a person or entity owns more than one Lot , that person or entity shall have as many votes as the number of Lots owned by that person or entity. If more than one person or entity has an ownership interest in a single Lot, such persons or entities must decide among themselves how the vote for that Lot shall be cast.

ARTICLE V: MEETING OF MEMBERS

Section 1: Annual Meeting. The first annual meeting of the Members shall be held as determined by the initial incorporators. Thereafter, the annual Meetings of the members shall be held in Cascade County, Montana at such date, time and place as may be determined by the Board of Directors but in the months of April or May.

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 membership.

Section 3: Notice of Meetings. At least ten (10) days written notice of each meeting of the Members, both annual and special, shall be given by, or at the direction of the Secretary or person authorized to call the meeting, by e-mail to the current address as provided by each Member to the Association as last appearing on the books of the Association and in the event no valid e-mail address is provided by the Member, by mailing a copy of such notice, postage prepaid addressed to the Member’s address last appearing on the books of the Association supplied by such Member to the Association for the purpose of notice. In the event the Member does not provide an e-mail or mailing address of the Member as shown as the owner of record on file with the Cascade County Treasurer or Montana Cadastral System for each lot in the Subdivision shall be the mailing address used by the Association for notice to each Member. Such notice shall specify the place, day and hour of the meeting the purpose of the meeting.

ARTICLE VI: QUOROM

The presence at the meeting of one-third (1/3) of the Members entitled to vote, in person or by proxy, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If a quorum is not present or represented at any meeting, the Members entitled to vote there 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.

ARTICLE VII: PROXIES

At all meetings of the Members, each Members may vote in person or by written proxy. All proxies shall be in writing, dated and signed by the absent Member identifying their lot ownership and naming the Member authorized to vote on their behalf. All written proxies must be filed with the Secretary at least went-four (24) hours prior to the meeting. Every proxy shall be revocable and shall automatically terminate upon conclusion of the meeting for which the proxy is dedicated.

ARTICLE VIII: BOARD OF DIRECTORS

Section 1. Number - Initial Appointment — Term — Removal — Compensation — Actions

a. Number. The affairs of this Association shall be managed by a Board of not less than three (3) or more than five (5) Directors. The Directors shall determine the total numbers of persons who shall comprise the Board.

b. Initial Appointment. Declarants shall make an appointment of Directors at the time of initial incorporation and until such time as 60% of the lots are sold by Declarants to third parties, at which time the lot owners shall then be entitled to elect the Association Board of Directors from the Members. A majority of appointed Directors serving on the Board shall be Members.

c. Term of Office. At each annual meeting the Declarants shall appoint, or after 60% of the lots are sold by Declarants to third parties, then the Members shall elect for a term not exceed 3 years, a number of directors equal to the number of directors whose terms are ending at the annual meeting.

d. Removal. Any appointed director may be removed from the Board by the Declarant(s), only for good cause. After 60% of the lots are sold by Declarant(s) to third parties, then only the Members may remove any director by a two-thirds vote of the Members of the Association, with or without cause. In the event of death, resignation or removal of a director, their successor shall be selected by Declarants in the event 60% of the lots have yet to be sold to third parties, or after 60% of the lots have been sold to third parties, then by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor.

e. Compensation. No Director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for actual reasonable expenses incurred within the scope and performance of their duties.

f. 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.

g. Actions of the First Board of Directors. All of the actions including, without limitation, the adoption of Bylaws and any undertakings or contracts entered into with others on behalf of the Association of the first Board of Directors of the Association named in the Articles of Incorporation shall be binding upon the Association in the same manner as though such actions had been authorized by a Board of Directors duly elected by the Members of the Association at the first or any subsequent annual meeting of Members, so long as such actions are within the scope of the powers and duties which may be exercised by any Board of Directors as provided in the Declaration or the Association's Articles of Incorporation.

Section 2. Nomination and Election of Directors. After 60% of the lots have been sold to third parties:

a. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The nominating committee shall consist of a member of the Board of Directors, and two or more Members of the Association. The nominating committee shall be appointed by the President subject to approval by the Board of Directors prior to each annual meeting of the Members. The nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. The nominating committee shall report its slate of nominees at the annual meeting.

b. Election. Election to the Board of Directors shall be by oral vote or written ballot, as the presiding officer shall direct. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise undertake provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 3. Meeting of Directors.

a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least one time per year, at such time and place and hour as may be fixed from time to time by resolution of the Board. Notice to Members of the regular meetings of the Board is not required.

b. 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 five (5) days written notice to each director.

c. 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 an act of the Board.

d. Place of Meetings. Meetings of the directors of the Association may be held at such places within Cascade County, Montana, as may be designated by the Board of Directors.

Section 4. Powers and Duties of the Board of Directors.

a. Powers. The Board of Directors shall have power to:

i) Adopt and publish rules and regulations governing the use of the common area, facilities and roadways and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof, including fines, penalties and revoked privileges of use as prescribed by the River Bend Estates Covenants.

ii) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

iii) Levy assessments, fees, penalties and enforce liens as authorized by Declaration.

iv) Secure for the Association liability insurance for the common areas and risks involving the Association or its Board of Directors and Association Officers.

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

i) Cause to be related and preserved 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 who are entitled to vote.

ii) Supervise all officers, agents, contractors and employees of the Association, and to see that their duties are properly performed.

iii) As more fully provided in the Declaration, to;

1.) Confirm the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment to be levied during the same fiscal year;

2.) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment due date;

3.) Exercise discretion whether to foreclose the lien against any property for which assessments are not paid within ninety (90) days after due date or to bring an action at law against the owner personally obligated to pay the same.

iv) Cause the Common Area to be maintained, repaired, replaced, so as to be reasonably safe and secure.

v) Determine the need for snow plowing, repair, maintenance or improvement of common areas, road maintenance and repair, maintain fire storage tank and well, and hire a contractor to do the work.

vi) Perform such other acts as necessary for the improvement of the Association.

vii) Procure and maintain adequate liability and hazard insurance on property owned by the Association as prescribed by the Declaration.

ARTICLE IX: OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the Association shall be a President, who shall at all times must be a Member of the Board of Directors, and a Vice-President and a Secretary, and a Treasurer who need not be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create. A person may simultaneously hold more than one office, such as Secretary/Treasurer. All officers will be Members of the Association, and do not forfeit their voting rights as a Member because they also serve as an officer or a director.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following the Organization Meeting of the Corporation, and thereafter during each annual meeting of the Members.

Section 3. Nomination of Officers. Nomination for the election of the Officers shall be made by a Nomination Committee. The Nomination Committee shall consist of a Chairman, who shall be the Vice-President and two (2) other Members of the Association. The Nomination Committee shall be appointed by the President one month prior to the annual meeting to serve from the close of the annual meeting until the close of the next annual meeting. The Nomination Committee shall provide at least one candidate for each office. Nominations can also be made by the Members from the floor during the annual meeting.

Section 4. Election. Election to the Board of Directors shall be by oral vote or written ballot, as the presiding officer shall direct. 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 Articles of Incorporation or by the Bylaws of each office. The persons receiving the largest number of votes shall be elected. Any objection to the vote counts must be made prior to the end of the annual meeting. The ballots shall be destroyed after the annual meeting.

Section 5. Term. The officers of the Association shall hold office for one (1) year unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 6. Special Appointments. The Board may appoint 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 7. Resignation and Removal. Any officer may be removed from office only with cause by the Board. Any officer may resign at any time giving writer 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, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer they replace.

Section 9. Duties. The duties of the officers are as follows:

a. President. The President shall preside at all meetings of the Board of Directors and all annual Membership meetings, shall see the orders and resolution of the Board are carried out, shall sign all contracts or other written instruments necessary for the operation of the Association, and shall co-sign all Association checks and discharge such other duties as may be required of the President by the Bylaws and the Board.

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

c. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceeding of the Board and the Members, keep the appropriate current records showing the Members of the Association together with their addresses, e-mails, and phone numbers and shall perform such other duties as required by the Bylaws and the Board.

d. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the resolution of the Board, shall sign all checks and promissory notes of the Association, keep proper books of account, cause an audit to be made by a public accountant at the discretion of the Directors and shall prepare statements of income and expenditures to be presented to the Membership at its regular annual meetings and have available at each annual meeting a copy of said report(s).

ARTICLE X: COMMITTEES

Section 1: Architectural Control Committee/RBAC. As provided in the Declaration, the Architectural Committee shall be composed of three (3) members and shall oversee the construction of residences, and other improvements on the Properties. Members of the Architectural Committee do not have to be Owners. The Architectural Committee shall at all times include a Declarant member as defined in Article 1, paragraph 4, herein, as one of its members as long as the Declarant owns property subject to these Covenants and does not decline to act. The right of a Declarant to membership in the architectural Committee shall not be modified or eliminated by later modifications or restatement of these Covenants except by consent of Declarant. If the Declarant member is unable or declines to act, the Declarant may appoint an attorney-in-fact, to act with all rights and power attributable to the Declarant. Specifics regarding the Architectural Control Committee are stated in ARTICLE VII, BUILDING DESIGN, COVENANTS, 5. *Architectural Committee.*

ARTICLE XI: ASSESSMENTS

Section 1. Types of Assessments and Fees. As more fully provided in the Declaration Article VIII, each Member is obligated to pay to the Association annually a uniform rate of assessments and fees. The assessments levied by the Association shall be used exclusively to promote the recreation, health, safety, and welfare of the residents in the Properties, for the improvement, maintenance, repair and insurance for the common area and any common water wells, pumps, irrigation or sewage system, and to pay any taxes on Association property.

Section 2. Waiver of Exemptions. Each Owner, to the extent permitted by law, waives, to the extent of any liens created pursuant this Declaration, the benefit of any homestead or exemption laws of Montana in effect at the time assessment or installment becomes delinquent or any lien is imposed. Property or properties shall mean and refer to all Lots described on River Bend Estates Subdivision Plat _____, except for Lot 3 & 4A of Higgins Enterprises Development Company/River Bend Estates.

Section 3. Amount of Assessments and Fees.

a. Contribution to Working Capital Reserve. Upon the purchase of a “Lot” it shall be the obligation of each purchasing owner to pay to the Association through escrow the sum of \$500.00 as a contribution to the Association’s working capital reserve. Upon the resale of each Lot a like assessment will be required for the Lot.

b. Annual Assessment. The amount of the annual assessment shall be determined by vote of a simple majority of the Members of the Association from time to time. In the event a simple majority of Members do not exercise their right to vote to set the Annual Assessment, the annual assessment amount shall then be determined by the Association’s Board of Directors.

c. Special Assessment. The amount of any special assessment shall be determined by the Association’s Board of Directors.

d. Fees. The amount of any fees charged by the Association shall be determined by the Association’s Board of Directors.

Section 3. Due Date for Assessments or Fees. All assessments must be fixed at a uniform rate for all Lots. Said assessment shall first become due and owing upon the initial transfer of the Lot by the Declarant. The Declarant shall assess an annual HOA fee of \$400/ per lot until the HOA has a sixty (60) percent majority within a given phase. The assessment will be prorated with date of purchase. Effective date for HOA fees will be effective the first day of January of each year and each year thereafter. The maximum annual assessment may be increased by majority vote (60%) of the Association membership. Lots owned by a Declarant and remaining vacant shall not be subject to annual or special assessments and fees. The due date for any special assessment levied by the Association shall be determined at the time the special assessment is created and the Association shall send written notice of each special assessment to every Owner subject thereto at least thirty (30) days in advance of its due date.

ARTICLE XII: BOOKS AND RECORDS

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* and the Articles of Incorporation and the *Bylaws for the Association* shall be available for inspection by any Member at the principle office of the Association, where copies may be purchased at reasonable costs.

ARTICLE XIII: FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year except that the first fiscal year shall begin on the date of incorporation.

ARTICLE XIV: AMENDMENTS AND CONFLICTS

Section 1. Amendments. These Bylaws may be amended at a regular or special meeting of the members by a vote of two-thirds majority of the quorum members present in person or by proxy.

Section 2. Controlling Conflict. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

Section 3. Annexation Property. Declarant shall be entitled to add such real property and Common Area by annexations to the jurisdiction of the Association and the Covenants as the Declarant shall deem appropriate. After January 1, 2030 additional real property and Common Area may be annexed to the above described property and brought within the jurisdiction of the Association and by the Association to contain the required signatures.

Section 4. Removal of Property. Declarant has the right to remove its real property from the Association until January 1, 2030. Purposes for removal include, but not limited to, schools, fire stations or any other public purposes. Real property may be removed from the Association and Covenants by written consent of members representing not less than 66% of the votes and certified by the Association to contain the required signatures.

September 17, 2019

SIGNATURE PAGE TO FOLLOW

See Additional Page for Notary Page

Melissa Belderrain became a director upon the purchase of a lot sold to her on November 5, 2019