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**SECOND AMENDED BY-LAWS  
OF  
FORT PECK LAKE ASSOCIATION**

ARTICLE 1.

Purpose, Offices and Corporate Seal

1.1 The provisions of these By-Laws shall apply to and govern the Fort Peck Lake Association (the "Corporation"), a Montana Nonprofit Corporation, established for the purpose of performing the rights, obligations and duties of the Corporation as set forth in these Second Amended By-Laws , the Articles of Incorporation and the Covenants covering the Properties.

1.2 Offices. The principal office shall be located in Valley County, Montana, and the Corporation may have offices at such other places as the Board of Directors shall from time to time determine. Meetings of the members and Board may be held at such place in Garfield County, McCone County and Valley County, State of Montana, as the Board may from time to time designate.

1.3 Seal. The corporate seal shall be circular in form, and have inscribed thereon in a circle, the name of the Corporation, the State in which its principal office is located and such other matters as may be required by the laws of Montana.

ARTICLE 2.

Definitions

2.1 Definitions. The following words shall have the following meanings when used in these By-Laws.

.01 "Properties," "Tract," "Owner," "Declarant, Fort Peck Lake Association," "Fort Peck Lake Cottages" and "member" shall have the meanings set forth in the "Covenants" as defined herein.

.02 "Articles" shall mean and refer to Articles of Incorporation of the Fort Peck Lake Association as said "Articles" are amended from time to time.

.03 "Board" shall mean the Board of Directors of the "Corporation" as defined herein.

.04 "Corporation" shall mean the Fort Peck Lake Association, a Montana Nonprofit Corporation.

.05 "Covenants" shall mean and refer to the Declaration of Covenants of the Fort Peck Lake Cottages applicable to the Properties and Tracts, and recorded by Declarant in the offices of the Clerk and Recorders of Garfield County, McCone County, and Valley County, Montana together with any and all amendments thereto.

.06 "Director" shall mean a person appointed or elected to serve on the Board.

### ARTICLE 3.

#### Membership

3.1 Qualifications. Every Owner shall be a member of the Corporation. Ownership of a Tract within the Fort Peck Lake Cottages shall be the sole qualification for membership in the Corporation.

3.2 Member's Rights and Duties. Each member shall have the rights, duties, and obligations set forth in the Covenants, the Articles, these By-Laws and any rules adopted by the Board in accordance with the Covenants and these By-Laws, as the same may from time to time be amended.

.01 No member shall have the right, without the prior approval of the Board, to exercise any of the powers or to perform any of the acts by these By-Laws or the Covenants delegated to the Board or the Corporation, but each member shall have all of the rights and privileges granted to the members or Owners by these By-Laws or the Covenants subject to such limitations as may be imposed in accordance therewith.

.02 The Board shall have the right to suspend the voting rights of any member or members of the Corporation for the period during which any assessment against the Tract owned by such member or members and giving rise to such membership remains unpaid and delinquent. Any suspension of voting rights shall be made by the Board only after a meeting of the Board at which a quorum of the Board is present, duly called and held for such purpose in the same manner as provided in these By-Laws for the noticing, calling and holding of a special meeting of the Board. Written notice of such meeting shall be given to the member whose rights are being sought to be suspended at least seven (7) days prior to the holding of such meeting. Such notice shall be given either by personal delivery or deposited in the United States mail, certified or registered, postage and fees prepaid, return receipt requested, addressed to such member at the address given to the Corporation by him/her for the purpose of giving notice. Such notice, if mailed, shall be deemed given and received forty-eight (48) hours after being so deposited in the United States mail in the manner aforesaid, and said member whose rights are being sought to be suspended shall be entitled to appear at such meeting and present his/her case as to why such rights should not be suspended in accordance with the provisions of this Section. Suspension of voting rights shall be made by a majority of the members of the Board present at such meeting and shall be binding upon all members of the Corporation.

3.3 Transfer of Membership. The Corporation membership of each Owner shall be appurtenant to the Tract giving rise to such membership and shall not be assigned, transferred, pledged, hypothecated, conveyed or alienated in any way except upon the transfer of the title to said Tract, and only then to the transferee of title to said Tract. Any attempt to make a

prohibited transfer shall be void. Any transfer of title to a Tract shall operate automatically to transfer the membership in the Corporation appurtenant thereto to the new owner thereof.

3.4 Annual Meetings. The annual meeting of the members of this Corporation shall be held at its principal office or at such place as is designated by the Board of Directors or by written consent of all the members entitled to vote thereat, or the following date: second or third Friday of September of each year.

3.5 Quorum. A majority of members, represented either in person or by proxy, shall constitute a quorum for the transaction of business. In case a quorum is not present at any meeting, those present shall have the power to adjourn the meeting from time to time without notice other than announcement; any business may be transacted which might have been transacted at the meeting which was adjourned, at such adjourned meetings, at which the required amount of voting shares shall be represented. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members so that less than a quorum is present, and the members then remaining and entitled to cast votes at such meeting shall constitute a quorum in connection with the conducting of such business prior to adjournment. In computing the total voting power of the Corporation for the purposes of these By-Laws, the Articles and Covenants, voting rights which have been suspended in accordance with the Covenants and these By-Laws shall not be counted.

3.6 Special Meetings. Special meetings of the members entitled to vote shall be called by the Secretary at any time upon request of the President, Vice President, or the majority of the members of the Board of Directors, or upon written request by a majority of the members.

3.7 Voting. Each member shall be entitled to one vote for each Tract owned. At each meeting of the membership, every member having the right to vote shall be entitled to vote in person or by written proxy, subscribed by such member.

3.8 Consent of Absentees. The transactions of any meeting of members, either annual or special, however called and noticed, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if either before or after the meeting each of the members entitled to vote and not present in person or by proxy signs a written waiver of notice, or a consent of the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

3.9 Action Without Meeting. Any action, which under the provisions of the Montana Non-Profit Corporation Act may be taken at a meeting of the members, may be taken without a meeting if authorized by a writing signed by all of the members who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of the Corporation.

3.10 Proxies. Every person entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such person or his or her duly authorized agent and filed with the Secretary of the Corporation prior to the commencement of the meeting at which the proxy is to be exercised. Every proxy shall be revocable by the person granting it announcing its revocation to the Secretary of the meeting at

which it would otherwise be exercised prior to the exercise thereof and shall automatically cease upon sale or conveyance of the person granting the proxy of his or her interest in their Tract.

3.11 Notice of Meeting. There shall be mailed at least fifteen (15) days prior thereto, to each member, at his or her address as shown by the books of the Corporation, a notice setting out the time and place of annual meeting or any special meeting. The business transacted at any special meeting shall be confined to purposes stated in the notice. Notice of any meeting of members shall not be required to be given to any member who shall attend such meeting in person or by proxy. Each notice thereof may be waived either before or after such meeting, in writing, provided that a quorum is present at the meeting.

3.12 Closing of Books. The Board of Directors may fix a time, not exceeding forty days preceding the date of any meeting of the membership, for the determination of the members entitled to notice of and to vote at such meetings.

3.13 Order of Business. The suggested order of business at the annual meeting, and as far as possible at all other meetings of the membership, shall be:

- I. Calling Roll.
- II. Proof of due notice of meeting, or unanimous waiver.
- III. Reading and disposal of any unapproved business.
- IV. Annual reports of officers and committees.
- V. Unfinished business.
- VI. New business.
- VII. Adjournment.

3.14 Assessments. Assessments or charges as provided for in the Covenants shall be paid by the members of the Corporation at the times, in the manner and subject to the conditions and limitations set forth in the Covenants and the Board shall fix, levy, collect and enforce such assessments or charges at the times, in the manner and subject to the limitations set forth in the Covenants.

.01 For the purpose of enforcing and collecting assessments or charges, this Corporation shall have the lien rights set forth in the Covenants, which lien rights shall be enforceable by the Board in the manner set forth in the Covenants, and shall also have and be entitled to exercise all other rights and remedies set forth in the Covenants or otherwise provided for at law or in equity.

#### ARTICLE 4.

##### Directors

4.1 General Powers. The property, affairs, and business of the Corporation shall be managed by the Board of Directors. The Corporation shall have all of the common law and statutory powers of a corporation which are not in conflict with the terms of the Articles of Incorporation, the Amended Articles of Incorporation, or these By-laws in addition to the powers conferred upon it by Montana statute.

4.2 Number, Qualification, and Term of Office. The affairs of the Corporation shall be managed by a Board of twelve (12) Directors. The twelve Directors will be elected by members from each of the four cabin areas: Fort Peck, Hell Creek, Pines, and Rock Creek. Each cabin area will elect three Directors to serve on the Board of Directors of Fort Peck Lake Association. Each Director shall hold office for the term which he or she is elected by the general membership of his or her cabin area, and until his or her successor shall have been elected by the general membership from his or her cabin area, or until he or she shall resign, or shall have been removed. Any Director may be removed by an affirmative vote of the majority of the Board, only for cause. Three (3) or more unexcused absences from meetings of the Board shall constitute cause for removal. The term of office for a Director is three (3) years. A Director shall serve for not more than two (2) consecutive three (3) year terms.

4.3 Quorum. Seven (7) of the Board of Directors shall constitute a quorum for the transaction of business, provided, however, that if any vacancies exist by reason of death, resignation, or otherwise, a majority of the remaining Directors shall constitute a quorum. 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.

4.4 First Meeting. As soon as practicable after each annual meeting of the Association, the Board of Directors shall meet, without notice, for the purposes of organization, selection of the officers of the Corporation and for the transaction of other business.

4.5 Action Without 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, and filing the same with the minutes of the proceedings of the Board. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

4.6 Compensation. No Director shall receive compensation for any service he or she may render to the Corporation. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

4.7 Powers and Duties. Subject to the limitations of the Articles, these By-Laws, the Covenants, and the Montana Nonprofit Corporation Act as to action required to be taken, authorized or approved by the members of the Corporation, or a portion or percentage thereof, all Corporation powers and duties shall be exercised or controlled by the Board. Without limiting the generality of the foregoing, the Board shall:

.01 Pay for any necessary liability and hazard insurance, together with such other insurance as may be required by the Covenants.

.02 Establish, levy, assess and collect the assessments or charges referred to in the Covenants in the manner set forth therein, send out required notices thereof, prepare and issue certificates setting forth whether assessments have been paid as required by the Covenants, and enforce timely payment of such assessments in the manner set forth in the Covenants.

.03 The Board may enter into contracts and agreements for the purpose of providing for the performance of the Board's powers and duties, but shall not hire employees or

contract with a manager, professional manager or other independent contractor(s) to perform such powers and duties. The Board may delegate any of its powers to such persons or entities as the Directors may determine necessary.

.04 Cause to be kept a complete record of all of its acts and corporate affairs and present a statement thereof to the members at the annual meeting of the members or at any duly called special meeting of the members.

.05 Supervise all officers, agents and employees of this Corporation, and to see that their duties are properly performed.

.06 Appoint and remove at its pleasure, all officers, agents and employees of the Corporation, prescribe their duties, fix their compensation, subject to the limitations on compensation to Directors and officers, and obtain such fidelity bonds as it may deem necessary or appropriate. The premium on such bonds shall be paid for by the Corporation.

#### 4.8 Committees.

.01 The Board shall appoint committees as deemed appropriate in carrying out its purpose.

.02 Such committees shall have the powers and duties given them in the Covenants, these By-Laws and the resolutions by which they are created.

.03 Under no circumstances shall any compensation be paid to any member of any committee (other than a professional member of the Architectural Control Committee) for services rendered as a member thereof; provided, however, that any committee member may be reimbursed for his or her actual authorized expenses incurred in the performance of his or her duties.

4.9 Regular Meeting. Regular meetings of the Board of Directors shall be held at such times and places as may be fixed by resolution by the Board. No notice need be given of any regular meetings.

4.10 Special Meetings. Special meetings of the Board of Directors may be held at such times and places as may be designated in the notice or the waiver of notice of the meetings. Special meetings may be called by the President, or by any seven (7) Directors, unless waived by all Directors entitled to notice. The Secretary shall give at least 48 hours notice of each special meeting to each director by mail, electronic mail, telephone, or in person.

4.11 Indemnification of Directors and Officers. Each director and officer, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or arising out of any action, suit, or proceeding in which he or she may be involved by reason of his or her being or having been a director or officer of the Corporation. Such expenses include the cost of a reasonable settlement (other than amounts paid to the Corporation itself) made with a view to curtailment of the cost of litigation. The Corporation shall not, however, indemnify any director or officer with respect to matters as to which he or she shall be finally adjudged in any such action, suit, or proceedings, to have been derelict in the performance of his or her duty as such

director or officer, nor in the respect to any matter of which any settlement or compromise is effected, if the total expenses, including the cost of settlement shall substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall not be conclusive of other rights to which any director or officer may be entitled as a matter of law.

4.12 Vacancies. If there be a vacancy among the officers of the Corporation, it shall be filled for the unexpired term by the Board of Directors. Any vacancy in the Board of Directors may be filled by the remaining Directors, and each person so appointed shall be a director until his or her successor is elected in the next annual election, at which time the vacancy will be filled by the election of a Director by the members of the affected cabin area.

4.13 Order of Business. The suggested order of business at any meeting of the Directors shall be:

- I. Calling Roll.
- II. Proof of due notice of meeting, or unanimous consent, or unanimous presence and declaration by President.
- III. Reading and disposal of any unapproved minutes.
- IV. Reports of officers and committees.
- V. Election of Officers.
- VI. Unfinished business.
- VI. New business.
- VII. Adjournment.

## ARTICLE 5.

### Officers

5.1 Number. The officers of the Corporation shall include a President, a Vice-President, a Secretary and a Treasurer, and such other officers and agents as may from time to time be chosen; the offices of Secretary and Treasurer may be combined.

5.2 Election, Term of Office, and Qualification. At any first meeting of the Board of Directors, the Board shall elect a President, one or more Vice-Presidents, and, from within or without their number, shall elect a Secretary, and a Treasurer, and such other officers as may be deemed advisable. Such officers shall hold office until the next first meeting or until their successors are elected and qualify; provided however, that any officer may be removed with or without cause by the affirmative vote of a majority of the Board of Directors.

5.3 The President. Subject to the control of the Board, the President shall have general active management, including supervision, direction and control, of the business and officers of the Corporation. He or she shall preside at all meetings of the membership and all meetings of the Directors. He or she shall be the chief executive officer of the Corporation, and shall see that all orders and resolutions are carried into effect. He or she may execute and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments

pertaining to the business of the Corporation, and in general shall perform all duties usually incident to the office of the President of a Montana nonprofit corporation.

5.4 Vice-President. The Vice-President shall have such powers and shall perform such duties as may be specified in these By-Laws prescribed by the Board of Directors; in the event of the absence or disability of the President, the Vice-President shall succeed to the President's duties, and when so acting shall have all powers of, and be subject to all the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board or by these By-Laws.

5.5 Secretary. The Secretary shall be Secretary of and attend all meetings of the membership and Board of Directors. He or she shall act as Clerk of the Corporation. He or she shall record all the proceedings of such meetings in the Minute book of the Corporation and shall give proper notice of meetings of membership and Directors. He or she shall keep the Seal of the Corporation and shall affix the same to any instrument requiring it, and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

5.6 Treasurer. The Treasurer shall keep accurate accounts of all monies of the Corporation received or disbursed. He or she shall deposit all money, drafts, and checks in the name of and to the credit of the Corporation in such banks and depositories as a majority of the Board of Directors shall designate from time to time. The Treasurer shall have power to endorse for deposit all notes, checks, and drafts received by the Corporation. He or she shall disburse the funds of the Corporation as authorized by the Board of Directors. He or she shall render to the President and the Directors, whenever required, an account of all of his or her transactions as Treasurer and the financial condition of the Corporation and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

5.7 Officers Shall Not Lend Corporate Credit. No officer of this Corporation shall sign or endorse in the name of, or on behalf of, this Corporation, or in his or her official capacity, any obligation for the accommodation of any party or parties; nor shall any check, note, bond, or other security or thing of value, belonging to this Corporation, be used by any officer or Director as collateral for any personal obligation or for any other purpose than for use of the Corporation.

## ARTICLE 6.

### Fiscal Year and Audit and Records

6.1 Fiscal Year. The fiscal year of the Corporation shall end on December 31st in each year.

6.2 Audit of Books and Accounts. The books and accounts of the Corporation shall be audited at least once in each fiscal year or at such times as may be ordered by the membership.

6.3 Books and Records. The Corporation shall maintain its books, records and papers, which shall at all times, during reasonable business hours, be subject to inspection by any member.

ARTICLE 7.  
Waiver of Notices

7.1 Whenever any notice is required to be given by these By-Laws, the Articles, or the corporate laws of the State of Montana, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE 8.  
Matters Requiring Members' Approval

8.1 Any action of the Board of Directors taken in respect to any of the matters listed below in this Article shall not become effective and binding upon the Corporation until first having been submitted to, and having received, the affirmative approval of a majority of the membership which, under these Articles, are entitled to vote:

.01 The entering into contracts which, by their terms, shall not be performed within a period of one year.

.02 The undertaking or entering into any unusual or extraordinary transactions.

8.2 Such affirmative approval may be given in writing signed by the members, or by a vote taken at any membership meeting.

ARTICLE 9.  
Combined Meetings

9.1 Such combined meetings of members and Directors may be held as are convenient to the operation of the Corporation business.

ARTICLE 10.  
Miscellaneous

10.1 Contracts etc. — How Executed. The Board, except as otherwise provided in these By-Laws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by a contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

10.2 Inspection of By-Laws. The Corporation shall maintain the original or a copy of the By-Laws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by any member at all reasonable times during business hours.

10.3 Conflicts. In the event of any inconsistency between these By-Laws and the Articles, the Articles shall control and in the event of any inconsistency between these By-Laws or the Articles and the Covenants, the Covenants shall control.

ARTICLE 11.  
Amendments

11.1 The members entitled to vote shall have the exclusive right to enact, change, or repeal these By-Laws by affirmative approval of a majority of the membership at any duly called, noticed and held regular or special meeting of the members at which a quorum is present in person or by proxy.

EFFECTIVE, as of the 23<sup>rd</sup> day of August, 2018.

FORT PECK LAKE ASSOCIATION

By Stephen Nalewaja  
Stephen Nalewaja, President

By Wanda Robinette  
Wanda Robinette, Secretary



**CERTIFICATION**

This is to certify that I am the duly elected, qualified and acting Secretary of the Fort Peck Lake Association, and I attended a meeting of the members of the Association duly called and held on September 8, 2017. There are 366 members, constituting only one class of voting members. There were 234 members present at the meeting either in person or by proxy, and that 174 members voted in favor of the amendments and 42 voting against. The number of affirmative votes represent more than the majority necessary to approve these Second Amended By-laws. I further certify that Stephen Nalewaja is the President of the Association and authorized to execute this instrument.

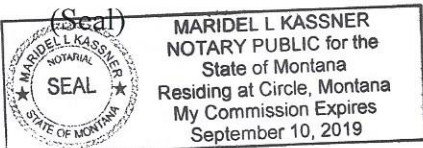
IN WITNESS WHEREOF, I have hereunto set my hand this 8<sup>th</sup> day of September, 2017

By: Wanda Robinette  
Wanda Robinette, Secretary

STATE OF MONTANA     )  
  : ss.  
County of McCone     )

This instrument was acknowledged before me on the 23<sup>rd</sup> day of August, 2018, by Stephen Nalewaja, President of the Fort Peck Lake Association.

Maridel L. Kassner  
Notary Public for the State of Montana



STATE OF MONTANA        )  
                                  *McCone*        : ss.  
County of ~~Yellowstone~~        )

This instrument was acknowledged before me on the 23rd day of August  
2018, by Wanda Robinette, Secretary of the Fort Peck Lake Association.

(Seal)

*Maridel L Kassner*  
Notary Public for the State of Montana

