BY-LAWS OF
RIVERVIEW ORCHARD LANDOWNERS ASSOCIATION, INC.

ARTICLE I. DEFINITIONS

1.1 Corporation. "Corporation" and/or "Association" shall mean and refer to Riverview Orchard Landowners Association, Inc., a Montana Non Profit Corporation.

1.2 Articles of Incorporation. "Articles of Incorporation" and or "Articles" shall mean and refer to the Articles of incorporation filed for the Corporation identified in paragraph 1.1, and all statements or amendments to such Articles.

1.3 Board of Directors. Shall mean and refer to the duly constituted Board of Directors of the Association.

1.4 Planning Committee. Shall mean and refer to the Planning Control Committee as herein provided.

1.5 Declaration of Covenants. "Declaration of Covenants" shall mean and refer to that certain Amended Declaration of Protective Restrictions, Covenants, and Conditions relating to Riverview Orchard Landowners Association, dated the 24th day of March, 1982 and recorded on April 7, 1982 at Book 161, Page 712, of the records of Ravalli County, Montana, and all subsequent Declarations, as may be amended.

1.6 Real Property or Properties. "Real property" or "Properties" shall mean and refer to those certain real properties as described in **Exhibit A**, and which have been subject to the Declaration of Covenants described above, together with such other real property as is now or may hereafter be brought within the jurisdiction of the Association.

1.7 Common Area. "Common area" shall mean all real property owned by the Association for the common use and enjoyment of the Members of the Association.

1.8 Lot. Lot shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Areas, streets, utility sites, and Private Access Easements.

1.9 Member. Member shall mean and refer to every person or entity who is a member of the Association.

1.10 Owner. Owner shall mean and refer to the record Owner, whether one or more persons or entities, of any lot which is a part of the Properties, including buyers under a contract for deed, but excluding those having such interest merely as security for the performance of an obligation.

1.12 Declaration. "Declaration" shall mean and refer to that Declaration of Restrictions, Covenants, and Conditions recorded in Book 161, Page 712of the official records of Ravalli

County, Montana, its duly adopted amendments, and other similar declarations applicable to the Properties that may be subsequently recorded.

ARTICLE II. CORPORATE OFFICE

2.1 Principal Office. The principal office of the Corporation shall be located in Florence, Montana. The Corporation shall maintain a registered office and a registered agent whose office is identical with such registered office. The registered office and agent may be changed from time to time by the Board of Directors.

ARTICLE III. MEMBERSHIP

3.1 Qualification. Every person or entity who is a record or equitable owner of any Lot which is subject to covenants of record to assessment by the Association, including Buyers under a contract for deed and contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the 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.

3.2 Suspension. During any period in which a Member shall be in default in the payment of any assessment levied by the Association, his/her voting rights and right to use the services and facilities may be suspended by the Board of Directors until such assessment has been paid. Such rights of a Member may also be suspended, after notice and hearing before the Board of Directors, for a period not to exceed thirty (30) days, for violation of any rules or regulations governing the use of the services and facilities.

ARTICLE IV. MEETINGS OF MEMBERS

4.1 Annual Meeting. The Members shall hold an annual meeting on or before May 30 of each year at such time and place within the State of Montana as may be designated by the Board of Directors. The purpose of the annual meeting shall be to elect Directors and to transact any other matters which might come before the meeting. In the event the annual meeting is omitted by oversight or otherwise the Directors shall cause a meeting to be held in lieu thereof as soon as such meeting may be conveniently done. Any business transacted or elections held at such meeting shall be as valid as though called and held upon the date of the annual meeting previously specified. Such subsequent or replacement meetings shall be called in the same manner as prescribed for the calling of special meetings of the Members.

4.2 Special Meetings. Special meetings may be called by the President, the Board of Directors, or upon written request of Members who are entitled to vote one-fourth (1/4) of all the votes of the entire membership.

4.3 Place of Meetings. Meetings of Members shall be held at such place as may be designated by the Board of Directors.

4.4 Voting Rights. The Members shall be entitled to vote upon membership matters in the manner described in the Declaration of Covenants. Ten percent (10%) of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum on that matter. A simple majority of the quorum of Members represented at any meeting shall be sufficient to pass motions, approve resolutions, or elect Directors, unless a greater majority is required by the Declaration of Covenants, Articles of Incorporation, or laws of the state of Montana.

4.5 Special Meetings. Special meetings of the Members may be called at any time by the President of the Corporation or by the Board of Directors. It shall be the duty of the President or by the Board of Directors to call such special meetings whenever so requested in writing by ten percent of the Members.

4.6 Notice of Meeting. Written notice stating the time and place of a meeting shall be delivered to each Member not less than ten (10) nor more than fifty (50) days, before the date of such meeting. Such notice shall be given by the Secretary of the Corporation at the direction of the President or the Board of Directors. Such delivery may be accomplished by personal delivery, by mail, or by email. Such notice shall be deemed delivered if the same is either delivered personally to the Member or deposited in the United States Mail with the postage prepaid thereon addressed to the Member at his or her address as it appears upon the membership rolls of the Association or sent to the email address listed on the most current Association Directory. It is the obligation of the Member to keep the Corporation advised of that Member's current email and physical address.

4.7 Quorum. Members holding ten percent (10%) of all the votes which may be cast at any meeting, represented either in person or by proxy, shall constitute a quorum at such meeting. If less than that number of Members are represented at such meeting, a majority of those Members so present may adjourn the meeting from time to time without further notice. Upon the continuation of any adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. 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.

4.8 Proxies. At any meeting, a Member may vote by a proxy executed in writing, except as limited herein. A Member shall be deemed to represent absent persons who jointly own a Lot with him or her and shall be entitled to vote as the Owner.

4.9 Voting. The act of a majority of the voting Members at a meeting at which a quorum is present shall be the act of the Members, unless a different method of voting or the act of a greater number is required by law, the Articles of Incorporation, applicable Declarations, or these By-Laws.

4.10 Action Without a Meeting. Any action required or which may be taken at a meeting of the Members may be taken without a meeting, if the action is approved by members holding at least 80% of the voting power. The action must be evidenced by one or more written consents that descrive the action taken, be signed by those members representing at least 80% of the voting

poser, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records. A consent signed under this Section has the effect of a meeting vote and may be descrived as a vote in any document filed with the secretary of state. Written notice of member approval pursuant to this section must be given to all members who have not signed the written consent. If written notice is required, member approval pursuant to this Section is effective ten (10) days after written notice is given.

4.11 Order of Business. The order of business at the annual meeting and as far as possible at all other meetings of the Members shall be: (A) call of roll; (B) proof of due notice of meeting or waiver of notice; (C) reading and disposal of any unapproved minutes; (D) reports of officers and committees, if any; (E) election of Directors; (F) unfinished business; (G) new business; and (H) adjournment.

4.12 Membership Rolls. The Association shall maintain a membership roll/directory containing the names and addresses of all of the Members. This membership roll shall be prima facie evidence of the identity and address of the Members entitled to vote and to exercise all other rights of membership. The membership rolls shall be open to inspection during the regular business hours of the Association or upon reasonable request to the custodian of such rolls. It shall be the responsibility of the Members to advise the Association upon any transfer of a Lot or upon any change of mailing address.

ARTICLE V. BOARD OF DIRECTORS

5.1 General Powers. The business affairs of the Corporation shall be managed by the Board of Directors.

5.2 Number and Tenure. The minimum number of Directors shall be three. The number of Directors may be increased or decreased by amendment to the Bylaws unless the Articles of Incorporation provide otherwise. Each director shall be a Member of the Association and hold office for a term of not less than two years beginning on the date of election and continuing until his or her successor shall have been elected and qualified. However, termination of membership in the Association shall terminate tenure as a member of the Board of Directors.

5.3 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 chairman who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed 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.

5.4 Election. Election to the Board of Directors shall be held either:

a. Vote at annual meeting of Members, by secret written ballot. At such election the Members may cast, in respect to each vacancy, as many votes as they are entitled to exercise. The persons receiving the largest number of votes shall be elected. Only those

Members present in person shall be entitled to vote for the election of directors; Proxy votes shall not be permitted; or

b. Election of the Board of Directors may be conducted by secret written mail-in and/or electronic ballots instead of an in-person vote at an annual meeting where the following conditions are met:

   i. The Secretary notifies each member that the Board of Directors vote will take place via written mail-in and/or electronic ballots no less than ninety (90) days prior to the election and with such notice includes a preliminary ballot whereby each member may nominate an individual for each available Board position, sign the nomination ballot, and mail or otherwise electronically deliver the nomination ballot to the Board of Directors within thirty (30) days of receipt of the Notice and preliminary ballot;

   ii. The corporation delivers a ballot to every member entitled to vote on the matter no later than thirty (30) days prior to the election;

   iii. The written ballot must set forth each proposed candidate and/or nominee standing election to the Board of Directors and provide an opportunity to cast, in respect to each vacancy, as many votes as they are entitled to exercise. The persons receiving the largest number of votes shall be elected.

   iv. All soliciations for votes by written ballot must indicate the number of responses needed to meet the quorum requirements and specify the time by which a ballot must be received by the corporation in order to be counted (the "Balloting Period"); and

   v. The number of vosts cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the election of the Board of Directors. If a quorum is not reached, the Balloting Period will be extended by reasonable notice to all voting members for a duration which may be determined by the Board of Directors in its sole discretion.

   vi. If, after an extended Balloting Period, a quorum is not reached, each officer serving on the Board of Directors at the time of the election may continue to hold his or her office until the next annual meeting or the next scheduled election of Officers, whichever is soonest.

The corporation may delvier a written ballot by electronic comminucation as long as a member gives consent. Consent by a member to receive notice by electronic communication in a certain manner constitutes consent to receive a ballot by electronic communication in the same manner.

5.5 Regular Meetings. A regular annual meeting of the Board of Directors shall be held without notice other than these By-Laws, immediately after and at the same place as the annual meeting of Members.

5.6 Special Meetings and Notice. Special meetings of the Board of Directors may be called by the President or at the request of two Directors. Notice of any special meeting of the Board of Directors shall be given at least three (3) days previously thereto and may be delivered

personally, mailed, or sent by email to each Director. Such notice shall be deemed delivered if the same is either delivered personally to the Director or deposited in the United States Mail with the postage prepaid thereon addressed to the Director at his or her address as it appears upon the rolls of the Association or sent to the email address listed on the most current Association Directory. It is the obligation of the Director to keep the Corporation advised of that Director's current email and physical address. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where he attends for the express purpose of objecting to the transaction of any business because it is not lawfully called or convened.

Neither the business to be transacted nor the purpose of any annual or regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, but the notice of any special meeting shall state the business and purpose of the special meeting to be held.

5.7 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the Directors are present at any such meeting, a majority of those Directors actually present may adjourn the meeting from time to time without further notice.

5.8 Manner of Acting. The act of majority of the Directors present at any meeting at which a quorum is present shall be deemed the act of the Board of Directors.

5.9 Informal Action. Any action required to be taken at a meeting of directors or any action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors.

5.10 Compensation. No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for his or her actual and reasonable expenses incurred in the performance of his or her duties.

5.11 Removal and Resignation. Any or all Directors may be removed from office with or without cause by two-thirds vote of the Members at the annual meeting or any special meeting called for that purpose. A Director may resign, effective upon receipt of written notice of such resignation to the Chairman of the Board, if one shall have been chosen, the President or Secretary of the Corporation. Any Director who ceases to own a Lot or misses two or more meetings of the Board of Directors within a one-year period without a reason acceptable to the Board of Directors shall be deemed to have resigned. Any Director removed or resigned who is a member of any committee shall cease to be a member of such committee.

5.12 Vacancies. The vacancies occurring among the Directors for any reason other than by virtue of an increase in number of Directors' positions, may be filled by vote of the remaining Directors. If the remaining Board of Directors is unable to agree on an individual to fill such vacancy, then the Members of the Corporation at a special meeting convened for that purpose shall fill the vacancy. When a vacancy in the Board of Directors is created by virtue of an increase in the number of Directors, such vacancy shall be filled by an appointee of the Board of Directors. Such appointee shall hold position as Director until the next annual election of

Directors at which time the office held by such appointee shall be filled by an election of the Members as in the case of the election of other Directors.

5.13 Presumption of Action. Any Director of the Corporation who is present at a meeting of the Board of Directors at which any action relating to any corporate matter is taken shall be conclusively presumed to have consented to such action unless his dissent shall be entered upon the minutes of the meeting or filed in writing with the person acting as secretary of the meeting prior to its adjournment or forwarded by registered mail to Secretary of the Corporation immediately upon adjournment of such meeting. No Director who voted in favor of any such action shall have the right to dissent.

5.14 Order of Business. The order of business at the annual meeting and as far as possible at all other meetings of the Directors shall be: (a) call of roll; (b) proof of due notice of meeting or waiver of notice; (c) reading and disposal of any unapproved minutes; (d) reports of officers; {e) election of officers; (f) unfinished business; (g) new business; and (h) adjournment. The President and Secretary of the Corporation shall act as the chairman and secretary of each Directors' meeting unless the Board of Directors shall elect other members of the Board to act in their place instead.

ARTICLE VI. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

6.1 Powers. The Board of Directors shall have power:

a. To adopt and publish rules and regulations governing the use of the services and facilities, and to establish penalties for the infraction thereof;
b. To exercise for the Association all powers, duties, and authority vested in or delegated to this Association not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
c. To declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (2) consecutive regular meetings of the Board of Directors;
d. To employ an independent contractor, a manager, or such other employees as they deem appropriate, and to prescribe their duties;
e. To take such action as is considered necessary or desirable in furtherance of the Declaration, or to enforce the covenants or other provisions thereof; and
f. To procure and maintain reasonable liability insurance, and to procure and maintain reasonable hazard insurance on any improvements owned by the Association;
g. To enforce or otherwise collect payments of any assessment.

6.2 Duties. It shall be the duty of the Board of Directors:

a. To cause to be kept a record of all corporate affairs and its acts and to present a summary thereof to the Members from time to time;
b. To supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;
c. To fix the amount of assessments consistent with requirements of the Declaration;

and

d. To issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid;

ATRICLE VII. OFFICERS

7.0 Officers. The officers of the Corporation shall be a president, a vice-president, a secretary, and a treasurer, and such other officers as the Board may from time to time designate. One persona may serve as secretary and treasurer.

7.1 Election and Terms of Office. The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the Members. Each officer shall hold his or her office until his or her successor shall have been elected and qualified.

7.2 Removal. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

7.3 Vacancies. A vacancy occurring in any office may be filled by the Board of Directors for the unexpired portion of the term.

7.4 President. The President, who must be a Director, shall be the principal executive officer of the Corporation and shall in general supervise and conduct all of the business of the Board of Directors. He or she shall preside at all meetings of the Members or the Board of Directors. The President must sign, along with Secretary of the corporation or other proper officer as designated by the Board of Directors, the annual statements, all deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors to be executed, except in cases where the signing and execution of such documents shall be expressly delegated by the Board of Directors or these bylaws to some other officer or agent of the Corporation or shall be under the laws of the state of Montana required to be otherwise assigned or executed. The President shall perform all duties incidental to the office of the President and shall perform such other duties as may be prescribed by the laws of the State of Montana, the Articles of Incorporation or by the Board of Directors.

7.5 Vice-President. In the absence of the President or in the event of his or her 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. Any Vice President may sign together with a majority of the Directors inclusive of the President the annual statement of the Corporation. The Vice President or Vice Presidents shall perform all other duties as may from time to time be assigned by the President or the Board of Directors.

7.6 Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Members of the Board of Directors and one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provision of these Bylaws or as otherwise

required by the Articles or statutes; (c) be custodian of the corporate records and the seal Corporation and see that such sealed is fixed to all documents executed on behalf of the corporation; (D) keep a directory of the post office and email addresses of each of the Members and provide such directory to the successor Secretary upon election; (E) have general charge of the membership rules of the Corporation; and (F) in general, perform all of the duties incidental to the office of secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.

7.7 Treasurer. The Treasurer shall: (a) have charge and custody and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever; (c) deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and (d) in general, perform all of the duties incidental to the office of Treasurer and any other such duties as from time to time may be assigned by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with a surety or sureties as the Board of Directors shall determine is appropriate. The cost of any such bond shall be paid for by the Corporation.

7.8 Salaries. Salaries of the officers, if any, shall be fixed, from time to time, by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

ARTICLE VIII. COMMITTEES

8.1 Committees. The Board of Directors may create, designate and appoint one or more committees. Each committee shall consist of at least two or more Directors and if desired, any additional Members of the Corporation as may be determined by the Board upon creation of such committee. The Board in creating a committee shall state the purpose for which that committee is created, the limits upon that committee's power, and the manner in which that committee may act. Unless otherwise limited, the committee shall have and exercise all of the authority of the Board of Directors, except such authority shall not in any instance include authority to: (a) amend, alter or repeal Bylaws; (b) elect, appoint or remove any member of any committee, any director or officer of the Corporation; (c) amend or restate the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, exchange or mortgage of any property or assets of the Corporation; (f) authorize a voluntary dissolution of the Corporation or revoke proceedings thereof; (g) adopt a plan for distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by any committee.

8.2 Architectural Control Committee. Subject to the Declaration of Covenants, the Board of Directors by resolution or resolutions adopted from time to time may designate an Architectural Control Committee to hold office for such term or terms as may be determined by the Board of Directors. Such Architectural Control Committee shall consist of two Directors and

any additional Members of the Corporation as may be determined by the Board of Directors. The Architectural Control Committee shall have all the powers necessary to serve the functions as described in the Declaration of Covenants, including the power to adopt all rules and regulations as reasonably necessary for its operation. A quorum shall be a majority of the Members of the committee and any authorized action may be taken by majority vote of the quorum present.

ARTICLE IX. CONTRACTS, CHECKS, AND FUNDS

9.1 Contracts. The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

9.2 Checks and Drafts. All checks and drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers as shall from time to time be determined by resolution of the Board of Directors, in the absence of such determination by the Board of Directors, such instruments shall be signed by any two of the following officers: President, Vice-President, Secretary, and Treasurer.

9.3 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE X. FISCAL YEAR

10.1 Fiscal Year. The fiscal year of the Association shall begin on the first day of January in each year and end on the last day of December each year.

ARTCLE XI. CORPORATE SEAL

11.1 Corporate Seal. The Board of Directors is authorized to conduct business without a corporate seal.

ARTICLE XII. WAIVER OF NOTICE

12.1 Waiver of Notice. Whenever any notice is required to be given by these Bylaws, the Articles of Incorporation or any of the laws of the State of Montana, 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 the equivalent of giving such notice.

ARTICLE XIII. AMENDMENTS

13.1 Amendments. The Members at any special or annual meeting may by a two-thirds majority vote of those in attendance, either represented in person or proxy amend or alter these Bylaws, provided that the substance of the proposed amendment shall have been stated in the notice of the meeting.

ARTICLE XIV. SEVERABILITY

14.1 Severability. If any portion of these Bylaws is deemed to be contrary to law by a Court of competent jurisdiction, such portion of the Bylaws is severable from the remaining provisions of the Bylaws and those remaining provisions shall be legally binding.

ARTICLE XV. ENFORCEMENT

15.1 Attorney's Fees. In addition to all enforcement rights of the Association provided in the Declaration, should any legal action become necessary to enforce the terms of this Agreement, the prevailing party in such action shall be entitled to recover its reasonable attorneys' fees and costs from the other party.

ADOPTION OF BY-LAWS

The undersigned, being the Directors of Riverview Orchard Landowners Association, a Montana Non Profit Corporation, do hereby certify that the foregoing By-Laws are the By-Laws of said corporation; that they were duly adopted and approved; and that we, as the directors of said corporation, do hereby consent to, adopt, and approve said By-Laws of the corporation.

Dated this 15th day of JUNE, 2020.

William Swendsen, *President*

Steve Hall, *Vice-President*

Pat Tenhulzen, *Secretary*

Robert Owen, *Treasurer*