

**AMENDED  
BYLAWS  
FOR  
PUBLIC LAND/WATER ACCESS ASSOCIATION, INC.**

**ARTICLE ONE. MEETINGS:**

**Section 1. Annual Meeting.** The annual membership meeting of this corporation shall be held during the month of March or April in each year at such place and time as shall be designated by the Board of Directors.

**Section 2 A. Membership Meetings.** The Board of Directors shall proclaim by resolution, the time and place for holding membership meetings. Notice of such meetings shall be given, in writing, at least fifteen (15) days prior to the meeting. Such notice shall set forth the date, time and place of the meeting as well as a summary of the business to be transacted. Members may meet in executive session upon two-thirds (2/3rds) vote of those members present. Special meetings of the members may be called by the President or by three (3) Directors.

**Section 2 B. Director's Meetings.** The Board of Directors shall meet on a regular basis. Special meetings may be called by the President or by three (3) Directors. Directors may meet in executive session upon two-thirds (2/3rds) vote of Directors present.

Any director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business, because the meeting was not lawfully called or convened. The business to be transacted at the meeting need not be specifically required by law or by these Bylaws. Meetings of Directors may be conducted by telephone or phone polling by the President or Vice President, if duly authorized by the President. Where telephone meetings or polls are conducted, the minutes of such meetings shall be reduced to writing promptly and circulated to all the participating Directors for their signatures in ratification of the actions which transpired and decisions made at such meeting.

**Section 3.** All meetings will be conducted according to Robert's Rules of Order, if not otherwise specified.

**ARTICLE TWO. ELECTIONS:**

**Section 1. Time:** The election of Directors and Officers of this corporation shall be held at the regular annual meeting of this corporation. Directors shall be elected or appointed as provided in Article VI of the Articles of Incorporation. Officers shall be elected or appointed as provided in Article IX of the Articles of Incorporation.

**Section 2. Terms:** Directors shall be elected for a term of three (3) years, except for those elected at the first annual meeting, when three (3) Directors shall be elected for initial one (1) year terms; three (3) Directors for initial two (2) year terms; and three (3) Directors for initial three (3) year terms. The three (3) Directors receiving the highest number of all votes at the first annual meeting shall serve three (3) year terms; the three (3) Directors receiving the next highest number of all votes at the first annual meeting shall serve two (2) year terms; and the three (3) Directors receiving the lowest number of all votes shall serve one (1) year terms.

### **ARTICLE THREE. MEMBERSHIP:**

**Section 1. Eligibility:** Any person who meets the qualifications of membership as specified in the Articles of Incorporation shall be eligible for membership.

**Section 2. Membership Dues:** Membership dues and the dates upon which they are payable shall be specified by the Board of Directors.

### **ARTICLE FOUR. BOARD OF DIRECTORS:**

**Section 1. Business:** The business and administration of this corporation shall be vested in and exercised by the Board of Directors as provided by the Articles of Incorporation. The Board may, by resolution adopted by a majority of the Directors, designate one (1) or more committees. All committees shall serve only in advisory capacity to the Board of Directors. The committees shall have no authority except as authorized by the Board of Directors.

**Section 2. Compensation:** Directors, as such, shall not receive any salaries for their services as Board members. However, the Board of Directors may authorize a fixed sum and expenses that may be incurred by members in furthering the goals of the Association. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

### **ARTICLE FIVE. OFFICERS:**

**Section 1. Powers:** The several officers of this corporation shall have such powers and perform such duties as may from time to time be



specified in resolutions or other directives of the Board of Directors. In absence of such specifications, each of the respective officers shall have the following power and authority:

- (A) President—It shall be the duty of the President to preside at all meetings of this corporation and to exercise general executive control over the affairs of this corporation, subject to direction by the Board of Directors.
- (B) Vice President—The Vice President shall assist the President when called upon to do so, and in his absence shall be vested with the powers and duties of the President.
- (C) Secretary—As instructed by the Board, the Secretary shall keep a record of all meetings; shall send all notices, prepare and compile all written reports required of the corporation and have the custody of all books, papers, and records and other property of the Corporation and perform such other duties as may be required by the Board.
- (D) Treasurer--As instructed by the Board, the Treasurer shall collect all dues and bill each member for dues at such time and in such a manner as the Directors may provide; keep and disburse all funds, prepare a financial statement at the end of the fiscal year and before the annual meeting and perform such other duties as may be required of the Board.

## **ARTICLE SIX.     CONTRACTS, CHECKS, DEPOSITS AND FUNDS:**

**Section 1. Contracts:** The Board of Directors may authorize any officer or officers, or other agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

**Section 2. Checks, Drafts, or Orders:** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and counter signed by the President or Vice President of the Corporation.

**Section 3. Deposits:** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 4. Gifts:** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

**ARTICLE SEVEN. BOOKS AND RECORDS:**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and record of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

**ARTICLE EIGHT. FISCAL YEAR:**

The fiscal year of the corporation shall begin on the first (1<sup>st</sup>) day of January in each year and end at midnight on the thirty-first (31<sup>st</sup>) day of December.

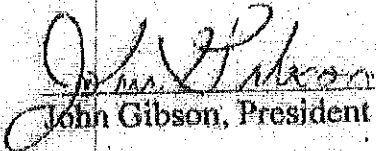
**ARTICLE NINE. WAIVER OF NOTICE:**


Whenever any notice is required to be given under the provisions of applicable law, or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person therein, shall be deemed equivalent to the giving of such notice.

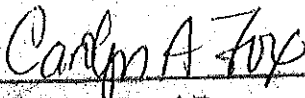
**ARTICLE TEN. AMENDMENT OF BYLAWS:**

These Bylaws may be amended at any meeting of this corporation by a vote of three-fourths (3/4ths) of a quorum of members present at such meeting, provided that at least fifteen (15) days' written notice is given of the intention to alter, amend, or repeal or adopt new Bylaws at such meeting and the substance of the proposed alteration, amendment, or repealer is specified in such notice.

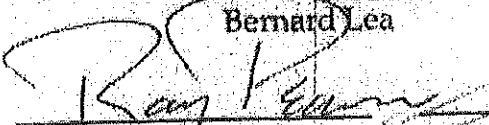
THIS IS TO CERTIFY that the foregoing Amended Bylaws were duly adopted as the Bylaws of the PUBLIC LAND/WATER ACCESS ASSOCIATION, INC., at a meeting held at Bozeman, MT, on the 22nd day of March, 2008.

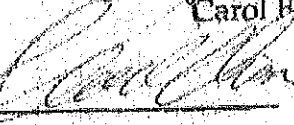
  
John Gibson, President

  
Bernard Lea

  
Carol Fox

  
Colter Pearson

  
Ray Pearson

  
Glenn Ellison 4

  
Lance Gray