

**FIRST AMENDMENT TO THE BYLAWS OF THE
BIG SKY TRAILS, RECREATION & PARKS DISTRICT BOARD**

This First Amendment ("Amendment") is made to the Bylaws of the Big Sky Trails, Recreation & Parks District Board ("Bylaws"). The purpose of this Amendment is two-fold: 1.) to amend the Bylaws to separate the officer positions of Secretary and Treasurer and to further define the duties of each position on the Board; and 2.) to amend the Bylaws to allow the Board to hold regular meetings as needed. Except as modified in this Amendment, all terms and conditions of the original Bylaws shall remain in full force and affect.

1.) **ARTICLE THREE, Officers, Section 4. Secretary/Treasurer** is deleted in its entirety and is re-titled and replaced with the following:

Section 4. Secretary. The Board shall elect a Secretary whose duties shall include, but not be limited to:

- a. Keep minutes of the meetings of the Members in one or more books provided for that purpose;
- b. Assure that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; and
- c. Bring a copy of the minutes and these Bylaws to every meeting.

The following sub-section shall be added:

Section 5. Treasurer. The Board shall elect a Treasurer whose duties shall include, but not be limited to:

- a. With appropriate county representatives and accounting firm(s), keep track of Board expenses;
- b. Make annual budget submissions to the counties according to their requirements;
- c. Make formal funding requests to any funding entities;
- d. Make check requests to the counties and sign checks for expenditures approved by the Board, and
- e. Make reports at meetings.

The positions of Secretary and Treasurer may, by consent of the Member and by majority vote of the Board, be held by the same Member of the Board.

2.) **ARTICLE FOUR, Meetings, Section 2. Regular Meetings.** The entire first sentence shall be replaced with the following sentence: "Regular meetings will be held at least quarterly in the months of March, June, September and December of each year, or more often at the discretion of the Board."

The undersigned certifies that this Amendment was approved in accordance with Article Six of the Bylaws.

Mary Kshelin
Chair, Big Sky Trails, Recreation & Parks District

7/2/15
Date

[Signature]
Chair, Gallatin County Commission

7/28/15
Date

[Signature]
Chair, Madison County Commission

7/20/15
Date

**BYLAWS OF THE
BIG SKY TRAILS, RECREATION & PARKS DISTRICT BOARD**

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ARTICLE ONE
Creation of Board

Section 1. Statutory Authority. Sections 7-11-101, 7-11-102, and 7-11-1022, Montana Code Annotated, authorize the counties of Gallatin and Madison (the "Counties") to enter into an interlocal agreement for the purpose of having a joint board administer special districts.

Section 2. Interlocal Agreement. On February 7, 2012, the Counties executed an Interlocal Agreement (Contract No. 2012-190) to administer Gallatin County and Madison County Special Districts through a joint board, the Big Sky Trails, Recreation & Parks District Board ("Board").

Section 3. Creation of the Board. The Board of County Commissioners for Gallatin County ("Gallatin County Commission" or "County Commission") on July 26, 2011 passed Resolution number 2011-061 creating "The Big Sky Meadow Trails, Recreation and Parks Special District." The Board of County Commissioners for Madison County (Madison County Commission" or "County Commission") on January 31, 2012 passed Resolution number 3-2012 creating "The Big Sky Mountain Parks, Trails and Recreation Special District." The Resolutions ("Resolutions") creating these special districts and the interlocal agreement referenced in Section 2 above, provide for administration of the special districts by a joint board to provide the residents and owners across jurisdictional boundaries and lines with improved opportunities to plan, manage, develop, create, maintain, finance and improve trails, recreation and parks in the area which would promote quality of life and be of general benefit to the inhabitants. The Board is dedicated to the creation and implementation of recreation programs and for the creation, acquisition, establishment, operation, improvement, funding and maintenance of parks, trails and recreation in the greater Big Sky area. This includes but is not limited to: parks, playgrounds, athletic facilities, ball fields, trails, rest rooms, picnic shelters and camp grounds.

Section 4. Powers and Duties. The Resolutions and Interlocal Agreement authorize the Board to exercise all powers necessary and proper to the establishment, operation, improvement, maintenance and administration of the district. The Board may exercise only the specific powers and duties granted as follows:

- a.) implement a program and order improvements for the special district designed to fulfill the purposes of the special district;
- b.) administer the budget of the special district;
- c.) employ personnel;
- d.) purchase, rent or lease equipment, personal property, and material necessary to develop and implement an effective program;
- e.) cooperate or contract with any corporation, association, individual or group of individuals, including any agency of federal, state, or local government, in order to develop and implement an effective program;
- f.) receive gifts, grants, or donations for the purpose of advancing the program and, by gift, deed, devise, or purchase, acquire land, facilities, buildings, and material necessary to implement the purposes of the special district;
- g.) construct and maintain facilities and buildings necessary to accomplish the purposes of the special district; and
- h.) submit an annual budget and work plans to the Counties for review and approval.

The Board shall not pledge the credit of the Counties or impose a tax unless specifically authorized by state law. All other powers not expressed in the Resolutions and Interlocal Agreement are reserved in the Counties.

ARTICLE TWO **Board of Directors**

Section 1. Board Members. The Board shall have five (5) Members, with two (2) Members appointed by the Gallatin County Commission and two (2) Members appointed by the Madison County Commission and one (1) Member appointed by either the Gallatin or Madison County Commission, with approval or consent of the other Commission. Members must reside in the respective county and either own property or reside within the district boundary from which they are appointed and shall serve at the discretion of the commission that appoints the Member.

Section 2. Terms. Terms for appointed Members are three (3) years, except a County Commission may appoint new members to one (1) or two (2) year terms to establish staggered terms and avoid blanket turnover of the membership.

Section 3. Absenteeism. The proper functioning of the Board is seriously impaired by the absence of its Members. If a Member has two consecutive or four non-consecutive absences from regularly scheduled meetings during the calendar year, the respective County Commission may be informed and a replacement requested.

Section 4. Vacancies. The respective County Commissions shall fill Member vacancies for any unexpired portion of a Member's term. Prospective vacancies shall be posted at least one (1) month prior to filling a vacancy.

Section 5. Compensation. Members are not entitled to mileage, expenses, salary or per Diem and are not otherwise compensated.

Section 6. Conflict of Interest. A transaction in which a Member has a conflict of interest must be disclosed on the record. That Member may not participate in discussion of the matter or motion being considered, and shall not attempt to exert personal influence with respect to the matter, either at or outside the meeting. Such non-participation may necessarily include leaving the meeting.

Section 7. Membership on Other Boards. Members may serve on other organizations' boards that may interact or do business with the Board, subject to the Conflict of Interest provisions in Section 6 above.

ARTICLE THREE **Officers**

Section 1. Elections. Officers shall be elected at the first regular meeting in each calendar year and shall serve until the first regular meeting in the following calendar year. Officers of the Board elected to fill vacancies shall serve until the first regular meeting in the following calendar year.

Section 2. Chair. The Board shall elect a Chair who shall set meeting agendas and conduct all meetings and business of the Board as directed by the Board.

Section 3. Vice Chair. The Board shall elect a Vice Chair who shall conduct all meetings and business of the Board, as directed by the Board, in the Chair's absence.

Section 4. Secretary/Treasurer. The Board shall elect a Secretary/Treasurer whose duties shall include, but not be limited to:

- a. Keep minutes of the meetings of the Members in one or more books provided for that purpose;
- b. Assure that all notices are duly given in accordance with the provisions of these Bylaws and as required by law;
- c. With appropriate accounting firm, keep track of Board expenses and make reports at meetings; and
- d. Bring a copy of these Bylaws to every meeting.

ARTICLE FOUR **Meetings**

Section 1. Annual Organizational Meetings. The first regular meeting in each calendar year shall be the annual organizational meeting to:

- a. Receive new Members who have already taken the oath of office;
- b. Elect officers; and
- c. Review the broad objectives, which guide the Board.

Section 2. Regular Meetings. Regular meetings will be held quarterly on the second Thursday of the month in each of the following months: March, June, September and December at 9:00 AM in the Meeting Room of the Big Sky Water & Sewer District # 363, Big Sky. Notice shall be posted forty-eight (48) hours prior to regular meetings at the Big Sky Owners Association and the Big Sky Water & Sewer District #363 and as provided by law and herein at Section 8 of this Article.

Section 3. Special Meetings. Special meetings shall be at the call of the Chair, the Vice Chair in the absence of the Chair, the request of either County Commission, or the request of three (3) Members, with notice as provided herein.

Section 4. Quorum. A majority of Members constitutes a quorum for the purposes of conducting business and exercising powers and responsibilities. Action may be taken by a majority vote of Members present and voting.

Section 5. Manner of Action. An act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Board, except where otherwise provided by law or by these Bylaws.

There shall be no proxy voting, however voting may take place by teleconference should the absent member wish to be part of the meeting and process. This must be prearranged and the absent member must be available for the entire discussion on the item s/he wishes to vote on.

Section 6. Parliamentary Procedure. The Chair, being a co-equal member of the Board, shall in addition to presiding, have a right to participate in debate, shall vote on all motions and not only where the vote of the Chair would create or break a tie. The Chair may not introduce a motion.

A motion, once stated and seconded, limits the debate to points relevant to the motion. Prior to a formal motion being stated, general discussion and the presentation of information relevant to an agenda item being considered is in order.

Before the consideration of any measure or the taking of any action, concerning which a public hearing has not been previously held, or will not be held, the Chair will allow members of the audience to be heard. No member of the audience may be heard during the Board discussion. The Chair may reasonably limit audience participation at any time.

Reconsideration of any action of the Board may be allowed at any time, upon motion of any Member. In order to reconsider a previous action of the Board, a majority of those Members present must vote to reconsider.

Routine matters, such as setting meeting times and adjournment, may be by consensus rather than by motion and vote.

For all procedural matters not specifically covered in these Bylaws, the refer to the most recent edition of Robert's Rules of Order.

Section 7. Open Meeting Requirements. All meetings of the Board are open to the public in accordance with the Open Meetings laws of the State of Montana, Title 2, Section 3, Part 2, Montana Code Annotated.

Section 8. Notice. The Secretary shall notify all Members of all meetings either in person, telephonically, electronically, or in writing. No special meeting shall be held unless diligent efforts have been made to notify all Members. To comply with the spirit and intent of the Open Meeting Law, public notice shall be given of all regular and special Board meetings by giving notice by publication pursuant to Section 7-1-2121, Mont. Code Ann.

Section 9. Agenda. Agenda items must be submitted to the Chair at least seventy-two (72) hours before a meeting. The agenda shall be posted and published forty-eight (48) hours prior to a meeting. An agenda item shall be included allowing public comment on any public matter that is not on the agenda and that is within the jurisdiction of the Board.

Section 10. Minutes. Minutes of all Board meetings shall be kept by the Secretary and shall be signed by the Secretary and by the Chair, or in his or her absence, the Vice chair or in his or her absence any Board member present, after approval by the Board at the next meeting.

Minutes of all open meetings and portions of meetings that are open to the public shall be kept available for inspection by the public. Minutes and any other Board records shall be preserved consistent with public records law and any policies adopted by the Counties.

Section 2-3-212, Mont. Code Ann. provides:

- 1) Appropriate minutes of all meetings required by 2-3-203 to be open must be kept and must be available for inspection by the public; and
- 2) Such minutes shall include without limitation:
 - (a) The date, time and place of meeting;
 - (b) A list of the individual Members in attendance;
 - (c) The substance of all matters proposed, discussed, or decided;
 - (d) At the request of any member, a record of votes by individual members for any votes taken.

Section 7-1-201, Mont. Code Ann., further requires the keeping of written minutes, including the final vote on all actions and vote of each Member.

ARTICLE FIVE
Budget and Fiscal Year

The fiscal year begins on July 1st of each year.

The Board shall consider, approve and present for the consideration of both County Commissions, a preliminary budget on the timeline required by the County Commissions.

ARTICLE SIX
Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of Members present and voting, if at least two weeks written notice is given and posted of the intention to alter, amend or repeal or to adopt new bylaws at such meeting, and with the consent and approval of the County Commissions.

ARTICLE SEVEN
Approval of Bylaws

These Bylaws were approved 9-13-12

Mary B. Wheeler
Chairperson, Big Sky Trails, Recreation & Parks District Board

9-13-12
Date

[Signature]
Chair, Gallatin County Commission

8-28-12
Date



Chair, Madison County Commission

Date

08-21-12

Copies:

Gallatin County Commission

Madison County Commission

Board Members

Gallatin County Attorney

Madison County Attorney

File with: Gallatin County Clerk and Recorder. Madison County Clerk and Recorder

