

**Ponderosa Heights Homeowners Association, Inc., Lolo, Montana  
Resolution Regarding  
Voting by the Ownership**

**Authority:**

WHEREAS, the Ponderosa Heights Homeowners Association, Inc. is a Montana Nonprofit Corporation in Good Standing, established pursuant to the Montana Nonprofit Corporation Act as a nonprofit mutual benefit corporation with members.

WHEREAS, the affairs of the Ponderosa Heights Homeowners Association, Inc. shall be managed by its Board of Directors, except as otherwise provided by laws or by the Articles of Incorporation.

WHEREAS, in the Declaration of Restrictive Covenants for the Ponderosa Heights Homeowners Association, Inc. (III. Association, H. Governing Document Priorities) it states that in the event of a conflict between the Governing Documents, or any provision thereof, the following documents shall take precedence in the order given: (1) the Articles of Incorporation, (2) the Declaration of Restrictive Covenants, (3) the Bylaws, and (4) any Rules and Regulations.

**Purpose:**

WHEREAS, the Declaration of Restrictive Covenants for the Ponderosa Heights Homeowners Association, Inc. (VII. General Provisions, G. Voting) it states that each Lot shall be entitled to one (1) vote on any issue. Each Lot shall determine one (1) member to represent that Lot on any meetings of the Association.

WHEREAS, the Bylaws for the Ponderosa Heights Homeowners Association, Inc. (Article II. Owners, Section 1. Membership) state that each owner "shall be entitled to one vote on any business which shall lawfully come before the Owners." Elsewhere in the Bylaws, reference is made to "not less than one half of all the Owners," "a majority of the Owners, and "two-thirds (2/3) of the Ownership at any meeting." The conflict between these two Governing Documents related to voting and/or counting owners creates confusion.

WHEREAS, it is the duty of the Board of Directors to communicate clearly the guidance, policy, and procedures for decision making by the ownership, it is incumbent on the Board to provide written clarification for all the conflicting sections in the two documents.

**Scope and Intent:**

WHEREAS, it is the intent of the Board of Directors that this Resolution will apply to all Owner meetings, all Owner actions, and all business which shall lawfully come before the Owners of the Ponderosa Heights Homeowners Association, Inc., until such time as it is repealed, replaced, or revised.

**Specifications:**

NOW, THEREFORE, BE IT RESOLVED THAT the Board of Directors hereby reaffirms the policy in the Declaration of Restrictive Covenants for the Ponderosa Heights Homeowners Association,



Inc. (VII. General Provisions, G. Voting) that states that each Lot shall be entitled to one (1) vote on any issue. The following sections of the Bylaws are clarified to reflect this restriction:

**Bylaws, Article II. Owners, Section 1. Membership:** This section is clarified by the following: "Each Owner shall be entitled to vote on any business which shall lawfully come before the Owners; subject to the restriction that each Lot shall be entitled to only one (1) vote on any business or issue subject to a vote by Owners. This restriction on voting applies to all owner meetings including Annual Meeting, Special Meetings, and Informal Action by Owners."

**Bylaws, Article II. Owners, Section 3. Special Meetings:** This section states that Special meetings of the Owners for any purpose or purposes, may be called by the President, the Board of Directors, or not less than one half of all the Owners. This provision is also subject to the restriction that each Lot shall be entitled to only one (1) vote on any business or issue subject to a vote by Owners.

**Bylaws, Article II. Owners, Section 6. Quorum:** This section states that ten percent of the Ownership votes entitled to be cast must be represented at a meeting of the Owners to constitute a quorum on that matter. This provision is also subject to the restriction that each Lot shall be entitled to only one (1) vote on any business or issue subject to a vote by Owners.

**Bylaws, Article II. Owners, Section 7. Manner of Acting:** This section states that at any meeting at which a quorum is present, the vote of a majority of the owners represented in person shall decide any question brought before such meeting unless the question is one upon which, by expressed provisions of law or the Articles of Incorporation, or these Bylaws a different vote is required, in which case such expressed provisions shall govern and control the decision of such question. For example, the requirement that the Articles of Incorporation and Bylaws may only be amended by an affirmative vote of two-thirds (2/3) of the ownership. This provision is also subject to the restriction that each Lot shall be entitled to only one (1) vote on any business or issue subject to a vote by Owners.

**Bylaws, Article II. Owners, Section 9. Informal Action by Owners:** This section states that any action which may be taken at a meeting, may be taken with a meeting if a consent in writing setting forth the actions so taken shall be signed by a majority of the Owners entitled to vote with respect to the subject matter thereof. This provision is also subject to the restriction that each Lot shall be entitled to only one (1) vote on any business or issue subject to a vote by Owners.

**Bylaws, Article XII. Amendments:** This section states The Articles of Incorporation and Bylaws may only be amended by and affirmative vote of two-thirds (2/3) of the Ownership. This provision is also subject to the restriction that each Lot shall be entitled to only one (1) vote on any business or issue subject to a vote by Owners.

Ponderosa Heights Homeowners Association, Inc.  
PO Box 23  
Lolo, Montana 59847

July 30, 2019

**Adoption:**

Upon being adopted by the Board of Directors, and recorded by the Missoula County, Montana, Clerk and Recorder this Resolution shall be added to all future copies of the Bylaws and the Declaration of Restrictive Covenants of the Ponderosa Heights Homeowners Association, Inc.

**Board of Directors**

**Ponderosa Heights Homeowners Association, Inc.**

By:

On This Date:

Jacqueline A Hofmann

Jacqueline Hofmann  
President

7.31.19

James Thomas

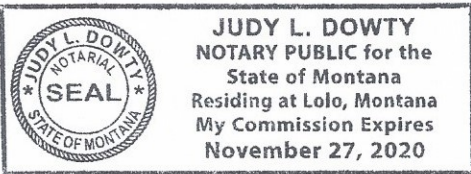
James Thomas  
Vice President

Paul Rossignol

Paul Rossignol  
Treasurer

STATE OF MONTANA )  
  :SS  
COUNTY OF MISSOULA )

This instrument was acknowledged before me on this 31<sup>ST</sup> day of JULY, 2019,  
by JACQUELINE H. HOEMANN  
JAMES THOMAS & PAUL ROSSIGNOL as an Authorized Representative for the  
Ponderosa Heights Homeowners Association, Inc.



Notary's Signature: Judy L. Dowty

Notary's Name: JUDY L. DOWTY

Notary Public for the State of Montana

Residing at: Lolo

My Commission Expires: 11/27, 2020