

**Ponderosa Heights Homeowners Association, Inc., Lolo, Montana
Resolution Regarding
Amendment of Articles or Bylaws at Ownership Meetings**

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, Article XII of the Bylaws, Amendments; states that "The Articles of Incorporation and Bylaws of Ponderosa Heights Homeowners Association, Inc. may only be amended by an affirmative vote of two-thirds (2/3) of the Ownership at any meeting. No amendment shall substantially change the original purposes of Ponderosa Heights Homeowners Association, Inc."

WHEREAS, the Montana Code Annotated (MCA 35-2-223, MCA 35-2-230) further supports the affirmative vote of two-thirds of the ownership, by stating that unless the articles or bylaws ... require a greater vote... an amendment to a corporation's articles or bylaws must be approved: "by the members by two-thirds of the votes cast..."

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.

Purpose:

WHEREAS, Article XII of the Bylaws, Amendments; states that "The Articles of Incorporation and Bylaws of Ponderosa Heights Homeowners Association, Inc. may only be amended by an affirmative vote of two-thirds (2/3) of the Ownership at any meeting." It is possible that this provision could be interpreted in one of two ways: 1) two-thirds of the Ownership; or 2) two-thirds of the Ownership in attendance at any meeting. However, both Article II (Owners) of the Bylaws, and the Declaration of Restrictive Covenants (Article VII. General Provisions, D. Amendments) clearly indicate that it is the intent that the Articles, Bylaws, and Covenants may only be amended by an affirmative vote of two-thirds (2/3) of the Ownership.

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 any sections of the Bylaws that may be unclear.

Scope and Intent:

WHEREAS, it is the intent of the Board of Directors that this Resolution will apply to the amendment of the Articles of Incorporation or Bylaws of the Ponderosa Heights Homeowners Association, Inc. at any lawfully called annual or special meeting of the Owners of the Ponderosa Heights Homeowners



Association, Inc., or for any Informal Action by Owners as prescribed by the Bylaws, until such time as it is repealed, replaced, or revised.

Specifications:

NOW, THEREFORE, BE IT RESOLVED THAT the Board of Directors hereby affirms the policy that Article XII of the Bylaws, Amendments; which states that "The Articles of Incorporation and Bylaws of Ponderosa Heights Homeowners Association, Inc. may only be amended by an affirmative vote of two-thirds (2/3) of the Ownership at any meeting" is clearly intended to mean two-thirds of the entire Ownership as is the case for the Declaration of Restrictive Covenants.

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 Articles of Incorporation, the Bylaws, and the Declaration of Restrictive Covenants of the Ponderosa Heights Homeowners Association, Inc. File number for the PH HOA bylaws is 200613054, bk-775, pg-1017.

Board of Directors

Ponderosa Heights Homeowners Association, Inc. On This Date: 23 Oct 2019

By:

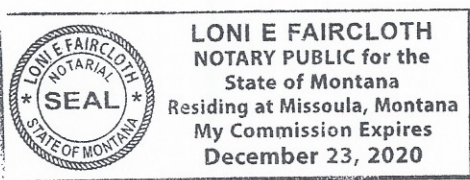
Jacqueline Hofmann
Jacqueline Hofmann
President

Paul Rossignol
Paul Rossignol
Treasurer

James Thomas
James Thomas
Vice President

STATE OF MONTANA)
 :SS
COUNTY OF MISSOULA)

This instrument was acknowledged before me on this 23rd day of October, 2019,
by Jacqueline Hofmann, James Thomas, Paul Rossignol as an Authorized Representative for the
Ponderosa Heights Homeowners Association, Inc.



Notary's Signature: Loni E Faircloth
Notary's Name: _____
Notary Public for the State of Montana
Residing at: _____
My Commission Expires: _____, 20__