

# GLASTONBURY LANDOWNERS ASSOCIATION, INC.

P.O. Box 312 • Emigrant, MT 59027 • 406-451-0033 • www.glamontana.org • info@glamontana.org

**TO:** All Glastonbury Landowners  
**FROM:** GLA Board of Directors  
**DATE:** October 8, 2014  
**RE:** **Notice of Proposed Amendment to the Bylaws of Glastonbury Landowners Association, Inc. to be discussed and voted on at the Annual Meeting and Elections, November 8, 2014**

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Dear Landowner,

In order to clarify the definition of “membership records” so that it is consistent with Montana law, the Board is proposing an amendment to our Bylaws. As you will see from the excerpted Montana laws below, the Board is still required to keep financial reports, as well as other documents, under the act.

Having the wording “financial reports and membership records” was confusing to landowners seeking information. This will help landowners to understand exactly what records are available for them, and also help the Board to fulfill document requests appropriately now and in the future.

This does not limit what a person might reasonably request or what the Association might provide, it simply sets guidelines so that the Association and its members know what must be provided to members by law.

## **Mont. Code Ann. § 35-2-906: Corporate Records**

(1) A corporation shall keep as permanent records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or directors without a meeting, and a record of all actions taken by committees of the board of directors as authorized by 35-2-433(4).

(2) A corporation shall maintain appropriate accounting records.

(3) A corporation or its agent shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast.

(4) A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(5) A corporation shall keep a copy of the following records at its principal office or a location from which the records may be recovered within 2 business days:

(a) its articles or restated articles of incorporation and all amendments to them currently in effect;

(b) its bylaws or restated bylaws and all amendments to them currently in effect;

(c) resolutions adopted by its board of directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;

(d) the minutes of all meetings of members and the records of all actions approved by the members for the past 3 years;

(e) the financial statements available to members for the past 3 years under 35-2-911;

(f) a list of the names and business or home addresses of its current directors and officers; and

(g) its most recent annual report delivered to the secretary of state under 35-2-904.

## **Mont. Code Ann. § 35-2-911: Financial Statements for Members**

Upon the written request of any member of the corporation, the corporation shall deliver to the member its most recent financial statements showing in reasonable detail its assets and liabilities and the results of the operations.

(Full list of related laws: Montana Nonprofit Corporation Act, Montana Code Annotated sec. Title 35, Part 2. 35-2-906, 907, 908, 910, 911; 35-2-535.)

Enclosed you will find a ballot form that includes instructions and details about the proposed amendment. If you should have any questions regarding how to fill out the ballot or how to submit it, please contact the Board by calling 406-451-0033, or by sending an e-mail to info@glamontana.org. A Board member will contact you promptly.

Thank-you for your participation on this important endeavor,

GLA Board of Directors

# GLASTONBURY LANDOWNERS ASSOCIATION, INC.

## BALLOT AND NOTICE OF BYLAW ISSUE TO BE VOTED ON AT THE GLASTONBURY LANDOWNERS ANNUAL MEETING AND ELECTIONS

At the Annual Meeting and Elections a proposed Amendment to the Bylaws will be discussed and you may cast your vote on the Amendment. The personally-cast or by proxy-cast ballots will be counted at the Annual Meeting on **Saturday, November 8, 2014 at St. John's Church in Emigrant, Montana. The voting period ends at 11:00 a.m.**

### You may cast your ballot by

- a. **Attending the meeting**
- b. **Mailing this ballot to: GLA, PO Box 312, Emigrant, MT 59027**
- c. **Faxing this ballot to: 406-451-0033**
- d. **Giving this ballot to your proxy who will attend in your place or submit the ballot via fax or mail.**

Note: Mailed ballots must be delivered to the GLA's postal address no later than Saturday November 8, 2014, and will be picked up at 10:00 am. Faxed ballots must be transmitted no later than 4:00 pm on Friday, November 7, 2014.

### HOW TO COMPLETE THIS BYLAW AMENDMENT BALLOT

1. Sign your ballot;
2. Vote (if you have any questions or are considering not voting, please contact a member of the Board);
3. Submit your ballot by one of the following means:
  - a) Attend the Annual Meeting and submit your ballot in person
  - b) Mail your ballot to: GLA, PO Box 312, Emigrant, MT 59027
  - c) Fax your ballot to: 406-451-0033(We will have additional ballots available at the Annual Meeting for your convenience.)

### ALTERNATIVE WAY TO COMPLETE THIS BYLAW AMENDMENT BALLOT

1. You may appoint a proxy by filling in the proxy information enclosed in this packet and delivering this to the person you have designated. (Proxies may not be given to the Board or to Directors.)
2. Have your proxy sign this ballot and vote on your behalf.
3. Have your proxy attend the Annual Meeting, mail it in, or fax it as described above.

The Glastonbury Landowners Association (GLA) records show that you either own or have an ownership interest in, or have another fiduciary interest in, the listed membership interest, as of the Date of Record for this ballot (October 8, 2014). Your voting status will be based upon this membership interest. If you believe the GLA records to be in error, contact the GLA immediately at 406-451-0033.

# GLASTONBURY LANDOWNERS ASSOCIATION, INC.

## INSTRUCTIONS

You are voting on an amendment to the Amended Bylaws for the GLA, adopted on November 16, 1998, and as otherwise amended. The amendment is set forth below. This amendment will modify the existing Bylaws as specifically stated in this amendment.

### **THE FOLLOWING INFORMATION IS FROM THE BYLAWS OF GLASTONBURY LANDOWNERS ASSOCIATION, INC. AND MONTANA LAW, AND GOVERNS YOUR VOTE:**

Voting Requirement for Passage: According to Article XII, Section 1 of the Bylaws,

**A. Interpretation and Amendments.** The Board shall have the power to interpret all the provisions of these Bylaws and such interpretation shall be binding on all persons. These Bylaws and the Articles of Incorporation may be amended, repealed or altered, in whole or in part, from time to time whenever at least fifty-one percent (51%) of the Membership Interests of the Association in good standing at the time attending any Annual or Special Meeting, where such proposed action has been set forth in the call and notice of such meeting, shall have voted in favor of such amendment. Any such amendments may be proposed by the Board of Directors or by a petition signed by at least twenty percent (20%) of the Members. Once made, any such amendments, alterations, changes or new Articles or Bylaws, or the repeal of any provision thereof, shall apply to all Members as fully and to the same extent as if originally included herein or in the Articles of Incorporation.

Pursuant to the Bylaws, Article V, Section E. "Quorum. Except as otherwise provided herein, the presence in person or by proxy of Members having twenty-five percent (25%) of the total authorized votes of all Members of record of the Association shall constitute a quorum at all meetings of the Members...."

**Changes in the Declaration language are denoted with *italics* (new language) and ~~strikethrough~~ (removed language.)**

**Please check "Yes" or "No" for the proposed amendment presented on the following page.**

GLASTONBURY LANDOWNERS ASSOCIATION, INC.

THE FOLLOWING AMENDMENT IS FOR YOUR CONSIDERATION

Amendment:

**ARTICLE VIII: CONTRACTS, FINANCE AND COMMON EXPENSES**

**I. Inspection of Books.** The ~~financial reports and~~ Membership Records of the Association shall be available at the principal office of the Association for inspection at reasonable times by any Member *in accordance with the Montana Non-Profit Corporation Act under Title 35, Chapter 2 (2014) and as amended.* "Membership Records" means those records that a non-profit is specifically required to keep for inspection pursuant to the Montana Non-Profit Corporation Act under Title 35, Chapter 2 (2104) and as amended.

**BALLOT**

Number Of Votes	
GLA Official Initial	

\_\_\_\_\_ **Yes**, I am voting for the proposed Amendment to Article VIII, Section I of the current Bylaws as presented in the Amendment.

\_\_\_\_\_ **No**, I do not want to amend the current Bylaws as presented in the Amendment.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Parcel(s) / Lot No(s).: \_\_\_\_\_ North / South  
(circle as appropriate)

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**PROXY DESIGNATION**

If you wish to designate another person as your proxy, please fill out the Proxy Form provided in your packet.