

Appendix E: Transportation Improvement Authority



PHILLIPS COUNTY RESOLUTION NO. _____
CITY OF MALTA RESOLUTION NO. _____
TOWN OF SACO RESOLUTION NO. _____
TOWN OF DODSON RESOLUTION NO. _____

Joint resolution to create a Transportation Improvement Authority, a public body, corporate and politic, to be known and doing business as PHILLIPS TRANSIT AUTHORITY.

Whereas, the governing bodies of Phillips County, Montana, the City of Malta, Montana, the Town of Saco, Montana and the town of Dodson, Montana deem it to be in the best interest of such political subdivisions to create a Transportation Improvement Authority a separate public body, corporate and politic to be known as Phillips Transit Authority for the purpose of blending the interests of local, state, and federal governments with the interests of the general public and the business community to build, modify, or improve transportation facilities and systems according to 7-14-1001 through 7-14-1007 of the Montana Code Annotated in Phillips County, Montana.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF PHILLIPS COUNTY, MONTANA, THE CITY COUNCIL OF THE CITY OF MALTA, MONTANA, THE TOWN COUNCIL OF THE TOWN OF SACO, MONTANA AND THE TOWN COUNCIL OF THE TOWN OF DODSON, MONTANA, that said political subdivision, by this join resolution do hereby agree to establish a regional Transportation Improvement Authority as provided by Title 7, Chapter 14 of the Montana Code Annotated and for that purpose:

Be it further resolved, that there is hereby created a public body, corporate and politic to be known as Phillips Transit Authority. Such Transportation Improvement Authority shall be governed by a board of

commissioners with a minimum number of nine (9) commissioners appointed as follows:

- two county officials appointed by the county commissioners;
- two public members appointed by the county commissioners;
- two municipal officials appointed by the governing body of the municipality;
- two public members appointed by the governing body of the municipality; and
- one member appointed by the governor of the State of Montana.

Such commissioners shall be residents of Phillips County and shall hold office for a two year term, expiring July 1st or until a successor is appointed and qualified at the end of their term. The certificate of the appointment or reappointment of a commissioner must be filed with the authority. Compensation, if any for appointed commissioners shall be determined and paid by a vote of the majority of the commissioners.

BE IT FURTHER RESOLVED, that the following persons shall be appointed as the initial members of Phillips Transit Authority:

- by the Board of County Commissioners
 - ___Lesley Robinson_____ (county official)
 - ___Marylou Broadbrooks_____ (county official)
 - ___Don Nevriy_____ (public member)
 - ___Ward Van Wichen_____ (public member)
- by the City Council of the City of Malta
 - _____ (municipal officer)
 - _____ (public member)
- by the Town Council of the Town of Saco
 - ___Ronald E. Allen_____ (municipal officer)
- by the Town Council of the Town of Dodson
 - _____ (public member)
- by the Governor of the State of Montana
 - _____

The powers of Phillips Transit Authority. are vested in the commissioners. A majority of commissioners of an authority constitute a quorum for the purpose of conducting business of the authority and exercising its powers for all other purposes. Phillips Transit Authority board of commissioners shall meet within 30 days after the passage and approval of this joint resolution by all the political subdivisions subscribing thereto, and shall elect one of it's members as a presiding office and vice presiding officer. An authority shall employ an executive director/manager-coordinator and may employ other personnel as necessary as provided by Section 7-14-1003, MCA.

BE IT FURTHER RESOLVED, that the Board of County Commissioners of Phillips County, Montana, the City Council of the City of Malta, Montana, the Town Council of the Town of Saco, Montana and the Town Council of the Town of Dodson, Montana, do hereby grant to Phillips Transit Authority the general powers of the Transportation Improvement Authority necessary to carry out the purposes of the Transportation Improvement Authority as the same are granted in Section 7-14-1002-1007, M.C.A.

Passed by the Board of Commissioners of Phillips County, Montana, this _____ day of _____, 2006.

Phillips County
Board of County Commissioners

Chairman

Attest:

Laurel Hines, Clerk and Recorder

Passed by the City Council of the City of Malta, Montana, this _____ day of _____, 2006.

City of Malta

Byron Ereaux, Mayor

Attest:

Carolyn Schmoeckel, City Clerk

Passed by the Town Council of the Town of Saco, Montana, this _____ day of _____, 2006.

Town of Saco

Mayor

Attest:

Kori Pray, Clerk

Passed by the Town Council of the Town of Dodson, Montana, this _____ day of _____, 2006.

Town of Dodson

Mayor

Attest:

Roland Marney, Clerk

ARTICLES OF INCORPORATION

of

PHILLIPS TRANSIT AUTHORITY

A Transportation Improvement Authority

Articles of Incorporation of the undersigned transportation improvement authority, a political subdivision duly organized according to Law of the State of Montana (MCA 7-14-1001 to 1007), do hereby certify:

First: The name of the transportation improvement authority shall be Phillips Transit Authority.

Second: The place in this state where the principal office is to be located is the City of Malta, Phillips County, Montana.

Third: That the name of the initial registered agent shall be Ward VanWichen, 801 South 3rd East, PO Box 770, Malta, Montana 59538.

Fourth: Said authority is organized by joint resolution authorized and approved by Phillips County, the City of Malta, the Town of Dodson and the Town of Saco for the purpose to blend the interests of local, state and federal governments with the interests of the general public and the business community to build, modify, or improve transportation facilities and systems within its jurisdiction.

Fifth: The names and addresses of the persons who are the first commissioners of the transportation improvement authority are appointed as follows:

▪ **By the board of Phillips County Commissioners**

Lesley Robinson (county official), P.O. Box 360, Malta, Mt. 59538

Mary Lou Broadbrooks (county official), P.O. Box 241, Malta, Mt. 59538

Don Nevriy (public member), P.O. Box 1400, Malta, Mt. 59538

Ward VanWichen (public member), P.O. Box 770, Malta, Mt. 59538

▪ **By the City Council of the City of Malta**

Joe Peigneux (municipal officer), Malta, Mt. 59538

Vince Schmoekkel (public member), Malta, Mt. 59538

- **By the Town Council of the Town of Saco**

Ronald E. Allen (municipal officer), Saco, Mt. 59261

- **By the Town Council of the Town of Dodson**

Terri Cole (public member), Dodson, Mt. 59230

- **By the Governor of the State of Montana**

(to be appointed), Phillips County resident, Mt.

A transportation improvement authority may be increased to serve one or more additional counties or municipalities if each additional county or municipality, each county and municipality included in the authority, and the commissioners of the authority adopt a joint resolution consenting to the increase. The number of additional commissioners to be appointed must be provided for in the joint resolution.

FIFTH: Dissolution. A transportation improvement authority may be dissolved if each municipality and county included in the authority and the commissioners of the authority consent to the dissolution. Provisions must be made for the retention or disposition of the authority's assets and liabilities.

SIXTH: Commissioners. (1) The powers of each transportation improvement authority are vested in the commissioners. A majority of the commissioners of an authority constitute a quorum for the purpose of conducting the business of the authority and exercising its powers for all other purposes. Action may be taken by the authority upon a vote of the majority of the commissioners present.

(2) There must be elected a presiding officer and vice presiding officer from among the commissioners. An authority shall employ an Executive Director or Manager/Coordinator and may employ other personnel as necessary. An authority shall determine the qualifications, duties, and compensation of its employees.

(3) Each commissioner shall hold office until a successor is appointed and has qualified. The certificate of the appointment or reappointment of a commissioner must be filed with the authority.

SEVENTH. Cooperation of county and municipality. For the purpose of cooperating in the planning, construction, or operation of transportation facilities, a county and a municipality for which the transportation improvement authority has been created may:

(1) lend or donate money to the authority;

(2) provide that all or a portion of the taxes or funds available or required by law to be used by the county or municipality for transportation purposes be transferred to the authority as the funds become available;

(3) furnish facilities or improvements that the county or municipality is empowered to provide in connection with the transportation facilities;

(4) dedicate, sell, convey, or lease an interest in property or grant easements, licenses, or other rights and privileges to the authority;

(5) do all things, whether or not specifically authorized in this section and not otherwise prohibited by law, that are necessary or convenient to aid and cooperate with the authority in the planning, construction, or operation of transportation facilities; and

(6) enter into agreements with the authority respecting action to be taken by the county and the municipality pursuant to the provisions of this section.

EIGHTH. General Powers of the authority. The transportation improvement authority has all the powers necessary to carry out the purposes of this part, including the power to:

- (1) sue and be sued, have a seal, and have perpetual succession;
- (2) execute contracts and other instruments and take other action as may be necessary to carry out the purposes of this part;
- (3) receive and disburse federal, state, and other public or private funds made available by grant, loan, contribution, or other source to accomplish the purposes of this part. Federal money must be accepted and spent by the authority upon terms and conditions prescribed by the United States and consistent with state law. All state money accepted under this section must be accepted and spent by the authority upon terms and conditions prescribed by the state.
- (4) acquire by purchase, gift, devise, lease, or other means real or personal property or any interest in property; and
- (5) sell, lease, or otherwise dispose of real or personal property acquired pursuant to this part. The disposal must be in accordance with the laws of this state governing the disposition of public property.

NINETH. Rules. (1) The transportation improvement authority may adopt, amend, and repeal reasonable resolutions, rules, and orders as it considers necessary for its own administration, management, and governance, as well as for the management, governance, and use of a transportation facility owned by the authority or under its control.

(2) A rule, order, or standard prescribed by the authority may not be inconsistent with or contrary to an act of the congress of the United States or a regulation promulgated or standard established pursuant to an act of congress.

(3) The authority shall keep a copy of its rules on file for public inspection at the principal office of the authority

TENTH. Tax exemption. Property in this state acquired for a transportation improvement authority for transportation purposes pursuant to the provisions of this part and income derived by the authority from the ownership, operation, or control of property are exempt from taxation to the same extent as other property used for public purposes.

ELEVENTH. Liability of Commissioners: That the Commissioners of the Authority shall not be liable for monetary damages for breach of a commissioner's duties to the Authority except for a breach of the Commissioners duty of loyalty to the Authority; for acts or omission not in good faith or involving intentional misconduct or a knowing violation of law; and for a transaction from which a Commissioner receives an improper personal economic benefit.

TWELVETH: Other: That the Authority shall adopt By Laws which shall control the governing of the Transportation Improvement Authority, which said By Laws shall be amended as provided in said By Laws.

IN WITNESS WHEREOF, we have hereunto set our hands this 12th **day of July 2006**.

Ward VanWichen

Don Nevriy

Lesley Robinson

Mary Lou Broadbrooks

Joe Peigneux

Vince Schmoeckel

Ronald E. Allen

Terri Cole

Governor appointee

Authorization and Acceptance of Appointment as Registered Agent

The undersigned being the above named Registered Agent does hereby accept appointment as Registered Agent for service of process of Phillips Transit Authority. until such time as I inform the Montana Secretary of State of my resignation as registered agent or the above named corporation chooses to appoint a new registered agent.

Dated this 12th day of July, 2006

Ward VanWichen

**BYLAWS
OF
PHILLIPS TRANSIT AUTHORITY**

*A public body, corporate and politic authorized as a
Transportation Improvement Authority
by joint resolution adopted by Phillips County, the City of Malta, the Town of
Saco and the Town of Dodson as provided by Title 7, Chapter 14 of the
Montana Code Annotated (MCA).*

ARTICLE I. OFFICES

Section 1.1 - Business Office

The Authority's principal office shall be located in Malta, Phillips County, Montana.

ARTICLE II. RECORDS

Section 2.1 - Records

(a) Minutes and Accounting Records. The Authority shall keep a permanent record of the minutes of all meetings of its board of commissioners, a record of all actions taken by the board of commissioners without a meeting, and a record of all actions taken by a committee of the board of commissioners acting in place of the board and on behalf of the Authority. The Authority shall keep a copy of its rules on file for public inspection at the principal office of the Authority. The Authority shall maintain appropriate accounting records.

(b) Form. The Authority shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(c) Other Records. The Authority shall keep a copy of the following records at its principal office or at a location from which the records may be recovered within 2 business days:

- (1) its articles or restated articles of the Authority and all amendments to them currently in effect;
- (2) its bylaws or restated bylaws and all amendments to them currently in effect;
- (3) resolutions adopted by its board of commissioners;
- (4) the financial statement furnished for the past 3 years to the board of commissioners;

- (5) a list of the names and business addresses of its current commissioners and officers; and,
- (6) its most recent annual report.

ARTICLE III. BOARD OF COMMISSIONERS

Section 3.1 - General Powers

All powers shall be exercised by or under the Authority of the board of commissioners shall be according to MCA 7-14-1005 (or its successor). The business and affairs of the Authority shall be managed under the direction of the board of commissioners.

Section 3.2 – Number, Tenure, and Qualifications of Commissioners

The Authority is to be governed by a board of commissioners with a minimum number of nine (9) commissioners appointed as follows:

- two county officials appointed by the county commissioners;
- two public members appointed by the county commissioners;
- two municipal officials appointed by the governing body of the municipality;
- two public members appointed by the governing body of the municipality; and
- one member appointed by the governor of the State of Montana.

The public members must be knowledgeable about transportation issues. All commissioners shall be residents of Phillips County and shall hold office for a two year term, expiring July 1st or until a successor is appointed and qualified at the end of their term. The certificate of the appointment or reappointment of a commissioner must be filed with the Authority. Compensation, if any for appointed commissioners shall be determined and paid by a vote of the majority of the commissioners.

Section 3.3 - Board of Commissioner Vacancies

If a vacancy occurs on the Board of Commissioners, the Commissioners shall notify designated agencies to fill the vacancy until a successor is appointed and has qualified. The certificate of the appointment or reappointment of a commissioner must be filed with the Authority.

Section 3.4 - Regular Meetings of the Board of Commissioners

The board of commissioners shall meet once each month at a designated date and time as agreed to by a majority of the Board. The Board, in its discretion, may waive any regular monthly meetings except the annual meeting, which is to be held during the

month of August. However, the Board shall hold no less than nine (9) regular meetings per year.

Section 3.5 - Special Meetings of the Board of Commissioners

A special meeting of the Board may be called by the Chairman whenever, in his or her opinion, the interest of the organization demands it or upon request by three (3) Commissioners. Written or personal notice of special meetings shall be given each member at 24 hours, before the date of such meeting. This provision may be waived in accordance with the provisions of the Montana Nonprofit Authority Act. This notice shall state the time and place of such special meeting and business for which the special meeting has been called and no business other than that stated in the notice shall be transacted at such special meeting.

Section 3.6 - Quorum

A majority of the number of commissioners shall constitute a quorum for the transaction of business at any board of commissioner meeting.

Absent board members may give their proxy to a commissioner in attendance at a board of commission meeting. Such proxy can be counted in determining a quorum.

Section 3.7 - Conduct of Board of Commissioner Meetings

The Chairman, or in the Chairman's absence, the Vice-Chairman, or in their absence, any person chosen by the commissioners present shall call the meeting of the commissioners to order and shall act as the chairperson of the meeting. The chairperson, or the chairperson's designee, shall establish rules of the meeting that will freely facilitate debate and decision making as outlined in 7-14-1006 MCA. The Secretary/Treasurer of the Authority shall act as the Secretary/Treasurer of all meetings of the commissioners, but in the Secretary/Treasurer's absence, the presiding officer may appoint any other person to act as the Secretary/Treasurer of the meeting.

ARTICLE IV. OFFICERS

Section 4.1 - Number of Officers

The officers of the Authority shall be a Chairman, a Vice Chairman, combined Secretary and Treasurer. The board of commissioners shall appoint each of these officers. Any member elected as Chairman may hold said office for only two (2) consecutive two-year terms (a total of four years).

Section 4.2 - Removal of Officers

The board of commissioners may remove any officer or agent any time, with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person removed. A board's appointment of an officer or agent shall not of itself create contract

rights.

Section 4.3 - Chairman

The Chairman shall be the principal executive officer of the Authority. The Chairman shall be subject to the control of the board of commissioners, and shall in general oversee, in good faith, the affairs of the Authority. The Chairman shall, when present, preside at all meetings of the members and of the board of commissioners. The Chairman may sign, with the Secretary/Treasurer or any other proper officer of the Authority that the board has authorized, Authority deeds, mortgages, bonds, contracts, or other board authorized instruments.

Section 4.4 - The Vice-Chairman

The vice Chairman shall perform, in good faith, the Chairman's duties if the Chairman is absent, dies, is unable or refuses to act. If the Vice-Chairman acts in the absence of the Chairman, the vice-Chairman shall have all powers of the Chairman and be subject to all the restrictions upon the Chairman. (if the vice-Chairman is unable or refuses to act, then the Secretary/Treasurer shall perform the Chairman duties.) The vice-Chairman shall perform any other duties that the Chairman or board may assign to the vice-Chairman.

Section 4.5 - The Secretary/Treasurer

The Secretary/Treasurer shall in good faith insure that all records, funds and securities of the Authority are kept in proper order and provide oversight to the Manager/Coordinator for the accountability of the same. The Secretary/Treasurer shall perform all duties incident to the office of Secretary/Treasurer and any other duties that the Chairman or the board may assign to the Secretary/Treasurer.

Section 4.6 - Loans to or Guarantees for Officers

The Authority may not lend money to or guarantee the obligation of an officer of the Authority.

ARTICLE V - Dissolution and/or Expansion:

Section 5.1 - Dissolution. A Transportation Improvement Authority may be dissolved if each municipality and county included in the Authority and the commissioners of the Authority consent to the dissolution. Provisions must be made for the retention or disposition of the Authorities assets and liabilities. A county of municipality may not authorize dissolution and subsequent resolution without a public hearing. Notice must be given as provided in 7-1-21-21 or 7-1-4127 MCA.

Section 5.2 – Expansion to serve one or more additional counties. A Transportation Improvement Authority may be increased to serve one or more additional counties or municipalities as outlined within 7-14-1002 MCA.

ARTICLE VI. INDEMNIFICATION OF COMMISSIONERS, OFFICERS AGENTS, AND EMPLOYEES

Section 6.1 - Indemnification of Commissioners

(a) General. An individual made a party to a proceeding because the individual is or was a commission of the Authority may be indemnified against liability incurred in the proceeding, but only if the indemnification is both:

- (1) determined permissible and
- (2) authorized, as defined in subsection (b) of this section 6.1 (The indemnification is further subject to the limitation specified in subsection (d) of section 6.1.)

(b) Determination and Authorization. The Authority shall not indemnify a commissioner under section 6.1 of Article VI unless:

- (1) Determination. Determination has been made in accordance with procedures set forth in the Montana Nonprofit Authority Act that the commission met the standard of conduct set forth in subsection (c) below, and
- (2) Authorization. Payment has been authorized in accordance with procedures listed in the Montana Nonprofit Authority Act based on a conclusion that the expenses are reasonable, the Authority has the financial ability to make the payment, and the financial resources of the Authority should be devoted to this use rather than some other use by the Authority.

(c) Standard of Conduct. The individual shall demonstrate that:

- (1) the individual acted in good faith; and
- (2) the individual reasonably believed:
 - (i) in acting in an official capacity with the Authority, that the individuals conduct was in the Authority's best interests;
 - (ii) in all other cases, that the individuals conduct was at least not opposed to the Authority's best interests; and
 - (iii) in the case of any criminal proceeding, that the individual had no reasonable cause to believe that the conduct was unlawful.

A commissioner's conduct with respect to an employee benefit plan for a purpose the commissioner reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirement of subsection (c)(2)(ii).

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of contenders or its equivalent, is not, of itself, a determination that the commissioner did not meet the standard of conduct described in this section.

(d) **No indemnification Permitted in Certain Circumstances.** The Authority shall not indemnify a commissioner under section 6.1 of Article VI if:

(1) the commissioner was adjudged liable to the Authority in a proceeding by or in the right of the Authority; or

(2) the commissioner was adjudged liable in any other proceeding charging that the commissioner improperly received personal benefit, whether or not the individual acted in an official capacity.

(e) **Indemnification Limited.** Indemnification permitted under section 6.1 of Article VI in connection with a proceeding by the Authority or in the right of the Authority is limited to the reasonable expenses incurred in connection with the proceeding.

Section 6.2 - Advance Expenses for Commissioners

The company may pay for or reimburse, in advance of final disposition of the proceeding, the reasonable expenses incurred by a commissioner who is a party to a proceeding if:

(1) by following the procedures of the Montana Nonprofit Authority Act the board of commissioners determined that the commissioner met requirements (3)-(5) listed below; and

(2) the board of commissioners authorized an advance payment to a commissioner; and

(3) the commissioner has furnished the Authority with a written affirmation of the commissioner's good faith belief that the commissioner has met the standard of conduct described-in section 6.1 of Article VI; and

(4) the commissioner has provided the Authority with a written undertaking, executed personally or on the commissioner's behalf, to repay the advance if it is ultimately determined that the commissioner did not meet the standard of conduct; the commissioner's undertaking must be an unlimited general obligation, but need not be secured, and the Authority may accept the undertaking without reference to financial ability to make repayment; and

(5) the board of commissioners determines that the facts then known to it would not preclude indemnification under section 6.1 of this Article VI or the Montana Nonprofit Authority Act.

Section 6.3 - Mandatory Indemnification

Notwithstanding any other provisions of these bylaws, the Authority shall indemnify a commissioner or officer, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the commissioner or officer was a party because he or she is or was a commissioner or officer of the Authority, against expenses incurred by the commissioner or officer in connection with the proceeding.

ARTICLE VII. ADMINISTRATION

Section 7.1 – Appointment of Manager/Coordinator

The Board of Commissioners shall select and appoint a competent Manager/Coordinator who shall be its representative in the management of Phillips Transit Authority. This Manager/Coordinator shall be give the necessary authority and responsibility to operate the transit system in all its activities and departments, subject only to such policies as may be issued by the Board of Commissioners, he/she shall act as the duly authorized representative of the Board of Commissioners in all matters in which the Board of Commissioners has not formally designated some other person to act.

ARTICLE VIII. CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

Section 8.1 - Contracts

The board of commissioners may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instruments in the name of and on behalf of the Authority and such authorization may be general or confined to specific instruments.

Section 8.2 - Loans

The Authority shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the board of commissioners authorizes such a contract by resolution. The Authority shall not allow anyone to issue evidence of the Authority's indebtedness unless the board of commissioners authorizes the issuance by resolution. The authorization may be general or specific.

Section 8.3 - Checks, Drafts, etc.

The board of commissioners shall authorize by resolution which officer(s) or agent(s) may sign and issue all Authority checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness. The board of commissioners shall also determine by resolution the manner in which these documents will be signed and issued.

Section 8.4 - Deposits

The Secretary/Treasurer of the Authority shall oversee the deposit of all funds of the Authority, in banks and other depositories; the board of commissioners shall authorize by board resolution the exact location of the banks and depositories.

ARTICLE IX. PROHIBITED TRANSACTIONS

Section 9.1 - Prohibited Transactions

(a) Prohibition Against Sharing in Authority Earnings. No commissioner, officer, employee, committee member, or person connected with the Authority shall receive at any time any of the net earnings or pecuniary profit from the operations of the Authority; provided that this shall not prevent the Authority's payment to any person of reasonable compensation for services rendered to or for the Authority in effecting any of its purposes as determined by the board of commissioners.

(b) Other Prohibitions. Neither the Authority, nor its commissioners, nor its officers have any power to cause the Authority to do any of the following with Related Parties:

- (1) make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth;
- (2) sell any substantial part of its assets or other property, for less than an adequate consideration in money or money's worth.

For the purpose of this subsection, Related Parties means any person who has made a substantial contribution to the Authority, or with a brother, sister, spouse, ancestor, or lineal descendant of the person giving, or with an Authority directly or indirectly controlled by the person giving.

Section 9.2 - Prohibited Activities.

Notwithstanding any other provisions of these bylaws, no commissioner, officer, employee or representative of this Authority shall take any action or carry on any activity by or on behalf of the Authority not permitted to be taken or carried on by a Transportation Improvement Authority as determined within 7-14-1001 through 7-14-1007 of the Montana Code Annotated as they currently exist or as they may later be

amended.

ARTICLE X. AMENDMENTS

Section 10.1 - Amendments

These bylaws may be amended, altered, repealed or enhanced by an affirmative vote of a simple majority of the entire board of commissioners.

These bylaws were adopted by the unanimous consent of the board of commissioners on July 12, 2006.

Ward VanWichen

Don Nevriy

Lesley Robinson

Mary Lou Broadbrooks

Joe Peigneux

Vince Schmoeckel

Ronald E. Allen

Terri Cole

(as appointed by Governor of State of Montana)