



BYLAWS BIG SKY RESORT AREA DISTRICT

SECTION 1: GENERAL PROVISIONS

Section 1.1 Purpose: The purpose of these bylaws is to establish the rules of procedure for the conduct of meetings and the transaction of business by the Big Sky Resort Area District Board. These rules of procedure are intended to assure that the Big Sky Resort Area District Board can accomplish its work efficiently, in full view of the public, and with a reasonable opportunity for the public to participate in the deliberations and decisions made by the Big Sky Resort Area District Board.

Section 1.2 Authority: These rules of procedure are promulgated according to and supplement § 7-6-1501, MCA *et seq.* and applicable Montana Law. Robert's Rules of Order shall have parliamentary authority in matters not covered in the Bylaws of the Big Sky Resort Area District Board.

Section 1.3 Powers and Objectives: The Big Sky Resort Area District (hereinafter "District") was established on June 1, 1992, for a duration of twenty (20) years. With a 20-year extension of the original termination date of 2012 as of November 2006 extending the life of the District to 2032. The District Board (hereinafter "Board"), consisting of five (5) members, shall have all the powers enumerated under Title 7, Chapter 6, Part 15 of the Montana Code Annotated and any related administrative rules found in the Administrative Register of Montana. The Board has complete authority except as specifically limited by these Bylaws and outlined by § 7-6-1505 and § 7-6-1541, MCA to act as necessary for the administration of the District.

Section 1.4 Boundaries: The Gallatin County segment of the boundaries of the District are as follows: Commencing at the intersection of the Gallatin-Madison county line and the township line between Township 7 South and Township 8 South, thence due east along said Township line to the Gallatin River-Yellowstone River drainage divide, thence north along said divide to where it intercepts the Gallatin-Park County line, thence north along said county line to where it intercepts the Township line between Township 5 South and Township 6 South, thence due west along said Township line until it intercepts the Township line between Range 1 East and Range 2 East, then South along said Township line to where it intercepts the Township line between 7 South and Township 8 South, thence due East along said Township line to the Point of Beginning. The Madison County segment of the boundaries is described as follows: Commencing at the intersection of the Gallatin-Madison County line and the Township line between Township 7 South and Township 8 South, thence due west along said Township line to the east boundary of Range 1 East, thence north along said Range boundary line to the south boundary line of Township 5 South, thence east along said Township line to the Gallatin-Madison county line, thence due south to the Point of Beginning.

SECTION 2: THE DISTRICT BOARD

Section 2.1 Board Membership: There shall be five (5) Members of the Board elected locally by the voters within the District. All Board Members must reside within the boundaries of the District. Members of the Board serve without compensation as outline by § 7-6-1543-44, MCA.

Section 2.2 Quorum: A quorum consists of a majority of the appointed Board Members (3) and no official action can be transacted, or motions made or passed without a quorum present.

Section 2.3 Terms of Office: Board Members serve a four-year term. Elections occur in May at the general election in even-numbered years. Registered voters who live within the boundaries of the District may vote in the election. The day-to-day administration of the District is overseen by the District Staff.

Section 2.4 Officers and Duties: There shall be five (5) officers of the Board, consisting of a Chairperson, Vice Chairperson, Treasurer, Secretary, and Director. Each officer shall serve a one-year term with elections taking place during the first regularly scheduled meeting in July. Their duties are as follows:

- Chairperson:
 - Facilitate public meetings
 - Approve meeting agendas
 - Maintain order consistent with Robert's Rules of Order
 - Abide by the agenda and keep Board Members on task
 - Main contact for the staff, Board Members, attorney, accountant, journalists, bankers, and community members
 - Sign payable checks
- Vice Chairperson:
 - Facilitate meetings in the absence of the Chairperson
 - The second contact for the staff
 - Handle special projects as determined by the Board
 - Sign payable checks
- Treasurer:
 - Monthly review of bank statements, pledge reports and bank rates
 - Quarterly review of auditors report to include:
 - 941 reports
 - 941 payments
 - Withholding
 - Unemployment insurance
 - Retirement contributions
 - Audit trail
 - Annually request the best rates from Big Sky banks
 - Main contact for the accountant
 - Handles special projects as determined by the Board
 - Sign payable checks
- Secretary:
 - Edit draft meeting minutes
 - Sign final meeting minutes
 - Handle special projects as determined by the Board
 - Sign payable checks
- Director:
 - Handle special projects as determined by the Board
 - Sign payable checks

Section 2.5 Vacancies: If a vacancy on the Board occurs by death, resignation, or removal from the District, the remaining Board Members shall appoint a Board Member to fill the vacancy. Any appointment shall be made at a properly noticed meeting of the Board. The term of the appointment shall coincide with the term that became vacant. Upon the expiration of the term for which the appointee was appointed, should that appointee desire to continue to serve on the Board, the appointee must be duly elected to a new term in an election held pursuant to § 13-1-504(1)(b). If an appointee does not receive a majority of the votes cast in the election, the appointee's term shall terminate and the person duly elected shall serve for the new term.

Section 2.6 Resignation, Termination, and Absences: Resignation from the Board must be in writing and received by the Secretary. A recommendation for removal from the Board will be given to the governing body when a Board Member has three (3) unexcused absences from Board meetings in a year or participates in unethical behavior. If a Board Member has been recommended for removal the remaining Board Members must vote by majority to have the Member removed.

SECTION 3: PUBLIC PARTICIPATION

Section 3.1 Policy: It is the policy of the District that the public shall be afforded reasonable opportunity to participate in the operation of the Board before the final decision of the Board concerning any matter of significant interest to the public as outlined by § 2-3-201-221, MCA. A matter of significant interest to the public includes but is not limited to any matter:

- Requiring a public hearing
- Adopting, implementing, interpreting, prescribing, or altering a rate, rule, or policy of the District
- Relating to the budgetary and financial affairs of the District

Section 3.2 Open Meetings: A meeting of the Board is convened whenever a quorum of Board Members hears, discusses, or acts upon any matter over which they have jurisdiction. All meetings of the Board shall be open to the public. However, the presiding officer of the Board may close any meeting when the discussion relates to a matter of individual privacy if the presiding officer determines that the demands of individual privacy exceed the merits of public disclosure. The right of individual privacy may be waived by the individual about whom the discussion pertains, and, in that event, the meeting must be open.

Section 3.3 Notice: The Board shall give timely notice of any public hearing or any meeting to discuss or act upon any matter of significant interest to the public, as prescribed by § 2-3-101-114, MCA. Additionally, the agenda of all scheduled meetings of the District shall be posted on the designated public posting boards no later than forty-eight (48) hours prior to the meeting. Radio and Newspaper may supplement the notice requirement.

Section 3.4 Public Posting Board: The Board designates its official posting places as the door of the District Office (11 Lone Peak Drive, Suite #204) and at the Big Sky Post Office (55 Meadow Center Drive #2).

SECTION 4: PROCEDURES

Section 4.1 Meetings: The Board shall meet monthly or as determined by the Board. The date, hour, and location are to be set by the acting Board. Three (3) Board Members shall constitute a quorum. All meetings of the Board shall be guided by Montana open meetings and public participation requirements in accordance with § 2-3-203 and 7-6-1547, MCA.

Section 4.2 Agenda Preparation: Agenda items and Board Materials including proposed ordinances, resolutions, reports, recommendations, contracts, and all other matters requiring consideration, discussion, or decision by the Board shall be submitted to the District no later than ten (10) business days preceding the next regularly scheduled meeting of the Board. The Chairperson or his or her designated representative shall arrange the matters requiring discussion or action into an agenda according to the order of business specified herein. Copies of the agenda and board materials shall be provided to each Board Member no later than seven (7) days prior to the scheduled meeting. Copies of the agenda shall be readily available to the press and the public at large and copies shall be posted on the designated public posting boards no later than forty-eight (48) hours prior to the scheduled meeting.

Section 4.3 Order of Business: The Chairperson or Administrative Officer shall prepare the agenda in substantially the following from which may be altered by consent of the Board:

- Call to Order
- Roll Call
- Public Comment
- Consent Items:* Minutes, Financials
- Old Business
- New Business
- Public Comment
- Adjournment
- Closed Meeting—*If applicable*

Section 4.4 Special Meetings: Special meetings of the Board shall be called upon the request of the Administrative Officer, the Chairperson, or any two (2) Board Members. Notices of special meetings shall be given as prescribed by law and these Bylaws.

SECTION 5: RULES OF BOARD PARTICIPATION

Section 5.1 Policy: To provide for the effective participation by all Members of the Board and to protect the right of participation by members of the public appearing before the Board, all meetings of the Board shall be conducted in general conformance with the provisions of the current edition of Robert's Rules of Order, except when inconsistent with law.

Section 5.2 Rules: Board debate shall proceed under the following rules:

- A Board Member desiring to speak shall address the presiding officer, and, upon recognition, shall confine him or herself to the question under debate, avoiding abusive and indecorous language.
- A Board Member, once recognized, shall not be interrupted when speaking unless it is to call him or her to order, or as herein otherwise provided. If a Board Member is called to order while speaking, he or she shall cease speaking until the question of order is determined, and, if in order, he or she shall be permitted to proceed.

**Consent Items are those upon which the presiding officer considers no discussion should be necessary. However, at the beginning of each meeting any Board Member may request one or more items to be removed from the consent agenda for the purpose of discussion prior to a separate vote on the item(s). The presiding officer shall schedule such discussion and vote immediately following the adoption of the consent agenda.*

- Order of rotation in matters of debate or discussion shall be at the discretion of the presiding officer.
- A motion may be made by any Board Member but must be seconded prior to discussion and vote. If the motion is not seconded it shall be declared failed for lack of a second by the presiding officer.
- A motion to reconsider any action taken by the Board may be made only on the day such action was taken. It may be made either immediately during the same session, or at a recessed and reconvened session thereof. Such a motion may only be made by a Board Member of the prevailing side, but may be seconded by any Board Member, and once seconded, the motion shall be debatable.
- Nothing herein shall be construed to prevent any Board Member from making or remaking the same motion or any other proper motion at a subsequent meeting of the Board, but the matter must be a scheduled agenda item.

Section 5.3 Suspension of the Rules of Debate: The rules of debate may be suspended temporarily by the unanimous vote of the entire Board.

Section 5.4 Majority of Whole Board Required: No vote on any Board action or motion may be taken unless a quorum of the Board is present. A quorum of the Board is present if fifty percent (50%) or more of the Board Members are present. Once a quorum of the Board is present, then an affirmative vote of the majority of the Board Members present is required to adopt any measure unless a greater number of votes may be required by law or ordinance.

Section 5.5 Duty to Vote: It shall be the duty of each Board Member to vote in the affirmative or negative on each motion duly placed before the Board by the presiding officer. A Board Member may make a brief explanation of the reason why she or he voted in a way. If a Board Member has a conflict of interest pertaining to a motion, they must abstain from voting.

Section 5.6 Proxy Voting: A Board Member who is not present in the meeting at the time a motion is put to a vote cannot vote. Board Members shall not be permitted to vote by a proxy vote or by written vote.

Section 5.7 Electronic Attendance: For regularly scheduled meetings of the Board, members are expected to attend in person. Unless prohibited by law or by these bylaws, however, a member of the Board, under exceptional circumstances, may participate in a meeting of the Board by conference telephone or similar communications equipment which enables all persons participating in the meeting to hear each other and which permits full compliance with the provisions of these bylaws concerning public observation of meetings. Attendance at a meeting by this method constitutes presence at the meeting.

Section 5.8 Conflict of Interest: Any Board Member who has a private interest, as defined by law or as so advised by the County Attorney, in any matter pending before the District shall not participate in the debate, vote in that matter, or seek to influence the vote of Members of the Board, except as otherwise provided by § 2-2-201, MCA. If the presiding officer has a private interest in a matter pending before the Board, he or she shall yield the chair to the Vice Chairperson during the debate and decision concerning the matter in which he or she has a private interest.

Section 5.9 Signature Authority Granted to Administrative Officer: The Board may, by affirmative vote of at least a majority of the Board, delegate certain signature authority to the Administrative Officer. Any

such delegation of signature authority must be in writing, setting forth the specific authority granted, and signed by at least a majority of the Board Members. No grant of general signature authority is permitted.

SECTION 6: GUIDE FOR PUBLIC PARTICIPATION

Section 6.1 Guidelines for Public Participation: The following guidelines shall serve to assure reasonable and fair public participation in the decisions of the Board.

- The public shall be invited to speak on any item under consideration by the Board after and only after recognition by the presiding officer.
- The speaker should step to the front of the room, give his or her name and address for the record, and, if applicable, the person or organization he or she represents.
- Prepared statements are welcomed and should be given to the presiding officer and noted in the minutes of the meeting. Prepared statements that are also read, however, shall be deemed unduly repetitious. All prepared statements shall become a part of the permanent record.
- While the Board is in session, members of the public must preserve order and decorum. No person shall delay or interrupt the proceedings or the peace of the Board, disturb any member of the public or the Board while speaking, or refuse to obey the orders of the presiding officer of the Board.
- Any person who, while speaking during any Board meeting or District meeting, uses indecorous or abusive language or who becomes boisterous or disruptive shall be barred from further presentation to the Board by the presiding officer unless permission to continue is granted by a majority vote of the Board.

SECTION 7: PUBLIC HEARINGS

Section 7.1 Procedures: The Board shall conduct public hearings as required by law. Public testimony will be presented to the Board in the same format as described in Section 8 below, except that witnesses may be required to testify under oath as provided by law, in which case the Board shall not be bound by the strict rules of evidence but may exclude irrelevant, immaterial, incompetent, or unduly repetitious testimony or evidence. The presiding officer shall, with advice from legal counsel, rule on all questions relating to the admissibility of testimony or evidence. The ruling of the presiding officer may be overruled by a majority vote of the Board. Additionally, the following rules of procedure shall apply:

- The proponents or opponents and their agent or attorney may submit petitions and letters before the closing of the hearing, and the same shall be entered by reference into the minutes and considered as other testimony received at the hearing.
- Following the presentation of all testimony and evidence, the Board may: (1) Continue the hearing to a date certain to allow additional information to be submitted to the Board; (2) Close the public hearing and proceed to Board debate of the matter; or (3) Continue the Board debate and vote to a date certain.
- A public hearing which has been formally closed may not be reopened. If additional information is required before a decision can be made, the Board, upon motion duly made, seconded, and passed, may call for an additional public hearing, which hearing shall be duly noticed as required by law and these Bylaws.

SECTION 8: PRESENTATION TO THE BOARD

Section 8.1 Procedures: The general procedure by which items are handled by the Board Members at a meeting other than public hearings shall be as follows:

- The presiding officer or staff member presents the item to the Board along with a summary of the matter for discussion, with or without the presiding officer's recommendation.
- For clarification and after recognition by the presiding officer, Board Members may direct questions about the item to the presiding officer or staff member.
- Comments from the applicant or applicant's representative will then be heard by the Board.
- After recognition from the presiding officer, the Board may direct questions to the applicant.
- The presiding officer will then invite members of the audience to present or submit testimony beginning with those in favor of the proposal, followed by those who oppose the proposal, and concluding with those who neither favor nor oppose the proposal.
- All testimony shall be directed to the presiding officer.
- The Board may, upon proper motion and second, vote on the matter or table the matter until a date certain.

SECTION 9: ORDINANCES AND RESOLUTIONS

Section 9.1 Ordinances: Except as provided by law, proposed ordinances may be introduced or amended pursuant to the policies and procedures specifically adopted by the Board as outlined in § 7-5-103 & 7-6-1505, MCA. All ordinances and amendments thereto shall set forth the date and place of the final vote, the number of Board Members voting in favor and in opposition and be signed by each Board Member casting a vote.

Section 9.2 Resolutions: Except as provided by law, proposed resolutions may be introduced at any time by a Board Member, and, if adopted, shall be effective on the date specified therein.

Section 9.3 Right of Initiative: The people retain the right to present ordinances and resolutions for adoption by the initiative process as prescribed by law.

SECTION 10: AMENDMENTS

Section 10.1 Amendments to Bylaws: These Bylaws may be amended at a regular meeting of the District Board with a majority vote of the Board. Proposed amendments must be presented for action at a meeting and stated in the agenda of a subsequent meeting.

RESOLUTION

Be it resolved by the Members of the Board of the Big Sky Resort Area District, at a meeting of the Board held on the 7th day of January, 2020 that the Bylaws executed on that same day by the Board are hereby ratified and approved as the Bylaws of the Big Sky Resort Area District.

Vote: 5 in favor, 0 opposed

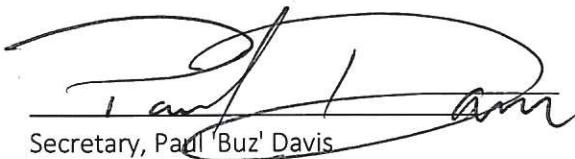
Big Sky Resort Area District:



Chair, Kevin Germain



Vice Chair, Steve Johnson



Secretary, Paul 'Buz' Davis



Treasurer, Sarah Blechta



Director, Ciara Wolfe