

**AMENDED AND RESTATED BYLAWS OF
PINE RIDGE RANCH PROPERTY OWNERS ASSOCIATION, INC.,
A WYOMING NON-PROFIT CORPORATION**

CURRENT WORDING:

These Bylaws supersede the bylaws dated Jan. 1, 2005, in their entirety. These Bylaws have been approved by ballot vote of the membership as of June 3, 2006. All parcels within the Development are covered by these bylaws. A legal description of Pine Ridge Ranch is attached hereto marked Exhibit A.

SUGGESTED WORDING:

These Bylaws were duly adopted by the Pine Ridge Ranch Property Owners Association, Inc., on the _____ day of _____, 2025 and are effective as of and on that date. These Bylaws replace and supersede all prior Bylaws of Pine Ridge Ranch Property Owners Association, Inc. A legal description of Pine Ridge Ranch is attached and marked Exhibit A.

COMMENTS: Revised to bring dates in alignment with revisions. The BOD also recommends a final review by attorney for accuracy and all legal requirements. Blanks will be filled in once documents have been voted on and recorded.

CURRENT WORDING:

ARTICLE 1
Recitals, Definitions

1. This corporation has been formed pursuant to the non-profit corporation laws of the State of Wyoming. [Included in RECITALS 1. below]
2. The specific and primary purpose of this corporation are as set forth in Article III of the Articles of Incorporation and as more particularly set forth in the Restrictions. [Included in RECITALS 2. below]
3. The corporation is hereby referred to as the "Association". [Included in RECITALS 1. below]

SUGGESTED WORDING:

RECITALS

1. Pine Ridge Ranch Property Owners Association, Inc., a Wyoming non-profit corporation (hereinafter referred to as the "Association") was formed by Articles of Incorporation filed on April 28, 2004 with the Wyoming Secretary of State, Instrument Number 2004-00466314, as corrected by Articles of Correction filed on August 17, 2004, Doc. ID: 2004-00472084, and as amended by Articles of Amendment filed on April 7, 2009, Amendment ID: 2009-000748249 (collectively, the "Articles of Incorporation"). The Association is organized in accordance with the Wyoming Nonprofit Corporation Act (Title 17, Chapter 19), as amended.
 - A. The Association was not formed for the making of profit or for personal financial gain.
 - B. The assets and income of the Association shall not be distributable to, or benefit, its trustees, Directors, Officers, or other individuals. The assets and income of the Association shall be used only to promote Association purposes as described below.
 - C. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to independent contractors for services provided for the benefit of the Association.
 - D. The Association shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for political office.

COMMENTS: To separate recitals and definitions for clarity; revised to better define and include guidelines and restrictions of a nonprofit corporation in accordance with WY state statute Title 17, Chapter 19.

CURRENT WORDING:

2. The specific and primary purpose of this corporation are as set forth in Article III of the Articles of Incorporation and as more particularly set forth in the Restrictions. [Included in RECITALS 2. below]

4. through 11. of existing Bylaws [included in DEFINITIONS below.]

12. The term "Restrictions" shall refer to the Declaration of Covenants, Conditions, and Restrictions Affecting Real Property for the Pine Ridge Ranch recorded on May 11, 2004 in the office of the Goshen County Clerk, Wyoming in Book 673 at Page 52 and First Amendment to the Declaration of Covenants, Conditions, and Restrictions Affecting Real Property for the Pine Ridge Ranch recorded on June 30, 2004 in the office of the Goshen County Clerk, Wyoming in Book 676 at Page 24 as such Restrictions may from time to time be amended, restated, supplemented, or modified by or incorporated by reference in subsequent Restrictions so recorded. [Included in RECITALS 2. below]

SUGGESTED WORDING:

2. The specific and primary purposes of this Association, as set forth in Article III Purpose, of the Articles of Incorporation and as are more particularly set forth in the Amended and Restated Declaration of Covenants, Conditions and Restrictions Affecting Real Property ("CC&RS") dated _____ for the Pine Ridge Ranch recorded on _____, 2025 in the office of the Goshen County Clerk, Wyoming in Book _____ Page _____, as such CC&Rs may from time to time be amended, restated, supplemented, or modified by or incorporated by reference in subsequent CC&Rs so recorded.
3. These Bylaws of Pine Ridge Ranch Property Owners Association, Inc., a Wyoming non-profit corporation, are the ruling document of the Association pursuant to Wyoming Nonprofit Corporation Act (Title 17, Chapter 19) ("Bylaws").

COMMENTS: Revised to provide specific references, details and clarity. Blanks will be filled in once documents have been voted on and recorded.

DEFINITIONS

CURRENT WORDING:

ARTICLE 1 Recitals, Definitions

4. The term "Board" shall mean the duly elected and acting Board of Directors of the Association. [Included in DEFINITIONS 1. B below]

~~5. The term "Common Area" shall mean and include collectively all real property and improvements located thereon conveyed to the Association, if any, or otherwise maintained by the Association.~~

~~6. The term "Declarant" shall mean the Owner designated in the Restrictions.~~

COMMENTS: Nos. 5 and 6 were deleted because the ranch has no "Common Area" and "Declarant" no longer applies.

SUGGESTED WORDING:

1. **Board of Directors:**

- A. Pursuant to Article VI of the Articles of Incorporation, "The affairs of this Association shall be managed by a Board of Directors of not less than three (3) nor more than five (5) Directors as determined by action of the members at the annual meeting, provided that at least three (3) Directors shall be selected at the first annual meeting following the filing of the Articles of Incorporation of the Association."
- B. Board of Directors is herein defined as the duly elected and/or appointed and acting Board of Directors of the Association (the "Board of Directors").

COMMENTS: Revised to provide specific linkage with the Articles of Incorporation.

CURRENT WORDING:

7. The term "Development" shall mean all of the real property within the boundaries of that certain real estate development in Goshen County, Wyoming and commonly known as the Pine Ridge Ranch. [See DEFINITIONS 2. below]

~~8. The term "Member" as used herein, shall mean a member of this Association in good standing, as defined by having all dues and assessments paid, whose rights under these Bylaws are not suspended. [See ARTICLE II MEMBERSHIP below]~~

SUGGESTED WORDING:

2. **Record of Survey:** Record of survey is herein defined as all the real property as shown on the Amended Record of Survey of Pine Ridge Ranch recorded July 19, 2004 in Plat Cabinet II, Slot 145 of the Goshen County Records, Instrument No. 857422 (which superseded the Record of Survey recorded June 11, 2004 in Plat Cabinet II, Slot 144 of the Goshen County Records, Instrument No. 856577) as may hereafter be formally amended and recorded in Goshen County Records by virtue of expansion as provided for in the CC&RS (the "Record of Survey").

COMMENTS: Term "Record of Survey" replaces No. 7 "Development." No. 8 regarding "Member" becomes part of ARTICLE II MEMBERSHIP below.

CURRENT WORDING:

10. The term "Parcel" shall mean any land parcel identified as a Result of Survey Parcel or any Divided Parcel as defined in the Restrictions. [See DEFINITIONS 3. below]

SUGGESTED WORDING:

3. **Parcel:** Parcel is herein defined as any parcel of land that is part of the Property as shown on the Record of Survey and also includes any parcel within the Property that is divided subsequent to the date of this document in accordance with the provisions provided for in the CC&Rs ("Parcel").

COMMENTS: Revised to increase clarity; renumbered.

CURRENT WORDING:

9. The term "Owner" shall mean the person or entity owning or holding the legal or equitable title to a parcel, which term shall include, but not be limited to, purchasers under a contract for deed. [See DEFINITIONS 4. below]
11. The terms "Person" or "Entity" shall mean and include any individual, corporation, partnership, association or other legal entity recognized by the laws of the State of Wyoming. [See DEFINITIONS 4. below]

SUGGESTED WORDING:

4. **Parcel Owner:** Parcel owner is herein defined as the person(s) or entity owning or holding the legal or equitable title to a Parcel, which term shall include, but not be limited to, a purchaser or purchasers under a contract for deed ("Parcel Owner"). A Parcel Owner may be an individual or individuals or a formal legal entity, including a trust, a corporation, a limited liability company, a general or limited partnership; or other legal entity recognized by the laws of the State of Wyoming.

COMMENTS: "Owner" renamed as "Parcel Owner" to increase clarity; renumbered.

CURRENT WORDING:

ARTICLE II
Principal Office

The principal office of the Association shall be located in such place in Goshen County, Wyoming, as the Board of Directors shall from time to time designate by resolution. [See ARTICLE I PRINCIPAL OFFICE below]

SUGGESTED WORDING:

ARTICLE I
PRINCIPAL OFFICE

The principal office of the Association shall be located in Goshen County, Wyoming, as the Board of Directors shall from time to time designate by resolution. At the date of adoption of these Bylaws, the principal office of the Association is located at 102 West Otis Street, Fort Laramie, Wyoming, 82212.

COMMENTS: Updated to include current office address as shown on Annual Report submitted to WY Secretary of State.

CURRENT WORDING:

ARTICLE III
Membership

1. Each Owner of a Parcel, or allowed division thereof, within the development shall be a member of the Association.

[See ARTICLE II MEMBERSHIP 1. below]

ARTICLE I Recitals, Definitions 8. The term "Member" as used herein, shall mean a member of this Association in good standing, as defined by having all dues and assessments paid, whose rights under these Bylaws are not suspended. [See ARTICLE II MEMBERSHIP 1. below]

SUGGESTED WORDING:

ARTICLE II
MEMBERSHIP

1. Each Parcel Owner is a member of the Association ("Member"). A Member in good standing is a Member who is current with annual and special assessments of the Association ("Member in Good Standing").

COMMENTS: Current Article III, 1. and Article 1, 8. were combined to simplify.

CURRENT WORDING:

2. Each Owner who is a member shall remain a member until he/she no longer qualifies as an Owner. [See ARTICLE II MEMBERSHIP 2. below]

2. Each Parcel Owner who is a Member shall remain a Member until he, she or it no longer qualifies as a Parcel Owner.

COMMENTS: Revised for clarity and consistency.

CURRENT WORDING:

~~3. The Board may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as determined by the Board. The name and address of each member shall be entered into a membership register maintained by the Secretary. [See ARTICLE II MEMBERSHIP 3. below]~~

SUGGESTED WORDING:

3. The name, address, phone number and email of each Member shall be entered into a membership register maintained by the Secretary of the Association ("Membership Register").

COMMENTS: Revised for clarity; first sentence deleted as membership certificates have never been issued.

CURRENT WORDING:

4. If more than one person owns a Parcel, all of said persons shall be members, but with only one person being recognized as a voting member. [See ARTICLE II MEMBERSHIP 4. below]

SUGGESTED WORDING:

4. If more than one person or entity owns or holds legal or equitable title to a Parcel, all said persons or entities shall be Members of the Association, but only one (1) person is recognized as a voting Member ("Designated Voter").

COMMENTS: Revised for clarity and to define Designated Voter.

CURRENT WORDING:

5. The Secretary shall have the right to demand proof of parcel ownership prior to accepting a person or entity as a Member. [See ARTICLE II MEMBERSHIP 5. below]

SUGGESTED WORDING:

5. The Secretary of the Association shall have the right to demand proof of parcel ownership prior to accepting a person(s) or entity(ies) as a Member.

COMMENTS: revised for specificity.

CURRENT WORDING:

ARTICLE IV
Membership Voting

1. The Association shall have one class of voting Membership, and at any meeting of the Membership called and held pursuant to the provisions of these Bylaws, each Member shall be entitled to one (1) vote for each Parcel owned by such Member (whether a Result of Survey Parcel or a subsequently Divided Parcel). [See ARTICLE III MEMBERSHIP VOTING 1. below]
2. [Moved Article IV Membership Voting 2.; see ARTICLE III MEMBERSHIP VOTING 3. below]

SUGGESTED WORDING:

ARTICLE III
MEMBERSHIP VOTING

1. The Association shall have one class of voting membership. At any meeting of the Members called and held pursuant to the provisions of these Bylaws, each Designated Voter shall be entitled to one (1) vote for each Parcel owned by such Designated Voter, provided that such Designated Voter is a Member in Good Standing. Any Member may attend meetings of the Members.

COMMENTS: Revised to increase clarity and to eliminate confusion.

CURRENT WORDING:

3. When more than one person holds an interest in any Parcel, only one (1) person shall be the voting Member. Such persons holding an interest shall designate the person to be the voting Member and give written notice thereof to the Association. The vote for such Parcel may be exercised as the Owners among themselves determine, but in no event shall more than one vote be cast with respect to any Parcel. The vote for such Parcel must be cast as a unit, and fractional votes shall not be allowed. In the event the joint Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner or Owners cast a vote representing a certain Parcel, it will thereafter be conclusively presumed for all purposes that he, she or they were acting with the authority and consent of all other Owners of the same Parcel. In the event more than one vote is cast for a particular Parcel, none of the said votes shall be counted and said votes shall be deemed void. [See ARTICLE III MEMBERSHIP VOTING 2. below]

SUGGESTED WORDING:

2. When more than one person holds an interest in any Parcel, only one (1) person shall be the Designated Voter for that Parcel. When a legal entity is Parcel Owner, only one (1) person, whether trustee of a trust, officer or shareholder of a corporation, member of a limited liability company, or partner of a general or limited partnership, shall be the Designated Voter for that Parcel. In such instances, written notice of the Designated Voter shall be given to the Association, and in no event shall more than one (1) vote be cast with respect to any Parcel. Fractional votes are not permitted.
 - A. In the event that the persons holding joint interest in a Parcel, or the representatives of a legal entity holding title to a Parcel, are unable to agree as to how their vote shall be cast, they shall lose their right to vote on the matter in question.
 - B. If a Designated Voter casts a vote representing a certain Parcel, it will be conclusively presumed that the Designated Voter is acting with the authority and consent of all of the other owners of that Parcel or the legal entity owning that Parcel.
 - C. If more than one (1) vote is cast for a particular Parcel, none of the said votes will be counted and all said votes would be deemed void.

COMMENTS: Revised to simplify intent and to clarify.

CURRENT WORDING:

2. Any Member may attend and vote at meetings or cast his/her ballot as the case may be, in person or by proxy holder duly appointed by a written proxy signed by the Member and filed with the Secretary. Any proxy shall be for a term not to exceed 11 months unless otherwise expressly provided therein, and may be revoked at any time by written notice delivered to the Secretary. A proxy shall be deemed revoked when the Secretary shall receive actual notice of the death or judicially declared incompetence of such a Member or upon termination of such Member's status as an Owner. [See ARTICLE III MEMBERSHIP VOTING 3. below]

SUGGESTED WORDING:

3. Only Designated Voters are eligible to vote at meetings or cast a ballot in person or through a proxy holder, who is duly appointed by a written, directed proxy in a form prescribed by the Board of Directors. The Designated Voter must sign the directed proxy appointment form and file it with the Secretary of the Association.
 - A. Voting by proxy is permissible only through a Directed Proxy. For these purposes, a Directed Proxy is defined as a proxy statement that clearly instructs the proxy holder on how to cast the member's vote on matters presented to the Members.
 - B. All directed proxy appointment forms must designate by name the proxy holder. Designated Voters may designate any individual, including a currently serving Officer or Director of this Association, to be a proxy holder. Directed proxy appointment forms therefore will list the currently serving Officers and Directors of the Association, and a Designated Voter may, but is not required to, appoint any one of those individuals as a proxy holder.
 - C. Proxies are valid for a term not exceeding eleven (11) months, unless otherwise specified in the directed proxy appointment form. The Designated Voter can revoke appointment of a proxy at any time by written notice delivered to the Secretary of the Association. Additionally, a proxy shall be deemed revoked when the Secretary of the Association receives actual written notice of the death or judicially declared incompetence of such Member or upon termination of such Member's status as a Parcel Owner or Designated Voter provides a subsequent directed proxy appointment form.

COMMENTS: Revised to simplify and to incorporate and define directed proxy.

CURRENT WORDING:

4. Any matter or issue requiring the vote of the Members, other than the election of directors, may be submitted for vote by written ballot, without a meeting of the Members. The determination to conduct a vote in this fashion shall be made by a majority of the Board or by Members having 20% of the total votes of the Membership signing a written request and delivering same to the Secretary. In the event of such vote, the Board shall give written notice thereof specifying the time and place where the ballots are to be cast and the question or questions to be voted upon. Such notice shall then be mailed to the Members at least 10 days prior to the date that the ballots should be received and counted and shall include the form of ballot to be used. A quorum shall be deemed to have been present for purposes of the vote if Members having 50% of the total votes cast ballots in any such election. Upon tabulation of the ballots, the Board shall notify the Members of the outcome of the election. If insufficient votes to constitute a quorum are cast, the Board shall notify the Members. [See ARTICLE III MEMBERSHIP VOTING 4. & 5. below]

SUGGESTED WORDING:

4. Any matter or issue requiring the vote of the Members, other than the election of Directors, may be submitted for vote by written ballot without a meeting of the Members. The determination to conduct a vote without a meeting of the Members may be made by a majority of the Board of Directors, or may be made by written request signed by at least twenty percent (20%) of the total votes of Designated Voters and delivered to the Secretary of the Association.
5. In the event of such a vote, the Board of Directors shall give written and electronic notice thereof specifying the time and place where the ballots are to be cast and the matter(s) to be voted upon. Such notice shall then be mailed and

emailed to the Members at least ten (10) days prior to the date specified for the receipt and counting of ballots and shall include the form of ballot to be used.

- A. At a vote without a meeting of the members, a quorum must be represented pursuant to Article IV, 3. Quorum. Any matter voted on at such a meeting must pass by one (1) vote more than fifty percent (50%) of the total votes cast.
 - B. Upon tabulation of the ballots, the Board of Directors shall notify the Members of the Association of the outcome of the vote. If insufficient votes to constitute a quorum are cast, the Board of Directors shall notify the Members in a manner determined by the Board of Directors.
6. Provisions shall be made for the attendance of meetings electronically and the submission of ballots electronically. An electronically submitted ballot shall be treated in the same fashion as a ballot or vote submitted at a meeting, in the case of ballots submitted electronically during a meeting, or a mailed ballot in the instance in which mailed ballots are used.

COMMENTS: Revised to simplify and clarify a complex process; renumbered.

CURRENT WORDING:

ARTICLE V
Membership Meetings

1. There shall be an annual meeting of the Members on the Third Saturday of June of each year. Voter registration will begin at 2:00 p.m., meeting will begin at 4:00 p.m. or such other date or time as voted upon by the Membership. The meeting of the Members shall be at the offices of the Association, at the development, or at such other reasonable place and time within the County and time not more than thirty (30) days before or after such date, as may be designated by notice of the Board of the meeting. [See ARTICLE IV MEMBERSHIP MEETINGS 1. ANNUAL MEETINGS OF THE MEMBERS below]

SUGGESTED WORDING:

ARTICLE IV
MEMBERSHIP MEETINGS

1. **ANNUAL MEETINGS OF THE MEMBERS**
 - A. An annual meeting of the Members shall be held in person and electronically within thirty (30) days before or thirty (30) days after the third Saturday of June of each calendar year as determined by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may properly come before the Members. The Board of Directors shall give written and electronic notice of the annual meeting to the members and include a description of any matter or matters that shall be voted upon by the Members.
 - B. The record date for the purpose of determining Members entitled to notice of and vote at the annual meeting shall be set on an annual basis by the Board of Directors. The record date shall be at least ten (10) but not more than sixty (60) days prior to the annual meeting. This record date will be valid for the annual meeting and any adjournments and/or postponements thereof.
 - C. A record check is conducted for the purpose of determining the accuracy and validity of the Membership Register, and shall be completed prior to the annual meeting of the members. The record date is the date on which the record check must be completed. An alphabetical list of all Members entitled to notice of the meeting shall be prepared upon completion of the record check and shall show the address and number of votes each member is entitled to vote at the meeting (Membership List).
 - D. Voter registration for annual meetings will begin at 3:00 p.m., and the annual meetings will begin at 4:00 p.m. Annual meetings shall be held at a place within Goshen County, Wyoming as designated by the Board of Directors, in a format prescribed by the Board of Directors. Provisions shall be made to allow for members to attend meetings electronically.
 - E. If a natural or man-made event occurs that precludes an in-person meeting, an annual meeting may be held by means of the Internet or other electronic communications technology in which no in-person attendance occurs (i.e., virtual meeting).

- F. Members must have the opportunity to read or hear the proceedings concurrent with the live proceedings, comment on matters submitted to the Members, and pose questions during the meeting in any setting in which they appear electronically.

COMMENTS: Revised to increase specifics and to clarify; added record date and member list that aligns with state statutes.

CURRENT WORDING:

- 2. Special meetings of the Members may be called at any time to consider any reasonable business of the Association. Said meetings shall be called by notice to the Membership signed by a majority of the Board or by Members having 20% of the total votes of the Membership, and mailed to the Members not less than ten (10) days or not more than sixty (60) days prior to the date fixed for said meeting. Said notice may be included in a newspaper or circular, shall specify the date, time and place for a meeting and the matters to be considered thereat. The place for such special meetings shall be at the offices of the Association, at the development, or at such other reasonable place within the County as designed by the persons calling the same. [\[See ARTICLE IV MEMBERSHIP MEETINGS 2. SPECIAL MEETINGS OF THE MEMBERS below\]](#)

SUGGESTED WORDING:

2. **SPECIAL MEETINGS OF THE MEMBERS**

- A. A special meeting of the members may be called by a majority of the Board of Directors; or
- B. By Members of the Association whose Designated Voters hold at least twenty percent (20%) of the voting power, sign, date, and deliver original document to any officer one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held.
- C. Special meetings shall be called by a notice signed by a majority of the Board of Directors to the Members via mail and email not less than ten (10) days nor more than sixty (60) days prior to the date fixed for said special meeting. Said notice shall specify the date, time and place of such meeting and the purpose of and the matters to be considered at the special meeting.
 - 1) The place or manner for such special meetings shall be at a place and time within Goshen County, Wyoming, as designated by the persons calling such special meeting. Special meetings are not required to be held at a geographic location if the meeting is held solely by means of the internet or other electronic communications technology in a manner pursuant to which the Members have the opportunity to read or hear the proceedings, comment on matters submitted to the Members, and pose questions during the meeting.
 - 2) Notice by mail is deemed effective when deposited in ordinary United States mail, properly addressed, with postage prepaid. Notice by email is deemed effective when electronically sent to email address shown in the current Membership Register.

COMMENTS: Revised for clarity and increase specifics.

CURRENT WORDING:

- 3. The presence at any meeting, in person or by proxy, of Members having at least 50% of the votes shall constitute a quorum. If a quorum is not met at a meeting, such meeting shall be adjourned to a time not less than 48 hours, or more than sixty (60) days after the time the original meeting was called. At an adjourned meeting, the quorum requirements shall be one-half of that required for the initially called meeting. A Member's attendance at or participation in a meeting waives the required notice of the meeting unless the Member, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with these bylaws or the Articles of Incorporation, objects to lack of notice and does not thereafter vote for or assent to the objected action. [\[See ARTICLE IV MEMBERSHIP MEETINGS 3. QUORUM below\]](#)

SUGGESTED WORDING:

3. **QUORUM**

- A. The presence at any meeting, in person or by proxy, of Members having one (1) vote more than fifty percent (50%) of the eligible votes, constitutes a quorum. If a quorum is not met at a meeting, such meeting shall be adjourned to a time not less than forty-eight (48) hours or more than sixty (60) days after the time the original meeting was called.
- B. At an adjourned meeting, the quorum requirements shall be one-half (1/2) of that required for the initially called meeting.
- C. A Member's attendance at or participation in a meeting waives the required notice of the meeting unless the Member, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with these Bylaws or the Articles of Incorporation, objects to lack of notice and does not thereafter vote for or assent to the objected action.

COMMENTS: Revised for clarity.

CURRENT WORDING:

4. Unless otherwise provided in these Bylaws or in the Restrictions, a majority of the votes cast shall prevail with respect to any issue presented to the Membership. [\[See ARTICLE IV MEMBERSHIP MEETINGS 4. VOTING MAJORITY below\]](#)

SUGGESTED WORDING:

4. **VOTING MAJORITY**

Unless otherwise provided in these Bylaws or in the CC&Rs, a majority of the votes cast [one (1) vote more than fifty percent (50%)] shall prevail with respect to any issue presented to the Members.

COMMENTS: Revised to increase specifics.

CURRENT WORDING:

5. Any vote taken for the election of Directors shall be by secret written ballot in form prescribed by the Board. All other issues presented at any meeting for a vote by the Membership shall be voted upon either by oral vote or by raise of hands or by secret written ballot at the election of the Chairman or the meeting, unless 25% of the votes present at such meeting request that the vote be by secret ballot, in which event the vote shall be by secret ballot. [\[See ARTICLE IV MEMBERSHIP MEETINGS 5. & 6. below\]](#)

SUGGESTED WORDING:

5. **ELECTION OF DIRECTORS**

Any vote taken for the election of Directors will be conducted at the annual meeting of the Members. Votes for the election of Directors may be cast in person, electronically during a meeting, or by proxy at the meeting, and those votes will be combined for the final vote count. Proxies and in person ballots will be in a form prescribed by the Board of Directors.

6. **OTHER MATTERS PRESENTED FOR A VOTE**

- A. All matters, other than election of Directors, presented at any meeting for a vote by the Members shall be voted upon by Designated Voter either by electronic (secret) ballot or a show of hands.
- B. Voting may also be by electronic (secret) ballot only, as determined by the chairman of the meeting.
- C. If twenty-five percent (25%) of the votes present at such meeting request that the vote be made by electronic (secret) ballot, the vote shall be by electronic (secret) ballot.

COMMENTS: Separated for clarity and renumbered.

CURRENT WORDING:

ARTICLE VI
Membership Rights

Subject to the provisions hereof, and the provisions of the Restrictions, the Members shall have the following rights:

- ~~1. Each Member shall be entitled to the use and enjoyment of all Common Area within the Development.~~
- ~~2. Each Member shall have the right to designate Members of his or her family who reside with the Member who may use and enjoy the Common Area within the Development.~~
- ~~3. The invitees and guests of the Member shall have the right to use and enjoy the Common Area within the Development to the extent the Common Area permits.~~

Article VI Membership Rights 1., 2. and 3. deleted because of the lack of Common Area within Pine Ridge Ranch.

4. The right of use and enjoyment hereunder shall at all times be subject to all existing published rules and regulations promulgated by the Board and shall at all times be subject to the Restrictions. In the event of a conflict, the Restrictions shall prevail. ~~The Board shall have the right to suspend the use and enjoyment of any Common Area for the failure of a person to comply with such rules and regulations and said Restrictions, provided, however, that such suspension shall only be imposed after such person has been notified in writing and has been offered a reasonable opportunity to be heard.~~ [See ARTICLE V MEMBERSHIP RIGHTS below]

SUGGESTED WORDING:

ARTICLE V
MEMBERSHIP RIGHTS

Membership shall belong with and may not be separated from ownership of a Parcel. The rights and obligations of a Parcel Owner and membership in the Association shall not be assigned, transferred, pledged, conveyed or alienated in any way, except upon transfer of ownership of such Parcel, whether by intestate succession, testamentary disposition, foreclosure of a mortgage, or such other legal processes as are now in effect or as may be established pursuant to the laws of the State of Wyoming. Members' rights of use and enjoyment hereunder shall at all times be subject to all existing published rules and regulations set forth by these Bylaws, and shall at all times be subject to the CC&Rs. In the event of a conflict between these Bylaws and the CC&Rs, the CC&Rs shall prevail.

COMMENTS: Revised for clarity; removed outdated references to Common Area.

CURRENT WORDING:

ARTICLE VII
Board of Directors

1. The corporate powers of the Association are vested in and shall be exercised by the Board of Directors consisting of five (5) Owners as may be determined from time to time by a vote of the Membership. [See ARTICLE VI BOARD OF DIRECTORS 1. NUMBER OF DIRECTORS AND QUORUM OF THE BOARD OF DIRECTORS below]

SUGGESTED WORDING:

ARTICLE VI
BOARD OF DIRECTORS

1. NUMBER OF DIRECTORS AND QUORUM OF THE BOARD OF DIRECTORS

The Association shall be managed by a Board of Directors consisting of five (5) Members, and a majority of Directors then in office shall constitute a quorum of the Board of Directors.

COMMENTS: Revised for clarity, comprehensiveness and legality.

CURRENT WORDING:

2. The Board of Directors shall select a Nominating Committee consisting of at least two (2) Members, which Members may also be a member of the Board of Directors. The purpose of said Nominating Committee shall be to name persons to fill vacancies on the Board caused by the expiration of the Board member's term. The Nominating Committee shall prepare a slate of eligible persons which shall be twice the number of positions on the Board up for election, which slate shall be presented to the Membership which shall vote for the appropriate number of Directors necessary to fill the vacancies on the Board. No other Board nominations shall be voted upon except from the slate prepared by the Nominating Committee. The Board of Directors shall set the term of office and fill all vacancies which may arise on the Nominating Committee. [See ARTICLE VI BOARD OF DIRECTORS 3. ELECTION COMMITTEE FOR BOARD OF DIRECTORS below]

SUGGESTED WORDING:

2. **ELECTION COMMITTEE FOR BOARD OF DIRECTORS**

- A. At least annually, the Board of Directors shall select an Election Committee of at least three (3) Members in Good Standing, which Members may also be members of the Board of Directors, for the purpose of identifying interested, qualified members to run for open positions on the Board of Directors. The Board of Directors shall fill any vacancies on the Election Committee that may arise during the term of the Election Committee's service.
- B. The Election Committee shall provide to the membership a summary of qualifications, as recommended by the Board of Directors, for a position on the Board of Directors and shall determine the date by which Member submissions must be received to be considered.
- C. To be eligible to run for a Director position, a Member must be in good standing with the Association. Two or more Members owning the same parcel(s) may not serve as a Director on the Board of Directors concurrently. Eligible, interested Members shall submit to the Election Committee a letter of interest that includes a short biography and a statement of understanding of the requirements of a Director position.
- D. The Election Committee shall prepare a slate of eligible Members from the nominee submissions received by the Committee. The slate of nominees must be at least twice the number of expiring position(s) on the Board of Directors. If the Call for Nominees does not elicit the required number of submissions, the Election Committee will solicit nominees to fulfill the minimum required number of nominees.
- E. Elected Directors shall be determined by the nominees receiving the highest number of votes.
- F. Nominations other than those on the slate of eligible Members prepared by the Election Committee shall not be voted upon.

COMMENTS: Revised for clarity, comprehensiveness and legality; renamed and reworked Nomination Committee.

CURRENT WORDING:

3. At each annual meeting of the Members, the Members shall elect the members of the Board of Directors for the forthcoming year. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. [See ARTICLE VI BOARD OF DIRECTORS 3. ELECTION OF DIRECTORS below]

SUGGESTED WORDING:

3. **ELECTION OF DIRECTORS**

At each Annual Meeting, Members shall vote (by secret ballot or by proxy, as described in Article III herein) for the appropriate number of Directors necessary to fill the expiring Board of Directors position(s). The candidate(s) receiving the highest number of votes will be elected. Cumulative voting is not permitted.

COMMENTS: Revised for clarity, comprehensiveness and legality.

CURRENT WORDING:

4. Directors shall serve a term of two (2) years or until their respective successors are elected, or until their death, resignation or removal, whichever is the earlier. Vacancies on the Board shall be filled by a majority vote of the remaining Directors though less than a quorum, and each Director so elected shall hold office until his successor is

elected by the Members. [See ARTICLE VI BOARD OF DIRECTORS 4. TERMS OF OFFICE & 5. DIRECTOR VACANCIES below]

SUGGESTED WORDING:

4. **TERMS OF OFFICE**

- A. Directors shall serve a term of either three (3) or two (2) years, as determined by:
- 1) Two (2) Director positions shall run for a term of three (3) years and three (3) Director positions shall run for a term of two (2) years.
 - 2) In the event there are one or more vacant three (3) year positions being voted on, the nominee(s) receiving the highest number of votes will be elected to those three (3) year positions, and the nominee(s) receiving the next highest number of votes will be elected to any open two (2) year positions.
- B. Elected Directors will serve the relevant term until their respective successors are elected, or until their death, resignation or removal, whichever is earlier.

5. **DIRECTOR VACANCIES**

Vacancies on the Board of Directors outside of a Director's stated term shall be filled by a majority vote of the remaining Directors, and each Director so appointed shall hold office for the remainder of the term of the vacating Director's position until his or her successor is elected by the Members, or until his or her death, resignation or removal, whichever is earlier.

COMMENTS: Revised for clarity, comprehensiveness and legality.

CURRENT WORDING:

5. The Membership has the power to remove the entire Board or an individual Member of the Board at any time, provided, however, that an individual Director shall not be removed during his term if the number of votes cast against his removal exceeds twenty percent (20%) of the total number of votes of the Ownership. [See ARTICLE VI BOARD OF DIRECTORS 6. REMOVAL below]

SUGGESTED WORDING:

6. **REMOVAL**

- A. The Board of Directors has the power to remove from the Board a Director who misses three (3) or more regular Board of Director meetings. The Director may be removed only if a majority of the Directors then in office vote for the removal.
- B. The Members of the Association have the power to remove an individual Director or the entire Board of Directors elected by them at any time; provided, however, the number of votes cast to remove the Director(s) would be sufficient to elect the Director(s) at a meeting to elect Directors.
- C. An individual Director or entire Board of Directors elected by the members may be removed by the members only at a meeting called for the purpose of removing the Director or entire Board, and the meeting notice shall state that the purpose, or one (1) of the purposes, of the meeting is removal of the Director or the entire Board of Directors.

COMMENTS: Revised for clarity, comprehensiveness and in line with WY Non Profit Corporation Act; added content A.

CURRENT WORDING:

ARTICLE VIII
Board Meetings

1. A regular meeting of the Board shall be held each year following the annual meeting of the Membership. [See ARTICLE VI BOARD OF DIRECTORS 7. MEETINGS OF THE BOARD OF DIRECTORS A. FIRST MEETING OF THE INCOMING BOARD OF DIRECTORS below] 2. Special meetings of the Board shall be held when called by any officer of the Association, or by any two (2) Directors, after not less than three (3) days prior written notice, unless such notice is waived in writing by all of the Directors, or by Owners representing at least 10% of the membership. [See ARTICLE VI

[BOARD OF DIRECTORS 7. MEETINGS OF THE BOARD OF DIRECTORS C. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS below](#)

2. The Board may act telephonically or without meeting if all of the Board shall individually or collectively consent in writing to such action. Such consent shall be filed with the minutes of the Board. [\[See ARTICLE VI BOARD OF DIRECTORS 7. MEETINGS OF THE BOARD OF DIRECTORS A., B. & C. below\]](#)

SUGGESTED WORDING:

7. **MEETINGS OF THE BOARD OF DIRECTORS**

A. **FIRST MEETING OF THE INCOMING BOARD OF DIRECTORS**

The first meeting of the incoming Board of Directors shall be held each year within thirty (30) days following the annual meeting of the Members for the purpose of electing new officers, appointing new committee chairpersons, and for transacting such other business as may be deemed appropriate by the Board of Directors. The Board of Directors may act telephonically or without a meeting if all of the Directors individually or collectively consent in writing to such action. Such consent shall be filed with the Minutes of the Board of Directors.

B. **REGULAR MEETINGS OF THE BOARD OF DIRECTORS**

- 1) The Board of Directors shall hold regular meetings for the purpose of receiving a Treasurer's report, approving invoices presented to the Board of Directors for payment, discussing old and new business brought forward by either the Board of Directors or by Members of the Association, and other matters as necessary. The Board of Directors may act telephonically or via other electronic means without a meeting if all of the Directors individually or collectively consent in writing to such action. Such consent shall be filed with the Minutes of the Board of Directors.
- 2) The structure of regular meetings of the Board of Directors will be at the discretion of the Board of Directors then in office, including whether the regular meetings will be open to Members of the Association.

C. **SPECIAL MEETINGS OF THE BOARD OF DIRECTORS**

- 1) Special meetings of the Board of Directors shall be held when called by any officer of the Association, or by any two (2) Directors, after not less than three (3) days prior written notice, unless such notice is waived in writing by all of the Directors. Special meetings of the Board of Directors may also be called by Members representing at least 10% of the voting membership.
- 2) The Board of Directors may act telephonically or via other electronic means without a meeting if all of the Directors individually or collectively consent in writing to such action. Such consent shall be filed with the Minutes of the Board of Directors.

D. **PROCEDURES**

- 1) The vote of a majority of the Directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these Bylaws for a particular resolution.
- 2) Minutes of all meetings of the Board of Directors shall be prepared by the Secretary of the Association, approved by the Board of Directors, and entered into the Association's permanent records. In the absence of the Secretary, the Board may assign an alternate to record the minutes.

E. **ACTIONS OUTSIDE OF A MEETING**

Any action required to be taken or any action that may be taken at a meeting of the Board of Directors may be taken between regular or special meetings without a meeting if consent in writing setting forth the action so taken is signed by all of the Directors.

F. **RATIFICATION OF ACTIONS OUTSIDE OF A MEETING**

All actions and acts of the Board of Directors taken between regular or special meetings of the Board of Directors shall be ratified by Consent for Ratification of Actions for the subject period and signed by the Secretary of the Association and all members of the Board of Directors. Such signed Consents for Ratification of Actions shall be entered into the minutes of the Association upon full execution by the Secretary of the Association and all members of the Board of Directors.

G. BOARD OF DIRECTOR COMMITTEES

To the extent permitted by law, the Board of Directors may appoint from the members of the Board a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees. Each committee shall have two (2) or more Directors who serve at the pleasure of the board. Such committees shall not, however, authorize distributions or authorize actions without a vote of the Board of Directors.

H. OTHER COMMITTEES

The Board of Directors may, from time to time, appoint one or more committees of any number of Members in Good Standing to address specific matters concerning the Association, which committee(s) will, upon direction and instruction from the Board of Directors, take such actions as are directed by the Board of Directors, and report to and provide to the Board of Directors information gathered and received regarding the matter(s) for which the committee(s) were formed. Any such member committee(s) shall include at least one Director of the Association. No such member committee(s) or individual Member(s) of any such committee(s) has any authority to act on its, his or her own without authorization by the Board of Directors. The Board of Directors may disband any such member committees at any time.

COMMENTS: Revised for clarity, comprehensiveness and legality; updated to include more specifics in alignment with the WY Non Profit Corporation Act; renumbered.

CURRENT WORDING:

ARTICLE IX
Duties and Powers of the Board

The Board of Directors shall have the following powers: [\[see ARTICLE VII DUTIES AND POWERS OF THE BOARD OF DIRECTORS below\]](#)

SUGGESTED WORDING:

ARTICLE VII
DUTIES AND POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have the following duties and powers:

CURRENT WORDING:

1. To exercise all power vested in the Board under the Articles of Incorporation, these Bylaws, the Restrictions, and under the laws of the State of Wyoming. [\[See ARTICLE VII DUTIES AND POWERS OF THE BOARD OF DIRECTORS 1. below\]](#)

SUGGESTED WORDING:

1. To exercise all power vested in the Board of Directors according to the Articles of Incorporation, these Bylaws, the CC&Rs, and the laws of the State of Wyoming.

COMMENTS: Minor edits for clarity.

CURRENT WORDING:

2. To appoint and remove all officers of the Association as it sees fit. [\[See ARTICLE VII DUTIES AND POWERS OF THE BOARD OF DIRECTORS 2. below\]](#)

SUGGESTED WORDING:

2. To appoint and remove officers of the Association.

COMMENTS: Minor edits for clarity.

CURRENT WORDING:

3. To appoint such agents and employ such employees, including attorneys and accountants, as it sees fit to assist in the operations of the Association and meet the purposes of the Association, and to fix their duties and establish their compensation. [See ARTICLE VII DUTIES AND POWERS OF THE BOARD OF DIRECTORS 3. below]
4. ~~Subject to the provisions of the Restrictions, to adopt and establish rules and regulations governing the use of the Common Area, and to take such steps as it deems necessary for the enforcement of such rules and regulations.~~

SUGGESTED WORDING:

3. To appoint such agents and employ such independent contractors, including attorneys and accountants, to assist in the operations of the Association and meet the purposes of the Association, and to fix their duties and establish their compensation.

COMMENTS: Minor edits for clarity; deleted No. 4 due to lack of "Common Area" on ranch.

CURRENT WORDING:

5. To enforce all applicable provisions of the Restrictions, these Bylaws and all other regulations relating to the control, management and use of the Common Area within the Development. [See ARTICLE VII DUTIES AND POWERS OF THE BOARD OF DIRECTORS 4. below]

SUGGESTED WORDING:

4. To enforce all applicable provisions of the CC&Rs, these Bylaws and all other regulations relating to the management of the Association.

COMMENTS: Minor edits for clarity; removed reference to "Common Area"; renumbered.

CURRENT WORDING:

6. To contract and pay premiums for casualty, liability and other insurance and bonds (including indemnity bonds) which may be required from time to time by the Association. [See ARTICLE VII DUTIES AND POWERS OF THE BOARD OF DIRECTORS 5. below]

SUGGESTED WORDING:

5. To contract for and pay premiums for casualty, liability and other insurance and bonds (including indemnity bonds) which may be required of the Association.

COMMENTS: Minor edits for clarity; renumbered.

CURRENT WORDING:

7. To contract for and pay for maintenance, landscaping, utilities, materials, supplies, labor and services that may be required from time to time to carry out its functions under the Restrictions, and as to the Common Area within the Development. [See ARTICLE VII DUTIES AND POWERS OF THE BOARD OF DIRECTORS 6. below]

SUGGESTED WORDING:

6. To contract for and pay for maintenance, landscaping, utilities, materials, supplies, labor and services that may be required from time to time to carry out its functions under the CC&Rs.

COMMENTS: Minor edits for clarity; removed reference to "Common Area"; renumbered.

CURRENT WORDING:

8. To pay all taxes, special assessments and other assessments and charges which are or would become a lien on Association owned or maintained property. [See ARTICLE VII DUTIES AND POWERS OF THE BOARD OF DIRECTORS 7. below]

SUGGESTED WORDING:

7. To pay all taxes, special assessments and other assessments and charges, which are or would become a lien on Association-owned or maintained property, if any.

COMMENTS: Minor edits for clarity; renumbered.

CURRENT WORDING:

9. To contract for and pay for construction or reconstruction of Association property damaged or destroyed. [See [ARTICLE VII DUTIES AND POWERS OF THE BOARD OF DIRECTORS 8. below](#)]

SUGGESTED WORDING:

8. To contract for and pay for construction or reconstruction of damaged or destroyed Association property.

COMMENTS: Minor edits for clarity; renumbered.

CURRENT WORDING:

10. If and when the Board deems it appropriate, to delegate its duties and powers hereunder to the officers of the Association. [See [ARTICLE VII DUTIES AND POWERS OF THE BOARD OF DIRECTORS 9. below](#)]

SUGGESTED WORDING:

9. If and when the Board of Directors deems it appropriate to do so, to delegate its duties and powers hereunder to the officers of the Association.

COMMENTS: Minor edits for clarity; renumbered.

CURRENT WORDING:

11. To establish, in accordance with the Restrictions, and thereafter levy assessments on the Members of the Association and to collect same all in accordance with the Restrictions; provided no annual assessment shall exceed that provided for in the Restrictions and no special assessment may be set without a vote of the Association Members as provided for in the Restrictions. ~~The Board shall also have the power to collect reasonable use charges for the use of any or all of the Common Area.~~ [See [ARTICLE VII DUTIES AND POWERS OF THE BOARD OF DIRECTORS 10. below](#)]

SUGGESTED WORDING:

10. To establish, in accordance with the CC&Rs, and thereafter levy assessments and fines on the Members of the Association and to collect same in accordance with the CC&Rs; provided, however, that no annual assessment shall exceed that provided for in the CC&Rs and no special assessment may be set without a vote of the Members as provided for in the CC&Rs.

COMMENTS: Minor edits for clarity; removed reference to "Common Area"; renumbered.

CURRENT WORDING:

12. To appoint a Nomination Committee for the nomination of Persons to be elected to the Board, and to prescribe rules under which said Nominating Committee is to act. [See [ARTICLE VII DUTIES AND POWERS OF THE BOARD OF DIRECTORS 11. below](#)]

SUGGESTED WORDING:

11. To appoint an Election Committee for the preparation and organization of the election of the Board of Directors, and to prescribe rules under which said Election Committee is to act.

COMMENTS: Updated wording to reflect changes regarding Nomination Committee; renumbered .

CURRENT WORDING:

13. To appoint such other committees as it deems necessary from time to time in connection with the affairs of the Association. [See [ARTICLE VII DUTIES AND POWERS OF THE BOARD OF DIRECTORS 12.](#) below]

SUGGESTED WORDING:

12. To appoint one or more committees of Members in Good Standing to act at the direction of the Board of Directors.

COMMENTS: Minor edits for clarity; renumbered.

CURRENT WORDING:

ARTICLE X
Officers

1. The Officers of the Association and shall consist of a President, Vice President, Secretary and Treasurer. If a Member is a partnership, corporation, trust or other legal entity under Wyoming law, then the partners, members, principals, employees or trustees shall qualify to be officers. The Association may also have, at the discretion of the Board, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of paragraph 3 following. One Person may hold two or more offices, except that the offices of President and Secretary shall not be held by the same person. [See [ARTICLE VIII OFFICERS 1.](#) below]

SUGGESTED WORDING:

ARTICLE VIII
OFFICERS

1. The Officers of the Association shall be a President, Vice President, Secretary and Treasurer, and all shall be Members in Good Standing of the Association. If a member is a partnership, corporation, trust or other legal entity under Wyoming law, the partners, members, principals, employees or trustees qualify to serve as officers. The Association may also have, at the discretion of the Board of Directors, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Paragraph 3 of this Article VIII. An officer may hold more than one office, except that the offices of President and Secretary may not be held by the same person.

COMMENTS: Minor edits for clarity.

CURRENT WORDING:

2. The officers of the Association, except such officers as may be appointed in accordance with the provisions of paragraphs 3 and 5 following, shall be chosen annually by the Board and each shall hold his or her office until he or she resigns or is removed or otherwise disqualified to serve, or his or her successor is elected and qualified. [See [ARTICLE VIII OFFICERS 2.](#) below]

SUGGESTED WORDING:

2. The officers of the Association, except such officers as may be appointed in accordance with the provisions of Paragraphs 3 and 5 of this Article VIII, shall be elected by the Board of Directors, and each officer shall hold his or her office for one (1) year unless he or she resigns or is removed or is otherwise disqualified to serve. In the event that an officer is removed or is otherwise disqualified to serve during his or her one (1) year term, the Board of Directors will elect an individual to fill the vacated position until the next annual meeting.

COMMENTS: Minor edits for clarity.

CURRENT WORDING:

3. The Board may appoint, and may empower the President to appoint, such other officers as the affairs or the Association may require, each of whom shall hold office for such period, have such authority and perform such

duties as are provided for in these Bylaws or as the Board may from time to time determine. [See ARTICLE VIII OFFICERS 3. below]

SUGGESTED WORDING:

3. The Board of Directors may appoint, and may empower the President to appoint, such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

COMMENTS: Minor edits for clarity.

CURRENT WORDING:

4. Any officer may be removed, either with or without cause, by the Board or by any officer upon whom such power of removal may be conferred by the Board; provided, however, that no such officer shall remove an officer chosen by the Board. Any officer may resign at any time by giving written notice to the Board or to the President or to the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later times specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. [See ARTICLE VIII OFFICERS 4. below]

SUGGESTED WORDING:

4. Any officer may be removed, with or without cause, by the Board of Directors or by any officer upon whom the Board of Directors may grant such power of removal; provided, however, that no such officer shall remove an officer elected by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Association. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation is not necessary to make the resignation effective.

COMMENTS: Minor edits for clarity.

CURRENT WORDING:

5. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office. [See ARTICLE VIII OFFICERS 5. below]

SUGGESTED WORDING:

5. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

COMMENTS: No change.

CURRENT WORDING:

6. The President shall be elected by the Board from among the Directors. He/She shall be the chief executive officer of the Association and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of the Association. He/she shall preside at all meetings of management and shall have the powers usually vested in the office of President of a corporation, together with such other powers and duties as may be prescribed by the Board or these Bylaws. [See ARTICLE VIII OFFICERS 6. below]

SUGGESTED WORDING:

6. The **President** shall be elected by the Board of Directors from among the Directors. He/she shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the affairs and officers of the Association. He/she shall preside at all meetings of the Board of Directors and Members, and such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

COMMENTS: Minor revisions for clarity.

CURRENT WORDING:

7. The Vice President shall be elected by the Board from among the Directors. In the absence of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon the President. He/she shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or these Bylaws. [See ARTICLE VIII OFFICERS 7. below]

SUGGESTED WORDING:

7. The **Vice President** shall be elected by the Board of Directors from among the Directors. In the absence of the President, the Vice President shall perform all of the duties of the President, and when so acting shall have all the powers of, and be subject to all of the restrictions on, the President. He/she shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or by these Bylaws.

COMMENTS: Minor revisions for clarity.

CURRENT WORDING:

8. The Secretary need not be a Director, but shall be elected by the Board of Directors. He/She shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of Directors and Members, with the time and place of holding same, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Directors' meeting, the number of Members present in person or by proxy at Members' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, appropriate current records showing the Members of the Association, together with their addresses. He/She shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws or by law to be given, and he/she shall keep the seal of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws. [See ARTICLE VIII OFFICERS 8. below]

SUGGESTED WORDING:

8. The **Secretary** need not be a Director but shall be elected by the Board of Directors. He/she shall keep or cause to be kept, at the principal office of the Association or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors and of the Members, with the time and place of holding said meetings, whether regular or special and, if special, how authorized, the notice given thereof, the names of those present at Board of Directors' meetings, the number of Members present in person or by proxy at Members' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, appropriate current records showing the Members of the Association, together with their addresses, email addresses (if known), and telephone numbers (the Membership Register). He/she shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

COMMENTS: Minor revisions for clarity.

CURRENT WORDING:

9. The Treasurer need not be a Director, but shall be elected by the Board of Directors. He/she shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all reasonable times be open to inspection by any Director or Member. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board. He/she shall disburse the funds of the Association as may be ordered by the Board, shall render to the President and Directors, whenever they request it, an accounting of all the his/her transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws. [See ARTICLE VIII OFFICERS 9. below]

SUGGESTED WORDING:

9. The **Treasurer** need not be a Director but shall be elected by the Board of Directors. He/she shall maintain, or cause to be kept and maintained, adequate and correct accounts of the financial records and business transactions of the Association, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all reasonable times be open to inspection by any Director or Member, pursuant to the procedure and limitation of Article IX, 2. herein. The Treasurer shall deposit all monies and other valuables in the name of and to the credit of the Association with such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the Association as may be ordered by the Board of Directors, and shall render to the Board of Directors an accounting of all of the financial transactions of the Association and of the financial condition of the Association at each annual meeting and each regular meeting of the Board of Directors. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

COMMENTS: Minor revisions for clarity.

CURRENT WORDING:

ARTICLE XI
Miscellaneous

1. All books, records and papers of the Association shall at all times during reasonable business hours be subject to the inspection of any Member at the offices of the Association. [See ARTICLE IX MISCELLANEOUS 2. INSPECTION OF RECORDS OF THE ASSOCIATION below]

SUGGESTED WORDING:

ARTICLE IX
MISCELLANEOUS

1. RECORDS OF THE ASSOCIATION

- A. The Association shall keep a copy of the following records at its principal office:
- 1) Its Articles or Restated Articles of Incorporation 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 Directors relating to the characteristics, qualifications, rights, limitations and obligations of the Association's Members;
 - 4) Minutes of all meetings of Members and records of all actions approved by the Members for the past three (3) years;
 - 5) All written communications to Members generally within the past three (3) years, including the financial statements furnished for the past three (3) years under Wyoming Statute 17-19-1620;
 - 6) A list of the names and addresses of its current Directors and Officers;
 - 7) Its most recent annual report delivered to the Wyoming Secretary of State under Wyoming Statute Sec. 17-19-1630.
- B. The Association shall keep as permanent records, in written form or in another form capable of conversion into written form within a reasonable time:
- 1) Minutes of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Board of Directors without a meeting;
 - 2) Appropriate accounting records; and
 - 3) A record of its Members (Membership Registry) in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order, showing the number of votes each Member is entitled to cast ("Membership List"). See Wyoming Statute 17-19-1605 regarding Limitations on Use of Membership List.

2. INSPECTION OF RECORDS OF THE ASSOCIATION

- A. Subject to Wyoming Statutes, a Member of the Association is entitled to inspect and to copy (at the Member's cost) any of the records of the Association except written communications with individual Members and privileged legal communications. Records of the Association may be inspected and copied during reasonable business hours at the office of the Association if the Member gives the Association written notice or a written demand at least five (5) business days before the date on which the Member wishes to inspect and copy any records of the Association. At least one (1) Director shall be present at any such inspection, and the notice or demand will be subject to the earliest availability of the Director(s) to be present at the inspection and shall be at a time convenient to both the Member and the Director(s). A Member may inspect and copy the records of the Association only if (i) the Member's demand is made in good faith and for a proper purpose; (ii) the Member describes with reasonable particularity the purpose and the records the Member desires to inspect; and (iii) the records are directly connected with the purpose described by the Member. This section does not affect (i) the right of a Member to inspect records under Wyoming Statute 17-19-720 or, if the Member is in litigation with the Association, to the same extent as any other litigant; or (ii) the power of a court to compel the production of the records of the Association for examination.
- B. Nothing pertaining to access of Association records shall operate to violate the confidentiality of records, including records that are generally considered by law to be confidential or privileged.

COMMENTS: Expanded to provide specific guidance for records inspection (in alignment with the WY Non Profit Corporation Act) for the benefit of both the Members and the Association.

CURRENT WORDING:

2. The Board may, from time to time, employ the services of a manager to manage the affairs of the Association, and to the extent not inconsistent with the laws of the State of Wyoming, and upon such conditions as are otherwise deemed advisable by the Board, the Board may delegate to the manager any of its powers under these Bylaws and the Restrictions. [See ARTICLE IX MISCELLANEOUS 3. MANAGEMENT SERVICES below]

SUGGESTED WORDING:

3. MANAGEMENT SERVICES

The Board of Directors may, from time to time, employ the services of a manager to manage the affairs of the Association, and to the extent not inconsistent with the laws of the State of Wyoming, and upon such conditions as are otherwise deemed advisable by the Board of Directors, the Board of Directors may delegate to the manager any of its powers under these Bylaws and the CC&Rs.

COMMENTS: Minor revisions for clarity; renumbered.

CURRENT WORDING:

3. These Bylaws may only be amended or repealed and new Bylaws adopted by the Members by a two-thirds vote of the total votes cast by the Membership pursuant to Article IV, provided, however, that Article III, paragraphs 1, 2 and 4, or Article VII shall not be amended or repealed without the affirmative vote of Members having at least two-thirds (2/3) of the total votes of the Membership approving such amendment or repeal, and further provided that no such amendment shall be inconsistent with the Restrictions as same may be modified or amended from time to time. [See ARTICLE IX MISCELLANEOUS 4. AMENDMENT OR REPEAL below]

SUGGESTED WORDING:

4. AMENDMENT OR REPEAL

These Bylaws may be amended or repealed and new Bylaws adopted by the Members only by the affirmative vote of at least sixty six and two thirds percent (66 2/3%) of the total votes of the Membership pursuant to Article III of these Bylaws. Any amendment must be consistent with the CC&Rs as the CC&Rs may be modified or amended from time to time.

COMMENTS: Minor revisions for clarity; renumbered.

CURRENT WORDING:

4. Any notice or other document permitted or required to be delivered as provided herein may be delivered either personally or by mail. If delivery is made by mail, it shall be deemed to have been delivered forty-eight (48) hours after a copy of same has been deposited in the United States Mail, postage prepaid, to the last known address of the addressee. [See ARTICLE IX MISCELLANEOUS 5. NOTICE/DOCUMENT DELIVERY below]

SUGGESTED WORDING:

5. **NOTICE/DOCUMENT DELIVERY**

Any notice or other document permitted or required to be delivered as provided herein may be delivered either personally, electronically, or by United States Postal Service. If delivery is made by mail, it shall be deemed to be delivered one (1) week after a copy of same has been deposited in the United States Mail, postage prepaid, to the last known address of the addressee. Notice by email is deemed effective when electronically sent to email address shown in the current Member Registry.

COMMENTS: Minor revisions for clarity, to be more specific and align with current-day practices; renumbered.

**ARTICLE X
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Any Officer or Director of the Association who is involved in litigation by reason of his or her position as an Officer or Director of this Association shall be indemnified and held harmless by the Association to the fullest extent authorized by law as it now exists or may subsequently be amended (but in the case of any such amendment, only to the extent that such amendment permits the Association to provide broader indemnification rights).

COMMENTS: added to be in alignment with standard practices of non-profit corporations and Wyoming law.

**ARTICLE XI
DISSOLUTION**

This Association may be dissolved only with the authorization of the Board of Directors given at a special meeting called for that purpose, and with the subsequent approval of no less than sixty six and two thirds percent (66 2/3%) of the Members. In the event of the dissolution of the Association, all liabilities and obligations of the Association shall be paid, satisfied and discharged, or adequate provision shall be made therefor. Upon the payment, satisfaction or discharge of all of the existing liabilities and obligations of the Association, any remaining assets shall be distributed, transferred, or conveyed to the Members of the Association.

COMMENTS: added to be in alignment with standard practices of non-profit corporations and Wyoming law.

**ARTICLE XII
CERTIFICATION**

_____, the acting President of the Association, and _____, the acting Secretary of the Association, hereby certify that the foregoing is a true and correct copy of the Bylaws of the Association, duly adopted by the Members of the Association on _____.

COMMENTS: to be completed when all is said and done