

**FIRST AMENDED AND RESTATED  
BYLAWS  
OF  
COTTONWOOD FLATS OWNERS ASSOCIATION  
A Wyoming Non Profit Corporation**

**ARTICLE I  
NAME AND LOCATION**

The name of the non-profit corporation is Cottonwood Flats Owners Association, hereinafter referred to as the "Association". The principal office of the Association shall be located in Teton County, Wyoming. This First Amendment supersedes and replaces in its entirety the original Bylaws adopted by the developer.

**ARTICLE II  
MEETING OF MEMBERS**

Section 1. Annual Meetings. The annual meeting of the Board shall be held as determined by the Board, at such place, date, and hour as may be fixed from time to time by resolution of the Board.

Section 2. Regular Meeting. Regular meetings of the Board shall be held as determined by the Board, at such place, date, and hour as may be fixed from time to time by resolution of the Board.

Section 3. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes.

Section 4. Place of Meeting. The Board may designate any place within Teton County, Wyoming as the place of meeting for annual meetings or special meetings called by the Board.

A waiver of notice signed by all Members entitled to vote at a meeting may designate any place within Teton County, Wyoming, as the place for the holding of such meeting.

Section 5. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, either by facsimile, e-mail, hand delivery, or by mailing a copy of such notice, postage prepaid, not less than ten (10) days nor more than ninety (90) days in advance of such meeting to each member entitled to vote there at, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. Notice shall be by e-mail unless a Member specifically requests notice by U.S. Mail.

Section 6. Quorum; Meetings by Telephone. (a) The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, of twenty five percent (25%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Covenants or these Bylaws. If a quorum is present, an affirmative vote by a majority of votes entitled to be cast is an act of the Members.

(b) In the event of a lack of a quorum, the Board shall explain to the members that it will conduct the meeting as if there was a quorum, particularly for the sake of the present Members who may not be able to attend the rescheduled meeting. The Board shall conduct the meeting as if there was a quorum, and explain that all or portions of the unofficial actions taken may be ratified, confirmed, and approved at the subsequent meeting, which shall only require a quorum of fifteen percent (15%) of the votes of the membership. The Board may ask Members who will not be able to attend the subsequent meeting to sign a proxy at that time. Generic proxy forms shall be readily available.

(c) Members may hold or participate in a regular meeting or an annual meeting by means of secured telephone conference provided that all such persons so participating in such meeting can communicate with each other at the same time.

Section 7. Membership Voting. Each Member entitled to vote in accordance with the terms and provisions of the Articles of Incorporation and these by-laws shall be entitled to one vote, in person or by proxy, for each lot owned by such Member. Upon the demand of any Member, the vote for directors and upon any

question before the meeting shall be by ballot. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Articles Of Incorporation or the laws of the State of Wyoming.

Section 8. Proxies. At all meetings of Members, each Member may vote in person (including, but not limited to, a vote by a Member via a secured conference call) or by proxy. All proxies shall be in writing and filed with the secretary. The maximum proxy appointment is for one (1) year. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his or her ownership in the subdivision.

Section 9. Order Of Business. The order of business at all meetings of the members, shall be as follows:

1. Roll Call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Reports of Officers.
5. Reports of Committees.
6. Election of Directors.
7. Unfinished Business.
8. New Business.

Section 10. Informal Action By Members. Unless otherwise provided by law, any action required to be taken at a meeting of the Members, or any other action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject thereof.

### ARTICLE III

#### BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a board of three (3) directors (the "Board"), who need not be Members of the Association. The Members shall elect the directors at the annual meeting.

Section 2. Term of Office. The term of office shall be one (1) year. Each director shall hold office until the end of his or her one year term and until his or her successor shall have been elected and qualified.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of all the Members of the Association at a meeting specifically called for such purpose. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the Board.

#### ARTICLE IV NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board may be made by a Nominating Committee, by written petition to the Board, or by nominations made from the floor at the annual meeting, as follows:

(a) Nominating Committee. If created, the Nominating Committee shall consist of two (2) or more Members of the Association. The Nominating Committee shall be appointed by the Board prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-members.

(b) By Written Notice Prior to Meeting. An individual who desires to run for election as a director shall be deemed to have been nominated for election upon a Member or an authorized person of a Member filing with the Nominating

Committee, and if none exists, with the Board, a written petition of nomination prior to the annual meeting;

(c) By Floor at Meeting. An individual may be nominated by a nomination made from the floor at the annual meeting (including by Members or authorized representatives of Members present via secured telephone conference).

Section 2. Election. Election to the Board shall be by secret written ballot (including, but not limited to, secret written ballots to be accepted in person or via e-mail or facsimile until the conclusion of the annual meeting). At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of these Bylaws and the Covenants.

## ARTICLE V MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board shall be held as determined by the Board, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. Notice of regular meetings of the Board shall be provided the Members at least fifteen (15) days prior to the meeting.

Section 2. Special Meetings. Special Meetings of the Board shall be held when called by the president of the Association, or by any two (2) directors, after not less than three (3) days notice to each director. Notice of a special meeting of the Board shall be provided the Members at least five (5) days prior to the meeting.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Presumption Of Assent. A director of the Association who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such

dissent by certified mail to the secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board shall have power to:

- (a) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Covenants;
- (b) Declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board; and
- (c) Employ a manager, an independent contractor, or such other employee as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;
- (b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) Unless otherwise provided in the Covenants, to:
  - (1) Fix the amount of the annual assessment against each property at least thirty (30) days in advance of each annual assessment period and, at that time, prepare a roster of the properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any Member;
  - (2) Send written notice of each assessment to every Owner subject thereto at least ten (10) days in advance of each annual assessment period; and

(3) Foreclose the lien against any property for which assessments are not paid within sixty (60) days after due date or to bring an action at law against the owner personally obligated to pay the same; and

(4) Prepare an annual budget and a statement of income and expenditures at least ten (10) days in advance of each annual assessment period to be presented to the membership at its regular meeting, and deliver a copy of each to the Members.

(d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) Procure and maintain adequate liability and hazard insurance on property owned or controlled by the Association;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) To contract for or hire persons to perform the Common Services; and

(h) To otherwise administer and to enforce the Covenants.

## ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president , a vice-president, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect 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 the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. 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 shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. Multiple Offices. The same individual may hold more than one office simultaneously.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The president shall be the principal executive officer of the Association and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the Association. He or she shall, when present, preside at all meetings of the members and of the directors. The president shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(b) Vice-President. The vice-president shall act in the place and stead of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; service notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.



(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by resolution of the Board; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year.

#### **ARTICLE VIII COMMITTEES**

The Board may appoint other committees as deemed appropriate in carrying out its purposes. The Board may appoint themselves to serve on any committee.

#### **ARTICLE IX BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Covenants, the Articles of Incorporation, the Bylaws of the Association, an alphabetical list of Members entitled to notice, accounting records and meeting minutes shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

#### **ARTICLE X CORPORATE SEAL**

The directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association, the state of incorporation, year of incorporation and the words "Corporate Seal" which may be used at the Association's discretion. No contract, document or obligation of the Association shall be invalid or "ultra vires", merely because the corporate seal was not used.

## ARTICLE XI LEGAL INSTRUMENTS

Section 1. Contracts. The Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Directors.

Section 4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Directors may select.

## ARTICLE XII AMENDMENTS

Section 1. Amendment. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of the majority of the members present in person or by proxy, where a quorum is present. These Bylaws may not be amended in a manner which would make them inconsistent with the Covenants unless and until the Covenants have been amended.


Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Covenants and these Bylaws, the Covenants shall control.

ARTICLE XIV  
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall be established by the Board as recommended by the Association's accountant.

Section 2. Written Notice. Any notice required hereunder may be given to a Member by e-mail, unless that Member specifically requests that notices be sent via U.S. Mail. Any notice may be hand delivered to a Member and such shall constitute written notice.

IN WITNESS WHEREOF, WE, being all of the directors of Cottonwood Flats Owners Association have hereunto set our hands this \_\_\_\_ day of January, 2015.

  
\_\_\_\_\_  
SCOT M. LOWE, PRESIDENT

  
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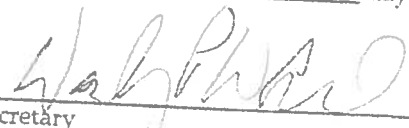
CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary for the Cottonwood Flats Owners Association a Wyoming Nonprofit Corporation, and,

THAT the foregoing Bylaws were duly adopted by a majority of the Owners on the 2<sup>nd</sup> day of January, 2015.

IN WITNESS WHEREOF, I have subscribed my name the 2<sup>nd</sup> day of January, 2015.

  
\_\_\_\_\_  
Secretary