

BYLAWS OF
ETNA VILLAGE ESTATES
HOMEOWNERS ASSOCIATION
A WYOMING NONPROFIT CORPORATION

ARTICLE I
NAME AND LOCATION

The name of the Corporation is ETNA VILLAGE ESTATES HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association." The principal mailing address of the Corporation shall be c/o Mary Kiehne PO Box 5361 Etna, WY 83118, or such other place as the Association may designate from time to time, but meetings of Members and Directors may be held at such places within the State of Wyoming, Lincoln County, as may be designated by the Board of Directors. The Association may have such other offices, either within or without the State of Wyoming, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 2.1. "Association" shall mean and refer to Etna Village Estates Homeowners Association, a Wyoming Nonprofit Corporation, its successors and assigns.

Section 2.2. "Properties" shall mean and refer to that certain real property that is described in the Declaration of Covenants, Conditions and Restrictions ("Declaration" or "CCRs") of the Etna Village Estates Subdivision Phase I and Phase II, which Declaration was recorded on October 15, 2007, as Reception No. 934052, in Book 675 at Page 512 in the Office of the Clerk of Lincoln County, Wyoming, and such additions thereto as may hereafter be brought within the Association.

Section 2.3. "Common Area" shall mean all real property dedicated to the use of the owners and/or owned by the Association for the common use and enjoyment of the owners.

Section 2.4. "Lot" shall mean and refer to any plot of land upon which a single housing unit together with appurtenant structures as allowed by the Declaration is located and shown by number upon any recorded subdivision map of the Properties with the exception of any Common Area.

Section 2.5. "Owner" shall mean and refer to the record owner, whether one or more

persons or entities of the fee simple title to any Lot which is a part of the Properties, including buyers and sellers on contract for deed, but excluding those having such interest merely as security for the performance of an obligation.

Section 2.6. "Developer" shall mean and refer to TGH Industries, LLC, a Wyoming limited liability company, its members, successors and assigns.

Section 2.7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the Properties recorded on October 15, 2007, as Reception No. 934052, in Book 675 at Page 512 in the Office of the Clerk of Lincoln County, Wyoming.

Section 2.7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III **MEETINGS OF MEMBERS**

Section 3.1. Annual Meetings. The Annual meetings of the Members shall be held at least once each calendar year.

Section 3.2. Special Meetings. Special meetings of the Members may be called at any time by the Board of Directors, or upon written request of the Members who own at least fifteen percent (15%) of the Lots.

Section 3.3. Place of Meeting. The Board of Directors may designate any place within the State of Wyoming as the place of meeting for annual meetings or special meetings called by the Board of Directors.

Section 3.4. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or the person authorized to call the meeting by sending such notice at least thirty (30) days before such meeting to each Member entitled to vote thereat, which may be sent via electronic means or USPS addressed to the Member's mailing 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 an agenda of items to be discussed and decided at any such meeting.

Section 3.5. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-half (1/2) of the votes of membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at such meeting, the Members entitled to vote there at shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. If a quorum is present, an affirmative vote by a majority of votes

entitled to be cast is an act of the members.

Section 3.6. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Section 3.7. Vote. With respect to each matter submitted to a vote of the Members, each Lot shall be accorded a single vote. If there is more than one person or entity owning a Lot, the vote with regard to such parcel shall be cast as determined by the owners of such Lot. In the event of any dispute among co-owners of a Lot, the Board shall have the right to disqualify such vote on an issue unless or until co-owner of such Lot have reached agreement as to such vote.

Section 3.8. Voting Without Meeting. The Members may approve a matter without a meeting if more than one-half (1/2) of Members provide written approval thereof to the Board of Directors. Any action so approved shall have the same effect as though taken at a meeting of the Members.

ARTICLE IV **BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE**

Section 4.1. Number. The affairs of this Association shall be managed by a Board of Directors which shall be made up of at least three (3) but not more than five (5) Directors, two of whom must be Members of the Association.

Section 4.2. Term of Office. No later than the annual meeting for 2022, the Declarant and the Members shall elect three (3) Directors. The Directors shall serve a term of one (1) year, two (2) years, or three (3) years determined by their surname in ascending alphabetical order. Thereafter, at each annual meeting the Members shall elect one (1) Director for a term of three (3) years, unless he shall sooner resign, be removed from office, or otherwise disqualified to serve.

Section 4.3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association at a properly called special meeting. In the event of death, resignation, or removal of a Director, his successor shall be selected by the remaining Directors and shall serve for the unexpired term of his predecessor.

Section 4.4. Compensation. A Director may receive reasonable compensation for any service he may render to the Association if such compensation is approved by the Association. A Director may be reimbursed for his actual reasonable expenses incurred in the performance of his duties.

Section 4.5. Action Taken Without A Meeting. In extraordinary and emergency situations, 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, unanimous approval of all of the Directors.

Any action so approved shall have the same effect as through taken at a meeting of the Directors.

ARTICLE V **NOMINATION AND ELECTION OF DIRECTORS**

Section 5.1. Appointment. As provided for in the Declaration, the initial Board of Directors consisting of three (3) Directors shall be appointed or removed solely by the Declarant. However, no later than sixty (60) days after conveyance of thirty-three percent (33%) of the Lots that may be created to Owners other than the Declarant, the Members shall elect one (1) additional Director. Not less than sixty (60) days after conveyance of sixty-six percent (66%) of the Lots that may be created to Owners other than the Declarant, the Members shall elect a second additional director so that the Board shall then consist of five (5) Directors. No later than: (i) sixty (60) days after the earlier of the conveyance of eighty percent (80%) of the Lots that may be created to Owners other than the Declarant, (ii) two (2) years after the last conveyance of a Lot by the Declarant in the ordinary course of business, or (iii) two (2) years after any right to add new Lots was exercised, the Members of the Association shall elect the entire Board of Directors consisting of five (5) directors, at least a majority of whom must be Lot Owners other than the Declarant or designated representatives of Lot Owners other than the Declarant.

Section 5.1. Nomination. Nomination for election to the Board of Directors (other than those Directors who are appointed by Declarant) may be made by any Member prior to any annual meeting of Members. Nominations may also be made from the floor by any Member at the annual meeting.

Section 5.2. Election. Election to the Board of Directors shall be by secret written ballot. 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 the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI **MEETING OF DIRECTORS**

Section 6.1. Regular Meetings. Regular meetings of the Board of Directors shall be held not less than semi-annually, at such place and hour as may be fixed from time to time by verbal agreement of the Directors.

Section 6.2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association or any two (2) Directors after not less than twenty-four (24) hours' notice to each Director.

Section 6.3. 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.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 7.1. Powers. The Board of Directors shall have all powers set forth in the Declaration, and including the powers to:

(a) Adopt and amend guidelines, reasonable rules, and regulations governing the conduct of all people on the Properties, additions, extensions, improvements and other modifications to the surrounding area, and the operation and use of the Common Area and facilities. The Board of Directors shall have the power to levy fines against a Lot Owner for violation thereof or to establish penalties for the violation thereof. Collection of fines may be enforced against the Lot Owner or Owners responsible as if the fines were a common charge owed by the particular Lot Owner or Owners.

(b) Suspend the voting rights and right to use the common facilities of a Member during any period in which such Member shall be in default in the payment of any assessment or fine levied by the Association.

(c) Exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not reserved to the Members by these Bylaws, the Articles of Incorporation, or the Declaration.

(d) Declare the office of a Director to be vacant in the event such Director is absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 7.2. Violation by Lot Owners. The violation of any rule or regulation adopted by the Directors or the Association, the breach of any Bylaws contained herein, or the breach of any provision of the Declaration shall give the Board of Directors the right, in addition to any other rights set forth in these Bylaws and the Declaration, to:

(a) Enter the Lot in which, or as to which, such violation or breach exists and to summarily abate and remove, at the expense of the defaulting Lot Owner, any structure, thing, or condition that may exist therein contrary to the intent and meaning of the provisions hereof, and the Board of Directors shall not thereby be deemed guilty in any manner of trespass.

(b) Enjoin, abate or remedy by appropriate legal proceedings, either at law or in equity, the continuance of any such breach.

(c) Levy charges against any Lot Owner in the amount equal to damages sustained by virtue of such Lot Owner's violation of the intent and meaning of the provisions of these Bylaws or of the rules and regulations promulgated hereunder, or that of guests or tenants under his/her control upon finding thereof by the Board.

(d) Levy summary fines pursuant to the Declaration.

Section 7.3. Duties. It shall be the duty of the Board of Directors 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 (a narrative summary of activities and a detailed budget shall satisfy this requirement);

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provided in the Declaration, to:

(i) Fix the amount of the annual assessment against each Lot;

(ii) Send electronic or written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(iii) Foreclose the lien against any property for which assessments or fines are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) Procure and maintain adequate liability and hazard insurance on property owned by the Association if the Board deems it appropriate;

(e) Cause all officers or employees having fiscal responsibilities to be bonded if the Board deems it appropriate;

(f) Cause the Common Areas to be maintained and collect sufficient reserves to establish a fund for such maintenance, repairs, and replacement of Common Areas on a periodic basis as may be reasonable; and

(g) Otherwise manage the Properties as required in the Declaration.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 8.1. Enumeration of Offices. The Officers of this Association shall be a President who shall at all times be Members of the Board of Directors; a Treasurer; and a Secretary; and such other officers as the Board may from time to time by resolution create.

Section 8.2. Election of Officers. The appointment of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 8.3. Term. The officers of this Association shall be elected annually by the Board each shall hold office for one (1) year, but will remain in office unless he shall sooner resign, be replaced, removed from office, or otherwise disqualified to serve.

Section 8.4. 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 8.5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time after giving written notice to the Board, to the President, or to 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 8.6. 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 replaces.

Section 8.7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

Section 8.8. Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, promissory notes, and other written agreements.

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

(c) Secretary. The Secretary shall record the votes and keep 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; serve notice of meeting of the Board and of the Members; keep appropriate current records showing the Members of the Association, together with their addresses; and perform such other duties as may be

required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of accounts; cause a financial review of the Association books to be made by a public accountant at the completion of each fiscal year; and prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and send a copy to each of the Members electronically or via USPS.

ARTICLE IX **COMMITTEES**

The Board of Directors shall appoint an Architectural Review Committee, as provided in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose. The Board members may appoint themselves to serve on any committee

ARTICLE X **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 Declaration, the Articles of Incorporation, and 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 XI **ASSESSMENTS AND FINES**

Section 11.1. Purposes of Assessments. The assessments levied by the Association shall be used generally for the purpose of promoting the recreation, health, safety and welfare of the residents in the area and in particular for the improvement and maintenance of properties, services, utilities, roads, easements and facilities devoted to this purpose and related to the use and enjoyment of the common area and of the homes situated within the area, including, but not limited to, the payment of taxes and insurance thereon and repair, replacement and additions thereto, and for the cost of labor, equipment, materials, management and supervision thereof.

Section 11.2. Duties of the Board of Directors. The Board of Directors of the Association

shall fix the date of commencement and the amount of the assessment against each lot for each assessment period as provided for in the Declaration .

Section 11.3. Effect of Nonpayment of Assessment: The Personal Obligation of the Owner; the Lien; Remedies of the Association. If the assessments are not paid on the date when due, then such assessment shall become delinquent and shall together with such interest thereon and cost of collection thereof as provided in the Declaration, thereupon become a continuing lien on the property which shall bind such property in the hands of the then owner, his heirs, devisees, personal representatives and assigns, and shall be the personal obligation of the then owner.

ARTICLE XII **CORPORATE SEAL**

The Association shall not have a seal.

ARTICLE XIII **AMENDMENTS & PRIORITIES**

Section 13.1. These Bylaws may be amended at a regular or special meeting of the Members by a vote of a majority of a quorum of Members present in person or by proxy. These Bylaws may not be amended in a manner which would make them inconsistent with the Declaration unless and until the Declaration has been amended.

Section 13.2. 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 Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIV **INDEMNIFICATION**

The Association shall indemnify any Director or officer or former Director or officer of the Association against liability, amounts paid in settlement, and expenses (including attorney's fees) actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such Director or officer, except in relation to matters as to which he shall be adjudicated in such action, suit, or proceeding to be liable for misconduct in the performance of his duties to the Association. Expenses incurred in defending an action, suit, or proceeding, as contemplated in this article, may be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon a majority vote of the quorum of the Board of Directors and, if required by the Board of Directors, upon receipt of an undertaking by or on behalf of the person such amount or amounts unless it ultimately be determined that he is entitled to be indemnified by the

Association, as authorized by this article or otherwise. The indemnification provided for by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any provisions in the Articles of Incorporation, Bylaws, agreements, votes of disinterested Members or Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

The Association may purchase and maintain insurance on behalf of any person who was or is a Director, officer, employee, or agent of the Association, against any liability asserted against him or incurred by him in such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the laws of the State of Wyoming, as they may hereafter be amended or modified. All indemnification payments made and all insurance premiums for insurance maintained pursuant to this article, shall constitute expenses of the Association and shall be paid with funds of the Association.

ARTICLE XV **MISCELLANEOUS**

Section 15.1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

Section 15.2. Rules and Regulations. The Board of Directors may, from time to time, adopt, amend, repeal, and enforce reasonable rules and regulations governing additions, extensions, improvements and other modifications to the Lots and the surrounding area, and the operation and the use and operation of the Common Areas and easements to the extent that such rules and regulation are not inconsistent with the rights and duties set forth in the Articles of Incorporation, Declaration, or these Bylaws.

Section 15.3. Construction. Whenever the singular number is used in these Bylaws and when required by the context, the same shall include the plural and vice versa. Whenever the masculine gender is used in these Bylaws, the same shall include the feminine and vice versa.

Signature Page Follows

IN WITNESS WHEREOF, we, being all of the Directors of the Association, have hereunder set our hands this 2nd day of May, 2022.






