FLINT CREEK RANCH CLUSTER OWNERS' ASSOCIATION BYLAWS

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ARTICLE I

GENERAL PROVISIONS

- **1.1 Bylaws.** These Bylaws constitute the Revised Bylaws of the Association, as duly approved by majority vote of the Board of Directors of the Association held on <u>March 14, 2023.</u> These Revised Bylaws supersede the original Bylaws adopted by the Board of Directors on April 22, 2021.
- **1.2 Interpretation.** These Bylaws describe how the Flint Creek Ranch Cluster Owners' Association will operate in accordance with Section 1.8 of the First Amended Declaration of Covenants, Conditions and Restrictions (CC&R). In the case of any conflict between these Bylaws and the CC&R, the provisions of the CC&R shall prevail.

DEFINITIONS

- **1.3 Association.** The term "Association" shall mean the FLINT CREEK RANCH CLUSTER OWNERS' ASSOCIATION and its successors or assigns. Approval by the Association shall mean approval by the Association's Board of Directors, or a committee appointed by the Association Directors, unless approval of Owner Members is specifically required.
- **1.4 Board of Directors.** The term "Board of Directors" shall mean the Board of Directors of the Association; the body responsible for the administration of the Association, elected as provided in these Bylaws and generally serving the same role as the board of directors under Montana Code Annotated, Title 35, Chapter 2, governing nonprofit corporations.
- **1.5** Officers. The persons serving on the Board in the positions of President, Secretary, and Treasurer are referred to as "Officers."
- **1.6 Members.** The term "Members" shall mean lot owners of Flint Creek Ranch Cluster. All Lot Owners within the Ranch are required to belong to the Association. Each lot shall be entitled to one (1) vote regardless of the number of Owners of the lot.
- **1.7 Montana Code Annotated (MCA).** MCA refers to Montana Code Annotated, Title 35, Chapter 2, which are the state laws that govern nonprofit corporations.
- **1.8 Remote Means.** Members may attend meetings by "remote means", in accordance with MCA 35-2-525, which includes telephone audio, teleconference, or videoconference.

ARTICLE II

BUDGET

- 2.1 The fiscal year of the Association shall be January 1 to December 31.
- **2.2** The annual budget shall cover the fiscal year and shall be prepared based upon the Assessments payable for the coming fiscal year.
- 2.3 The Treasurer shall provide each Member a statement of monies due for the coming year, on or before December 1 of the previous year.
- **2.4** Annual Assessments shall be levied on a per lot basis, payable to the Owners' Association. Annual Assessments shall be due on the first (1st) day of January and are considered late if not received by the fifteenth (15th) day of February of that same year. If the balance is not paid in full by February 15th, a \$25 fine per lot shall be levied, as well as 10% interest per annum until fully paid, as per CC&R §1.2. Any lot that becomes six (6) months past due can be subject to a lien filed against the Member's lot.

ARTICLE III

MEETING OF MEMBERS

- 3.1 Attendance. Members may attend meetings in person, by remote means, or by proxy.
- **3.2 Quorum.** No meeting of members, annual or special, shall be convened to conduct Association business unless a quorum is present in person, by remote means, or by proxy. A quorum shall consist of at least 51% of the total votes of the Association. If at any time during the meeting a quorum is not present, the meeting shall be adjourned. If a quorum is present, except as otherwise provided in the CC&R, a majority of those Members present in person, by remote means, or by proxy and entitled to vote shall be sufficient to act on behalf of the Association.
- **3.3** Eligibility to Vote. Voting rights are based on one (1) vote per lot owned. A Member's voting rights may only be revoked if found to be in violation, as per CC&R § 6.3. This revocation of voting rights is only until said violation(s) is/are corrected and any fines, liens, or legal fees paid in full.
- **3.4** Acceptance by Electronic Submission. If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a Member or is the authenticated electronic identification of a Member, the Association may accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the respective Member. Authenticated electronic identification shall include any e-mail address or other electronic identification designated by a user for electronic communications.
- **3.5 Proxy.** Proxies will be used for establishing quorum and voting if a Member is unable to attend in-person or by remote means. All proxies shall be in writing and filed with the Secretary. Anyone who establishes a proxy may revoke it at any time. Proxies may state the limitation of its use.

- **3.6 Special Meetings.** Special Meetings of the Members may be called anytime by the President, or by a signed request of at least 25% of the Members. The Member request must be delivered by certified mail to the President. A Special Meeting shall be held within 30 days after being properly called. The Secretary shall provide all Members with at least five (5) days written notice of the special meeting, specifying the date, time, place, and purpose of the special meeting, and shall inform Members of their right to vote by proxy. Unless approved by 75% of those present in person, by remote means, or by proxy, no action may be taken on matters beyond the purpose of the Special Meeting. (CC&R §1.6)
- **3.7 Action by Written Ballot.** Any action that may be taken at a regular, annual, or special meeting of Members may be taken without a meeting, if a written ballot is delivered to every Member entitled to vote on the matter, in accordance with MCA 35-2-533 which prescribes
 - (1) A written ballot may be delivered by electronic communication as long as a member gives consent.
 - (2) A written ballot must set forth each proposed action, and provide an opportunity to vote for or against each proposed action.
 - (3) Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum. Once quorum is met, a majority of those Members entitled to vote shall be sufficient to act on behalf of the Association.
 - (4) All solicitations for votes by written ballot must indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than election of directors; and specify the time by which a ballot must be received by the board in order to be counted.
 - (5) A written ballot may not be revoked.

ARTICLE IV

ANNUAL MEETING OF MEMBERS

- **4.1 Annual Meeting.** The Association's Annual meeting of the Members shall be held each year on the first Saturday in February, or at such place and time as the Board of Directors may designate. A quorum of at least 51% of the total votes of the Association must be present in person, by remote means, or by proxy. If at any time during meeting a quorum is not present, the meeting shall be adjourned. If a quorum is present, a majority of those Owners present in person or by proxy and entitled to vote shall be sufficient to act on behalf of the Association.
- 4.2 Purpose of Meeting. At the annual meeting,
 - (1) the President and Treasurer shall report on the activities and financial condition of the Association;
 - (2) the proposed annual budget shall be discussed, amended, and approved by the members;
 - (3) the newly-elected Directors will be announced, and the new Board will appoint their officers;
 - (4) the new Board will appoint open Committee positions; and

- (5) the members shall consider and act upon other matters that are raised consistent with the meeting notice and voting requirements.
- **4.3 Notice of Annual Meeting.** Thirty days prior to the Annual Meeting, a notice will be mailed to all Members of the Association. The notice shall include:
 - (1) the date, time, and place of the meeting, and shall inform Members of numbers needed to meet quorum, and their right to attend in person, by remote means, or by proxy;
 - (2) a description of any matter or matters that must be approved by the members;
 - (3) notice of a matter a member intends to raise at the meeting if:
 - (a) requested in writing to do so by a person entitled to call a special meeting; and
 - (b) the request is received by the secretary or president at least 10 days before the Association gives notice of the meeting;
 - (4) candidate biographies and voting instructions;
 - (5) an Election Ballot;
 - (6) proposed Annual Budget; and
 - (7) Proxy Form.
- **4.4 Proposed Annual Budget.** Those entitled to vote may vote at the meeting in person, by remote means, or by proxy. A copy of the proposed Annual Budget shall be included in the Notice of Annual Meeting for preview by the members, and specifying that the proposed budget shall be discussed and voted on at the meeting.
- **4.5 Use of Proxy.** Proxies will be used for establishing quorum and voting if a Member is unable to attend in-person or by remote means. All proxies shall be in writing and filed with the Secretary. Anyone who establishes a proxy may revoke it at any time. Proxies may state the limitation of its use.

<u>ARTICLE V</u>

ELECTION OF DIRECTORS

- **5.1 Election of Directors.** Election of Directors will be conducted by Written Ballot, as described in 3.6, prior to the Annual Meeting. It is a component of the annual meeting and is valid only when the number of votes cast by ballot equals or exceeds quorum. Once quorum is met, a majority of those Members entitled to vote shall be sufficient to act on behalf of the Association.
- **5.2 Ballots.** Election ballots may be cast by mail or online and must be received by the Board seven (7) days prior to the Annual Meeting to be tallied in advance for announcement at that meeting. All ballots cast by mail or online shall be counted with no proxy needed. Election ballots shall list all candidates for the vacant board positions. Members may choose to cast as little as one vote up to the number of vacancies on the board. Cumulative voting is not allowed.

- **5.3** Candidate Process. Sixty (60) days prior to the annual meeting, the Board shall notify all Members of the open board and committee positions. Those eligible to hold a position and willing to serve in one of these positions need to submit their name, the position they're seeking and a short biographical statement explaining who they are and how they're qualified for the desired position. Candidates must submit their candidacy package, which must be received by midnight thirty-five (35) days prior to the Annual Meeting.
- **5.4 Candidate Package.** Thirty (30) days prior to the annual meeting, the candidate's name, biography and voting instructions will be mailed to all Members as part of the Annual Meeting Notification. Candidates and their biographies are also posted as part of the ballot instructions as noted in section 4.3.
- **5.5 Ballot Tally.** Three Board-appointed persons will conduct and validate the vote count prior to the Annual Member meeting so that the newly-elected Directors can be announced to the Members at the Annual Meeting. The candidates receiving the greatest number of votes shall be elected. The candidates who received votes, yet not enough to be elected, shall form an alternate pool to fill Board vacancies during the year, if needed.
- **5.6 Selection of Officers.** After the announcement of the new Board of Directors, the new Board will then nominate and select new officers to serve for the coming year.

ARTICLE VI

BOARD OF DIRECTORS

- **6.1 Composition.** The Board of Directors shall be composed of five (5) elected directors.
- **6.2 Powers.** The Board of Directors shall have all the powers and rights necessary to administer the Association's affairs, to perform the Association's responsibilities, and to exercise its rights as set forth in these Bylaws and the CC&R. Including, but not limited to, the Board of Directors has the power to:
 - (1) exercise all duties not reserved to the Membership and authorized by these Bylaws and CC&R;
 - (2) employ and supervise managers, attorneys, independent contractors, or such other employees as the Board of Directors may deem necessary to perform its functions;
 - (3) levy a fine against a Member and/or to affix a lien on a lot(s) for non-compliance with the CC&R, including delinquent assessments; and
 - (4) once the Board of Directors determines that a violation has occurred, the Association has the right to revoke a Member's right to vote until the violation is cured in full.
- **6.3 Duties.** It shall be the Board of Directors' responsibility to:
 - (1) encourage and support the association, and to promote a spirit of community and respect for all members:
 - (2) uphold our Covenants, Conditions and Restrictions to protect property values;

- (3) maintain a complete and detailed record of all the Association's transactions and acts, and furnish said records to the Members when such records are requested in writing;
- (4) supervise the Association's officers, committees, and volunteers to ensure proper and ethical performance of the assigned duties;
- (5) As for fully provided in the Declaration, to:
 - a) impose the contractual maintenance and other assessments against each Lot;
 - b) send written notice of each assessment to all Members of the Association;
 - c) maintain adequate liability and hazard insurance; and
 - d) maintain the roadways and easements.
- **6.4 Term.** Each director will serve a term of two (2) years. Approximately half of the directors will be elected each odd year, and half of the directors will be elected each even year. The Secretary will maintain a list of each director's term.
- **6.5** Eligibility. No Member shall be eligible to serve on the Board if he/she is delinquent on assessments, or has been determined to be in violation of the CC&R, which has resulted in a fine, lien, or revocation of voting rights, until all such delinquencies and/or violations have been resolved, and all penalties paid.
 - (1) If a Board Member becomes delinquent on assessments, and/or fails to comply with the CC&R, which has resulted in a fine, lien, or revocation of voting rights during his/her term, he/she shall be removed.
- **6.6 Household.** Only one member of a household may serve on the Board. An additional household member may serve simultaneously on the Roads or Architectural Review Committee.
- **6.7 Position.** No person may simultaneously serve in more than one Officer position.
- **6.8 Compensation.** No director or officer shall receive compensation for serving on the Board. However, a director or officer may be reimbursed for actual expenses incurred in the performance of their duties, if approved by the Board.
- **6.9** Removal of Directors. Any or all of the Directors may be removed without cause by majority vote of the Members at a meeting called for that purpose. Removal of directors elected by members must follow the guidelines as defined in MCA 35-2-421.
 - (1) A director may be removed for missing three consecutive board meetings, in which case, the director may be removed only if a majority of the directors, then in office, vote for the removal.
- **6.10 Resignation/Vacancy.** A Director may resign at any time by giving notice to the Board of Directors and the resignation shall take effect upon receipt of said notice, unless stated otherwise. If there is no alternate, as defined in 5.5, a Board vacancy that was filled by election can only be filled by election of the Members, and not appointed by the Board.

ARTICLE VII

MEETING OF BOARD OF DIRECTORS

- **7.1 Regular Meeting.** A regular meeting of the Board may be held monthly, bi-monthly, quarterly, or other such regular schedule, at the board's discretion. Regular meetings may be held without notice. Members may attend meetings in person or by remote means, unless confidentiality matters are to be discussed as part of that meeting agenda. In that case, the Board will notify the Members of the need for a closed meeting.
- **7.2 Conduct of Meetings.** The order of business will be as follows: (a) roll call/quorum, (b) approval of minutes of preceding meeting, (c) reports of officers, (d) reports of committees, (e) unfinished business, (f) new business.
- **7.3 Special Meetings.** If the time and place of a directors' meeting is fixed by the board, the meeting is a regular meeting. All other meetings are special meetings. Special meetings may be called by the President or can be called upon the written request of three (3) Directors. The purpose of the meeting shall be stated in the request. Special meetings of the board must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.
- **7.4 Quorum and Voting.** A quorum of a board of directors consists of a majority of the directors in office immediately before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board. Each director present shall have one vote regardless of the number of lots/units, which he/she may own.
- **7.5** Action Without a Meeting. Any action required or permitted to be taken at a Board meeting may be taken without a meeting if the entire board of directors is included, in which case the affirmative vote of a majority of directors is the act of the board. The action must be evidenced by written consent(s) describing the action taken; the individual votes of each of the directors; and be included in the minutes filed with the corporate records reflecting the action taken. Action taken is effective upon the affirmative vote of the majority of Directors, unless the consent specifies a different effective date. A consent has the effect of a meeting vote and may be described as a vote in any document.

ARTICLE VIII

OFFICERS

- **8.1 Officers.** The officers of the Association shall be the President, a Secretary, and a Treasurer. The officers shall all be residents of Butte-Silver Bow or Anaconda-Deer Lodge counties.
- **8.2** Term of Office. Officers shall assume their duties at the close of the Annual Meeting at which they are elected, and will serve as officers for one year through the next Annual Meeting. Notwithstanding, they will serve as Directors on the board for a two-year term, or until their successors are elected.
- **8.3 Removal and Resignation.** Any officer elected or appointed by the Board may be removed from their position by the Board with or without cause, upon the majority vote of directors.

- **8.4 Vacancy in Office.** A vacancy of any officer position shall be filled by the Board of Directors for the remainder of that term.
- **8.5 Duties.** Officers will perform the duties provided in this section and such other duties as are prescribed for the office in these Bylaws and MCA.

8.6 The President:

- (1) Serves as the chief executive officer of the Association;
- (2) Serves as the official spokesperson of the Association;
- (3) Has general supervision of the affairs of the Association, subject to Board oversight;
- (4) Presides at all meetings of the Board and the Association;
- (5) Ensures that orders and resolutions of the Board are carried out; and
- (6) Is an authorized signatory on notes and checks and all other written instruments or contracts of the Association.

8.7 The Secretary:

- (1) Shall record the votes of the meetings of the Board and the Association;
- (2) In the absence or inability of the President, will perform the duties of the President;
- (3) Keeps the records and meeting minutes of the Board and the Association;
- (4) Maintains a list of the names, address, phone number, and email address of all Members;
- (5) Notifies directors and committee chairmen of votes, orders, and proceedings affecting or pertaining to their duties;
- (6) Give or cause to be given notice of all meetings of Members and of special meetings of the board;
- (7) Maintains all the Association documents and records in a proper and safe manner as required by state law;
- (8) Maintains the Association's web site;
- (9) In the absence of the President, the Secretary shall call a meeting of the Association to order and shall preside; and
- (10) Is an authorized signatory on notes and checks and all other written instruments or contacts of the Association.

8.8 The Treasurer:

- (1) Shall have custody of the Association funds and securities;
- (2) Maintain complete and accurate accounts of receipts and disbursements;
- (3) Deposit all moneys in the name and to the credit of the Association in such depositories as may be designated by the board;
- (4) Disburse the funds of the Association as may be ordered or authorized by the board and preserve proper vouchers for such disbursements;

- (5) Render to the President and board at the regular meetings of the board, an account of all transactions as Treasurer and of the financial condition of the Association;
- (6) Render a full financial report at the annual meeting of the Members if so requested;
- (7) Be furnished by all Association officers and agents at his/her request, with such reports and statements as he/she may require as to all financial transactions of the Association; and
- (8) Monitors the accounts for fines and payments thereof;
- (9) Shall maintain a list of Members who are delinquent on dues; and
- (10) Is an authorized signatory on notes and checks and all other written instruments or contacts of the Association.

ARTICLE IX

COMMITTEES

- **9.1 Types of Committees.** There are three types of committees that may be created to serve the needs of the Association:
 - a) Executive Committees are committees that are exclusively made up of Board members.
 - b) Standing Committees are committees that have constant tasks to fulfill and exist for an indefinite period of time.
 - c) Ad Hoc (Special) Committees are assembled for a specific purpose and disband after that purpose is achieved.
- **9.2 Executive Committees.** The Board of Directors may create one or more Executive Committees, and appoint directors of the board to serve on them. The committee must have two or more directors, who serve at the pleasure of the board, pursuant to MCA 35-2-433.
- **9.3 Standing Committees.** Two Standing Committees shall be appointed by the Board at the annual meeting from Association Members who volunteer for the committee. A chairperson shall be selected by the Standing Committee members. Standing Committee members will serve for one year.
 - (1) Architectural Review Committee (ARC) shall have three (3) Members. Two Members shall be residents of Butte-Silver Bow or Anaconda-Deer Lodge counties, to provide onsite support to Member requests. The chairperson shall maintain a record of all meetings and communications that will then be provided to the Secretary on a monthly basis. The ARC shall follow the guidelines for property improvement as set forth in the CC&R.
 - (a) ARC Appeals. Decisions of the ARC may be appealed in writing to the ARC for reconsideration within ten (10) business days of the ARC's written response to the Member. The ARC shall then have ten (10) business days to provide a written response. If the appeal is denied, the Member may make a written appeal to the Board within 10 business days of the denial by the ARC. The Board shall provide a written response within 15 business days. The decision of the Board is final.
 - (2) Roads Committee. The Roads Committee shall have three (3) Members. Two Members of the committee shall be residents of Butte-Silver Bow or Anaconda-Deer

Lodge counties, to provide oversight of work directed by the committee and the Board. The chairperson shall maintain a record of all meetings and communications that will then be provided to the Secretary on a monthly basis.

- (a) Duties. The Roads Committee is responsible for all road maintenance, improvement, and repair issues involving the roadways and easements on the Ranch. The committee has the authority to assess and to prioritize projects, repairs, and improvements as needed, and to seek contracts or volunteers to complete them. The committee will present their findings to the Board, and seek approval for any expenditures prior to commencement.
- **9.4** Ad Hoc (Special Project) Committees. The Board of Directors may enlist and appoint Special Project Committees that are limited to a specific project and which will exist for a limited period of time, from members who volunteer for the committee.
 - (1) Project Sub-Committee(s). The Roads Committee may enlist and appoint a special project sub-committee(s) of volunteers for the completion of a specific project, repair, or improvement that lies within the roadways or easements. The Roads Committee Chairman shall direct the special sub-committee(s) for the duration of the specific project, repair, or improvement. If the project, repair, or improvement requires an expenditure of funds, the Roads Committee Chairman will seek approval from the Board before commencement. The Chairman will create a work order for the committee and list all volunteers involved in the project.
- **9.5** Eligibility. No Member shall be eligible to serve on the Roads or Architectural Review Committee if he/she is delinquent on assessments, or has been determined to be in violation of the CC&R, which has resulted in a fine, lien, or revocation of voting rights, until all such delinquencies and/or violations have been resolved, and all penalties paid.
 - (1) If a Roads or Architectural Review Committee Member becomes delinquent on assessments, and/or fails to comply with the CC&R, which has resulted in a fine, lien, or revocation of voting rights during his/her term on, he/she shall be removed.
- **9.6 Household.** Only one member of a household may serve on the Roads or Architectural Review Committee. Special committees appointed for a specific duty or project may have more than one household member on the committee, at the Board's discretion.

ARTICLE X

BOOKS AND RECORDS

- **10.1 Website.** The Association's books, records and documents, that are not of a confidential nature, shall be posted on the website to be accessible to Members of the Association.
- **10.2** Availability of Records. Original books, records and documents, that are not of a confidential nature, shall be reasonably available for inspection by any Member, and copies may be purchased at the actual cost of reproduction or production of records.
- **10.3 Transfer.** All outgoing officers, directors, or committee Members must relinquish all official documents, records, and any materials and property of the Association in his/her

possession or under his/her control to the newly elected Members within 10 days after the election.

10.4 Official Records. Pursuant to MCA 35-2-906, The Board of Directors shall

- (1) keep as permanent records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or directors without a meeting, and a record of all actions taken by committees of the board of directors as authorized by MCA 35-2-433(4).
- (2) shall maintain appropriate accounting records.
- (3) shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members, showing the number of votes each member is entitled to cast.
- (4) shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- (5) shall keep a copy of the following records at a location from which the records may be recovered within 2 business days:
 - (a) its articles or restated articles of incorporation and all amendments to them currently in effect;
 - (b) its Bylaws or restated Bylaws and all amendments to them currently in effect;
 - (c) resolutions adopted by its board of directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members:
 - (d) the minutes of all meetings of members and the records of all actions approved by the members for the past 3 years;
 - (e) the financial statements available to members for the past 3 years under **35-2-911**;
 - (f) a list of the names and business or home addresses of its current directors and officers; and
 - (g) its most recent annual report delivered to the secretary of state under 35-2-904.

10.5 Financial and Accounting Records. All financial and accounting records must be maintained for a period of at least 7 years.

- A current roster of all Members and their mailing addresses and parcel identifications.
- (2) A current account and an annual statement of the account for each Member, designating the name and current address of each Member who is obligated to pay Assessments, the due date and amount of each Assessment or other charge against the Member, the date and amount of each payment on the account, and the balance due. This is confidential communication for the Board's use only;
- (3) The minutes of all regular Board of Directors, including both open and closed board meetings, Annual, Special, and Emergency meetings.

- (4) All Architectural Review Committee correspondence and communication. These are confidential papers and shall be treated as such.
- (5) Accurate, itemized, and detailed records of all receipts and expenditures;
- (6) A copy of all contracts to which the Association is a party, including, without limitation, any management agreement, lease, or other contract under which the Association has any obligation or responsibility. Bids received by the Association for work to be performed must also be kept.
- (7) All of the Association's insurance policies or a copy thereof.
- (8) All tax returns, financial statements, and financial reports of the Association;
- (9) Any other records that identify, measure, record, or communicate financial information.

ARTICLE XI

AMENDMENTS

- **11.1 Amendment.** Pursuant to the Articles of Incorporation, Article V Regulation of Corporation (b) Bylaws for the regulation and management of the affairs of the corporation shall be adopted by the Board of Directors; the power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors.
- **11.2 Effective Date.** These revised Bylaws shall take effect on the date posted on the document at the time of its signing by the President of the Board.

CERTIFICATION

I the undersigned, do hereby certify:

THAT I am the duly elected and acting President of Flint Creek Ranch Cluster Owners' Association, a Montana corporation, and,

THAT the foregoing Bylaws constitute the Revised Bylaws of the Association, as duly approved by majority vote of the Board of Directors of the Association which was held on <u>March 14, 2023</u>, in compliance with the Articles of Incorporation, Article V (b). These Revised Bylaws shall supersede the original Bylaws adopted by the Board of Directors on April 22, 2021, and shall take effect on the date signed by me as duly elected and acting President of the Association.

| IN WITNESS <u>Максн</u> , | WHEREOF, 2023 | I have hereunto subscribed my name this 21^{87} day | y of |
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| President Sigi | nature | | |
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