

SECOND AMENDED AND RESTATED
BYLAWS
OF
CLUSTER HOMES ASSOCIATION, INC.
A Wyoming Non Profit Corporation

ARTICLE I
NAME AND LOCATION

The name of the non-profit corporation is Cluster Homes Association, Inc., hereinafter referred to as the "Association". The principal office of the Association shall be located in Teton County, Wyoming. This Second Amendment supersedes and replaces in its entirety the original Bylaws adopted April 27, 1971 and the First Amendment subsequently adopted.

ARTICLE II
MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Members 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.

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

(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

(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

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

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 lesser of (1) a majority of the voting power, or (2) two thirds (2/3) of the votes cast 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.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary for the Cluster Homes Association, Inc., a Wyoming Nonprofit Corporation, and,

THAT the foregoing Bylaws were duly adopted by a majority of the Owners on the 10 day of November, 2014.

IN WITNESS WHEREOF, I have subscribed my name the 20 day of November, 2014.

x 
Secretary