

**BYLAWS**  
**OF**  
**CHERRY HILLS OF CHEYENNE HOMEOWNERS ASSOCIATION**

**ARTICLE I**  
**Name, Principal Office and Bylaws**  
**Applicability and Acceptance**

**Section 1.1 Name.** The name of the corporation is Cherry Hills of Cheyenne Homeowners Association, hereinafter referred to as the "Association."

**Section 1.2 Principal Office.** The principal office of the corporation shall be located in Laramie County, State of Wyoming.

**Section 1.3 Bylaws Applicability.** The provisions of these Bylaws are applicable to the Cherry Hills of Cheyenne Homeowners Association. The term Cherry Hills Subdivision as used herein shall include the land and all structures and improvements thereon. All present and future owners, tenants, future tenants or their employees or any other person that might reside in the Cherry Hills Subdivision will be subject to the provisions of these Bylaws.

**ARTICLE 2**  
**Members**

**Section 2.1 Member defined.** Every owner of a subdivision lot shall be a member of the Association. Upon termination of ownership, an owner's membership shall automatically terminate and be transferred to the new owners of the subdivision lot. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

**Section 2.2 Proof of Membership.** No person or persons shall exercise the rights of membership until satisfactory proof has been furnished to the Secretary of the Association of qualification as a member. Such proof may consist of a copy of a duly executed and recorded warranty deed or title insurance policy showing vested ownership or an executed and acknowledged contract of sale in the case of a contract vendee, with a recorded notice of said installment contract filed of record with the County Clerk, Laramie County, Wyoming, which said deed, policy or contract shall be deemed conclusive in the absence of a conflicting claim based upon a later deed or policy.

**Section 2.3 Membership Inseparable from Ownership.** Owners shall be entitled to exercise the rights and privileges of membership in the Association. No person other than an Owner may be a member of the Association. Not more than one (1) Membership may be issued to any member. Membership shall be appurtenant to and may not be separated from ownership of any subdivision lot.

**Section 2.4 Responsibilities of Members.** The members have the ultimate responsibility for the administration of the project. Except as day to day responsibility, as specified by these Bylaws, are delegated to the Board of Directors or committees, all members share equally in the responsibility for the appropriate operation of the project.

**Section 2.5 Voting Requirements.** Any action by the Association must have the approval of the members other than the Declarant before being undertaken shall require the vote or written assent of fifty one percent (51%) of the membership.

**Section 2.6 Majority of Owners.** As used in these Bylaws, the term "majority of owners" shall mean those owners holding fifty percent (50%) of the votes in accordance with the provisions of Section 5 of this Article 2.

### **ARTICLE 3**

#### **Membership Meetings**

**Section 3.1 Annual Meetings.** The first annual meeting of the members shall be held at such date as established by the initial Directors with appropriate notice to be given of the date established. Subsequent annual meetings shall be



held within two weeks of the same day of the week of the same month each year. At such meetings there shall be elected by ballot of the owners a Board of Directors in accordance with the requirements of Sections 1 and 3 of Article 4 of these Bylaws.

**Section 3.2 Special Meetings.** Special Meetings of the members may be called at any time by the president, by the majority vote of a quorum of the Board of Directors, by a vote of the Board of Directors, upon written request of the members who are entitled to vote twenty percent (20%) of the total voting power of the Association or by whatever method the Board of Directors determines appropriate.

**Section 3.3 Notices.** 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, by mailing a copy of such notice, postage prepaid, at least ten (10) but not more than ninety (90) days before such meeting to each member entitled to vote, addressed to the member's address last appearing on the books of the Association, or supplied by such member of the Association for the purpose of notice. Such notice shall specify the place, date and hour of the meeting and the purpose of the meeting.

**Section 3.4 Location.** Meetings of the Association shall be held on the subdivision or at such other suitable place in Laramie County convenient to the owners as may be designated by the Board of Directors.

**Section 3.5 Proxies.** Votes may be cast in person or by proxy. Proxies must be filed with the secretary or other designated party before the appointed time of each meeting and shall terminate upon the death or mental incapacity of the owner and in any event after eleven (11) months.

**Section 3.6 Quorum.** Attendance in person or by proxy of fifty one (51%) of the total voting power of the Association membership will constitute a quorum for the conduct of business. In the absence of a quorum by a member's motion, a majority of those present, in person or by proxy may adjourn the meeting to another time, but may not transact any other business. An adjournment for lack of quorum shall be to a date not less than ten (10) days and not more than sixty (60) days from the original meeting date. A quorum for such

an adjourned meeting shall be twenty five percent (25%) of each class of members.

**Section 3.7 Action without Meeting.** Any action which may be taken by the vote of members at a regular or special meeting may be taken without a meeting by obtaining the written consent of the same required percentage of the membership as if such action were taken at a regular or special meeting of the membership.

## **ARTICLE 4**

### **Board of Directors**

**Section 4.1 Number.** The affairs of the Association shall be governed by a Board of Directors composed of three (3) persons.

**Section 4.2 Nomination.** Nomination for election to the Board may be made by a Nominating Committee appointed by the Board prior to the 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 to be filled. Nominations may also be made from the floor at the Annual Meeting.

**Section 4.3 Election.** Election to the Board shall be by secret written ballot. Cumulative voting shall not be used. The persons receiving the largest number of votes shall be elected.

**Section 4.4 Staggered Terms.** So as to provide continuity on the Board, there shall be staggered terms, determined as follows: At the first Board meeting, after the Board is composed of at least three (3) members, following the annual meeting, the Directors shall draw lots to determine their initial terms of office. Initial terms to be established are: one (1) director to serve until the second annual meeting of the membership and two (2) directors to serve until the third annual meeting of the membership at which meetings, unless earlier removed, their respective successors shall be elected for a term of two (2) years.

**Section 4.5 Removal.** At any annual or special meeting duly called, any one or more of the Directors may be removed with or without cause by a



majority of the owners and any successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the owners shall be given an opportunity to be heard at the meeting before a removal vote is taken.

## **ARTICLE 5**

### **Officers**

**Section 5.1 Designation.** The principal Officers of the Association shall be the President, the Vice President, the Secretary and the Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint an Assistant Treasurer, as Assistant Secretary and other officers as it finds necessary. The President and Vice President, but no other Officers, must be Directors. Any two (2) offices may be held by the same person, except the offices of President and Secretary. The office of President may be vacant.

**Section 5.2 Election of Officers.** The Officers of the Association shall be elected annually by the Board of Directors at the organization meeting of each new Board of Directors. They shall hold office at the pleasure of the Board of Directors.

**Section 5.3 Removal of Officers.** Upon affirmative vote of a majority of the Directors, any Officer may be removed, either with or without cause. A successor may be elected at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose.

**Section 5.4 President.** The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the owners and of the Board of Directors. The President shall have all of the general powers and duties which are incident to the office of President of a nonprofit corporation organized under the laws of the State of Wyoming, including but not limited to the powers to appoint committees from among the Owners from time to time as the President may decide is appropriate to assist in the conduct of the affairs of the Association. The President may fulfill the role of Treasurer in the absence of the Treasurer, pursuant to these Bylaws on behalf of the Association.

**Section 5.5 Vice President.** The Vice President shall take the place of

the President and perform the President's duties whenever the President is absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other Director to act in the place of the President on an interim basis. The Vice President shall also perform other duties imposed by the Board of Directors or by the President.

**Section 5.6 Secretary.** The Secretary shall keep the minutes of all meetings of the Association and the Board of Directors. The Secretary shall have charge of the Association's books and papers as the Board of Directors may direct and shall perform all the duties incident to the office of Secretary of a nonprofit corporation organized under the laws of the State of Wyoming. The Secretary may cause to be prepared and may attest to execution by the president of amendments to these Bylaws on behalf of the Association, following authorization or approval of the particular amendment, as applicable.

**Section 5.7 Treasurer.** The Treasurer shall be responsible for Association funds and securities, for keeping full and accurate financial records and books of account showing all receipts and disbursements and for the preparation of all required financial data. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in depositories designated by the Board of Directors and shall perform all the duties incident to the office of Treasurer of a nonprofit corporation organized under the laws of the State of Wyoming. The Treasurer may endorse on behalf of the Association, for collection only, checks, notes and other obligations and shall deposit the same and all monies in the name of and to the credit of the Association in banks designated by the Board of Directors. Except for reserve funds described below, the Treasurer may have custody of and shall have the power to endorse for transfer, on behalf of the Association, stock, securities or other investment instruments owned or controlled by the Association or as fiduciary for others. Reserve funds of the Association (if any) shall be deposited in segregated accounts or in prudent investments, as the Board of Directors may decide. Funds may be withdrawn from these reserves for the purposes for which they were deposited, by check or order, authorized by the Treasurer, and executed by two (2) Directors, one of whom may be the Treasurer if the Treasurer is also a Director.



## **ARTICLE 6**

### **Enforcement**

**Section 6.1 Abatement and Prohibition of Violations by Owners.** The violation of any of the rules and regulations adopted by the Board of Directors or the breach of any provision of the Bylaws shall give the Board of Directors the right, after notice and hearing, except in the case of an emergency, in addition to any other rights set forth in these Bylaws.

- (a) Upon appropriate notice prior thereto having been given to enter upon any lot in which, or as to which, the violations or breach exists and to summarily abate and remove, at the expense of the defaulting Owner, any structure, thing or condition (except for additions or alterations of a permanent nature that may exist on that lot; or
- (b) To enjoin, abate or remedy by appropriate legal proceedings, either at law or in equity, the continuance of any breach.

**Section 6.2 Fine for Violation; Suspension of Right to Use and Right to Vote.** By resolution, following notice and hearing, the Board of Directors may levy a fine of up to fifty dollars (\$50.00) per day for each day that a violation of the rules and regulations persists after notice and hearing, but his amount shall not exceed the amount necessary to insure compliance with the rule or order of the Board of Directors. The Board of Directors may also suspend the voting rights and right to use any common facilities in accordance with the Articles of Incorporation filed for the Cherry Hills of Cheyenne Homeowners Association with the County Clerk, Laramie County, Wyoming.

## **ARTICLE 7**

### **Indemnification**

The Directors and Officers of the Association shall have the liabilities, and be entitled to indemnification, as provided in the Wyoming Nonprofit Corporations Act, the provisions of which are incorporated by reference and made a part of these Bylaws.

## **ARTICLE 8**

### **Records**

**Section 8.1 Records and Audits.** The Association shall maintain financial records. The cost of any audit shall be a Common Expense unless otherwise provided in action of the Board of Directors.

**Section 8.2 Examination.** All records maintained by the Association or the Manager shall be available for examination and copying by any Owner, any holder of a Security Interest in a subdivision lot or its insurer or guarantor, or by any of their duly authorized agents or attorneys, at the expense of the person examining the records, during normal business hours and after reasonable notice.

**Section 8.3 Records.** The Association shall keep the following records:

- (a) An account for each Owner showing any fees payable by the Owner;
- (b) A record of any capital or maintenance expenditures maintained monthly and documented by an annual report at the end of the fiscal year;
- (c) A record of the amount and an accurate account of the current balance of any reserves for capital expenditures, replacement and emergency repairs together with the amount of those portions or reserves designated by the Association for a specific project;
- (d) The most recent regularly prepared balance sheet and income and expense statement, if any, of the Association;
- (e) The current operating budget adopted by the Board of Directors, if any;
- (f) Balance sheets and other records required by Wyoming corporate law;



- (g) Tax returns for state and federal income taxation, if any;
- (h) Minutes of proceedings of incorporators, Owners, Directors, committees of Directors and waivers of notice; and
- (i) A copy of the most current versions of the Bylaws, rules and regulation and resolution of the Board of Directors.

## **ARTICLE 9**

### **Miscellaneous**

**Section 9.1 Notices.** All notices to the Association of the Board of Directors shall be delivered to the office or residence of the President and in his absence or unavailability to the Secretary. Except as otherwise provided, all notices to any Owner shall be sent to the Owner's address as it appears in the records of the Association. All notices shall be deemed to have been given when mailed except notices of changes of address, which shall be deemed to have been given when received.

**Section 9.2 Fiscal Year.** The Board of Directors shall establish the fiscal year of the Association.

**Section 9.3 Waiver.** No restriction, condition, obligation or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason or any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

## **ARTICLE 10**

### **Amendments to Bylaws**

These Bylaws may be amended only by vote of two-thirds (2/3) of the members of the Board of Directors, following notice and comment to all Owners, at any meeting duly called for such purpose, or by vote of a majority of the Owners at a regularly called and duly noticed meeting.

**ATTEST:** Certified to be the Bylaws adopted by consent of the Board

of Directors of the Cherry Hills of Cheyenne Homeowners Association dated effective this 23 day of June, 2003.

  
Lester L. Cole  
President and Director

  
James B. Leeling  
Secretary/Treasurer and Director