

**SKY-HI RETREAT PROPERTY OWNERS
ASSOCIATION, INC.**

BYLAWS

REVISED

AUGUST 6, 2016

An amendment to document 2012-09758 previously recorded on June 19, 2012.

**BY-LAWS OF
SKY-HI RETREAT PROPERTY OWNERS
ASSOCIATION, INC.**

Amended: August 6, 2016

ARTICLE I

Name and purpose of corporation

Section 1. Name. This corporation shall be known as the Sky-Hi Retreat Property Owners' Association, Inc. hereinafter called the Association.

Section 2. Purpose. The purpose of the Association shall be as follows:

1. To help protect, preserve and enhance the peaceful country environment in Sky-Hi Retreat.
2. To assist in the interpretation and enforcement of the Covenants, Conditions, and Restrictions (C.C.& R.'s) set forth for Sky-Hi Retreat.
3. To promote cooperation among the members of the subdivision.
4. To monitor and act as liaison among various agencies or governments (e.g. town, county, state, federal, tribe) in their pursuance of any activities that directly or indirectly affect Sky-Hi Retreat.

ARTICLE II

Membership

Section 1. Eligibility. All persons who own property in Sky-Hi Retreat Units I and II shall be eligible for membership in the Association.

Section 2. Membership. Each membership shall consist of one vote regardless of the number of recorded owners of property, and/or the number of properties owned, and all properties must comply with the C.C.&R.'s.

Section 3. Termination. Membership in the Association will terminate upon any member ceasing to be an owner of property in the subdivision, non-payment of dues, or resignation. Membership is transferable to the new owner of the property, only when requested by seller.

ARTICLE III

Board of Directors

Section 1. Powers and Duties. The general management of the affairs of the Association shall be vested in the Board of Directors, which shall number no fewer than seven (7). The term of office of each director shall be three (3) years.

Section 2. Election of Directors. The directors of the Association shall be elected at the annual meeting, and to be eligible must be a member in good standing of the Association.

The number of directors shall be such that at each annual meeting one-third thereof shall be elected for a full three-year term. The candidates receiving the largest number of votes, of those cast, shall be declared elected. In no case shall a member of the Association be entitled to more than one director's position on the Board of Directors at any one time. This section does not limit alternate director positions.

Section 3. Meetings of the Board. All board meetings shall be open to the general membership. There shall be at least four regular meetings held each year. Special meetings of the Board of Directors shall be called by the President, or by the Secretary upon request of any two members of the Board of Directors. Seven days notice of special meetings shall be given to all directors, and shall be deemed sufficient notice. Emergency meetings may be called by the President (or any authorized officer, in the absence of the President) in which seven days notice is not feasible to conduct a particular item of business.

Section 4. Quorum for Board Meeting. Four (4) members of the Board of Directors shall constitute a quorum.

Section 5. Appointment of Committees. Standing committees are:

- a. Deed Restrictions and Zoning
- b. Membership
- c. Nominations
- d. Forestry and Fire Safety
- e. Social
- f. Other committees as deemed necessary

The Board of Directors shall appoint members to all committees and may delegate to those committees any powers that the Board itself may have. The term of any such appointment shall be determined by the Board, and any member may be removed by the Board at any time. The chairman of any committee shall be a member of the Association. Each committee will have at least one (1) member of the Board of Directors serving on its behalf.

Section 6. Place of Director's Meeting. The meetings of the Directors may be held at any location in Sky-Hi Retreat, or in such other location as may be designated by the President.

Section 7. Vacancies in Office. If a vacancy occurs among the Officers or other Directors, the Board of Directors shall appoint someone to fill the vacancy for the unexpired term.

Section 8. Alternates to the Board. The Board of Directors is authorized to appoint alternates to the Board, serving one (1) year terms, with voting privileges in the case of absence of a director. The President shall be empowered to activate the alternates' voting privilege as needed at any given time.

Section 9. Removal of Directors or Officers. All officers and members of the Board must remain current in their dues. Anyone not current at the Annual Meeting will be

automatically removed from the Board. The Board of Directors may, at any regularly scheduled meeting, remove any officer or board member who misses three consecutive meetings. Excused circumstances will not be counted. Any resulting vacancies shall be filled in accordance with Article 3, Section 7.

ARTICLE IV

Officers

Section 1. Officers. The Officers of the Association shall consist of President, Vice President, Secretary, and Treasurer and must be members of the Board of Directors. A Parliamentarian shall be appointed to rule on points of order. The Board of Directors shall elect the Officers of the Association at a closed meeting, to be held directly after the Annual Meeting of members. Officers elected shall hold office for a period of one (1) year, or until new officers are elected.

Section 2. President. The President shall preside at all meetings of the Association and of the Board of Directors, and may appoint such committees as he or the Association shall consider expedient or necessary. The president shall be an ex-officio member of all committees.

Section 3. Vice President. In the absence of the President, the Vice President shall preside and assume all duties of the President.

Section 4. Secretary. The Secretary shall keep the minutes of all meetings and maintain all official records of the Association and the Board of Directors. The Secretary shall mail out all notices for meetings of the Association and the Board of Directors; and shall perform such other duties as may be required by the By-Laws, the President, or the Board of Directors.

Section 5. Treasurer. The Treasurer shall have charge of all receipts and moneys of the Association, deposit them in the name of the Association in a bank approved by the Board of Directors, and disburse funds as ordered or authorized by the Board of Directors. The Treasurer will maintain a petty cash fund of \$100. The Treasurer shall keep regular accounts of receipts and disbursements, submit records when requested, and present an itemized report at all meetings of the Board of Directors and the Association. The Treasurer, President, Vice President and Secretary shall be empowered to sign checks and withdrawal slips on behalf of the Association upon any and all of its bank accounts.

Section 6. Execution of Instruments. The President and the Secretary or the Treasurer, or such other officer or officers as may be directed by the Board of Directors from time to time, shall be authorized to sign all leases, contracts, deeds, mortgages, or other instruments in writing when they have majority approval of the membership.

ARTICLE V
Meeting of Membership

Section 1. Annual Meetings of Members. The Annual Meeting of the members of the Association shall be held on the first Saturday of August of each year at a place to be designated by the President, unless otherwise specified by the Board of Directors. Notice of the time and place of the annual meeting shall be mailed by the Secretary to each member at least fourteen (14) days prior to the meeting; and also posted at the entrance to Sky-Hi Retreat.

Section 2. Special Meetings of Members. Any member in good standing for any purpose or purposes may request a special meeting of the members. The Board of Directors shall decide when and where such meeting will be held. Notice of the meeting shall be mailed to each member at least ten (10) days prior to the meeting, and at such special meeting there shall only be considered such business as is specified in the notice of meeting.

Section 3. Quorum for Members' Meetings. At all meetings of the Association, either regular or special, twenty-five (25) members in good standing being physically present or represented by proxy shall constitute a quorum.

Section 4. Lack of Quorum. If a quorum is not present, the presiding officer may adjourn the meeting to another fixed day and time.

Section 5. Order of Business. At all meetings of the Association, the order of business shall be as follows:

- Bring meeting to order
- Pledge of allegiance to the flag
- Secretary read the minutes of the last meeting for approval
- Treasurers Report
- Election of Directors
- Receive Committee reports
- Complete unfinished business
- New Business
- Guest Speaker if available and selected
- Adjourn

ARTICLE VI
Dues

Section 1. Annual Dues. Membership is valid from August to August. Yearly dues shall be set and voted on at the Annual meeting. The amount of membership dues shall be recorded in the meeting minutes. Dues shall be paid to the Treasurer or any Board Member. To allow for new members joining after the Annual meeting, dues may be pro-rated on a monthly basis.

Section 2. Loss of Membership. Any member whose dues remain unpaid after December 31 automatically ceases to be a member, however, may be reinstated upon full payment of all dues in arrears.

ARTICLE VII
Approval and Amendment of By-Laws

Section 1. Repeal, Alterations, or Amendments. These by-laws may be repealed, altered, or amended; or substitute by-laws may be adopted at any time by a majority of the Board of Directors of the Corporation at any legal meeting.

Section 2. Power of Members. The decision of the Board of Directors on adoption, amendment or repeal of these by-laws may be overruled at any legal meeting of the membership by the vote of the majority of those present and entitled to vote, except as otherwise required by law or by these by-laws, and if such decision is so overruled, the membership shall by majority vote, amend, adopt or repeal such by-law or by-laws.

ARTICLE VIII
Miscellaneous

Section 1. Inspection of Corporate Records. The records of membership, the books of account, and the minutes of proceedings of the members and directors shall be open to inspection upon written request of any member, at any reasonable time, and for a purpose reasonably related to his/her interests as a member. Such inspection may be made in person or by an agent or attorney, and shall include the right to make and purchase copies or extracts. Request for such inspection meeting shall be made in writing to the President, Secretary or Treasurer of the Association. Such officer shall refer every such request to the Board of Directors.

Section 2. Management Agreements. The Board of Directors shall have the express authorization, right and power to engage the services of third parties in order to facilitate efficient operation of any facility or facilities for the common benefit of members of the Association or their guests.

Section 3. Lot Purchases and Common Area Improvements. On behalf of the Association, the Board of Directors may purchase, lease, sub-lease and accept a donation of any portion of real property (improved and unimproved) described in the by-laws upon a majority affirmative vote of the membership. In addition, upon similar authorization of the majority, the Board of Directors may contract on behalf of the Association, for the construction of such recreational facility or facilities to enhance the beauty and usefulness of the area described in these by-laws as it may deem desirable.

ARTICLE IX
Offices and Books

Section 1. Offices. The principal office of the corporation shall be at such place or places, as the Board of Directors shall from time to time determine.

Section 2. Books. Up-to-date books of all the business and the transactions of the Corporation shall be kept at the office of the corporation. A copy of these by-laws and the membership records of the corporation, which contains the names, mailing addresses, lot numbers and Sky- Hi street addresses of all members of the Association, shall be included.

ARTICLE X

Fiscal Year

The fiscal year of the corporation shall run from January 1st through December 31st.

ARTICLE XI

Parliamentary Procedure

Roberts Rules of Order shall prevail at all meetings.

ARTICLE XII

Associations

The Board of Directors may choose to hold membership in any group or organization in which it may be eligible.

Approved and adopted by vote of the Board of Directors.

Ron Shaw, President

Date