

**RESTATED BYLAWS OF STILLWATER COVE
CONDOMINIUM ASSOCIATION**

ARTICLE I.

DEFINITIONS

Section 1. Restrictions: "Restrictions" shall mean that certain Restated Stillwater Cove Declaration of Covenants, Conditions and Restrictions Establishing A Plan of Condominium Ownership executed filed on SEPT 28, 2000 as document number 2486258, which restated and replaced the Covenants, Conditions and Restrictions formerly existing and amended which were first recorded on June 17, 1980, in the Office of the Recorder of the County of Washoe, Nevada, as Document No. 678114, and amended on October 3, 1980, in Book 1552, Page 944, as Document 698006; and amended on February 25, 1982, in Book 1719, Page 932, as Document No. 782541; and amended on September 20, 1989, in Book 2966, Page 490 as Document No. 1350555; and amended on November 18, 1993, in Book 3915, Page 0698 as Document No. 1737914; and amended on December 1, 1994, in Book 4203, Page 0376 as Document No. 1853566.

Section 2. Other Terms: All other terms shall have the meanings given them in the Restrictions unless expressly otherwise provided herein.

ARTICLE II.

MEMBERSHIP AND VOTING

Section 1. Membership: Each Owner shall be a Member of the Association with the rights, duties and obligations as set forth in the Restrictions.

Section 2. Voting Rights: Voting rights of Members, as Owners, are set forth in the Restrictions.

Section 3. Proxies: Any Member may attend meetings of the Members and vote in person, or by a proxy duly appointed by an instrument in writing signed by the Member and filed with the Secretary of the Association. A Member may revoke the appointment of a proxy at any time by written notice to the Secretary. The appointment of a proxy shall be deemed revoked:

- (a) when the Secretary shall receive actual notice of the death or judicially declared incompetence of the Member who appointed the proxy, or
- (b) upon recordation of a conveyance by such Member of all of his interest in the Condominium to which his vote is appurtenant, or
- (c) upon the expiration of the term, if any, specified in the instrument appointing the proxy, or
- (d) by a subsequent proxy executed by such Member and presented to the Meeting, or
- (e) as to any meeting, by the personal exercise of his vote by any such Member; provided, however, that no proxy shall be valid after the expiration of three (3) years from its execution. Where there is more than one record Owner of a Condominium, any or all of such persons may attend any meeting of the Members, but there shall be no more than one vote attributable to each Condominium. Any designation of a proxy to act for such persons must be signed by all of such persons. A designated and authorized officer of a corporate Member may cast the vote of the corporate Member. An authorized general partner of a partner Member may cast the vote of the partner Member.

ARTICLE III.

MEETINGS OF MEMBERS

Section 1. Annual Meetings: There shall be an annual meeting of the Members at such reasonable place, day and hour as may be designated by written notice of the Board of Directors delivered to the Members not later than sixty (60) nor less than ten (10) days prior to the date fixed for the meeting.

Section 2. Special Meetings: Special meetings of the Members may be called at any time for the purpose of considering matters which, by the terms of the Restrictions, require the approval of all or some of the Members, or for any other reasonable purpose.

Except as provided in Section 4 hereof, said meetings may be called by:

- (a) Vote for such a meeting by a majority of a quorum of the Board;
- (b) Written request therefor signed by Members representing at least five percent (5%) of the total voting power of the Association. Within thirty (30) days after receipt of a resolution or notice demanding a special meeting, the Secretary shall give written notice thereof to all of the Members as herein provided which shall specify the date, time and place of the meeting and the matters to be considered thereat. Except in cases of emergency, the meeting shall be set for a date not less than ten (10) nor more than sixty (60) days after the date of notice.

Section 3. Deleted

Section 4. Quorum: The presence at a meeting of Members, in person or by proxy, entitled to cast one-half (1/2) of the total voting power of the Association shall constitute a quorum for any

action. If, however, such quorum shall not be present, no business may be transacted, except that the meeting may be adjourned by a majority of the total voting power of each class of voting membership of the Association present to a date not less than five (5) days nor more than thirty (30) days from the original date of the meeting. If a time and place for the adjourned meeting is not fixed by those in attendance at the original meeting, or if for any reason a new date is fixed for the adjourned meeting after adjournment, notice of the time and place of the adjourned meeting shall be given to the Members in the manner prescribed for regular meetings. At an adjourned meeting, the presence of Members, in person or by proxy, entitled to cast at least twenty-five percent (25%) of the total voting power of each class of voting membership of the Association shall constitute a quorum. A meeting may only be adjourned once. Thereafter a new meeting must be called and the original quorum requirements shall be applicable.

Section 5. Meeting Place: All meetings of the Members shall be held at a suitable meeting place within or as close to the Condominium Project as possible, but in no event outside the County of Washoe, State of Nevada.

Section 6. Action Without Meeting:

- (a) Subject to the provisions of subsection (e) below, any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the Association distributes a written ballot to every Member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time of not less than thirty (30) days nor more than ninety (90) days within which to return the ballot to the Association.
- (b) Approval by written ballot pursuant to this Section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required

to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action or proposal at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

- (c) Ballots shall be solicited in a manner consistent with the requirements for giving notice of meetings. All such solicitations shall indicate the number of responses required to meet the quorum requirement and, with respect to ballots other than for election of Members of the Board, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted, such time limits to be consistent with the provisions of subsection (b) above.
- (d) A written ballot may not be revoked.
- (e) Election of members of the Board may not be conducted by written ballot without a meeting, but must take place at a meeting.
- (f) If the Members resolve by unanimous written consent to take any action, an explanation of the action taken shall be posted at prominent places within the Common Area within three (3) days after the written consents have been obtained.

ARTICLE IV.

BOARD OF DIRECTORS: SELECTION/TERM/POWERS AND DUTIES

Section 1. Number: The authorized number of directors shall be five (5) until changed by amendment of the Articles or by a Bylaw duly adopted by the Members amending this Section 1.

Section 2. Qualifications: The office of director shall be limited to persons who are Owners or duly authorized representatives of partnership or corporate Owners.

Section 3. Election and Term:

- (a) At each annual meeting of the members, the Members shall elect a number of directors equal to the number of directors whose terms shall have expired at the time of such meeting.
- (b) A director shall serve for a term from the annual meeting at which he was elected until the second annual meeting following his election, or until the election of his successor, or until his death, resignation or removal, whichever is earlier.

Section 4. Deleted

Section 5. Nominations: The Board or any Member may nominate candidates for election to the Board by written or oral nomination made at any time prior to the closing of nominations at any meeting at which an election is to be held. A reasonable time to allow for nominations from the floor shall be provided at any such meeting.

Section 6. Resignation and Removal: Any director may resign at any time by giving written notice to the Board, and any director may be removed from membership on the Board by the vote of Members representing more than fifty percent (50%) of the total voting power of the Association; provided, however, that unless the entire Board is removed an individual director shall not be removed prior to the expiration of his term if the number of votes cast against his removal would be sufficient to elect him a director if voted cumulatively at an election at which (i) the same total number of votes were cast, and (ii) the number of directors permitted to be elected at the most recent election of directors were then being elected; and provided further, that a director elected by vote of the Members pursuant to Section 4 hereof may only be removed from office prior to expiration of his term by the vote of at least a simple majority of the portion of the total voting power of the Association held by Members other than Grantor. Remaining directors may

fill a vacancy on the Board whether the remaining directors constitute a quorum or not; provided, however, that the remaining directors shall not fill a vacancy on the Board created by the removal of a director pursuant to the provisions of this Section without the vote or written consent of Members holding a majority of the voting power of the Association. A director who ceases to be (i) an Owner, or (ii) a duly authorized representative of a partnership or corporation which is an Owner shall be disqualified from further service on the Board and shall be replaced as herein provided.

Section 7. Exculpation: A director shall have no liability on contracts entered into on behalf of the Association, nor shall a director be liable to any Member of the Association for any acts performed or done as a director in good faith. The Association shall hold and save the members of the Board harmless of and from any and all loss, cost, damage, injury or expense arising out of or in any way related to claims for which exculpation and exoneration is provided herein. The indemnity provided for in this Section shall include, without limitation thereto, costs of defense such as court costs and attorneys' fees.

Section 8. Deleted.

Section 9. Powers and Duties: The Board shall exercise and perform for the Association all powers, duties and authority vested in or delegated to the Association by, and not reserved to the membership by other provisions of, these Bylaws, the Articles of Incorporation, the Restrictions or the law of the State of Nevada.

ARTICLE V.

MEETINGS OF BOARD

Section 1. Regular Meetings: Regular meetings of the Board of Directors shall be held at least once every ninety (90) days except in the case of an emergency. Notice of the time and place of such meetings shall be sent prepaid United States mail to the mailing addresses of each unit owner and shall be given to all directors not less than ten (10) days prior to the meeting; provided, however, that notice of a meeting need not be given to any member of the Board who has signed a waiver of notice or a written consent to the holding of the meeting.

Section 1.1. Items for Quarterly Review: At least once every 90 days the executive board shall review at one of its meetings:

- (a) A current reconciliation of the operating account of the association;
- (b) A current reconciliation of the reserve account of the association;
- (c) The actual revenues and expenses for the reserve account, compared to the budget for that account for the current year;
- (d) The latest account statements prepared by the financial institutions in which the accounts of the association are maintained;
- (e) An income and expense statement, prepared on at least a quarterly basis, for the operating and reserve accounts of the association; and
- (f) The current status of any civil action or claim submitted to arbitration or mediation in which the association is a party.

Section 2. Special Meetings: Special Meetings of the Board may be called by written notice signed by the President or by any two (2) directors other than the President. The notice shall

specify the day, hour and place (within or as close to the Condominium Project as possible) of the meeting and the nature of any special business to be considered. The notice shall be posted in the manner required for notice of a regular meeting and shall be given to all directors not less than ten (10) days prior to the scheduled time of the meeting; provided, however, that notice of the meeting need not be given to any member of the Board who has signed a waiver of notice of or a written consent to the holding of the meeting.

Section 3. Open Meetings, Executive Sessions: Regular and Special meetings of the Board shall be open to all Members; Members who are not on the Board may participate in any deliberation or discussion unless expressly prohibited by the vote of a majority of a quorum of the Board present at the Meeting. The Board may, with the approval of a majority of a quorum present at the Meeting, adjourn the Meeting and reconvene in Executive Session to discuss and vote upon personnel matters, litigation which may affect the Condominium Project, the Board, the Association or the Members, and business of a similar nature. The Board may receive in Executive Session any information which may be the subject of a claim of privilege in any judicial or administrative proceeding. The nature of any and all business to be considered in Executive Session shall first be announced in open session.

Section 4. Quorum: A majority of the authorized 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.

Section 5. Board Officers: The Board shall elect a President who shall preside over both its meetings and those of the Members. The Board shall also elect the officers referred to in Article

VI. Meetings of the Board may be held and conducted in accordance with such regulations as the Board may adopt.

ARTICLES VI.

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers: The officers of the Association shall be a President, Vice-President, Treasurer, and Secretary and such other officers as the Board may from time to time designate or create by resolution.

Section 2. Election of Officers: The election of officers shall take place at the first meeting of the Board following the first meeting of the Members and each annual meeting of the Members thereafter.

Section 3. Term: Each officer of the Association shall be elected annually by the Board and each shall hold office for one year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Resignation and Removal: Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. The resignation shall take effect on the date of receipt of the notice or at any later time specified therein; the acceptance of the resignation shall not be necessary to make it effective.

Section 5. Vacancies: A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to the vacancy shall serve for the remainder of the term of the officer he replaces.

Section 6. 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 which the Board may create.

Section 7. Duties: The duties of the officers shall be as specified by the Board from time to time.

ARTICLE VII.

MISCELLANEOUS

Section 1. Books and Records:

(a) The membership register and books of account of the Association and minutes of meetings of the Members, of the Board, and of any committees of the Members or of the Board, shall be made available for inspection and copying by any Member or by his duly appointed representative at any reasonable time at the office of the Association or at such other convenient place as the Board shall prescribe. The Board shall establish reasonable rules with respect to:

- (1) Notice to be given to the custodian of the records by a Member desiring to make such an inspection;
- (2) Hours and days of the week when such an inspection may be made; and
- (3) Payment of the cost of reproducing copies of documents requested by a Member.

(b) Every member of the Board shall have the absolute right, at any reasonable time, to inspect all books, records and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by members of the Board shall include, without limitation, the right to make extracts and copies of documents at Association expense.

Section 2. Notices: Any notice permitted or required to be given as provided herein or in the Restrictions may be given either by personal delivery, or by deposit in the mailbox of the Member and/or member of the Board, or by mail. If notice is given by mail, it shall be deemed to have been received seventy-two (72) hours after a copy has been deposited in the United States mail, postage prepaid, addressed to each Member and/or member of the Board at the address given by such person to the Association for the purpose of service of notice or as shown on the public record as the mailing address for mailing tax bills. The address of each Member and/or member of the Board for purposes of notice may be changed from time to time by notice in writing to the Board.

Section 3. Non-Profit Purpose: Neither the Board nor any member of the Board shall do any act or authorize or suffer the doing of any act by an officer or employee of the Association which is inconsistent with the non-profit purpose of the Association. Any such act or acts shall be ultra vires and void.

Section 4. Fiscal Year and Reports: The fiscal year of the Association shall be as established by the Board of Directors. The Board shall deliver to each Member of the Association a copy of the Annual Report of the Association for the preceding fiscal year prepared in accordance with the provisions of the Declaration of Conditions, Covenants and Restrictions within sixty (60) days after the end of the fiscal year. Further, the Board shall deliver sixty (60) days prior to the

beginning of each fiscal year, an estimate of the operating expenses to be paid during such year by the Association in the performance of its duties as required by the Declaration of Conditions, Covenants and Restrictions and section 4.1 herein.

4.1. Items included in Budget: The estimated yearly operating expenses will include:

- (a) The current estimated replacement cost, estimated remaining life and estimated useful life of each major component of the common elements;
- (b) As of the end of the fiscal year for which the budget is prepared, the current estimate of the amount of cash reserves that are necessary, and the current amount of accumulated cash reserves that are set aside, to repair, replace or restore the major components of the common elements;
- (c) A statement as to whether the executive board has determined or anticipates that the levy of one or more special assessments will be required to repair replace or restore any major component of the common elements or to provide adequate reserves for the purpose; and
- (d) A general statement describing the procedures used for the estimation and accumulation of cash reserves pursuant to subparagraph (b) above, including, without limitation, the qualifications of the person responsible for the preparation of the study required by NRS 116.31152.

ARTICLE VIII

AMENDMENTS

Section 1. Special Majority: Subject to the limitations set forth in Sections 2 and 3 of this Article VIII, these Bylaws may be amended by the vote (at a regular or special meeting of the Members) or written consent of a majority of a quorum of Members then entitled to vote. In addition any

amendment to the Bylaws shall require the affirmative vote or written assent of at least a majority of the Board.

Section 2. Interpretation: In the case of any conflict between the Articles or these Bylaws and the Restrictions, the Restrictions shall control. No amendment hereof shall have the effect of producing an amendment of the Restrictions.

Section 3. Notice of Proposed Amendment: At any meeting, whether regular or special, where an amendment of the Restrictions, Articles or Bylaws may be considered, the notice of the meeting (or a notice given to all Members in the manner of a notice for a meeting and within the time limits provided) shall so state and if a specific amendment is proposed the notice shall include the text of the proposal.

CERTIFICATE OF SECRETARY

I, Dwight J. Baum, Secretary of Stillwater Cove Condominium Association, certify that the foregoing were approved by the Board of Directors and after Notice to the Members, adopted as the Restated Bylaws of Stillwater Cove Condominium Association by a majority affirmative vote of the Members of the Association at the Annual Meeting of Owners on August 15, 2015.

Dated: Oct 23, 2019.



Secretary, Stillwater Cove Condominium
Association