

Second Amended and Restated Burton Flats Condominium Owners Association

Bylaws

The Burton Flats Condominium Owners Association hereby adopts the following Second Amended and Restated Bylaws:

Article I – Name, Office and Statement of Purpose

1. **Name.** Burton Flats Condominium Owners Association, hereinafter referred to as the “Association.”
2. **Offices.** The Association’s present principal mailing address is 1301 Avon St., Sheridan, WY 82801.
3. **Statement of Purpose.** The Association’s duties are to establish common expenses and assessment of dues for Burton Flat Condominium owners. The Association’s duties are also to enforce and determine compliance with the Declaration of the Burton Flats Condominiums and to oversee the conditions and restrictions of use of units and common areas as more fully set for in the Declaration of the Burton Flats Condominiums. The Association shall also have the authority to designate additional rules and regulations for the common plan of use.

Article II – Association

1. **General Powers.** The affairs of the Association shall be managed by its Board of Directors and the Board shall have the power to review the actions of its officers, if any.
2. **Number, Tenure and Qualification.** The number of Board members shall be no less than three (3) and no more than five (5), and the Board shall always consist of an odd number of Board members. Each Board member shall be entitled to one (1) vote. The Board shall be comprised of record title unit owners only, and shall not include non-record title unit owners such as spouses of unit owners, lessees of unit owners, or any other person residing in a unit who is not a record title holder to a unit within Burton Flats Condominiums. Board members shall each serve for a three (3) year term. Board members will be elected on an annual basis at the end of each year as more fully described below. A Board member whose term has not expired is not prevented from running for re-election as a Board member and may be re-elected to the Board. A Board member shall be elected by the record unit owners with each unit having one (1) vote. No unit shall be permitted more than one (1) vote.

3. **Election of Board Members.** Election of Board members shall be on an annual basis for the open Board position. The Board shall seek nominations from all unit owners by sending out requests for nominations by mail by no later than April 15th of each year, with the deadline to submit nominations due by no later than May 1st of each year. Thereafter, if there is only one (1) nomination, the nominated unit owner shall serve on the Board without the need for an election. If there is more than one (1) nomination, an election shall be held with the Board sending out ballots by mail to all unit owners. Written ballots shall be mailed to unit owners immediately following the Board's first meeting on the first Thursday of May with returned ballots due no later than May 31st of that year. Votes shall be tallied and the election of Board members shall be announced at the Board's first annual meeting.

4. **Regular Meetings.** One regular annual meeting of the Board shall be held each year on the first Thursday of the month of June or at a date and time as otherwise determined by the Board. The purpose of the annual meeting shall be for the announcement of the election of the Board members and the election of the Officers of the Board, and for the transaction of such business as shall come before the Board. The regular annual meeting shall also serve as the regular meeting for the month of June. One regular monthly meeting of the Board shall be held each month on the first Thursday of the month, or at a date and time as otherwise determined by the Board. The monthly meetings shall be for the transaction of such business as shall come before the Board. In the event an annual or regular meeting is not held on the first Thursday of the month, written notice of the alternate annual and monthly meeting date and time shall be given to Board members by the President or by any other officer, or their designee, in the manner as provided in Paragraph 6 of these Bylaws. Attendance at the annual monthly meetings can be in person, or by telephone conference, skype, facetime, or any other electronic method of appearance that would permit a Board member to participate in the meeting.

5. **Special Meetings.** Special meetings of the Board may be called by or at the request of the President of the Board or at least twenty percent (20%) of the Board members then in office. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them. Attendance at the special meeting can be in person, or by telephone conference, skype, facetime, or any other electronic method of appearance that would permit a Board member to participate in the meeting.

6. **Notice.** Notice of any special meeting of the Board shall be given at least three (3) days previous thereto by written notice delivered personally, sent by mail or sent by e-mail to each Board member at his or her address as shown by the records of the Board. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, in a sealed envelope so addressed, with postage thereon prepaid. If e-mailed, such notice shall be deemed to be delivered when sent. Any Board member may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Board member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7. **Failure to Hold Meeting.** The failure to hold an annual or regular meeting at a time stated or fixed in accordance with the Board By-laws does not affect the validity of any Board action.

8. **Act of the Board Members, Quorum, Proxy Voting.** A majority of the Board members shall constitute a quorum for the transaction of the business at any meeting of the Board; but if less than a majority of the Board members are present at said meeting, a majority of the Board present may adjourn the meeting from time to time until a quorum is present. A Board member absent from a meeting is considered present for the purposes of a quorum and that member's vote will be accepted if that member's written appointment of proxy is delivered to and received by the President twenty-four (24) hours prior to a meeting and shall be kept as part of the regular meeting minutes. An appointment of a proxy is valid for one (1) month unless a different period is expressly provided in the appointment of proxy, provided, however, that no proxy shall be valid for more than two (2) months.

9. **Action Without Meeting.** Action required or permitted to be taken at a meeting of the Board may be taken without a meeting if notice of the proposed action is given to all members and the action is approved by seventy-five percent (75%) of the members entitled to vote on the action. Notice of the proposed action shall be delivered by the President, or his or her designee, via e-mail, using the e-mail addresses of Board members as they appear in the membership rolls of the Board. Members may vote on the action via e-mail.

10. **Unit Owner Participation at Meetings.** Unit owners will be permitted to attend any annual, regular or special meeting. However, participation at any meeting will be the sole discretion of the Board members. If a unit owner becomes disruptive or disrespectful during any meeting, the Board shall be permitted to refuse to allow the unit owner to participate or comment during the meeting and may remove the unit owner from attending the meeting and may refuse to allow the unit owner to attend future meetings.

11. **Vacancies.** Any vacancy occurring in the Board shall be filled by the Board, upon nomination by the President and approved by a majority vote of the Board. A Board Member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in the office.

12. **Removal of Board Members.** The Board members may remove one or more Board members, without cause. A Board member may be removed by the Board only at a meeting called for the purpose of removing him or her, and the written meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Board member. The notice shall be given at least seven (7) days prior to the meeting date. Seventy-Five percent (75%) vote of a quorum of the Board members present at the meeting shall be required to remove a Board member.

13. **Resignation.** A Board member may resign at any time by delivering written notice to the Board, or to the President or Secretary. A resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

14. **Compensation.** No compensation shall be paid to the Board for their services or for their services as Board members.

Article III - Officers

1. **Officers.** The officers of the Board shall be the President, Secretary and Treasurer. No two offices may be held by the same person, except Secretary and Treasurer, and upon a majority vote of the Board.

2. **Election and Term Office.** The officers of the Board shall be elected by the Board at its annual meeting and serve a three (3) year term. Elections shall be staggered so that only one (1) Board position shall be open for election each year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. The officers of the Board must also be Board members. Each officer shall hold office until his or her term as Board member expires.

3. **Removal and Resignation.** Any officer elected or appointed by the Board may be removed by the Board at any time, without cause. Any officer may resign at any time by delivering written notice of such to the Corporation. Any officer may be removed by the Board only at a meeting called for the purpose of removing him or her, and the written meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Board member. The notice shall be given at least seven (7) days prior to the meeting date. Seventy-Five percent (75%) vote of a quorum of the Board members present at the meeting shall be required to remove any officer.

4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term by a majority vote of the Board.

5. **President.** The President shall be the principal executive officer of the Board and shall supervise and control all of the business and affairs of the Board. The President shall preside at all meetings of the Board. The President shall sign, with the Secretary or any other proper officer of the Board authorized by the Board, any deeds, mortgages, easements, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by these Bylaws. The President shall in general perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time. The President shall appoint advisory Boards as are necessary for the efficient operation of the Board. The President shall be an ex-officio member of each such Board.

6. **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Board, shall receive and give receipts for monies due and payable to the Board from any source whatsoever, and shall deposit all such monies in the name of the Board in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws. The Treasurer shall in general perform all the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to him or her by the President or by the Board. The Treasurer shall make a report at each annual meeting of the Board.

7. **Secretary.** The Secretary shall keep the minutes of the meetings of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Board records; and in general perform all duties incident to the office of the Secretary and such other duties as, from time to time, may be assigned to him or her by the President or by the Board. Within five (5) days of any Regular Meeting the Secretary shall circulate via e-mail amongst the Board a draft of the meeting minutes from the prior meeting. To approve the meeting minutes, a majority of the Board must vote to approve the minutes, said vote being conducted via e-mail.

Article IV - Advisory Boards

The President may appoint one or more advisory Boards. The President may at any time appoint additional members to any such Board. Members of any such Board shall serve at the pleasure of the President. Such advisory Boards shall advise with and aid the officers of the Board in all matters designated by the President and the Board, and prescribe rules for the call and conduct of meetings of the advisory Board and other matters relating to its procedure. Advisory Board members may consist of any unit owner within the Subdivision and are not required to be members of the Board.

Article V – Contracts, Checks, Deposits and Funds

1. **Contracts.** The Board may authorize any officer or officers, agent or agents, of the Board in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Board, and such authority may be general or confined to specific instances.

2. **Checks, Drafts, etc.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Board, shall be signed by such officer or officers, agent or agents of the Board and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or Secretary of the Board.

3. **Deposits.** All funds of the Board shall be deposited from time to time to the credit of the Board in such banks, trust companies, or other depositories as the Board members may select.

4. **Contributions.** Contributions may be solicited and received either in the form of services or financial or material assistance necessary to carry out and fulfill the purposes set forth in these Bylaws.

5. **Gifts.** The Board members may accept on behalf of the Board any gift, bequest, or devise for the general purpose or for a special purpose of the Board.

6. **Assets.** In the event of a dissolution of the Association and after the payment of any debts or obligations, the assets of the Association shall be distributed equally amongst the Unit owners within Burton Flats Condominiums. For the purposes of this provision, each Unit is considered to only have one owner even if owned jointly by more than one person.

Article VI – Fees

The Board is responsible for assessing fees upon all unit owners within Burton Flats Condominiums. Fees shall be paid annually by all unit owners in an amount determined by the Board. Each year, by no later than November 1st, the Board shall send out notices to all unit owners that fees are to be paid by no later than December 31st. The Board is permitted to set a lower fee for unit owners if paid by December 31st and a higher fee if paid after December 31st. A late notice for any unpaid fees shall be sent out by no later than January 15th of the following year notifying unit owners of their unpaid fees. If any fees remain unpaid by February 1st, the Board shall refer the matter to the Board's attorney for the issuance of a letter to the unit owner that any unpaid fees must be paid within ten (10) days of receipt of the letter and that failure to pay fees will result in legal action necessary to collect the fees.

Article VII – Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board. All books and records of the Board may be inspected by any unit owner, or his or her agent or attorney, for any proper purpose at any reasonable time. However, the Board is permitted to charge a reasonable fee for making any copies of documents or for the time incurred for any oversight of any inspection completed by a unit owner.

Article VIII – Fiscal Year

The fiscal year of the Association shall be as determined by the Board in its sole discretion.

Article IX – Amendments to Bylaws

These Bylaws may be altered, amended, repealed, or replaced and new Bylaws may be adopted, only by a majority of the Board members in office at the time the amendment is adopted. The Board shall provide notice of any meeting of the Board to all Board Members at which an amendment is to be approved. The notice shall be given at least seven (7) days prior to the scheduled meeting, and shall state specifically that the purpose, or one of the purposes of the meeting, will be to consider an amendment to the Bylaws and contain or be accompanied by a copy or summary of the amendment, or state the general nature of the amendment.

Effective this 26 day of January, 2024.

Board of Directors for Burton Flats Condominium Owners Association:

Marla Heberlein

Marla Heberlein, Director

Janean R. Solomon

Janean Solomon, Director

Pete Schoonmaker

Pete Schoonmaker, Director