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Homestead Landowners’ Association, Inc. Bylaws 2026

Article I – Name and Location

The name of the Corporation is Homestead Landowners’ Association, Inc., hereinafter referred to as “HLA, Inc.” The principal office of HLA, Inc. shall be the office located within the Homestead Community Center, 2 Sweeten Trail, Datil, NM 87821-0605. The mailing address is P.O. Box 605, Datil, NM 87821-0605. (SIGN ON BUILDING READS “HLA SERVICE BUILDING”)

Article II – Definitions

Section 1. “**HLA, Inc.**” shall mean and refer to the Homestead Landowners' Association, Inc., its successors, and assigns.

Section 2. “**Board**” shall mean and refer to the Board of Directors of HLA, Inc.

Section 3. “**Declaration**” shall mean and refer to the Declaration of Agreement Among Landowners of the Homestead Landowners’ Association, Inc. in Catron County, New Mexico, as filed with the County Clerk of Catron County, New Mexico.

Section 4. “**Emergency**” shall mean and refer to unforeseen circumstances that, if not addressed immediately by HLA, Inc. or the Board, will likely result in injury or damage to person(s) or property or substantial financial loss to the subdivision, and/or its members.

Section 5. “**Homestead Subdivision**” shall mean and refer to as HLA, Inc.

Section 6. “**Lot**” shall mean and refer to a lot within the HLA, Inc. subdivision, a duly approved and recorded subdivision located in Catron County, New Mexico, and for the sake of these bylaws, shall mean and refer to Lots Number One (1) through One Hundred-Seventy-Five (175) inclusive.

Section 7. “**Lot With Water Connection**” shall mean and refer to any lot with a connection to the HLA, Inc. water system as evidenced by records of HLA, Inc.

Section 8. “**Member**” shall mean and refer to any person holding legal or equitable title to any lot within HLA, Inc.

Section 9. “**Member in Good Standing**” is a policy set annually by the board and can be amended as needed.

Section 10. “**Excluded Parcels**” shall mean and refer to the Sweeten Tracts A, B, C, D, E and F (Section 9, T2S, R 10W, NMPM) and the 5.00 (+ or -) acre excluded parcel located north of lot 175 and south of lot 35 of HLA, Inc. hereinafter referred to as Lot 176.

Section 11. “**Phase I**” shall mean and refer to lots 1 through 99 of HLA, Inc.

Section 12. "**Phase II**" shall mean and refer to lots 100 through 138 of HLA, Inc.

Section 13. "**Phase III**" shall mean and refer to lots 139 through 175 of HLA, Inc.

Article III – Meetings of Members

Section 1. Annual Meetings

a. Annual meetings will be held for the election of directors and are for other business as may be stated in the meeting notice.

b. Location: Meetings shall be held within the State of New Mexico at a time, date and place determined by the board. If the board fails to determine the time, date and place, the annual meeting shall be held at the community center on the Saturday of Memorial Day weekend at 1:00 p.m.

c. The board shall solicit agenda items from the membership such that responses will be available at least sixty (60) days before the meeting. The suggested items shall be compiled and approved by the board and be included with the notice of meetings as required. All motions offered must be considered. Once an agenda has been approved, the agenda cannot be modified except by the board.

d. Notice of Annual Meeting

1. Notices must be delivered not less than fifteen (15) nor more than fifty (50) days before the date of the meeting and must include the meeting agenda. Attendance at any meeting by a member will constitute a waiver of notice of the meeting.

2. The notice shall be deemed delivered when deposited with the United States Postal Service, addressed to the member as it appears on record; notification may be made personally as well. Written notice will state the time, date, place, and the purpose of the business.

e. Voting at the Annual Meeting

1. Voting privileges are available to all members.

2. Votes shall be cast by secret ballot, either in person or by using the mail-in procedure outlined per Article IV, Section 11 (page 7).

f. Quorum at the Annual Meeting

1. The presence of members entitled to cast thirty-five percent (35%) of all votes shall constitute a quorum. The number of mail-in ballots received by the Secretary up to one-half (½) hour (30 minutes) prior to the announced time of the meeting shall be accumulated with members in attendance when determining a quorum.

2. If the required quorum is not present, the meeting may be convened; however, no votes may be taken, and another meeting shall be called after a fifteen-minute recess or on a subsequent day. The required quorum at the subsequent meeting shall be one-half (½) of the preceding meeting. Notice of the subsequent meeting need not be given if the time, date, and place are announced at the then adjourned meeting before adjournment.

(END OF ANNUAL MEETINGS)

<u>Section 2.</u> Special Meetings

a. Special meetings of the members may be called at any time by the president, a majority of the board or by a member offering a petition through certified mail to the board. The petition requesting such a meeting must be signed by the owners of at least thirty (30) lots. Additionally, the petition must specify the date of said meeting, with the restriction that the date be no sooner than thirty (30) days nor more than sixty (60) days following receipt of said petition.

b. Location: Meetings shall be held within the State of New Mexico at a time, date and place determined by the board.

c. Voting at Special Meetings

1. Voting privileges are available to all members.

2. Votes shall be cast by secret ballot, either in person or through the mail-in procedure outlined in Article IV, Section 11 (page 8).

(END OF SPECIAL MEETINGS)

<u>**Section 3.**</u> **Committee Meetings -** The board may appoint committees to oversee specific aspects of HLA, Inc. The board shall appoint a committee chairperson who will assemble their committee. Robert's Rules of Order shall be loosely applied as determined by the committee chairperson. Committees meet informally, but their recommendations must be approved (via majority vote) at regularly scheduled Board meetings.

(END OF COMMITTEE MEETINGS)

<u>Section 4.</u> Board Meetings

a. Regularly Scheduled Meetings: Board meetings are for the purpose of conducting the ongoing business of HLA, Inc. Meetings of the board shall be held at the community center on such dates and times approved by the board, subject to the requirement that meetings must be held at least as often as the second Sunday of even-numbered calendar months.

b. Special Meetings: The board may meet in as many special or executive meetings (sessions) as required. Special meetings (of the board) may be called at any time by the president or by the concurrence of a majority of the current directors. In the event that the presidency is vacant, special meetings may be called by the vice-president. Provisions of Section 4, (d) of this article apply to special meetings unless an emergency clearly exists.

c. Attendees at board meetings are limited to members, their guests, or others as outlined in the New Mexico Open Meeting Act, including their residents. Guests must register and may only observe. In the event a guest becomes unruly, both the guest and the sponsoring member must leave the meeting upon direction of the presiding officer.

d. Written notice of time, place, date, and purpose(s) of any meeting shall be delivered to each director by mail or by direct contact no later than seventy-two (72) hours before the time of the meeting. Notice may be waived by written consent. Any director who attends the meeting, whether they were notified or not, shall be deemed to have waived such notice as required by the laws of the State of New Mexico or the bylaws of HLA, Inc.

<u>Section 5.</u> Meeting Requirements

a. Meetings shall be held at such times and places that will permit persons having a legitimate interest in these proceedings to attend and observe the meeting. The only exceptions to this are instances where sensitive personnel matters, member financial, or pending (or threatened) litigation are to be discussed and such discussions are not made public. The objective in all cases is to allow all parties to be informed about the business of HLA, Inc.

b. All binding actions of the board must be enacted in meetings, which are open to attendance, and whose occurrence and purpose have been communicated to all directors in writing or by telephone (including email and text) at least seventy-two (72) hours in advance. All binding actions must be on the meeting agenda which will be posted on the exterior of the door of the community center and the HLA, Inc. website (homesteadlandowners.org), within seventy-two (72) hours of the meeting. Exceptions may be allowed in the event of an "Emergency" as defined in Article II, Section 4 (page 2).

(END OF MEETING REQUIREMENTS)

<u>Section 6.</u> Video Participation

a. Directors may participate in meetings via video. This option should only be used if a director is unable to participate in person. Their video participation will count towards meeting the quorum.

b. In the event the president uses this option, the meeting will be officiated by the vice president, and the president shall act as any other director. In the event that both the president and the vice president use this option at the same time, the treasurer will officiate the meeting. In such cases, the video participation of both the president and the vice president shall act as any other director.

(END OF VIDEO PARTICIPATION)

Article IV – Election Committee and Voting Procedure

<u>Section 1.</u> The purpose of the election committee is to coordinate the nominations of members for directors and coordinate the ballot issues for each annual meeting. In the event of a special meeting, the board will have the duties of the election committee

Section 2. The election committee shall be appointed by the board as prescribed in Section 3 of this article.

Section 3. The board will appoint an election committee no later than the regularly scheduled February board meeting (timeline not applicable for special meetings). The election committee may consist of up to five (5) members and no fewer than three (3). All committee members must be a "member in good standing." Any member who loses the "member in good standing" status shall be replaced by the board as soon as possible or at the next regularly scheduled meeting.

Section 4. Nominations for directors shall commence no later than the regularly scheduled March board meeting (timeline not applicable for special meetings).

> **a.** The announcement for the opening of nominations shall occur through a board approved election announcement letter. The announcement for the opening of nominations shall also be posted at the community center.
>
> **b.** Nominations may be made for one's self or for another.
>
> **c.** Nominations must be made in writing and must be signed. No nomination forms are provided by HLA, Inc.
>
> **d.** Nominations close April 1st. Nominations not received personally or by mail by this date shall not be considered.

Section 5. A nominated member must be a "member in good standing."

Section 6. Nominees must submit to the election committee the following items with the exception of (a) of this section.

> **a.** The election committee shall confirm all nominations
>
> **b.** Nominees must submit a nominee statement, not to exceed one-hundred (100) words. It should contain only relevant information to the election. Statements exceeding one-hundred (100) words will be truncated. No further editing of the statement is permitted by the election committee. Nominee statements must be received forty-five (45) days prior to the corresponding annual meeting.

Section 7. The nominee statement must contain the following information. These requirements will not count towards the one-hundred (100) word maximum requirement:

> a. Their name, phone number and mailing address.
> b. All lot number(s) owned.

Section 8. Ballot "Issues" shall be developed through member input, as required by Article III, Section 1 (c), with the cooperation of the board.

a. Ballot "Issues" for or against shall be worded in the form of a "motion" and must include the name of the originator of the motion. You may also submit an explanatory clarification with your motion.

b. Ballot motions and any explanatory clarification should be limited to one-hundred (100) words each. Explanatory clarifications supplied in accordance with Article III, Section 1 (c.), shall be included without editing, except to truncate if the word limit is exceeded. In truncating any statement, the truncation must be in line with what the original author intended. Truncating by the election committee must be identified by initials enclosed in parentheses, "*(EC)*," and approved by a majority of the board. Furthermore, the submitting member must be notified of all changes.

c. Ballot motions shall be finalized forty-five (45) days prior to the corresponding annual meeting.

Section 9. The election committee shall publish an election announcement and ballot (timeline not applicable for special meetings).

a. Election announcement and ballot must be approved by the majority of the board and delivered to each member via the United States Postal Service thirty (30) days prior to the corresponding annual meeting.

b. In the event the ballot is for a special meeting, the ballot shall be mailed no less than fifteen (15) days and no more than thirty (30) days prior to the corresponding special meeting.

c. The documents will be deemed delivered when deposited with the United States Postal Service addressed to the member as it appears on record.

Section 10. Ballots shall be designed with the following criteria in order to prevent the abuse or misuse of the voting system.

a. The ballot is produced by HLA, Inc. and shall be the only ballot accepted by the election committee for tabulating election results.

b. Votes shall be cast using a check-off box.

c. Ballot motions must have three (3) check-off boxes: "For," "Against," and "Abstain." Members shall only check one box per motion. Votes shall be invalidated if more than one check-off box per motion has been indicated.

d. Nominees for the board must be listed in alphabetical order (by last name) and each nominee's name shall have one check-off box. Members shall vote for a maximum of three (3) directors in an odd-numbered year and four (4) in an even-numbered year. In the event that more than the appropriate numbers of director check-off boxes have been marked on a specific ballot, that ballot's entire vote for directors will be invalidated.

e. Where members own multiple lots they will receive one ballot per lot owned.

<u>Section 11.</u> The following procedure applies when casting votes at the annual or any special meeting. This procedure ensures that "votes are secret."

a. Where lots are owned by multiple persons, casting of votes shall be deemed the consensus of all persons entitled to vote that ballot.

b. Members may vote by return mail or in person by bringing their properly assembled ballots to the annual or special meeting at the appropriate time or depositing them in the ballot vote box.

c. Included with each ballot is a self-addressed envelope for return of all items and a "ballot envelope" that the ballot must be placed in. The maximum number of ballots is indicated on the self-addressed envelope. Ballots not returned in the "ballot envelope" and if the "ballot envelope" is not returned in the self-addressed envelope, it will not count.

d. If more ballots are enclosed in the envelope than indicated, all ballots in that envelope shall be disqualified and do not count.

e. All mailed-in ballots properly returned shall be accumulated by the secretary of the election committee. The secretary shall record the date received on the master member list. All ballots properly received shall be counted towards the quorum for the corresponding meeting. Envelopes will not be opened until the call to order of the corresponding meeting.

f. In the event members misplace their original ballot(s), replacement(s) must be issued if requested by the member. If the ballot(s) must be mailed to the member, no additional voting time is permitted.

g. Mailed-in ballots must be received by HLA, Inc. by mail delivery on the Friday prior to the corresponding annual or special meeting. Ballots may be hand delivered to the secretary of the election committee up to one-half (½) hour (30 minutes) prior to the announced time of either the annual or special meeting. Under no circumstance will hand-delivered ballots be accepted from anyone other than the person entitled to vote. Ballots received outside these guidelines will not count.

h. The board will provide the election committee a list of all members who have lost their "member in good standing" status at the time the election committee is finalized.

<u>Section 12.</u> Vote counting shall be done by three (3) members of the election committee and observed by two (2) additional members. Observers may either volunteer or be selected by the election committee chairperson. Observers may only observe and not participate in the process.

<u>Section 13.</u> In the event of a tie, a toss of a coin will determine the winner. The election committee chairperson shall implement the toss. In the event of a two-way tie, the chairperson shall designate one of the two nominees to call the toss. In the event of a three-way or more tie, all nominees will toss a coin using the odd-person-out procedure until two nominees remain. Then the procedure used in a two-way tie will be implemented.

<u>Section 14.</u> A nominee may protest the outcome of the vote for directors prior to adjournment of the meeting in which they were a candidate. If a protest is not made prior to adjournment, the vote counts as announced stands, and cannot be changed. In the event a recount is indicated, the nominee protesting the vote shall immediately recount the ballots in the presence of three (3) election committee members.

Article V – Directors

<u>Section 1.</u> All directors must be members of HLA, Inc. A director who has lost their "member in good standing" status shall be considered removed from office and shall be replaced pursuant to Section 10 of this Article. Only one (1) member of a multi-owner lot shall serve as a director at any time.

<u>Section 2.</u> The number of directors shall be no fewer than three (3) and no more than seven (7). The directors will be elected at the annual meeting and each director shall be elected to serve until their successor is elected.

<u>Section 3.</u> The number of directors on the board may be changed by submitting a ballot motion and following Article IV, Section 8 (page 6) as outlined.

<u>Section 4.</u> Each director shall be elected to a term of two (2) years. Three (3) directors will be elected during odd years, and four (4) during even years.

<u>Section 5.</u> No director shall receive compensation for any service they may render while acting in the capacity of director. A director may be reimbursed for their actual expenses incurred in the performance of their duties.

<u>Section 6.</u> A director may be removed from the board, with or without cause, by a majority vote of the board. If there is a death, resignation or removal of a director, their successor shall be elected by a majority vote of the directors and shall serve for the remainder of the term.

<u>Section 7.</u> Any director having two (2) consecutive unexcused absences from any board meeting or a total of three (3) unexcused absences within a fiscal year, shall be considered automatically removed and shall be replaced per Section 6 above. The extent to which an absence is considered unexcused will be at the sole discretion of the board.

<u>Section 8.</u> A quorum shall be satisfied by the presence of a majority of the current board.

<u>Section 9.</u> A director may resign at any time. Such resignation shall be in writing (including email or text) and will take effect as specified. If no time is specified, the resignation will be effective at the time of its receipt by the president or secretary of the board.

<u>Section 10.</u> If the office of a director becomes vacant, a majority of the directors may vote for or appoint a person to fill the vacancy. The new director will hold office for the unexpired term.

<u>Section 11.</u> The Board shall have the power (but not limited) to:

a. Exercise all powers, duties and authority vested in or delegated to HLA, Inc.

b. Appoint officers (per Section 10 above), employ a manager, an independent contractor or such other as the board deems necessary and prescribe their duties.

c. Establish and amend policies and procedures.

<u>Section 12.</u> It shall be the duty of the board:

a. to cause to be kept a complete record of all its acts and HLA, Inc. affairs and to present a statement thereof at the annual meeting.

b. to supervise all officers, agents, or employees of HLA, Inc. and to see that their duties are properly performed.

c. to send written notice of lot dues to the member on record for the lot(s).

d. to enforce a lien against any lot for which such dues or other arrears are not paid, if said board desires to do so.

e. to develop and approve operating and water budgets that follow the budget requirements as described in Article VIII (page 12) and Article X (page 14).

f. to provide to the membership, at least quarterly, a listing of the items decided or enacted by the board and affecting the membership, along with a treasurer's report of financial activities and HLA, Inc. monetary balances for the same quarterly period. These documents shall be posted along with the meeting minutes at which they were presented.

Article VI – Officers

<u>Section 1.</u> The Officers of HLA, Inc. shall be a **president,** a **vice president**, a **secretary**, and a **treasurer**.

<u>Section 2.</u> The election of officers shall take place at the first meeting of the board following the annual meeting. Newly elected officers shall assume their roles immediately. Officers shall be elected by the board and shall hold office for one (1) year or until a successor is elected.

<u>Section 3.</u> An officer may be removed from office, with or without cause, by the board. An officer may resign at any time by giving written notice (including email or text) to the board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. The resigning officer may retain their director position on the board.

Section 4. A vacancy of any office may be filled by appointment by the board. The officer appointed to the vacancy shall serve for the remainder of the term.

Section 5. No director shall hold more than one (1) officer position. A member may be appointed to perform the duties of an officer without holding the title or being a director. *Example: If the secretary resigns, but retains their director position, a member may be appointed to record the minutes.*

Section 6. The duties of the Officers are as follows:

a. President: The president shall preside at all meetings of the board, see that orders and resolutions of the board are carried out, sign all leases, mortgages, deeds, and other written instruments, and perform such other duties as may be required by the board.

b. Vice President: The vice president, in the absence or disability of the president, shall perform the duties of the president.

c. Secretary: The secretary shall record the votes, keep the minutes of all meetings and proceedings of the board and HLA, Inc., and ensure that minutes of every meeting are presented to the board no later than ten (10) days after each meeting. The secretary shall serve notice of meetings to directors and members and perform such other duties as directed by the board. The secretary shall cause all documents and records of HLA, Inc. to be kept at the HLA, Inc. office.

d. Treasurer: The treasurer shall institute a proper accounting system throughout HLA, Inc. The system shall be accepted and employed by all officers and agents of HLA, Inc. The treasurer shall have charge and custody of all funds, monies, securities, and other liquid assets of HLA, Inc., and shall keep accurate and complete accounts of all receipts and disbursements in books belonging to HLA, Inc. The treasurer shall deposit all monies and other valuable effects in the name of HLA, Inc., and to the credit of HLA, Inc., in such bank or banks as the board designates. Keep current records of all legal owners of the lots in HLA, Inc. The treasurer shall sign financial and legal documents as required for the timely commission of the treasurer duties.

Article VII – Fiscal Year and Dues

Section 1. **Fiscal Year:** The fiscal year of HLA, Inc. shall begin on the first (1st) day of July and end on the thirtieth (30th) day of June every year.

Section 2. **Lot Dues:** Annual lot dues are $100 per lot per year and are due and payable on July 1st of each fiscal year and are delinquent if not paid within forty-five (45) days. Each lot carries annual dues. *Example: An owner of three (3) lots pays three (3) annual dues.* Lot Dues shall be determined by membership and can only be changed as outlined in Article IV, as a passed ballot motion.

Section 3. **Landowner Responsibilities:** It is the sole responsibility of each landowner to pay annual lot dues, regardless of receipt/non-receipt of a billing notice. The accumulation of unpaid annual dues may result in collection activities as outlined in policies and procedures.

Section 4. **Usage:** Landowner dues are directly related to the ownership of a lot within HLA, Inc. Dues reimburse HLA, Inc. for costs incurred in insuring, maintaining, and improving all real and personal property of HLA, Inc., including but not limited to roads: buildings, common areas, and assets.

Article VIII – HLA, Inc. Budget Requirements

Section 1. The board is required to present an approved operating budget, funded by landowners' dues, at the annual meeting for the coming fiscal year. The board is required to adhere to the approved budget.

Section 2. The board shall keep property, liability and directors' and officers' (D&O) insurance in force at all times to cover HLA, Inc.'s real and personal property and directors' and officers' liability.

Section 3. The board shall maintain two (2) separate reserve accounts. These accounts need not be individual bank accounts, but the board must maintain a clear accounting of the funds.

> **a. Emergency Account:** A minimum of $10,000.00 is required to be kept in this account. An emergency can be declared and funds appropriated by an affirmative vote of a quorum of board members. When funds are released from this account, the board at this time must determine the annual replenishment amount of monies to be put back to this account. Replenishment of all monies must be returned to the account and not take more than five (5) years.
>
> **b. Road, Drainage and Improvement Account:** The purpose of this account is to accumulate funds for major, non-maintenance road, drainage and improvements. The board, through the budgeting process, shall determine the annual contribution to this account and determine the most cost-effective method to utilize the monies accumulated.

Section 4. At the end of any fiscal year, the board shall determine where any surplus funds are to be allocated.

Article IX – Water System

Section 1. Definitions of Member Types and Phases

> **a.** Members who own a lot with a water connection to HLA, Inc. water system will be assessed a water usage fee related to that lot, to include a monthly base rate plus a per-gallon rate calculated based on individual consumption as recorded on their water meter.

b. Excluded Parcels are the Sweeten Tracts A, B, C, D, E, and F in Section 9, T2S, R10W, NMPM. This also includes the 5-acre excluded parcel located north of Lot 175 and south of Lot 35 of HLA, Inc., referred to as Lot 176.

c. Phase I shall mean and refer to Lots 1 through 99.

d. Phase II shall mean and refer to Lots 100 through 138.

e. Phase III shall mean and refer to Lots 139 through 175.

<u>Section 2.</u> Water Fees

a. Any member owning a lot in Phase I or III, as well as those people owning property in the "Excluded Parcels" and desiring a water connection, will be charged a connection fee.

b. Any property with a water connection from HLA, Inc. requires the legal owner to provide documentation of ownership.

c. Under no circumstance will HLA, Inc. provide water to any lot requested by a non-owner. *Example: a renter or relative.*

d. Any member owning a lot in Phase II who desires a water connection from HLA, Inc. must petition the board in writing. Each request will be considered on a case-by-case basis. The water connection fee will be negotiated and agreed to by all parties.

e. When a property is sold with a water connection from HLA, Inc., the meter will be locked until the new owner requests water.

f. Beginning the 2026 fiscal year, no water will be supplied to any lot outside the boundaries of HLA, Inc. that does not currently have water.

f. HLA, Inc. shall in no instance levy fees for which services are not immediately made available or provided.

h. Each member owning a lot(s) with a connection to HLA, Inc. water may request that the connection be maintained even if unused. Upon such request HLA, Inc. shall shut off and an annual "dormant meter fee" shall be charged. This fee differs from the monthly water connection fee. If at any time the HLA, Inc. valve is opened and there is water usage, billing shall revert to use the monthly base fee plus standard usage fee. Billing will only resume when the member requests that the connection be re-established.

i. Each member with water connection to HLA, Inc. as well as those owning property in the "Excluded Parcels" having a water connection the HLA, Inc. will be charged a water usage fee.

j. The board shall establish a fee schedule for water service unless otherwise provided in these bylaws. The board shall review these fees on an annual basis.

Article X – Water System Budget Requirements

Section 1. The board must present an approved operating budget for the coming fiscal year at the annual meeting. This budget shall be funded by proceeds from the water system and the board is required to adhere to the approved budget.

Section 2. At least ninety (90) days before the end of the fiscal year (typically April 1st), if the board determines that the revenue from water fees will be insufficient to cover all operating costs, the board may levy a charge for each lot. This charge shall be an equal amount for all water users and shall be assessed immediately.

Section 3. If any special charge for an "actual income shortfall" exceeds $100.00 per lot, the board must call a special meeting [per Article III, Section 2 (page 4)] to discuss the necessity of the charge.

Section 4. The board must maintain property and liability insurance on the water system at all times.

Article XI – Indemnification

HLA, Inc. shall indemnify any present or former director or officer of HLA, Inc. against reasonable expenses, costs, and attorneys' fees actually and reasonably incurred by him or her in connection with the defense of any action, suit or civil proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a director or officer. The indemnification includes any amounts paid to satisfy a judgment or to compromise or to settle a claim. The director or officer shall not be indemnified if he or she shall be adjudicated to be liable on the basis that he or she has breached or failed to perform the duties of his or her office, and the breach or failure to perform constitutes willful misconduct or recklessness.

Article XII – Bylaws – Article of Incorporation – Declaration

In the case of any conflict between the Articles of Incorporation and these bylaws, the Articles shall control. In the case of any conflict between the Declaration and these bylaws, the Declaration shall control.

The following directors were serving on the board when these bylaws were updated and approved:

Tim Fornof (President)
Steve Benson (Vice President)
Jim McDaniel (Treasurer)
Miki Ross (Director)
Eva Cox (Director)
Mary Ann Buckon (Director)
Cyndy Costanza (Director)