**Approved \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2019 1st READING 3/2/2019**

**PRIVATE WELL OWNERS CO-OPERATIVE ASSOCIATION**

**BY-LAWS**

**ARTICLE I. NAME OF ORGANIZATION**

**Section 1. Name**.The name of this association is “Private Well Owners Co-Operative Association” for a truly sustainable of a “Traditional Rural Life Style” bringing common good and general welfare of the people of the community. It is designated as an incorporated, non-profit, non-stock association created under the laws of the State of Nevada, in the County of Nye and under the IRS Code 501(c)(12). “Co-Operative” being defined as: Collaborative, combined, joint, shared interest, mutual.

**ARTICLE II. LOCATION**

**Section 1:** **Location**. This temporary Office is located at The Pahrump Museum 401 E. Basin St. Pahrump Nevada 89041. The association mailing address is P O Box 2073, Pahrump, Nevada 89041-2073. The association, by the Board of Directors (the “Board”) shall establish the permanent: office, mailing address, and telephone number, email address and web site as soon as fiscally possible for the association. The Articles and By-Laws shall be amended by the Board for updating purposes and the membership shall be notified in writing or electronically by the Board within thirty (30) days, of the amended Articles and/or By-Laws with page changes so they may be placed in their copy of the documents of the association upon voting of the membership. The filing of the Amended Articles with this information to the State of Nevada shall be done in a timely manner.

**ARTICLE III. GOVERNING AUTHORITIES**

**Section 3.** **Governing Authorities***.* The association shall be governed by the laws of the State of Nevada specific to Nevada Revised Statute and to its internal affairs the law of jurisdiction shall be in Nye County in the State of Nevada and it is formed to qualify as a social welfare association to promote a truly sustainable of a “Traditional Rural Life Style” bringing common good and general welfare of the people of the community under section 501(c)(12) of the Internal Revenue Code.

**ARTICLE IV. NONPROFIT INTENT AND PURPOSE**

**Section 1. Intent of the Association*.*** A. The Associations mission is to assist the individual well owner to ensure their right to draw 2 acre-feet of water per year is protected under the

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**CONTINUED - ARTICLE IV. Section 1. Intent of the Association.**

*Nevada Revised Statutes (534.180)(3) Ensure the total withdrawal of water from the well does not exceed 2 acre-feet per year; and (534.185)(b) It is used solely for domestic purposes by not more than three single-family dwellings.* The Association is dedicated to protecting domestic well owner’s water supply and to advancing good groundwater stewardship by raising awareness and education on a variety of groundwater issues that affects everyone with a private water supply for a “Rural Life Style”. B. The association shall have a perpetual existence. Members may routinely join or resign in such a way as not to disrupt ongoing operations of the association

and shall be in accordance with the By-Laws and Policies of this cooperative. The association

only has laws and regulation based on justification for the benefit of all members and shall have

the power to construct and argue any case convincingly to the benefit of its members of this domestic well association. C. The association is subject to all duties, restrictions, and liabilities set forth in the general laws relating to like or similar corporations under the guidelines of a 501(c).

**Section 2. Specific Purpose.** To promote “quality of Life” (that includes factors such as the quality of the environment (air, soil, water), education and common good ensuring sustainability of a “Traditional Rural Life Style” and to encourage all local groups and associations that foster the same. The association may engage in all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or here after conferred upon unincorporated nonprofit corporations in the State of Nevada. The association may engage in all other legal charitable activities permitted to an association exempt from federal income tax under Section 501(c) of the Code or corresponding future provisions of the federal tax law.

**ARTICLE V. MEMBERS**

**Section 1. Eligibility for Membership.**NRS 82.231. Powers of corporation: classes, qualifications and rights of members; term of membership. A. Regular Members. Every person who upon written application and consent to be a regular member of the association and verified by the association in accordance to, but not limited to the records kept in the County Recorder’s office of the potential member’s ownership of real property or a purchaser of real estate through a purchase agreement of a fee, or undivided fee interest in any parcel or property within Nye County in the State of Nevada, shall be eligible for membership in the association upon final screening by the Board of Directors. “All properties must have a well in good working order” and be at least one acre in size.

**Section 2. Annual Dues***.* Dues are from Jan 1st of each year to December 31st of that same year. The amount required for annual dues shall be Sixty (60) dollars payable prior to the beginning of the election held at the February meeting. Dues will be prorated throughout the year at the rate of $5.00 per month. Continued membership is contingent upon being up-to-date on membership dues. A late due notice will be mailed one time only.

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**CONTINUED - ARTICLE V. MEMBERS. Section 2. Annual Dues.**

**Section 3. Limitation on Memberships.** No member may hold more than one membership in the **association**, and no membership in the association shall be transferable, except as provided in these bylaws.

 **Section 4. Membership Certificates.** Membership in the association shall be evidenced by a membership certificate which shall be in such form and shall contain such provisions as shall be determined by the Board. In case a certificate is lost, destroyed or mutilated a new certificate may be issued therefore upon such uniform terms and indemnity to the organization as the board may prescribe.

**Section 5. Transfer of Membership.**There shall be no transfer of membership.

**Section 6. Resignation and Termination.** Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

**ARTICLE V1. MEETINGS OF MEMBERS**

**Section 1.** **Regular Meetings**. Regular meetings of the members shall be held monthly, at a

time and place designated by the Board. The association will be guided by the Open Meeting Laws of the Revised State of Nevada Statute: Chapter 241 and shall comply with the spirit of the open meeting law. The association’s intent that its deliberations and actions be conducted and taken openly. The meetings shall be recorded using audio recording devices, and these recordings will be kept for five (5) year at the main office of the association. The agenda, the minutes (draft originally and later subsequently the approved) and the audio recording, shall be provided to the main office of the association within ten (10) days to review the members concerns by the Board which may require the attention of the Board or total membership of the association. The association at any meeting shall record, keep manual minutes with the time, meeting location, any subjects discussed, motions and seconds, votes taken, and members in attendance (members will be requested by the association to sign in for purposes of a quorum, but will not be denied entry if the member does not desire to sign in). All minutes will be available on the website to the members within seven (7) days, with digital, electronic and hard copies of same, so the membership at the next meeting will have a chance to review them prior to the approval or disapproval of the membership of the minutes. The approved minutes shall be available within thirty (30) days of the meeting and will be maintained for five (5) years in a log book in the main office of the association.

**Section 2. Annual Meetings.** The annual meeting of the members, with written notice sent out in the month of December, shall be held during the month of February of each year, at such a place within a county served by the association, as selected by the Board of Directors and which shall be designated in the notice of the meeting, for the purpose of electing board members, passing upon reports for the previous fiscal year and transacting such other business as may

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**CONTINUED - ARTICLE VI. MEETING OF MEMBERS. Section 2. Annual Meetings.**

come before the meeting. It shall be the responsibility of the Board of Directors to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the association. Each director will be elected only as a director, the directors will make necessary appointments at their first board meeting after the elections.

Elections of directors will be held every other year. The term of office will be two years with the majority of directors elected in the first year of change and then the minority number of directors elected in the second year of elections.

Due to the restructuring the bylaws in 2019 the newly elected board of Directors shall select two seats to run for a one-year term due at the elections of 2020. The remaining Directors will hold a two-year term until they are elected in 2022. Elections will then continue every two years in an even year or proportional thereof.

**Section 3. Notice of Meeting.** All meetings of the association will be made available by a posting on the official website.

**Section 4. Posting of Minutes to the website.** Within seven (7) days of the membership meeting the draft minutes will posted followed by the approval of said minutes reposted as final minutes of the association.

**Section 5. Quorum.** A majority of the board members plus 10% of the regular membership present in person shall constitute a quorum.

**Section 6. Nominations.** It shall be the duty of the Board of Directors to call, not less than sixty (60) days or more than ninety (90) days before the date of a meeting of the members at which directors are to be elected. The procedures to be followed in such meeting in the process of nominating shall be set forth from time to time by the Board of Directors in compliance with the democratic principles of the association. Any incumbent board member who has been nominated will appear in the first position on the ballot.

 No nominations from the floor shall be permitted at the Annual Meeting.

**Section 7.** **Candidate Eligibility.** A slate of candidates, all of whom are members in good standing with the **association**, shall be by application. No write-in candidates shall be accepted. No member nominated at the annual meeting shall be considered**.**

**Section 8. Who May Vote.** Only members in good standing will be eligible to vote. To be a member in good standing means that a member’s annual dues are paid in full as of the beginning of the annual meeting.

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**CONTINUED - ARTICLE VI. MEETING OF MEMBERS.**

**Section 9. Ballots for Voting**. Subsequent to verification of eligibility to vote, members will be given one (1) ballot. Members shall proceed to vote, and deposit said ballot in the ballot box.

1. Place an “X” in the box beside the name of each candidate you wish to vote for.
2. Voting for more candidates than seats available will invalidate the ballot.

**Section 10. Voting and Eligibility.** Each member in good standing, or joint members together, shall be entitled to one and only one vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by a majority of the members voting thereon in person except as otherwise provided by law, the articles of incorporation or these bylaws.

 Each voting member will sign in at the entrance of the meeting area and be given a ballot with a radium corresponding number to that on the sign in sheet which is set in alphabetical format. The member will vote and turn in the ballot to the person/s appointed by the board.

**Section 11. Ballot Counting**. After all the ballots have been cast, the Election Committee will open the ballot box and proceed to count and record the votes. To verify proper performance in all aspects of the election, the election will be monitored by an appointed Election Director by the Board of Director.

**Section 12. Election Director.** The Election Director will select from the membership a tallying committee to consist of six (6) persons making up two (2) teams of three (3) persons each.

After the ballots are removed from the election box, they will be divided into two (2) stacks, one for each of the two (2) teams. Each team will count the first stack they receive and record the results, then the stacks will be swapped to the other committee for a second and confirming accounting.

When the election Director combines the total ballot amounts and confirms the counting by the teams that person will announce the final election results to the membership.

**Section13. Proxies***.* Voting by proxy shall not be permitted.

**ARTICLE VII. BOARD OF DIRECTORS**

**Section 1. General Powers.** Shall exercise the powers of the association except such as are by law, the Articles of Incorporation, or these Bylaws conferred, upon or reserved, to the members. To advise, govern, oversee policy, direction, and assist with the leadership and general promotion of the association to support and govern the association’s purpose and needs. The

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**CONTINUED - ARTICLE VII. BOARD OF DIRECTORS Section 1. General Powers.**

Board shall be elected by the membership of the association. The resulting Board shall be up for re-election every other year thereafter at the annual meeting. The major responsibilities of a Board member are: (1) Organizational leadership and advisement. (2) Organization of the Board of Directors, and Committees. (3) Formulation and oversight of policies and procedures. (4) Financial management, including adoption and oversight of the annual budget. (5) Oversight of programs, planning and evaluation. (6) Personnel evaluation. (7) Review of organizational and programmatic reports. (8) Promotion of the association. (9) Fundraising and outreach.

**Section 2. Number, Tenure, Requirements, and Qualifications**. The Directors shall consist of no less than three (3) nor more than fifteen (15) including the following officers: The President, the Vice-President, the Secretary, and the Treasurer and Directors. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present.

**Section 3. Members’ Expectations of Board Members.** Nonprofit board members have basic responsibilities—support and governance—each requiring different skills and expertise. The Board members shall be a "supporter" in raising money, bring contacts to the association, and

act as ambassadors to the community. Equally important is the "governance" role which involves

protection of the public interest, being a fiduciary, selecting the committee members, assessing their performance and the performance of other members of the Board, overseeing the association compliance with legal and tax requirements, and evaluating the corporation's work. Board Member should also: 1) attend and participate in meetings on a regular basis and special meetings and events as able. (2) participate on a standing committee of the board serving on ad-hoc committees as necessary. (3) be alert to community concerns that can be addressed by the association purpose, objectives, and programs and help communicate and promote these purposes and programs to the community. (4) become familiar with the associations finances,

budget, and financial/resource needs. (5) understand the policies and procedures of the association: (6) be a paid member in good standing of the association.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

**Section 5. Notice.** Notice of any special meeting of the Board of Directors shall be given at least five (5) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the

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**CONTINUED - ARTICLE VII. BOARD OF DIRECTORS. Section 5. Notice.**

meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

**Section 6. Quorum**. The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a

lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

**Section 7. Forfeiture.** Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or

her seat has been declared vacant, and the Board of Directors may forthwith immediately

proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws. The member has 45 days to appeal the decision. Removal made final by a majority vote of the membership.

**Section 8. Vacancies.** Whenever any vacancy occurs in the Board of Directors it shall be filled

without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

**Section 9. Close Relative.** The term “close relative” means an individual who: (1) through blood, law or marriage is a spouse, child, stepchild, father, stepfather, mother, stepmother, brother, stepbrother, half-brother, sister, stepsister, half-sister, grandparent, grandchild, father-in-

law, mother-in-law, brother-in-law, sister-in-law, son-in-law or daughter-in-law; or (2) resides in the same residence.

 **Section 10. Compensation**. Members of the Board of Directors shall not receive any compensation for their services as Directors.

**Section 11. Personal Liability of Directors.** A director of the association shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action unless: (1) the director has breached or failed to perform the duties of his/her of office. 2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

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**CONTINUED - ARTICLE VII. BOARD OF DIRECTORS. Section 11. Personal Liability of Directors.**

This section shall not apply to (1) the responsibility or liability of a director pursuant to any criminal statute or (2) the liability of a director for payment of taxes pursuant to local, State or Federal law.

**Section 12. Removal of Directors by Directors.** The Board of Directors may remove a Director from office by an affirmative vote by a majority of Directors. A Director may be removed by the Board of Directors for conduct which is fraudulent, illegal, or unethical and which is harmful to the Cooperative. Additionally, a Director may be removed if the Board of Directors determines that the conduct of the Director being removed is such as would irreparably harm the reputation and integrity of the Board of Directors and/or the association. No Director may be removed because of a disagreement between Board Members on legitimate issues to be determined by the Board of Directors, and no Director may be removed to gain a voting advantage on any issue or group of issues legitimately being considered by the Board.

**Section 13. Director Resignation.** Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all the requirements of a member in good standing.

**Section 14. Confidentiality.** Directors shall not discuss or disclose information about the association or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such

information is in furtherance of the association s’ purposes or can reasonably be expected to benefit the association. Directors shall use discretion and good business judgment in discussing the affairs of the association with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the association.

**Section 15. Advisory Council.** An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the association by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

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**CONTINUED - ARTICLE VII. BOARD OF DIRECTORS.**

**Section 16. Parliamentary Procedures**. Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert’s Rules of Order “five-year current”.

**ARTICLE VIII. OFFICERS.**

**Section 1. The Chairperson.** The Chairperson shall preside at all meetings of the membership. The Chairperson shall have the following duties: a. He/She shall preside at all meetings of the Executive Committee. b. He/She shall have general and active management of the business of this Advisory Board. c. He/She shall see that all orders and resolutions of the Advisory Board are brought to the Advisory Board of Directors. d. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.

e. He/She shall submit a report of the operations of the program for the fiscal year to the Board of Directors and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program. f. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

**Section 2. Vice-Chairperson.** The Vice-Chairperson shall be vested with all the powers and shall perform all the duties of the Chairperson during the absence of the latter. The Vice-Chairperson duties are: a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Advisory Board.

**Section 3. Secretary**. The Secretary shall have the authority to oversee and delegate the following responsibilities and actions: a) keeping the minutes of the meetings of the members and of the board in books provided for that purpose; b) seeing that all notices are duly given in accordance with these bylaws or as required by law; c) the safekeeping of the association books and records and the seal of the association and affixing the seal of the organization to all certificates of membership prior to the issue thereof, and to all documents, the execution of which on behalf of the association under its seal is duly authorized in accordance with the provisions of these bylaws; d) keeping a register of the names and post office addresses of all members; e) signing, with the Chairman of the Board, certificates of membership, the issue of which shall have been authorized by the board or the members; f) keeping on file at all times a complete copy of the articles of incorporation and bylaws of the association containing all amendments thereto (which copy shall always be open to the inspection of any member) and at the expense of the association, furnishing a copy of the bylaws and of all amendments thereto any member upon request; and g) in general, performing all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the board. h) Insuring the posting of the agendas and minutes on the official website.

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**CONTINUED - ARTICLE VII. OFFICERS. BOARD OF DIRECTORS.**

**Section 4. Treasurer**. The Treasurer shall have the authority to oversee and delegate the following responsibilities and actions: a) custody of all funds and securities of the association; b) the receipt of and the issuance of receipts for all monies due and payable to the association and for the deposit of all such monies in the name of the association in such bank or banks as shall be selected in accordance with the provisions of these bylaws; and c) the general performance of all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the board.

**Section 5. In the absence of the Secretary** of the Board or in the event of the Secretary's inability or refusal to act, the Vice Chairman shall serve as Secretary.

**Section 6. In the absence of the Treasurer** of the Board or in the event of the Treasurer's inability or refusal to act, the Vice Chairman shall serve as Treasurer.

**Section 1. Committee Formation.** The majority of the Board of Directors may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

**Section 2. Executive Committee.** The Executive Directors serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors and is subject to the direction and control of the full board.

**Section 3. Finance Committee.** The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the **association** are public information and shall be made available to the membership, board members, and the public.

**Section 4. Expenses.** Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the association in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder. Cost not to exceed $1,000.00 except after approval of the Board of Directors.

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**ARTICLE X. IDEMNIFICATION**

**Section 1. General**. To the full extent authorized under the laws of the State of Nevada, the association shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the association, or any person who may have served at the association’s request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

**Section 2. Insurance.** The association may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the association would have the power or obligation to indemnify such person against such liability under this Article.

**ARTICLE XI. SEAL**

Section 1. Seal. The seal of the association shall have inscribed thereon the name of the association.

**ARTICLE XII. FINANCIAL TRANSACTIONS**

**Section 1. Contracts.** Except as otherwise provided in these bylaws, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of theassociation, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the association shall require two (2) signatures and/or countersigned by such officer or officers, agent or agents, employee or employees of the **association** and in such manner as shall from time to time be determined by resolution of the board of directors.

**Section 3. Deposits.** All funds except petty cash of the association shall be deposited from time to time to the credit of the association in such bank or banks as the board may select.

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**CONTINUED - ARTICLE XII. FINANCIAL TRANSACTIONS.**

**Section 4. Fiscal Year.** The fiscal year of the association shall begin on the first day of January of the year and shall end on the thirty-first day of December of the same year.

**ARTICLE XIII. MISCELLANEOUS**

**Section 1. Notice of Waiver***.* Any member or board member may waive in writing any notice of a meeting required to be given by these bylaws. The attendance of a member or board member at any meeting shall constitute a waiver of notice of such meeting by such member or board member, except in case a member or board member shall attend a meeting for the express purpose of objecting to the transaction of any business, on the ground, that the meeting has not been lawfully called or convened.

**Section 2. Policies, Rules and Regulations***.* The board shall have power to make and adopt such policies, rules and regulations, not inconsistent with the law, the articles of incorporation or these bylaws, as it may deem advisable for the management of the business and affairs of the association.

**Section 3. Accounting System and Reports.** The board shall cause to be established and maintained a complete accounting system which, among other things, and subject to applicable laws and rules and regulations. The board shall also after the close of each fiscal year cause to be made a full and complete audit of the accounts, books and financial condition of the association as of the end of such fiscal year. A report of such audit shall be submitted to the members at the next following annual meeting.

**ARTICLE XIV. DISSOLUTION**

**Section 1. Distribution of Association Assets Upon Dissolution.** Upon the association dissolution: (1) the association shall pay, satisfy or discharge all association debts, Obligations and liabilities; (2) the association shall retire and pay all capital credits allocated to patrons and former patrons; and (3) after paying, satisfying or discharging all association debts, obligations and liabilities, and after retiring and paying all capital credits and to the extent practical the association shall then pay or distribute any remaining association assets, and any amounts received from selling any remaining association assets, to current Members pro rate based on current Members' aggregate capital credits at the time of dissolution. Any debts or obligations of the Members to the association shall reduce the distribution of the distribution received by the Members having debts or obligations to the association by the amount of the debt or obligation existing at the time of the distribution of the remaining property and assets of the association.

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**ARTICLE XV. MISSION STATEMENT**

**Section 1. Mission Statement.** A mission statement must be written to include the educational needs for the membership to understand the full mission of the association and must be written to include the aspiration of not only a “Rural Life Style” and that of sustainable use.

**ARTICLE XV1. AMENDMENTS**

**Section 1. Amendments of Incorporation.** The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each director at least five (5) days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

**Section 2. Amendments to the Bylaws.** The Board of Directors may amend these Bylaws by majority of members vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each member within the time and the manner provided for the giving of notice of meetings of directors.

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**ADOPTION OF BYLAWS**

We, the undersigned, are all members of the current directors or incorporators of thisassociation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 11 preceding pages, as the Bylaws of this corporation.

Print Name of the Chairman Signature of the Chairman

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Print Name of the Vice-Chairman Signature of the Vice-Chairman

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Print Name of Treasurer Signature of Treasurer

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Print Name of Secretary Signature of Secretary

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Print Name of Director Signature of Director

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**State of Nevada, County of Nye;** this document was acknowledged before me by the person(s) listed above on the \_\_\_\_ day of the month of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ in the year \_\_\_\_\_\_\_\_\_.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Notary Seal:

Signature of Notary

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Print Name of Notary

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