

Mill Creek Estates Homeowners Association

Revised Bylaws

NRS 116.3106
Revised 2010
Adopted: 05/20/10

These ByLaws will replace any and all
formerly adopted ByLaws of the Association

ARTICLE I
Name & Location

The name of the non-profit corporation is MILL CREEK ESTATES HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association". The mailing address shall be P.O. Box 2952, Minden, NV 89423. Corporate offices

ARTICLE II

Section 1. **"Purpose and Objectives"** The Association shall maintain the development to the satisfaction of the members and vigorously enforce its Governing Documents. It shall collect monthly assessments to cover expenses for the following: insurance, professional management, electric, water and sewer bills, front lawn maintenance, including irrigation system and tree maintenance and maintenance of the Association's private roads.

ARTICLE III
Definitions

Section 1. **"Association"** shall mean and refer to MILL CREEK ESTATES HOMEOWNERS ASSOCIATION.

Section 2. **"Properties"** shall mean and refer to that certain and real property described in the Declarations of Covenants, Conditions and Restrictions, and such amendments or additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. **"Common Area"** shall mean those portions of the subdivision owned by the Association for common use and enjoyment of the owners.

Section 4. **"Lot"** shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with exception of the Common Area.

Section 5. **"Owner"** shall mean and refer to the record owner or owners, if more than one, of the fee simple title to a Lot.

Section 6. **"Declaration"** shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties record in the Office of the County Recorder of Douglas County, State of Nevada.

Section 7. **"Member"** shall mean and refer to those persons entitled to membership as provided in the Declaration and amendments thereto.

ARTICLE IV
Meetings

Section 1. **General Membership** Meetings of the general membership shall be held annually in May or as deemed appropriate by the Board of Directors. A Quorum will constitute 20% of the member in person or by proxy.

Section 2. **Board of Directors** The Board of Directors shall meet quarterly and as necessary to execute the business of the Association. A majority of Board members present at a meeting shall constitute a quorum.

Section 3. **Elections** The request for Nominees, preparation of the Ballot & Elections will be conducted as mandated by NRS 116.31034 or any changes or additions to this statute. The current statute states that Nominees will be given the opportunity to volunteer to run for the Board 30-days prior to the preparation of the secret ballot. Ballots will not be prepared if the number of candidates is equal to or less than the number of positions to be fill. Candidates will be deemed duly elected to the Board at the Annual Membership meeting. If Secret Ballots are required to be prepared they will be opened at the General Membership Meeting or any Special Election Meeting that may be called.

Section 4. **Notice** Written Notice of the time, date, location and the Agenda of the Annual General Membership Meeting shall be mailed to all members in good standing no later than 15-days prior to the meeting date or as mandated by NRS 116. Notice for Board of Directors Meetings shall be mailed to all members in good standing no later than 10-days prior to the meeting date or as mandated by NRS 116.

Section 5. **Special Meetings** Special Meetings of the General Membership may be called by the President, the Board of Directors or by written petition signed by the 10% of the General Membership, in good standing.

Section 6. **Voting Rights** All Owners shall be entitled to one vote for each residential lot. If more than one person holds an interest in any residential lot, all such persons shall be members. The one vote for said residential lot shall be exercised as they, among themselves, determine. Cumulative voting will not be allowed.

Section 7. **Quorum** If the number of members of the Association in person or represented by proxy at the beginning of the meeting of the members equal or exceeds twenty percent (20%) it shall constitute a quorum. NRS 116.3109

ARTICLE V **Board of Directors**

Section 1. **Exercise of Powers.** The powers of the Association shall be vested in, exercised by, under the authority of, and the affairs of the Association shall be controlled by the Board of Directors consisting of three (3) to five (5) members among which will be a President, a Vice President, a Secretary and a Treasurer. The office of Secretary and Treasurer maybe held by the same person. Executive Board must be members of the Association and signers may not be of the same household.

Section 2. **Conduct of Business** A majority of Board members present at a meeting shall constitute a quorum and, if a quorum is present, the decision of a majority of those present shall be the act of the Board. Meetings of the Board may be called, held and conducted in accordance with such regulations as the Board may adopt. The Board may also act without a meeting by a written consent of the majority of the Board members in the form of an Action in Lieu of a Meeting as per NRS 82.271.

Section 3. **Term of Office** Terms will be two or more years in duration, in accordance with NRS 116, and shall be staggered in such a manner that, to the extent possible, an equal number of members of the Executive Board are elected at each election. For a three member Board, (1) one member will be up for election one year and two (2) members the following year. For a five (5) member Board, (2) two members will be up for election one year and three (3) the following year. (NRS116.31034)

Section 4. **Resignation/Removal** Any member of the Board of Directors may resign at any time by giving written notice to the President or Secretary. Upon tender of a resignation by a Board member, the Board shall appoint a successor who shall serve out the Board member's remaining term.

Any member of the Board of Directors may be removed if at a removal election the number of votes cast in favor of removal constitutes 35% of the total number of voting members of the Association and at least a majority of all votes cast in that removal election. Vacancies on the Board shall be filled by appointment by the remaining Board members. Each Board member so appointed shall serve out the Board member's remaining term. NRS 116.31036

ARTICLE VI
Duties of the Board of Directors

Section 1. **President** The President shall:

- a) Preside over all Board and General Membership meetings;
- b) Sign as President all deeds, contracts and other instruments in writing which have first been approved by the Board, unless the Board, by duly adopted resolution, has authorized the signature of a lesser officer
- c) Serve as liaison to represent the will of the General Membership between the Association, the County or other governmental entities and other organizations, including professional management;
- d) Call meetings of the Board whenever he/she deems it necessary in accordance with rules and upon notice agreed upon by the Board. The notice period shall, with the exception of emergencies, in no event be less than ten (10) days for Board Meetings and fifteen (15) days for Membership meetings or as mandated by NRS 116;
- e) Have, subject to the advice of the Board, general supervision, direction and control of the affairs of the Association and discharge such other duties as may be required of him/her by the Board.

Section 2. **Vice President** The Vice President shall:

- (a) Act in the place and stead of the President in the event of his/her absence, inability or refusal to act;
- (b) Exercise and discharge such other duties as may be required of him by the Board. In connection with any such additional duties, the Vice President shall be responsible to the President.

Section 3. **Secretary** The Secretary shall:

- (a) Keep a record of all meetings and proceedings of the Board and of the members;
- (b) Serve such notices of meetings of the Board and the members required either by law of these By-Laws;
- (c) Keep appropriate current records showing the members of this corporation together with their addresses;
- (d) Sign as secretary all deeds, contracts and other instruments in writing which have been first approved by the Board, if said instruments require a second

Association signature unless the Board has authorized another officer to sign in place and stead of the Secretary by duly adopted resolution.;

(e) The offices of Secretary and Treasurer may be held by one person.

Section 4. **Treasurer** The Treasurer shall:

- (a) Supervise management's receipts and deposits in such bank or banks as the Board may, from time to time, direct all of the funds of the Association;
- (b) Be responsible for and shall supervise the creation of the Annual Budgets, maintenance of the books and records to account for such funds and the Association assets;
- (c) Disburse and withdraw said funds as the Board may from time to time direct and in accordance with prescribed procedures;
- (d) The offices of Secretary and Treasurer may be held by one person.

Section 5. **Subordinate Officers**

Appointment. The Board may appoint such subordinate officers as it deems desirable from time to time.

Duties. Such subordinate officers shall have the duties that the Board may, from time to time prescribe, including the right to act in the place and stead of such officers, other than the President, the Board may designate.

Committees. The Board shall appoint Committees such as the Architectural Review Committee (**ARC**) or any other Committee necessary to enforce its governing documents, which include the CC&Rs and the Rules & Regulations. One Board of Director will be chairman any Committee appointed by the Board.

ARTICLE VII **Miscellaneous**

Section 1. **Inspection of Books and Records.** The Association shall, upon written request by a unit's owner, make available the books, records and other papers of the Association for review during reasonable business hours with the exception of those records listed in NRS 116.31175.

Section 2. **Signers.** There will be required the signature of two members of the Board of Directors on all checks.

Section 3. **Adoption and Amendments of these By-Laws.** These By-Laws as adopted may be revised from time to time by a majority vote of the Executive Board.

Section 4. **Rules.** Subject to limitations contained in the Declaration, the Board of Directors may from time to time make, publish and enforce Rules and Regulations which establish enforcement procedures and collect fines for violations of the use of the property over which this corporation has jurisdiction and the conduct of the users.

Board approved:
May 20, 2010