

**BY-LAWS  
OF  
BONNER PEAK LANDOWNERS ASSOCIATION**  
(Amended through 15 November 2014)

**ARTICLE I. NAME**

The name of the corporation is "BONNER PEAK LANDOWNERS ASSOCIATION" hereinafter referred to as "THE ASSOCIATION".

**ARTICLE II. DEFINITIONS**

"Declaration" shall mean and refer to the Amended and Restated Declaration of Covenants, Conditions and Restrictions of Bonner Peak Landowners' Association, recorded in the office of the Clerk and Recorder, Larimer County, State of Colorado on February 9, 2005, and February 27, 2006. Capitalized terms used in these By-Laws shall have the meaning given such terms in the Declaration.

**ARTICLE III. BUSINESS ADDRESS**

The business address for the Association shall be 13173 N. Highway 287, Laporte, Colorado 80535.

**ARTICLE IV. MEMBERSHIP AND MEETINGS**

1. Membership. Ownership of a Lot is required to qualify for membership in the Association. Any person or entity, on becoming an Owner of a Lot, shall automatically become a member of the Association and be subject to these By-Laws. Membership in the Association shall be appurtenant to and may not be separate from ownership of said Lot. Such membership shall terminate without any formal Association action whenever such person ceases to be an Owner; but such termination shall not relieve or release any such former Owner from any liability or obligation incurred under or in any way connected with the Association during the period of such ownership and membership in the Association, or impair any rights or remedies which the Board of Directors of the Association or others may have against such former Owner and member, and the covenants and obligations incident thereto. No certificates of stock shall be issued by the Association; but the Board of Directors may, if it so elects, issue one membership certificate per Lot to the Owner of the Lots. Such membership certificate shall be surrendered to the Secretary whenever the Owner (member) transfers, conveys, or sells his/her interest in the Lot to another person or entity; and the new Owner shall then become a member of the Association.

2. Voting. Every member shall be entitled to one (1) vote per Lot owned within the Ranch as provided in the Declaration.

- (a) Multiple Ownership. If only one of the multiple Owners of a Lot is present at a meeting of the Association, such Owner is entitled to cast the vote allocated to that Lot. If more than one of the multiple Owners is present, the vote allocated to that Lot may be cast only in accordance with the agreement of a majority in interest of the Owners, unless the Declaration expressly provides otherwise. There is majority agreement if any one of the multiple Owners casts the vote allocated to that Lot without protest being made promptly to the person presiding over the meeting by any of the other Owners of the Lot.
- (b) Secret Ballot on Votes for Directors. Votes for contested positions on the Board shall be taken by secret ballot.
- (c) Secret Ballot on Votes other than for Directors. At the discretion of the Board or upon the request of twenty percent or more of the Owners who are present at the meeting or represented by proxy, if a quorum has been achieved, a vote on any other matter affecting the common interest community on which all Owners are entitled to vote shall be by secret ballot.
- (d) Counting of Ballots. Ballots shall be counted by a neutral third party or by a committee of volunteers. Such volunteers shall be Owners who are selected or appointed at an open meeting, in a fair manner, by the President of the Board or another person presiding during that portion of the meeting. The volunteers shall not be members of the Board and, in the case of a contested election for a Board position, shall not be candidates. The results of a vote taken by secret ballot shall be reported without reference to the names, addresses, or other identifying information of Owners participating in such vote.
- (e) The Association is entitled to reject a vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the Owner.
- (f) The Association and its officer or agent who accepts or rejects a vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation in good faith and in accordance with the standards of this section are not liable in damages for the consequences of the acceptance or rejection.

- (g) Any action of the Board or the Association based on the acceptance or rejection of a vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation under this section is valid unless a court of competent jurisdiction determines otherwise.

3. Annual Meetings. The Annual Meeting of the members shall be held on a date that falls sometime during the month of June each year for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. In the event such Annual Meeting is omitted by oversight or otherwise during the period provided for, the Directors shall call a meeting in lieu thereof to be held as soon thereafter as conveniently may be; and any business transactions or elections held at such meeting shall be as valid as if transacted or held at the Annual Meeting. Such subsequent meeting shall be called in the same manner as provided for the Annual Meeting. In addition to the June meeting, the Board of Directors may elect to hold an annual business meeting during the fourth quarter of any year for the purpose of discussing the annual budget and any other business as may come before the meeting.

4. Special Meetings. Special Meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by resolution of the Board of Directors or by the President of the Association or shall be called by the President upon written request of the members entitled to cast one-fifth (5th) of all votes entitled to be cast at such meeting, provided such written request shall also state the purpose of the meeting called and the business to be transacted at such meeting.

5. Place of Meeting. All meetings of members shall be held at the location the Board of Directors designates as the place of meeting for any Annual Meeting or Special Meeting.

6. Notice of Meetings and Waiver of Notice. Written notice stating the place, day, and hour of the meeting and, in the case of a Special Meeting, the purpose for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, and also electronically, by or at the direction of the President, the Directors, or by the President at the request of the members as provided in paragraph 4 above, to each member entitled to vote at that meeting. If mailed, such notice shall be deemed delivered three (3) days after deposited in the United States Mail addressed to the member at his/her address as it appears on the records of the Association with postage thereon prepaid. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any meeting, of which all members shall at any time waive or have waived notice in writing, shall be a legal meeting for the transaction of business notwithstanding that notice has not been given as herein above as provided.

7. Quorum. Except as otherwise provided in these By-Laws, as provided in the Declaration or as provided by law, at any meeting of the members, the presence in person or by proxy of members holding one-fourth (1/4th) of the votes entitled to be cast on the matter to be voted upon shall constitute a quorum. An affirmative vote, of a majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption thereof unless a greater portion is required by law, by the Articles of Incorporation, the Declaration, or by these By-Laws.

8. Proxies. Members may vote at any Annual or Special Meeting, either in person or by written proxy, which its holder shall file with the Secretary of the Association before being voted.

- (a) Unless otherwise provided by the Declaration or Bylaws, a Owner is entitled to vote or otherwise act in person or by proxy. In the case of a Lot with multiple Owners, any Owner may execute a proxy, and that proxy will binding on all Owners unless protested by another Owner of the Lot, in which event the proxy will be considered to be invalid until and unless the protest is withdrawn by the protesting Owner.
- (b) Without limiting the manner in which a Owner may appoint a proxy to vote or otherwise act for the Owner, the following shall constitute valid means of such appointment.
- (c) A Owner may appoint a proxy by signing an appointment form, either personally or by the Owner's attorney-in-fact.
- (d) A Owner may appoint a proxy by transmitting or authorizing the transmission of a telegram, teletype, or other electronic transmission providing a written statement of the appointment to the Board.
- (e) Any complete copy, including an electronically transmitted facsimile, of an appointment of a proxy may be substituted for or used in lieu of the original appointment for any purpose for which the original appointment could be used.
- (f) An appointment of a proxy is revocable by the Owner.
- (g) Appointment of a proxy is revoked by the person appointing the proxy:
  - (i) attending any meeting and voting in person; or,

- (ii) signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.
  - (h) The death or incapacity of the Owner appointing a proxy does not affect the right of the Association to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises the proxy's authority under the appointment.
  - (i) If a Lot is owned by more than one person, each Owner of the Lot may vote or register protest to the casting of votes by the other Owners of the Lot through a duly executed proxy. A Owner may not revoke a proxy given pursuant to this section except by actual notice of revocation to the person presiding over a meeting of the Association. A proxy is void if it is not dated or purports to be revocable without notice. A proxy terminates eleven months after its date, unless it provides otherwise.
9. Order of Business. The order of business for all meetings shall established by the Board of Directors.

## **ARTICLE V. BOARD OF DIRECTORS**

1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall have the powers and duties necessary for the administration of the Association and for the operation and maintenance of the Roads and other facilities and for the administration and enforcement of the covenants and restrictions contained in the Declaration. The Directors shall in all cases act as a Board; and they may adopt such rules and regulations for the conduct of their meetings and management of the Association as they may deem proper, not inconsistent with these By-Laws, the Articles of Incorporation, the Declaration, or the laws of the State of Colorado.

2. Other Powers and Duties. The Board of Directors shall be empowered and shall have the duties as follows:

- (a) To administer and enforce the covenants, conditions, and restrictions, easements, uses, limitations, obligations, and all other provisions of the Declaration.
- (b) To establish, make, and enforce compliance with such reasonable rules and regulations as may be necessary for the operation and use of the Ranch. Said rules

and regulations may be amended, from time to time, by the Board of Directors or by vote of the majority of the votes entitled to be cast by members present in person or by proxy at an Annual Meeting or Special Meeting. A copy of such rules and regulations shall be delivered or mailed to each member promptly upon the adoption or amendment thereof and to each new member upon becoming an Owner of a Lot.

- (c) To fix, determine, levy, and collect annual and special assessments to be paid by each of the Owners. All annual or other assessments shall be in statement form.
- (d) To collect delinquent assessments and interest by suit or otherwise and to enjoin or seek damages from any Owner as provided in the Declaration and these By-Laws.
- (e) To borrow funds not to exceed \$5000, to pay for any expenditure or outlay required pursuant to the authority granted by the provisions of the Declaration and to execute all such instruments evidencing such indebtedness as the Board of Directors may deem necessary; and such indebtedness shall be the several obligation of all the Owners in the same proportion as the number of Lots owned within the Ranch. Any indebtedness of the Association in excess of \$5,000 must be approved in advance by Members holding a majority of the votes entitled to be cast by members present in person or by proxy at a meeting of the Members at which a quorum is present.
- (f) To establish a bank account for the common treasury and for all separate funds which are required or may be deemed advisable by the Board of Directors.
- (g) To keep and maintain, or to cause the same to be kept and maintained, detailed, accurate records in chronological order of receipts and expenditures affecting the Ranch, specifying and itemizing the maintenance and repair expenses of the Roads and facilities and any other expenses incurred. Such records shall be available for examination by the members at convenient hours. A consistent method of maintaining and reporting receipts and expenditures shall be used and maintained from Treasurer to Treasurer.
- (h) To prepare and deliver annually to each member a financial summary statement.
- (i) To meet at least once a year.
- (j) To designate or hire the personnel necessary for the maintenance and operation of the Ranch and to enter into one (1) or more management agreements with third

parties to facilitate efficient operation of the Ranch. It shall be the primary purpose of such management agreements to provide for the administration, management, repair, and maintenance of the Ranch and all improvements included therein and the receipt and disbursement of funds as may be authorized by the Board of Directors.

- (k) To enter into contracts for services, insurance, facilities, purchase of assets both personal and real for the benefit of the members, and do any and all acts that a person can do for the benefit of the members.
- (l) In general, to carry on the administration of the Association, to do all of those things necessary and reasonable to carry out the governing and operation of the Association, and to exercise for the Association all powers and authorities vested in or delegated to the Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration.
- (m) To review and take appropriate action within sixty (60) days of submission, on any formal, written complaint of nuisance submitted by an Owner.
- (n) Establish an interest rate for unpaid assessments.
- (o) Establish standing and ad hoc committees and appoint and remove the members of all committees.

3. Number and Qualification. All Directors shall be members of the Association or otherwise qualified as provided in the Declaration. The number of Directors of the Association shall be not less than three (3) nor more than fifteen (15) as determined, from time to time, by vote of a majority of the votes entitled to be cast by members present in person or by proxy at an Annual Meeting or Special Meeting of the Members at which a quorum is present.

4. Election and Term of Office. Each Director shall be elected to serve a term of two (2) years, except that a Director elected to fill the unexpired term of a Director shall be elected to serve until the end of the term of the Director being replaced. The Directors shall hold office until their successors have been elected and hold their first meeting. The Directors shall be elected by vote of the members entitled to cast votes present in person or by proxy at an Annual Meeting at which a quorum is present. The persons receiving the most votes in a vote for Directors shall be elected to the positions up for election, provided that, when one or more positions of Director to file unexpired terms are up for election, the persons receiving the most votes shall be elected to serve in the positions having the full two year terms and the person(s) receiving the next highest number of votes shall be elected to serve the unexpired term(s).

5. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Association shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall remain in office until the next Annual or Special Meeting of the members at which time an election shall be held to fill the vacancy and unexpired term.

6. Removal of Directors. At any Annual or Special Meeting duly called, any one or more of the Directors may be removed, with or without cause, by a vote of a majority of the votes entitled to be cast by members present in person or by proxy at such meeting where a quorum is present; and a successor may then and there be elected to fill the vacancy and unexpired term thus created. Any Director whose removal has been proposed by the membership shall be given an opportunity to be heard at such meeting.

7. Organizational Meeting. The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors are elected, and officers of the Association shall be elected at that meeting or a continuance thereof; and no notice shall be necessary to the newly elected Directors to legally constitute such meeting or such continuance.

8. Regular meetings. Regular meetings of the Board of Directors may be called by the President or a majority of the Directors and may be held at such time and place as shall be determined, from time to time, by a majority of the Directors; but at least one such meeting shall be held during each calendar year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone, or electronically, at least three (3) days prior to the day named for such meeting, which notice shall state the time and place of said meeting.

9. Special Meetings. Special Meetings of the Board may be called by the President on three (3) days notice to each Director, given personally or by mail, telephone, or electronically, which notice shall state the time, place (as herein above provided), and purpose of the meeting. Special Meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of a majority of the Directors. Meetings of the Board of Directors of the Association are open to all Owners.

10. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting; and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall constitute a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required; and any business may be transacted at such meeting.



11. Board of Directors' Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business; and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there shall be less than a quorum present, the majority of those present may adjourn the meeting. At such adjourned meeting subsequently held, any business which might have been transacted at the meeting as originally called may be transacted without further notice. Proxies may not be used at a Board of Directors' meeting.

12. Participation and Voting. The Board of Directors may permit any Director to participate in a regular or special meeting by, or conduct the meeting through the use of, any mean of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. Directors may not vote by proxy.

13. Compensation. No compensation shall be paid to Directors, as such, for their services. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

#### **ARTICLE VI. ARCHITECTURAL CONTROL COMMITTEE**

1. General Powers. The Architectural Control Committee (ACC) shall have such powers and authorities as may be delegated to it by the Declaration or the Board of Directors.

2. Number and Qualification. All members of the ACC shall be members of the Association or otherwise qualified as provided in the Declaration. The ACC shall consist of five (5) members. The number of members of the ACC may be changed by a vote of a majority of votes entitled to be cast by members of the Association present in person or by proxy at an annual or special meeting of the members at which a quorum is present. No member of the Board of Directors of the Association may serve on the ACC at the same time such person is also serving as a member of the Board of Directors.

3. Election and Term of Office. Each member of the ACC shall be elected to serve a term of two (2) years. Members of the ACC shall be elected by a vote of a majority of the votes entitled to be cast by members of the Association present in person or by proxy at an annual meeting at which a quorum is present.

4. Vacancies. Vacancies in the ACC caused by any reason other than removal of a member of the ACC by vote of the Association shall be filled by a vote of the majority of the members of the Board of Directors. Each person so elected shall remain in office until the next annual meeting of the members of the Association, at which time an election shall be held to fill

the vacancy and unexpired term.

5. Removal of Members. At any annual or special meeting duly called, any one or more of the members of the ACC may be removed without cause by vote of a majority of the votes entitled to be cast by members of the Association present in person or by proxy at such meeting where a quorum is present. Any successor shall then and there be elected to fill the vacancy and an unexpired term thus created. Any member of the ACC whose removal has been proposed by the membership shall be given an opportunity to be heard at such meeting.

6. Quorum at All Meetings of the Architectural Control Committee. A majority of the members of the ACC shall constitute a quorum, and the acts of a majority of the members of the ACC present at a meeting at which a quorum is present shall be the acts of the ACC. If at any meeting of the ACC there shall be less than a quorum present, the majority of those present may adjourn the meeting. At such adjourned meeting subsequently held, any business which might have been transacted at the meeting originally called may be transacted without further notice.

7. Participation and Voting. Members of the ACC must be present in person at a meeting to participate in the meeting and vote on matters presented to the ACC for consideration. Proxies may not be used at a meeting of the ACC.

8. Notice of Meetings. Meetings of the ACC may be called by any member of the Committee personally or by mail, telephone, or electronic mail. Before or at any meeting of the ACC, any member of the ACC may waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a member at any meeting of the ACC shall constitute a waiver of notice by him or her of the time and place of the meeting.

9. Open Meetings. All meetings of the ACC shall be open to attendance by any member of the Association.

## **ARTICLE VII. OFFICERS**

1. Designation. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by and from the Board of Directors, and such assistant officers as the Board of Directors shall, from time to time, elect.

2. Election of Officers. The officers of the Association shall be members of the Board of Directors and they shall be elected annually by the Board of Directors at the organizational meeting of each new Board and shall hold office at the pleasure of the Board.

3. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his/her

successor elected at any regular meeting of the Board of Directors, or at any Special Meeting of the Board of Directors called for such purpose.

4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by a member of the Board of Directors by a majority vote of the members of the Board of Directors.

5. President. The President shall be the principal executive officer of the Association, and, subject to the control of the Directors, shall in general supervise and control all of the business and affairs of the Association. S/he shall preside at all meetings of the Board of Directors and members. S/he shall present, at each Annual Meeting of the members, a report of the conditions of the business of the Association. S/he shall cause to be called regular and Special Meetings of the members and Directors in accordance with these By-Laws. S/he shall appoint and remove, employ and discharge, and fix the compensation of all employees of the Association and shall have the power to appoint committees from among the members, from time to time, as s/he may, at his/her discretion, decide is appropriate to assist in the conduct of the affairs of the Association. S/he shall sign and make all contracts and agreements in the name of the Association. S/he shall sign checks, notes, drafts, warrants, or other orders for the payment of money duly drawn by the Treasurer, and any deeds, mortgages, bonds, or other instruments which are required to be executed, except in the case where the signing and execution thereon shall be expressly delegated by the Directors to some other officer or agent of the Association, or shall be required by law or by the Declaration to be otherwise signed or executed. S/he shall enforce these By-Laws and perform all of the duties incident to the position and office and which are required by law.

6. Vice-President. The Vice-President shall have the powers and authority and shall perform all the functions and duties of the President in the absence of the President or his/her inability, for any reason, to exercise such powers and functions or perform such duties.

7. Secretary. The Secretary shall keep all the minutes of the meetings of the Board of Directors and the minutes of all meetings of the Association; s/he shall have charge of such records as the Board of Directors may direct; and s/he shall, in general, perform all duties incident to the office of Secretary. Unless otherwise directed by the Board, the Secretary is responsible for getting the mail for the Association. The Secretary shall send the minutes of the Board of Directors meetings to all Owners in a timely manner. The Secretary shall compile and keep up-to-date a complete list of members and their last known addresses as shown on the records of the Association. Such list shall also show each member's name, and the number or other appropriate designation of the Lot owned by such member. Such list shall be distributed biannually to Members. This list is meant for the internal use of the membership and for privacy reasons should not be distributed to any commercial or political organizations.

8. Treasurer. The Treasurer shall have the responsibility for Association funds and shall be responsible for keeping or arranging for the keeping of full and accurate accounts of all receipts and disbursements in books or records belonging to or available to the Association. S/he shall be responsible for the deposit of all monies and other valuables in the name, and to the credit, of the Association in such accounts and depositories as may, from time to time, be designated by the Board of Directors. Withdrawals shall be made from such accounts as described in Article VIII of these By-Laws. S/he shall, in general, perform all of the duties incident to the office of Treasurer. The Treasurer shall furnish a financial summary statement at least annually to every member.

### **ARTICLE VIII. BILLS, NOTES, ETC.**

All bills payable, notes, checks, or other negotiable instruments of the Association shall be made in the name of the Association. Checks shall be signed by either the President or Treasurer of the Association and notes or other negotiable instruments of the Association shall be signed by the President, or, in the absence of the President, another board member as designated by the Board of Directors. Checks written for less than \$500 must have the signature of a designated Board member with signature authority. . Checks written for \$500 or more require the signatures of both the President, or other designated board member if the President is not available, and the Treasurer. No officer or agent of the Association, either singly or jointly with others, shall have the power to make any bills payable, note, check, draft, or warrant, or other negotiable instruments, or endorse the same in the name of the Association, or contract or cause to be contracted any debt or liability in the name of or on behalf of the Association, except as expressly prescribed and provided by the Board of Directors.

### **ARTICLE IX. AMENDMENT**

These By-Laws may be amended by vote of a majority of the votes entitled to be cast by members of the Association present in person or by proxy at an Annual Meeting or Special meeting constituted for such purpose at which a quorum is present. When By-laws are amended, the Secretary of the Association shall verify that there are no conflicts with the Declaration and distribute the complete updated By-Laws to the Membership within one month of the adoption of the Amendment by the Membership.

### **ARTICLE X. EVIDENCE OF OWNERSHIP AND REGISTRATION OF MAILING ADDRESS**

The Owner or Owners of each Lot shall have one registered mailing address to be used by the Association for mailing of statements, notices, demands, and all other communications; and such registered address shall be the only mailing address of a person or persons, firm, corporation, partnership, association, or other legal entity or any combination thereof to be used

by the Association.

### ARTICLE XI. OBLIGATIONS OF OWNERS

Except as otherwise provided in the Declaration, all Owners shall be obligated to pay the annual and special assessments, interest, and fines imposed by the Association. A member shall be deemed to be in good standing and entitled to vote at any Annual Meeting or Special Meeting of members, within the meaning of these By-Laws if, and only if, s/he shall have fully paid all assessments, interest, and fines made or levied against him/her and the Lot owned by him/her.

### ARTICLE XII. NON-PROFIT

This Association is not organized for profit. No member, member of the Board of Directors, or officer, shall receive or shall be lawfully entitled to receive any pecuniary profit from the operation thereof; and in no event, shall part of the funds or assets of the Association be paid as salary or compensation to, or distributed to, or inure to the benefit of, any member of the Board of Directors, officer, or any member of the Association provided, however, (1) that reasonable compensation may be paid to any member, Director, or officer while acting as an agent or employee of the Association for services rendered in effecting one or more of the purposes of the Association, and (2) that any member, Director, or officer may, from time to time, be reimbursed for his/her actual and reasonable expenses incurred in connection with the administration of the affairs of the Association.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands.

\_\_\_\_\_  
Art Abplanalp, President, BPLA

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Elizabeth Santangelo, Secretary, BPLA

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned Secretary of the Association does hereby certify that the above and foregoing By-Laws were duly adopted by the members of the Association as the By-Laws of said Association as amended through the 15th day of November, 2014, and that they do now constitute the By-Laws of said Association.

Effective the 15th day of November, 2014.

ATTEST:

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Elizabeth Santangelo, Secretary, BPLA