

AMENDED AND RESTATED BYLAWS FOR
GALENA COUNTRY ESTATES HOMEOWNERS ASSOCIATION,
a Nevada Non-Profit Corporation

ARTICLE ONE

Name

The name of the corporation to which these Bylaws apply is the Galena Country Estates Homeowners Association (hereinafter referred to as the "Association").

ARTICLE TWO

Definitions and Precedence

Section 2.01. "Declaration" refers to the Second Amended and Restated Declaration of Covenants, Conditions and Restrictions for Galena Country Estates, recorded in the Official Records of Washoe County, State of Nevada and any amendments or restatements that may be recorded.

Section 2.02. "Member" is defined as persons entitled to membership in the Association by virtue of ownership of a lot or parcel in Galena Country Estates as evidenced in the records of Washoe County Recorder.

Section 2.03. Other terms used in these Bylaws shall have the meanings given in the Declaration.

Section 2.04. These Bylaws are intended to conform to NRS 116, the Declaration and Articles of Incorporation. Should conflict be determined to exist, NRS 116, the Declaration and/or Articles of Incorporation shall govern, as appropriate.

ARTICLE THREE

Members and Voting Rights of Members

Section 3.01. Only Members of the Association shall have voting rights. An Owner of a lot or parcel shall automatically be a Member of the Association, and shall remain a Member of the Association until such time as his or her ownership of a lot or parcel within the Association ceases, for any reason, at which time his or her membership in the Association shall automatically cease. The methods of voting shall be set forth in these Bylaws.

Section 3.02. Any Member may attend meetings of the Association and may vote at meetings or by written, dated and signed proxy conforming to the requirements of NRS 116.311 filed with the Secretary of the Association prior to or at the meeting. A proxy may be exercised only by another Member of the Association. Votes at a meeting may be cast either by voice, by valid and lawful proxy or by written ballot pursuant to NRS 116.311.

Section 3.03. When one (1) or more Members own an interest in a lot or parcel, there shall be but one vote per lot or parcel; the vote for such lot or parcel shall be exercised as the Owners shall determine but shall not be cast on a fractional basis. If the Owners of a lot or parcel are unable to

agree as to how their voting rights shall be cast, then they shall be deemed to have forfeited their vote on the matter in question. If any Owner shall exercise the right to vote, it will be conclusively presumed for all purposes that he/she was acting with authority and consent of all other Owners of that same lot or parcel.

ARTICLE FOUR Meetings of Members

Section 4.01. The presence of ten percent (10%) of the Members in person, by proxy or written ballot at any meeting of the Members shall constitute a quorum.

Section 4.02. Except as otherwise expressly provided in these Bylaws or Nevada law, action may be taken at a meeting of the Members at which a quorum is present upon the affirmative vote of a majority of the total voting power present at such meeting in person or by proxy. In the alternative, in lieu of a meeting, written ballots may be used.

Section 4.03. There shall be an Annual Meeting of the Members each year. The date of the Annual Meeting shall be in March or other date as determined by the Board of Directors. In any case, written notice of the time, date, place and agenda of the Annual Meeting shall be delivered to the Members not less than fifteen (15) days nor more than sixty (60) days prior to the date fixed for such meeting. Pursuant to NRS 116.3108, the ballots for the election of members of the Board shall be opened and counted at the Annual Meeting.

Section 4.04. A meeting of the Members may be called for the purpose of considering matters which, by the terms of NRS 116, the Declaration, Articles of Incorporation, or these Bylaws, require the approval of the Members, or for any other purpose. A Member meeting may be called by the Board of Directors or by written petition signed by at least ten percent (10%) of the Members. Written notice of the time, date, place and agenda of such Member meeting shall be delivered to the Members not less than fifteen (15) days nor more than sixty (60) days prior to the date fixed for such meeting.

Section 4.05 For the purpose of determining Members entitled to notice of or to vote at any meeting or at any adjournment thereof, the Board may fix, in advance, a date as a record date for any such determination of Members. Such record date shall not be more than sixty (60) days before the date of such meeting.

Section 4.06 The President shall preside over the meetings of the Association and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting as well as a record of all transactions occurring at the meeting. The Board shall determine the procedures to govern the conduct of all meetings of the Association and such procedure shall not be in conflict with the Declaration, the Articles of Incorporation, or these Bylaws.

ARTICLE FIVE Notices

Any Notice permitted or required to be delivered by these Bylaws may be delivered as allowed by NRS 116, electronically, personally or by mail.

ARTICLE SIX
Nomination, Election, Tenure, Meetings
Powers and Duties of the Board of Directors

Section 6.01. The powers of the Association shall be vested in the Board of Directors. The Board shall consist of five (5) directors. The directors must be Members of the Association. There shall be no cumulative voting.

Section 6.02. The Board of Directors shall have: (a) the power to exercise for the Association all powers, duties and authority vested in the Association and not reserved to the Members by other provisions of NRS 116, the Declaration, the Articles of Incorporation or these Bylaws; (b) the power and duties specifically conferred upon the Association or the Board by applicable law, including Chapters 82 and 116 of the Nevada Revised Statutes, the Declaration, the Articles of Incorporation, or these Bylaws; and (c) all other powers and duties necessary for the administration of the Association and for enforcement of the provisions of NRS 116, the Declaration, the Articles of Incorporation, or these Bylaws.

Section 6.03. Solicitations for election to the Board shall be made by sending a solicitation form to each Member as provided in NRS 116.

Section 6.04. Directors shall be elected at the Annual Meeting and each director shall hold office for two (2) years or until his/her successor shall be elected and qualified. Terms shall be staggered. Except as allowed by Nevada law, the Directors shall be elected by secret written ballots. If the number of candidates is less than or equal to the number of members to be elected, then the Association will not prepare or mail any ballots and the nominated candidates shall be deemed to be elected at the member meeting at which the ballots would have been counted.

Section 6.05. Vacancies in the Board of Directors resulting from death, resignation, removal, or failure of the Members to elect at the Annual Meeting may be filled by a majority vote of the Directors in office whether a quorum exists or not, and the Directors so chosen shall hold office until the next Annual Meeting.

Section 6.06. At any special meeting of the Members called for that purpose, the Members may remove any one or all of the Board of Directors, with or without cause as set forth in NRS 116.

Section 6.07. The Board of Directors may hold meetings at such place as it shall determine, but all such meetings must be within Washoe County. All meetings of the Board shall be open to all Members of the Association. Non-members of the Association may not attend unless required by NRS 116.

Section 6.08. No Director shall receive compensation for any service he/she may render to the Association; however, with approval of the Board, a Director may be reimbursed for actual out-of-pocket expenses incurred in the performance of duties.

Section 6.09. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken

without a meeting if a written consent thereto is signed by Members of the Board of Directors representing a majority of the Board. Such written consent shall be filed with the minutes of the next Board meeting.

Section 6.10. Upon adjournment of the Annual Meeting, the Board of Directors shall hold a meeting for the purpose of electing officers for the coming year. Regular meetings of the Board shall be held at least once every 100 days or as necessary to handle the business of the Association. Board meetings may be called by the President or a quorum of the Board with notice as required by NRS 116.

Section 6.11. A majority of the members of the Board shall constitute a quorum and a majority of those present may take action for the Board; however, no proxy voting shall be allowed at Board meetings.

Section 6.12. The Board of Directors shall keep written minutes of its meetings and such minutes shall be available for review in the office of the community manager once approved as accurate by the Board.

Section 6.13. The Board of Directors may appoint any committees as deemed appropriate in carrying out the purpose of the Association in the sole discretion of the Board. At least one Board member shall be appointed to any committee.

ARTICLE SEVEN Officers

Section 7.01. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, all of whom shall be elected by and from the Board of Directors for one year (1) terms, or upon earlier change at the discretion of the Board or Directors. Any Board member may serve in the capacity of multiple offices.

Section 7.02. Upon 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 meeting of the Board.

Section 7.03. The President shall be the Chief Executive Officer of the Association. He/she shall preside at all meetings of the Association and of the Board of Directors and shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes.

Section 7.04. The Vice President shall substitute for the President whenever the President is absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint a member of the Board to act on an interim basis.

Section 7.05. The Secretary shall ensure the minutes of all meetings of the Board and the Association are kept, shall ensure the official records of the Board and Association are maintained, and shall perform all duties incident to the office of Secretary.

Section 7.06. The Treasurer shall be responsible for ensuring complete and accurate accounts of all receipts and disbursements of the Association are kept. The Treasurer, or his/her designee, shall be responsible for the deposit of all monies and securities in the name and to the credit of the Association in such depositories as may be designated by the Board.

ARTICLE EIGHT
Assessments, Budgeting and Fiscal Year

Section 8.01. A fiscal year budget for the Association shall be prepared by the Board and submitted to the Members of the Association for ratification. Such budget shall take into consideration all anticipated receipts and expenditures of the Association for the coming fiscal year, shall show a comparison to the current budget, and shall not anticipate a deficit. The budget shall be prepared to reveal the function and object of all expenditures and shall include explanatory narrative, as appropriate.

Section 8.02. The fiscal year of the Association shall be July 1 through June 30.

ARTICLE NINE
Amendment

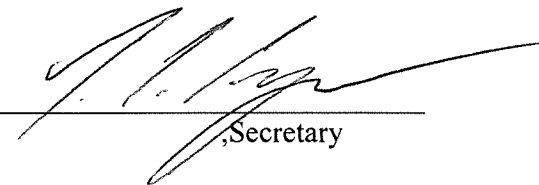
These Bylaws may be amended at any regular or special meeting of the Members by an affirmative vote of a majority of the total voting power present at such meeting in person or by proxy, assuming a quorum is present or by written ballot as long as at least the equivalent of a quorum return ballots and at least a majority of the ballots are returned in favor of the amendment and provided that the proposed amendment had been delivered in writing to all Members of the Association with the notice calling such meeting or with the written ballots.

CERTIFICATE OF SECRETARY

I, the undersigned, hereby certify:

1. That I am the duly elected and acting Secretary of the Galena Country Estates Homeowners Association, a Nevada non-profit corporation; and
2. That the foregoing Bylaws comprising five (5) pages, constitute the Bylaws of the Corporation as duly adopted by a majority of a quorum of the Members.

Dated this 12TH day of APRIL, 2022.



Secretary

The Bylaws were delivered to all Members of the Association on _____, 2022.