

**BYLAWS  
OF  
HILLTOP COMMUNITY ASSOCIATION**

**ARTICLE ONE  
NAME AND LOCATION**

The name of the corporation is "Hilltop Community Association" (the "Association"), a Nevada nonprofit corporation formed under NRS Chapter 82 and in accordance with NRS Chapter 116. The initial principal place where the business of the Association shall be transacted and carried on will be at 9433 Double Diamond Parkway, Bldg 3, Reno, Nevada 89521.

**ARTICLE TWO  
DEFINITIONS**

Reference is hereby made to that certain Declaration of Covenants, Conditions, and Restrictions and Reservation of Easements for Hilltop at Lakeridge Golf Course, recorded on October 8, 2021, as Document No. 5235707, Official Records, Washoe County, Nevada, as amended, supplemented, and/or restated from time to time (the "Declaration").

Terms used herein and not defined herein shall have the meanings given to them in the Declaration and the Articles of Incorporation which are incorporated herein and made a part hereof by this reference.

**ARTICLE THREE  
MEMBERS**

**3.1 Membership.**

3.1.1 **Generally.** As set forth in the Declaration and the Articles, the members of the Association shall be the Owners of the Units. Every Owner shall be a Member of the Association, and each Owner shall automatically be a Member of the Association without the necessity of any further action on his part. There shall be only one membership per Unit. If a Unit is owned by more than one Owner, all co-Owners shall jointly share the privileges of such membership, provided that the voting rights allocated to that Unit shall be cast by only one of them in accordance with these Bylaws, and all such co-Owners shall be jointly and severally obligated to perform the responsibilities of Owners.

3.1.2 **Membership Classes.** As set forth in the Declaration and the Articles, the Association shall have one class of membership, which shall be comprised of the Owners of Units.

3.1.3 **General Rights and Obligations of Members.** Each Member shall have the rights, duties, and obligations set forth in the Governing Documents, as the same may from time to time be amended.

3.1.4 **Proof of Membership; Record Owners.** No putative Owner shall exercise the rights or privileges of membership in the Association until satisfactory proof of ownership has been furnished to the Board of Directors. Proof of ownership of a Unit may consist of a copy of a duly executed and acknowledged grant, bargain and sale deed, or a title insurance policy showing

that person to be the Owner of a Unit, or such documentary or other proof as the Board of Directors, in its discretion, shall deem to be satisfactory. The decision of the Board of Directors as to qualification for membership shall be final and conclusive for all purposes.

Without limiting the foregoing, only those persons appearing as record Owners in the official records of the Association on the date forty-five (45) days prior to the scheduled date of any meeting of the Members required or permitted to be held under these Bylaws or the Declaration shall be entitled to exercise rights of Members hereunder related to such meeting (including, without limitation, the right to notice of or vote at any such meeting).

3.1.5 **Transfer of Membership.** The Association membership of the Owner(s) of a Unit shall be appurtenant to such Unit, and shall not be assigned, transferred, pledged, hypothecated, conveyed, or alienated in any way except on a transfer of title to such Unit, and then only to the transferee. Any attempt to make a prohibited transfer shall be void. Any transfer of title or interest to a Unit shall operate automatically to transfer the appurtenant membership rights in the Association to the new owner(s)

### 3.2 **Voting.**

3.2.1 **Generally.** Only Members of the Association shall have voting rights. The voting rights of the Members (including, without limitation, Declarant's rights to appoint directors and officers, and the expiration of those rights) shall be as set forth in the Declaration and the Articles of Incorporation.

3.2.2 **Exercise of Voting Rights.** Votes may be cast in any manner permitted by, and then in accordance with the terms and conditions of, NRS Section 116.311 (as amended or superseded from time to time). No vote allocated to a Unit owned by the Association may be cast. In the case of a Unit owned by two (2) or more persons or entities, the vote(s) allocated to that Unit shall be cast by only one of them, in accordance with NRS Section 116.311(2)(b) (as amended or superseded from time to time).

3.2.3 **Counting of Votes.** Only a vote cast in accordance with Section 3.2.2 above may be counted.

3.2.4 **Vote Appurtenant to Unit.** The right to vote may not be severed or separated from the ownership of the Unit to which it is allocated, except that any Member may give a revocable proxy in the manner described NRS Section 116.311 (as amended or superseded from time to time), and any sale, transfer or conveyance of such Unit to a new Owner or Owners shall operate automatically to transfer the allocated vote(s) to the new Owner.

### 3.3 **Meetings of Members.**

#### 3.3.1 **Annual Meetings.**

(a) **Time, Place, and Purpose of Annual Meetings.** Annual meetings of Members shall be held annually in the month of September, October, or November on a date and time specified by the Board of Directors in accordance with the Declaration and these Bylaws. The purpose of each annual meeting is the opening and counting of secret ballots for the election of Directors (in accordance with the procedures set forth in these Bylaws), the ratification of the

budget for the next fiscal year, approval of the minutes of any prior annual or special meeting, any other matter included within the notice for such annual meeting, and any emergency matters.

(b) **Scheduling and Notice of Annual Meetings.** The Board shall schedule, notice, and agendize annual meetings as required by the Act, and will efficiently coordinate its statutorily-mandated budget and ballot preparation activities so that the Association may address all items required to be addressed at the annual meeting pursuant to the Act and the Governing Documents. In addition, notice shall be given to all Eligible Mortgage Holders in the manner specified in the Declaration.

### **3.3.2 Special Meetings and Removal Election Meetings.**

(a) **Special Meetings; Removal Elections.** Special meetings and removal election meetings of the Members may be called as provided in NRS 116.3108. Further, special meetings and removal election meetings shall be set, and, as to removal election meetings, secret ballots shall be circulated, as provided in NRS 116.3108.

(b) **Notice of Special Meetings and Removal Election Meetings.** The Board shall schedule, notice, and agendize special meetings and removal election meetings as provided in the Act. In addition, notice shall be given to all Eligible Mortgage Holders in the manner specified in the Declaration.

3.3.3 **Notices for Certain Actions.** Notwithstanding anything else herein to the contrary, the Board shall provide written notice to the Owner of each Unit of a meeting at which an assessment for a capital improvement or the commencement of a civil action is to be considered or action is to be taken on such an assessment at least twenty-one (21) calendar days before the meeting. The Association may commence a civil action only in accordance with the provisions of the Declaration and NRS 116.31088.

3.3.4 **Place of Meetings.** Meetings of the Members shall be held within Washoe County, Nevada, at such meeting place as the Board may determine which is reasonably convenient to the Members. Members may participate in a meeting by means of a conference telephone network, internet video conferencing or web conferencing service (e.g. Zoom, Microsoft Teams, WebEx, etc.), or similar communications method by which all persons participating in the meeting hear each other. Participation in a meeting pursuant to this Section 3.3.4 constitutes presence in person at such meeting.

3.3.5 **Membership Approval.** Except in cases in which the Governing Documents or the Act expressly require a greater number, or the Act does not require a quorum (such as, for example, those items for which no quorum is required under NRS 116.31034), taking action on any particular matter put to the Members shall require the affirmative vote of a majority of a quorum of Members. In the event the Governing Documents or the Act expressly require a greater vote, then taking action on the relevant matter put to the Members shall require the affirmative vote so required by the Governing Documents or the Act. In those instances in which the Act does not require a quorum, taking action on the relevant matter put the Members shall require the affirmative vote of a majority of the Members entitled to cast votes and actually casting votes on such matter.

3.3.6 **Quorum.** The presence at any meeting of the Members entitled to cast twenty percent (20%) of the Voting Power of the Association shall constitute a quorum for the transaction of business. Regarding meetings, if a quorum exists at the outset of a meeting, a quorum of the Members shall be deemed present throughout the meeting until adjournment, notwithstanding a withdrawal of Members; provided, however, that nothing in this Section shall modify the membership approval requirements set forth in Section 3.3.5.

3.3.7 **Minutes of Meetings of the Members.** The Secretary shall prepare minutes for each meeting, and make such minutes available to the Members, as provided in the Act.

3.3.8 **Eligible Mortgage Holder Representation.** Each Eligible Mortgage Holder shall have the right to attend all membership meetings through a representative designated in writing and delivered to the Board of Directors.

3.3.9 **Vote without Meeting.** Any action required or permitted to be taken at any meeting of the Members may be taken by vote without a meeting in accordance with the provisions of NRS 116.311 (as amended or superseded from time to time).

3.4 **Notices to Members.** All notices given to the Members shall be provided in the manner required by the Act, or, in the absence of any such requirement, in any manner a notice required under the Act may be provided to Members. Whenever any notice is required to be given under the provisions of the statutes or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

#### **ARTICLE FOUR BOARD OF DIRECTORS**

4.1 **Generally.** The affairs of the Association will be managed by a Board of not less than 3 and no more than 5 directors. Each director must meet the qualification criteria set forth in the Declaration and the Act (but, for clarification purposes, directors selected by Declarant need not be Members of the Association). The number of members of the Board of Directors will be 3 until the Board of Directors by resolution increase the number, but not more than 5; or the number of Directors is changed by amendment to these Bylaws.

#### **4.2 Selection of Board of Directors.**

4.2.1 **Selection of Directors Prior to Declarant's Control Termination Date.** Prior to Declarant's Control Termination Date, the Board of Directors will be selected by Declarant, and will serve at the sole discretion of and for the term appointed by Declarant, subject, however, to the provisions of NRS 116.31032 (providing for gradual transition of control of the Board as Units are sold). Pursuant to NRS 116.31032, from time to time as conveyances of Units in the Property proceed, Declarant will yield control of one or more seats on the Board of Directors as necessary to comply with NRS 116.31032. Each time that Declarant is required to transfer control of a director's position, the Members shall select a person to fill the position, which selection shall be in accordance with the terms and provisions of the Governing Documents and the Act, including, without limitation the provisions of Section 4.3 below. Each director properly selected by the Members prior to the Declarant's Control Termination Date shall not be subject to

removal by the Declarant acting alone and shall hold the position until the earlier of (i) 2 years from the next occurring annual meeting and (ii) the first annual meeting following Declarant's Control Termination Date.

**4.2.2 Selection of Directors after Declarant's Control Termination Date.**

Following Declarant's Control Termination Date, all directors on the Board of Directors will be selected by the Members in accordance with the terms and provisions of the Governing Documents and the Act, including, without limitation the provisions of Section 4.3 below.

**4.2.3 Term of Office after Declarant's Control Termination Date.** At the first election following Declarant's Control Termination Date, the terms of office of each member of the Board of Directors will be set so as to ensure that, to the extent possible, an equal number of members of the Board of Directors are elected at each annual meeting (that is, some of the initial directors elected following Declarant's Control Termination Date will have shorter terms of office than others). With the exception of the preceding sentence, each member of the Board of Directors shall be elected to serve for a term of two years. The directors elected by the Members shall hold office until their respective successors have been elected. Directors may be elected to serve any number of consecutive terms.

**4.3 Nomination and Election of Directors.**

**4.3.1 Nominations.** As to directors to be selected by the Members, nominations for election to the Board of Directors shall be made pursuant to the Act. Nominations will not be accepted from the floor of any meeting.

**4.3.2 Election.** Subject to the terms of Section 116.31034 regarding election by nomination in the event the number of nominees is fewer than the number of open positions, each director to be selected by the Members shall be selected by election, which election must be conducted by secret ballot and pursuant to the terms of the Governing Documents and the Act. Only ballots that are returned to the Association may be counted in the election, and write-in votes shall be considered void. Votes cast for the election of a member of the Board must be counted in public at a meeting of the Association. Each director to be selected by the Members shall be chosen by a plurality of the votes cast at the election for such director to be held in accordance with the Articles and these Bylaws.

**4.4 Vacancies on the Board of Directors.**

**4.4.1 Prior to Declarant's Control Termination Date.** Prior to Declarant's Control Termination Date, if a director appointed by Declarant dies, becomes disabled, resigns, or is removed by the Commission for Common-Interest Communities pursuant to the Act, Declarant will appoint a new director to serve the balance of the term of the resigning, disabled, deceased, or removed director; and if a director elected by the Members dies, becomes disabled, resigns, or is removed by the Commission for Common-Interest Communities pursuant to the Act, the remaining directors will within sixty (60) days of the vacancy appoint a new director from among the Members other than Declarant to serve the remainder of the term of the resigning, disabled, deceased, or removed director representing Members other than Declarant.

**4.4.2 Following Declarant's Control Termination Date.** Following Declarant's Control Termination Date, any vacancy occurring on the Board may be filled by the affirmative

vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. The term of a replacement director elected hereunder will be until the earlier of the expiration of the term of the replaced director and the next regular election of the Board of Directors; and further provided that the term of the new replacement director elected at such next regular election, if applicable, shall be coincident with the term of the original replaced director. If the Board of Directors fails to appoint a new director as provided herein within sixty (60) days of the vacancy, the President or acting President shall call for a special election by the Members for the purpose of electing a new director to fill the vacancy.

**4.5 Removal of Directors by the Members.** The Members may remove any member of the Board, with or without cause, other than a member of the Board appointed by Declarant (who may be removed only in Declarant's sole and absolute discretion prior to Declarant's Control Termination Date), by a vote in favor of removal that complies with the terms of the Governing Documents and applicable provisions of the Act (including, without limitation, Section 116.31036).

**4.6 Voting.**

**4.6.1 Generally.** Except in cases in which the Governing Documents or the Act expressly require a greater number, taking action on any particular matter put to the Board shall require the affirmative vote of a majority of a quorum of the directors. In the event the Governing Documents or the Act expressly require a greater vote, then taking action on the relevant matter put to the Board shall require the affirmative vote so required by the Governing Documents or the Act.

**4.6.2 Quorum.** The presence at any meeting of Board members entitled to cast a majority of the votes on the Board shall constitute a quorum for the transaction of business. If a quorum exists at the outset of a meeting, a quorum shall be deemed present throughout the meeting until adjournment, notwithstanding a withdrawal of Board members; provided, however, that nothing in this Section shall modify the approval requirements set forth in Section 4.6.1.

**4.7 Meetings of the Board of Directors.**

**4.7.1 Annual Meeting and Schedule of Regular Meetings.** An annual meeting of the Board of Directors shall be held immediately following the adjournment of each of the annual meetings of the Members. The purpose of each such annual meeting of the Board of Directors is organization, election of officers, and the transaction of any other matter included within the notice for such annual meeting and any emergency matters permitted under the Act. At each annual organizational meeting, the Board of Directors shall adopt a schedule of regular meetings, at such time and place as may be fixed from time to time by resolution of the Board of Directors, but such meetings will be held no less frequently than once every one hundred (100) days, and shall include a meeting to adopt a proposed budget and prepare a secret ballot for election of directors at least ninety (90) days and no more than one hundred twenty (120) days before each fiscal year, which may coincide with other regular meetings of the Board. The purpose of each regular meeting of the Board of Directors is the review of matters described in Section 116.31083 of the Act, the transaction of any other matter included within the notice for such meeting and any emergency matters permitted under the Act. At least two (2) regular meetings of the Board each year shall be held outside regular business hours (that is, outside the hours of 9 a.m. to 5 p.m. Monday through Friday, excluding state and federal holidays).

4.7.2 **Special Meetings.** Special meetings of the Board not on the schedule adopted under Section 4.7.1 may be called by the President or on the written request of two (2) or more directors on the Board.

4.7.3 **Notice.** Regular and special meetings of the Board shall be noticed and held as provided in the Governing Documents and the Act (including, without limitation, Section 116.31083).

4.7.4 **Agenda.** The agenda of a meeting of the Board must comply with the provisions of the Act. A period for comments by Members and discussion of those comments must be scheduled for the beginning and end of each meeting; provided that comments at the beginning of the meeting shall be limited to items on the agenda. In an emergency, the Board may take action on an item which is not listed on the agenda as an item on which action may be taken.

4.7.5 **Minutes.** The Secretary shall prepare minutes and recordings for each meeting of the Board, and shall make such minutes and recordings available to Members, in accordance with applicable provisions of the Act.

4.7.6 **Member's Right to Attend; Executive Sessions.** Except as to executive sessions of the Board allowed pursuant to Section 116.31085 of the Act, a Member may attend any meeting of the Association or of the Board and speak at any such meeting. The Board may establish reasonable limitations on the time a Member may speak at such a meeting.

4.7.7 **Place of Meetings; Telephonic Meetings.** The Board may hold meetings, both regular and special, upon the Property or at any other reasonable place within Washoe County, State of Nevada. The Board and members of any committee designated by the Board may participate in a meeting by means of a conference telephone network, internet video conferencing or web conferencing service (e.g. Zoom, Microsoft Teams, WebEx, etc.), or similar communications method by which all persons participating in the meeting hear each other. Participation in a meeting pursuant to this Section 4.7.7 constitutes presence in person at such meeting.

4.7.8 **Action Taken Without a Meeting.** Unless otherwise restricted by the Articles of Incorporation, these Bylaws, or applicable law, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if, before or after the action, a written consent thereto is signed by a majority of the members of the Board. If the vote of a greater proportion of the directors is required for an action, then the greater proportion of written consents is required. Such written consent must be filed with the minutes of the proceedings of the Board.

4.8 **Compensation of Directors.** No director shall receive compensation for any services he may render to the Association; however, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

4.9 **Waiver of Notice.** Attendance of a director at any meeting will constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Before, at, or after any meeting of the Board of Directors, any director may waive in writing notice of such meeting, and such waiver will be deemed equivalent to the giving of such notice. Neither

the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the waiver of notice of such meeting.

4.10 **Powers of the Board.** The Board of Directors may act in all instances on behalf of the Association, except as provided in the Governing Documents or the Act. The Board shall have all the powers of a nonprofit corporation organized under the laws of the State of Nevada and the powers conferred upon it pursuant to appropriate Chapters of the Nevada Revised Statutes (including, without limitation, the Act and NRS Chapter 82, each as amended or superseded), subject only to such limitations on the exercise of such powers as are set forth in the Governing Documents. It shall have the power to do any lawful thing that may be authorized, required, or permitted to be done by the Association under the Governing Documents, and to do and perform any act that may be necessary or proper for or incidental to the exercise of any of the express powers of the Association.

4.11 **Duties of the Board.** Except as provided in the Governing Documents or the Act, the Board of Directors shall have the duty generally to conduct the affairs of the Association, to perform those obligations delegated to the Board pursuant to the Governing Documents, and any duty otherwise required by law. Without limiting the generality of the foregoing, the Board shall cause the financial statements of the Association to be audited by an independent certified public accountant as required by the Act, and in accordance with the regulations established by the State of Nevada Commission for Common Interest Communities.

4.12 **Restrictions on Powers of Board of Directors.**

4.12.1 **Action Requiring Majority Member Approval.** In addition to any restrictions contained in the Declaration, the Association shall be prohibited from taking any of the following actions without the vote or written assent of a majority of the Voting Power of the Association:

(1) Paying compensation to directors or to officers of the Association for services performed in the conduct of the Association's business; provided, however, that the Board may cause a director or officer to be reimbursed for expenses incurred in carrying on the business of the Association.

(2) Incurring aggregate expenditures payable by the Association for capital improvements to the Areas of Common Responsibility in any fiscal year in excess of 5% of the budgeted gross expenses of the Association for that fiscal year.

(3) Commence or maintain a civil action on behalf of the Association, except as otherwise permitted under the Declaration and the Act.

4.12.2 **Action Requiring Super-Majority Member Approval.** The Association shall be prohibited from taking any of the following actions without the vote or written assent of sixty-seven percent (67%) of the Voting Power of the Association:

(1) Sell any real property owned by the Association.

(2) Hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred.

4.12.3 **Fines.** The amount of any fine imposed for a violation of the Governing Documents and the remedies for failure to pay such a fine shall be subject to any limitations imposed by the Act and the Declaration.

4.13 **Committees.** Committees to perform such tasks and to serve for such periods as may be designated by the Board are hereby authorized. Such committees shall perform such duties and have such powers as may be provided by Board resolution. Each committee shall be composed as required by law and shall operate in accordance with the terms of the resolution of the Board designating the committee or with rules adopted by the Board. All committees must maintain and publish notice of their actions to Members and the Board. No committee member shall receive compensation for any services he may render to the Association; however, any committee member may be reimbursed for his actual expenses incurred in the performance of his duties.

4.14 **Delegation to Manager.** The Board may engage the services of a professional Manager to manage the Association Property, the Areas of Common Responsibility, and the general affairs of the Association. The Board may delegate any of its powers, duties, and responsibilities to a professional Manager.

## **ARTICLE FIVE**

### **OFFICERS**

5.1 **Designation.** The principal officers of the Association shall be a President, a Secretary and a Treasurer, all of whom shall be elected by and from the Board. The Board may appoint a Vice President and/or an assistant secretary-treasurer or such other officers as in its judgment may be necessary.

5.2 **Election of Officers.** The initial directors named in the Articles shall elect officers to serve until the first annual meeting of Members. Thereafter, the officers of the Association shall be elected annually by vote of a majority of the members of the Board and shall hold office at the pleasure of the Board.

5.3 **Removal and Replacement of Officers.** Upon affirmative vote of a majority of the members of the Board, any officer may be removed, either with or without cause. Any vacancy in any officer position, however resulting, shall be filled by vote of a majority of the members of the Board, with such successor officer to serve the remainder of the term for which the vacancy exists.

5.4 **President.** The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board. He shall have all the general powers and duties which are usually vested in the office of president of an association, including, but not limited to, the power to appoint committees from among the Members from time to time as he may in his discretion decide are appropriate to assist in the conduct of the affairs of the Association, the power and duty to preside over meetings of the Members and the Board, and any duties or powers designated to the president of an association under the Act. The President shall execute all leases, deeds of trust, deeds and other written instruments and shall co-sign all checks

and promissory notes on behalf of the Association unless others are so authorized by resolution of the Board.

5.5 **Vice President.** In the event a Vice President is appointed in accordance with Section 5.1, the Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President, if any, is able to act, the Board shall appoint some other member of the Board to do so on an interim basis. The Vice President, if any, shall also perform such other duties as from time to time shall be imposed upon him by the Board.

5.6 **Secretary.** The Secretary shall keep the minutes of all meetings of the Board and the minutes of all meetings of the Association; he shall have charge of such books and papers as the Board may direct; and he shall, in general, perform all the duties and hold all the powers incident to the office of Secretary, including any duties or powers designated to the secretary of an association under the Act.

5.7 **Treasurer.** The Treasurer shall have responsibility for the Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements and books belonging to the Association, and keeping funds for reserves, fines, and operating funds separate as required by the Act. He shall be responsible for the deposit of all monies and valuable effects in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board, in accordance with the requirements for depositories set forth in the Act. Furthermore, the Treasurer shall co-sign all checks and promissory notes on behalf of the Association, unless others are so authorized by resolution of the Board, and shall, in general, perform all the duties and hold all the powers incident to the office of Treasurer, including any duties or powers designated to the treasurer of an association under the Act.

5.8 **Compensation of Officers.** No officer shall receive compensation for any services he may render to the Association; however, any officer may be reimbursed for his actual expenses incurred in the performance of his duties.

5.9 **Execution of Amendments to Declaration.** The President, the Secretary and the Treasurer of the Association, or any one of them, may prepare or cause to be prepared, and shall execute, certify and record amendments to the Declaration on behalf of the Association.

## **ARTICLE SIX**

### **AMENDMENT TO BYLAWS**

These Bylaws may be amended (i) at any regular or special meeting of the Board by a vote of a majority of the directors of the Board, or (ii) at any regular or special meeting of the Members by a vote of a majority of the Members of the Association. Notwithstanding the foregoing or anything else herein, the percentage of the voting power of the Board or of Members necessary to amend a specific clause or provision of these Bylaws shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provision.

Notwithstanding the above or any other section of these Bylaws, no amendment to these Bylaws may remove, revoke, or modify any right or privilege of Declarant without the prior written consent of Declarant.

#### **ARTICLE SEVEN** **MISCELLANEOUS**

7.1 **Fiscal Year.** The fiscal year of the Association will begin on the first day of January and end on the 31st day of December every year, except that the first fiscal year will begin on the date of incorporation.

7.2 **Construction.** Unless the context otherwise requires, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural includes the singular. The captions herein are for purposes of reference only.

7.3 **Conflicts of Documents; Interpretation.** In the case of any conflict between the Articles and these Bylaws, the Articles will control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration will control. The general provisions of the Declaration regarding the interpretation of that document shall, to the extent not inconsistent with these Bylaws, govern the interpretation of these Bylaws. Without limiting the foregoing, these Bylaws are intended to comply with the provisions of NRS Chapters 82 and 116, and to the extent any provision of this instrument does not so comply, such provision shall be ineffective, without however, affecting the remaining provisions of these Bylaws. References to particular provisions NRS Chapters 82 and 116 refer to such sections as now or hereafter in effect.

7.4 **Execution of Contracts.** The Board of Directors by majority vote, may, except as otherwise provided in these Bylaws, authorize any officer or officers or agent or agents to enter into any contract or execute any other instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances; provided, however, that unless so authorized by the Board of Directors, no officer, agent or employee shall have the authority to pledge the Association's credit or to render the Association liable for any purpose or to any amount.

7.5 **Procedural Rules.** The procedural rules applicable to meetings of the Members or the Board of Directors shall be Robert's Rules of Order, Newly Revised, 11th Edition, or a Parliamentary Procedures resolution duly adopted by the Board of Directors.

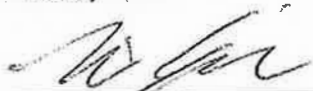
#### **CERTIFICATION**

I, the undersigned, do hereby certify:

THAT I am the Secretary of Hilltop Community Association, a Nevada nonprofit corporation; and

THAT the foregoing Bylaws, comprising the foregoing 11 pages, including this page, constitute the original Bylaws of the Association, as duly adopted by written consent of the Board of Directors.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 29th day of October, 2021.



MIKE AGUILAR, SECRETARY

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