

AMENDED BYLAWS
of
CARRIAGE HILLS HOMEOWNERS ASSOCIATION, INC.
A Nonprofit Corporation

ARTICLE I
Definitions

Section 1. "Association" or "HOA" shall mean and refer to the Carriage Hills Homeowners Association, Inc., a non-profit corporation organized and existing under the laws of the State of South Dakota and all existing properties and additions thereto as are subject to the Declaration, as defined below, encompassing the following legally described properties:

Lots One (1) through Five (5), 6R-7R, Eight (8) through Twenty-One (21), 22R-23R, Twenty-Four (24) through Twenty-Seven (27), 28R-29R1, both inclusive, in Block One (1);

Lots One (1) through Six (6), both inclusive, in Block Two (2);

Lots One (1) through Five (5), both inclusive, in Block Three (3);

Lots One (1) through Three (3), 4R-7R, both inclusive, in Block Four (4) in Carriage Hills subdivision located in the West Half of the Southwest Quarter (W¹/₂SW¹/₄) of Section Sixteen (16), and the East Half of the Southeast Quarter (E¹/₂SE¹/₄) of Section Seventeen (17), Township One (1) North, Range Seven (7) East of the Black Hills Meridian, Pennington County, South Dakota and

Lots One (1) through Five (5), both inclusive, in Block Five (5);

Lots One (1), 2R-3R, Four (4) through Fourteen (14), 15R-16R, Seventeen (17) through Eighteen (18), 19R-20R, both inclusive, in Block Six (6);

Lots One (1) through Three (3), 4R-5R, both inclusive, in Block Seven (7);

Lots 1R-2R, Three (3), 5R, Six (6) through Eleven (11), 12R-14R, Fifteen (15) through Nineteen (19), 20R-22R, both inclusive, in Block Eight (8);

Lots One (1), 2R-6R, both inclusive, in Block Nine (9) in Carriage Hills subdivision located in the North Half of the Southeast Quarter (N¹/₂SE¹/₄) and the Southeast Quarter of the Northeast Quarter (SE¹/₄NE¹/₄) of Section Seventeen (17), Township One (1) North, Range Seven (7) East of the Black Hills Meridian, Pennington County, South Dakota;

And any other such lands that are included or added into the Carriage Hills Subdivision.

Section 2. "Declaration" shall mean and refer to the following document(s) as filed with the Pennington County Register of Deeds:

Covenants recorded as Document Number A202000267 on January 6,

2020.

Any further Declaration, Restrictions, and/or Covenants as may be amended or included within the Carriage Hills Subdivision.

ARTICLE II **Location**

The principal office of the Association shall be determined by the Board from time to time and located at in Rapid City, South Dakota, South Dakota 57702.

ARTICLE III **Membership**

Section 1. Membership in the Association shall be governed by these Bylaws, the Restated Articles of Incorporation, and Declaration, and any amendments thereto.

Section 2. The rights of membership are subject to (a) the payment of annual and special assessments and/or charges levied by the Association, and (b) compliance with the covenants and restrictions of the Declaration. The obligations for assessments and charges are imposed against each Owner and become a lien against the property on which such assessments are made, as provided in the Declaration, and recorded in the office of the Register of Deeds in and for Pennington County, South Dakota, which provisions of the Declaration and any amendments are hereby incorporated herein by reference the same as if set forth in full and in detail herein.

Section 3. Member's rights in the Association may be suspended by action of the directors during the period when the assessments and charges remain unpaid or such member is not in compliance with the covenants. If the directors have adopted and published rules and regulations governing the use of Association property, or the personal conduct of any person thereon, they may, at their discretion, suspend the rights of any person violating such rules and regulations but, upon payment of all past due amounts, the members' rights and privileges will be restored.

ARTICLE IV **Voting Rights**

The Association shall have one class of voting membership consisting of the Owners of any Lot or Dwelling Unit within the Association. No more than one vote may be cast with respect to any one Lot or Dwelling Unit. The vote for such Lot or Dwelling Unit shall be exercised as the Owners determine among themselves, but in no event shall more than one vote be cast with respect to any Lot or Dwelling Unit.

ARTICLE V **Association Purposes and Powers**

The Association has been organized for and is hereby vested with all those purposes and powers listed and enumerated in the Declaration and Restated Articles of Incorporation of the Association, as may be amended and the amendments are hereby made a part hereof by reference the same as if set forth in full and in detail herein.

ARTICLE VI **Board of Directors**

Section 1. The management and affairs of this corporation shall be managed by a Board of six (6) directors. Directors must be Members, in good standing, of the Association.

Section 2. Vacancies in the Board of Directors shall be filled by the majority of the remaining directors, any such appointed director to hold office until his or her successor is elected by the Members who may make such election at the next annual meeting of the Members or at any special meeting duly called for that purpose.

Section 3. A director may be removed by a majority of remaining directors in the event the director fails to attend two consecutive director meetings or is unable to devote such time and attention to Association matters as needed.

ARTICLE VII **Election and Term of Directors**

Section 1. Election to the Board of Directors shall be made by: written ballot; voice vote; show of hands; or any other such manner as may be determined by the Board of Directors. At such election the Members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions herein. The names receiving the largest number of votes shall be elected.

Section 2. All elections to the Board of Directors shall be made at the annual meeting of the Association pursuant to procedures announced at that meeting.

Section 3. Each director shall serve a term of two (2) years until his/her successor shall be elected and qualified. The terms of directors shall be staggered.

ARTICLE VIII **Powers and Duties of the Board of Directors**

Section 1. The Board of Directors shall have the following powers:

- a. To appoint and remove at pleasure all officers and agents of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in

these Bylaws shall be construed to prohibit the employment of any Member, officer or director of the Association in any capacity whatsoever;

- b. To establish, levy, assess and collect assessments, fines, or Association charges as deemed necessary;
- c. To adopt and publish rules and regulations governing the Association, enforcement the same and of its Covenants and Restrictions, and the personal conduct of the Members, their family, and their guests;
- d. To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to the Members in the Declaration; and

Section 2. It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members or at any special meeting of the Members;

(b) To supervise all officers and agents of this Association and to see that their duties are properly performed;

(c) As more fully provided in the Declaration applicable to the Association,

(1) To fix the amount of the assessment and charges against each Lot for each assessment period at least thirty (30) days in advance of such date;

(2) To prepare a roster of the properties and assessments applicable thereto, which shall be kept on file on behalf of the Association and shall be open to inspection by any Member.

ARTICLE IX **Directors' Meetings**

Section 1. An annual meeting of the Board of Directors shall be held annually immediately following the annual meeting of the Members for the purpose of organization, election of officers, and consideration of any other business that may be brought before the meeting. Notice of such meeting is hereby dispensed with.

Section 2. Regular or special meetings of the Board of Directors shall be held when called by an officer of the Association or by any two directors after not less than three (3) days notice to each director.

Section 3. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting each of the directors not present signs a written waiver of notice, or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 4. The majority of the Board of Directors shall constitute a quorum thereof.

ARTICLE X **Officers**

Section 1. The officers shall be a President, a Vice President, a Secretary and a Treasurer. The President, Vice President and Treasurer shall be Members of the Board of Directors. The Secretary may, but shall not be required, to be a Member of the Board of Directors.

Section 2. The officers shall be elected at the Annual Meeting of the Board of Directors. All officers shall be chosen by a majority vote of the directors.

Section 3. All officers shall hold office at the pleasure of the Board of Directors.

Section 4. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out, and shall sign all notes, and all other written instruments.

Section 5. The Vice President shall perform all the duties of the President in his or her absence.

Section 6. The Secretary shall oversee the keeping of names and addresses of all Members of the Association, provide or oversee all notices for any meetings of the Members or Directors, record all votes, oversee or keep minutes of all meetings, and oversee the keeping of Association records in a manner that is open to inspection by any Member.

Section 7. The Treasurer shall oversee or receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business. The Treasurer shall sign all checks and notes of the Association. Payment for

reoccurring expenses that were approved and paid to the service provider previously and are similar in amount as previously paid may be signed by the Treasurer without countersignature. All other payments shall be signed by the Treasurer and the President or Vice President. The Treasurer shall keep proper books of account.

ARTICLE XI **Meetings of Members**

Section 1. The regular annual meeting of the Members and election of directors shall be held the first Tuesday of October at a time and place determined by the Board of Directors.

Section 2. Special meetings of the Members for any purpose may be called at any time by the majority of the Members of the Board of Directors.

Section 3. Any notice required to be sent to any Owner shall be deemed to have been properly given when mailed postage prepaid to the last known mailing address of the Owner, hand-delivered to an individual residing on said lot providing said individual is over the age of fourteen (14) years, or delivered electronically to the last known email address provided by the Owner.

Each Member is responsible for registering and, as necessary, updating his or her address (U.S. Mail and electronic) with the Secretary. The Secretary shall provide notices of meetings at least five (5) days in advance of the meeting and shall set forth in general the nature of the business to be transacted; provided, however, if the business of any meeting shall involve any action governed by the Articles of Incorporation or by the Declaration applicable to the Association, notice of such meeting shall be given or sent as provided therein.

Section 4. Except as otherwise provided herein, the presence at the meeting of fifteen-percent (15%) of the Members entitled to cast, or of proxies entitled to cast votes shall constitute a quorum for any action governed by these Bylaws. Any action governed by the Articles of Incorporation or by the Declaration applicable to the Association shall require a quorum as therein provided.

ARTICLE XII **Proxy and Absentee Voting**

Section 1. At all corporate meetings of members, each Member may vote in person or by proxy. A proxy vote is allowed if the Member designates another Member to cast the Member's vote as provided herein. Absentee voting shall not be permitted.

Section 2. All proxies shall be signed and delivered to the Secretary OR the Association's property management company. The proxy document shall include the date, the property's street address or owner's mailing address, the printed name of the owner(s), signature of the owner, and identification of the meeting or item the proxy

applies to. Each proxy shall be good for the meeting identified on the proxy and shall expire after the meeting.

ARTICLE XIII
Books and Papers

Section 1. The books, records and papers of the Association shall at all times during reasonable hours be subject to the inspection of any Members.

ARTICLE XIV
Indemnification

To the maximum extent permitted by law, the Association shall indemnify each director, officer, employee or agent, or former director, officer, employee or agent who was or has been made a party or has been threatened to be made a party to any threatened, pending or completed action, suit or proceeding, including actions by or in right of the Organization, by reason of the fact that he or she is or was a director, officer, employee or agent of the Organization from and against any and all losses, damages, liabilities, claims, judgments, settlements, costs and expenses, including attorneys' fees, actually and reasonably incurred by such director, officer, employee or agent, resulting from, arising out of, relating to or in connection with such action, suit or proceeding if that person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interests of the Organization.

ARTICLE XV
Fiscal Year

The fiscal year of the Association shall begin on the first day of January in each year and end the last day of December the same year.

ARTICLE XVI
Amendments

Section 1. These Bylaws may be amended at a regular, annual or special meeting of the Members by a vote of a majority of the Members present in person or by proxy, provided that the voting and quorum requirements specified for any action under any provisions of these Bylaws shall apply also to any amendment of such provision; and further provided that those provisions of these Bylaws which are governed by the Restated Articles of Incorporation of this Association may not be amended except as provided in the Restated Articles of Incorporation or applicable law; and further provided that any matter stated herein to be or which is in fact governed by the Declaration applicable to this Association may not be amended except as provided in such Declaration.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

LET IT BE KNOWN: That at the Annual Meeting on October 5th, 2020, these Bylaws were duly passed by a quorum of the members present or by proxy and that the same do now constitute the Bylaws of said corporation.

BY: 

Tim Haggerty, President

ATTEST:



Secretary