

BYLAWS
OF THE SUNDANCE
TENNIS AND SWIM CLUB

A Nonprofit Corporation

As Amended and Restated 2020

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BYLAWS OF THE SUNDANCE TENNIS AND SWIM CLUB

A Nonprofit Corporation

The Board of Directors of the Sundance Tennis and Swim Club, a Wyoming nonprofit corporation, hereby adopts the following Bylaws for such nonprofit corporation.

These Amended and Restated Bylaws supersede and replace in their entirety all prior Bylaws and Amendments.

ARTICLE I - NAME AND PRINCIPAL OFFICE

Section 1.01 - Name. The name of the nonprofit corporation is the Sundance Tennis and Swim Club, hereinafter sometimes referred to as the "Club."

Section 1.02 - Offices. The principal office of the Club shall be located in Teton Village, Teton County, State of Wyoming, and shall be situated in or upon the following described real property:

Lot 176, Jackson Hole Ski Corporation Addition,
10th Filing, Teton County, Wyoming, according to
that plat recorded December 3, 1974, as Plat
Number 225.

ARTICLE II - MEMBERSHIP

Section 2.01 - Members. The Members of the Club shall be all persons and entities owning at least a fractional share of the Common Stock of the Club.

Section 2.02 - Eligibility. No person or entity shall be eligible to be a Member of the Club, or to purchase or own any shares of the Common Stock of the Club,

unless such person or entity is a record owner of a residential condominium unit located within the following described properties in the Jackson Hole Ski Corporation Addition in Teton County, State of Wyoming:

Lots 38, 39, 40, and 41, in the Jackson Hole Ski Corporation Addition, Replat of the Second, Third, and Fourth Filings, Teton County, Wyoming, according to the plat recorded November 7, 1967, as Plat No. 183;

Lot 37, a portion of Lot 38, Jackson Hole Ski Corporation Addition, Teton County, State of Wyoming, according to the plat recorded May 7, 1968, as Plat No. 186;

Lots 165, 166, 167, 168, 169, 170, 171, and 173, in the Jackson Hole Ski Corporation Addition, Ninth Filing Second Amendment, Teton County, Wyoming, according to the plat recorded March 9, 1976, as Plat No. 270;

Lots 176, 177, 178, 179, 180, 181, 182, and 183, in the Jackson Hole Ski Corporation Addition, Tenth Filing, Teton County, Wyoming, according to the plat recorded December 3, 1974, as Plat No. 225;

or record owners of a residential condominium unit located within:

Eagle's Rest Condominium consisting of 16 units in Tract 195, Lot 6, Section 24, T42N, R17W, according to the plat recorded November 22, 1972, as Plat No. 219;

Tensleep Condominium consisting of 28 units in Tract 196, Lot 6, Section 24, T42N, R17W, according to the plat recorded November 24, 1972, as Plat No. 221.

In the event that any Member shall be or become ineligible, all shares of the Common Stock of the Club held by such ineligible person or entity shall be redeemed.

The Board of Directors shall establish from time to time an Initiation Fee to be paid by any person or entity as a condition of becoming a Member (other than pursuant to a transfer of a share or shares in accordance with Section 3.03). The Board of Directors may permit the Initiation Fee to be paid in semi-annual or quarterly installments, provided that the first installment is paid immediately upon joining and the entire Initiation Fee is paid within 12 months.

Section 2.03 - Resignations. A Member may resign from the Club by (i) giving fifteen (15) days prior written notice of such resignation to the Club and (ii) paying

current to the effective date of such resignation all monthly dues and assessments owed by the Member to the Club. Upon resignation of any Member, all shares of the Common Stock held by such Member shall be redeemed. A Member who has resigned in compliance with this Section and is otherwise eligible for Membership in accordance with Section 2.02 shall be entitled to reinstatement upon payment of the Initiation Fee in accordance with Section 2.02 (or such lesser amount as the Board of Directors in its sole discretion may permit in exceptional circumstances).

Section 2.04 - Family Privileges. A Member's children under 21 years of age and a Member's spouse will be permitted, subject to rules and regulations promulgated by the Board of Directors, to use the facilities of the Club on the same basis as the Member.

Section 2.05 - Guest Privileges. A Member may, subject to rules and regulations promulgated by the Board of Directors, permit guests to use and enjoy the facilities of the Club.

Section 2.06 - Organizational Members. Any Member other than a natural person shall from time to time designate to the Club in writing one (1) natural person who shall act as the exclusive agent of such Member relative to the Club and who alone shall be entitled to exercise and enjoy the membership rights and privileges of such Member. The designated agent of such Member shall be entitled to the Family and Guest Privileges herein set forth.

Section 2.07 - Members Owning Fractional Interests in Shares. All members owning a fractional interest in the same share of Common Stock in the Club shall, from time to time, designate to the Club in writing one (1) natural person who shall act as exclusive agent of such members relative to the Club and who alone shall be entitled to exercise and enjoy the membership rights and privileges of such Member. The designated agent of such Member shall be entitled to the Family and Guest privileges herein set forth.

Section 2.08 - Registered Address. Each Member shall register with the Club a current mailing address for purposes of notices from the Club. A Member may change his/her registered address for notices by giving a least ten (10) days prior written notice of such change to the Club. Members are encouraged to register a fax number, email address or other currently accepted addressing medium for the purpose of receiving notices from the Club.

Section 2.09 - Notices. Any notice to a Member from the Club shall be in writing and shall be sufficient for all purposes if personally served or if sent by first class U.S. Mail, postage prepaid, or if sent by email or other currently accepted addressing medium, and addressed to the Member at his/her registered address appearing in the records of the Club. Any notice to a member from the Club shall be deemed to have been given and received when personally served or when

deposited in the U.S. Mail in form provided for in this section. If notice is given by email or other currently accepted addressing medium, such notice shall be deemed to have been delivered when successfully sent. All notices shall be sent by email only, unless a Member requests notice be sent by fax or U.S. Mail.

ARTICLE III - CAPITAL STOCK

Section 3.01 - Stock Certificates. Each Member of the Club shall be entitled to a certificate, signed by the President or Vice President and by the Secretary or Treasurer, and sealed with the seal (if any) of the Club, certifying the number of shares of the Common Stock of the Club owned by such Member. Certificates representing shares of stock of the Club shall be in such form as provided by the statutes of the State of Wyoming. There shall be entered upon the stock books of the Club at the time of issuance of each share, the number of the certificate issued, the name and registered address of the person owning the shares represented thereby, the number of such shares, and the date of issuance thereof. Every certificate exchanged or returned to the Club shall be marked "Cancelled" with the date of cancellation.

Section 3.02 - Restrictions on Ownership. No share of the Common Stock of the Club shall be issued or held in the name of more than one (1) person or entity, except that a share of the Common Stock of the Club may be held in the name of more than one (1) person or entity if such persons and/or entities are record owners of the same condominium unit; Common or joint ownership of any share of Common Stock is otherwise prohibited. The shares of the Common Stock of the Club may not be fractionalized except that a share of the Common Stock of the Club may be fractionalized by record owners of the same condominium unit or lot, provided the total ownership interest of such record owners in any share of Common Stock equals one (1) share.

Section 3.03 - Restrictions on Transfer. No Member (eligible or ineligible) shall have the right to transfer any share or fractional share of the Common Stock of the Club without prior written consent of the Board of Directors in each specific instance. A transfer may only be made to an eligible record owner as set forth in Section 2.02. Any such transfer without the written consent of the Board of Directors shall be void. The Board of Directors shall grant written consent to the transfer of shares of Common Stock of the Club from a Member who is to become ineligible or who is ineligible to such Member's successor in interest in eligible property, provided there are no outstanding obligations for accrued and unpaid dues or assessments with respect to any share transferred or provided the Member's successor in interest in eligible property expressly agrees in writing to assume such obligations, provided that in the case of assumption of obligations the Member's successor in interest shall be subject to the provisions of Section 4.03 for Suspension of Privileges and Section 4.04 for Cancellation of Stock if the assumed obligations are not paid within the time periods set forth in those Sections with

respect to delinquencies. In addition to any other conditions that it may require, the Board of Directors may levy and collect a transfer fee as a condition of the transfer of any share or fractional interest in a share of Common Stock in such amounts and under such conditions as specified in the rules and regulations.

Section 3.04 - Redemption of Stock. The Club shall, at the option of the holder thereof, redeem the Common Stock of such holder by paying therefore the sum of One Dollar (\$1) per share. In the event any Member shall be or become ineligible or shall resign as herein provided, the Club shall immediately redeem all shares of the Common Stock of the Club held by such person or entity by paying therefore the sum of One Dollar (\$1) per share. Redemption of any share of the Common Stock of the Club shall in no event relieve any person or entity of any obligation for accrued and unpaid dues or assessments with respect to any share redeemed.

ARTICLE IV - DUES AND ASSESSMENTS

Section 4.01 - Annual Dues. The Board of Directors may determine from time to time the amount of the annual dues payable to the Club by members. Dues shall be payable in such installments and at such times as the Board of Directors may determine. Dues or any portion thereof not paid when due shall earn interest at the highest rate permitted by applicable law.

Section 4.02 - Assessments. In addition to the dues, the Board of Directors may from time to time, upon the affirmative vote of Members holding at least fifty-one percent (51%) of the issued and outstanding shares of the Common Stock of the Club, levy assessments payable over such periods as the Board of Directors may determine for the purpose of defraying, in whole or in part, capital expenses or any other expenses incurred or to be incurred by the Club. Any amounts assessed pursuant to this Section 4.02 shall be assessed to each Member in the proportion that the number of shares of Common Stock held by such Member bears to the total number of issued and outstanding shares of the Common Stock of the Club. The Board of Directors shall give notice to the Members of each such assessment and the time or times for payment thereof; no payment shall be due less than fifteen (15) days after such notice shall have been given. Assessments or any portion thereof not paid when due shall earn interest at the highest rate permitted by applicable law.

Section 4.03 - Suspension of Privileges. The membership privileges of any Member who is more than thirty 30 days delinquent in payment of any dues or assessments or any portion thereof shall automatically be suspended until such dues and assessments are paid current.

Section 4.04 - Cancellation of Stock. The Board of Directors may, at its option and with at least ten (10) days prior written notice thereof (which notice may be sent on behalf of, and as directed by, the Board of Directors by the management company contracted to be Manager of the Club as provided in

Article XI of the Certificate of Incorporation), cancel all shares of the Common Stock of the Club held by, and may terminate the membership of, any Member who is more than ninety (90) days delinquent in payment of any dues or assessments or any part thereof. In the event of such cancellation, the Member shall remain personally liable to the Club for any delinquent amounts owed by the member to the Club plus all expenses of collection including reasonable attorney's fees and interest at the highest rate allowed by law.

ARTICLE V - MEETING OF MEMBERS

Section 5.01 - Annual Meetings. The annual meeting of the Members shall be held at such date and time as the Directors shall resolve, beginning with the year following the filing of the Certificate of Incorporation, for the purposes of transacting such business as may come before the meeting.

Section 5.02 - Special Meetings. Special meetings of the Members may be called at any time by the Board of Directors, by the President, or by the Vice President. The President, or in his absence or disability, the Vice President shall call a special meeting of the Members upon the written request of Members holding not less than one-third of the outstanding shares of Common Stock of the Club, such written request to state the purpose or purposes of the meeting and to be delivered to the President or Vice President.

Section 5.03 - Place of Meetings. The Board of Directors may designate any place of meeting within Teton County, State of Wyoming for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all Members entitled to vote at a meeting called upon the written request of Members in accordance with Section 5.02 may designate any place within Teton County, State of Wyoming, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be at the principal office of the Club.

Section 5.04 - Notice of Meetings. The Secretary shall cause written or printed notice of the time, place, and purposes of all meetings of the Members (whether annual or special) to be given not more than fifty (50) nor less than ten (10) days prior to the meeting, to each Member of record. Notices shall be given as provided in Section 2.09 above.

Section 5.05 - Record Date. For the purpose of determining Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or in order to make a determination of Members for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of Members, such date in any case to be not more than fifty (50) days and, in case of a meeting of Members, not less than ten (10) days

prior to the date on which the particular action requiring such determination of Members is to be taken. If no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of the Members, the date on which notice of the meeting is mailed shall be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 5.06 - Voting Lists. The officer or agent having charge of the stock transfer books for shares of the Club shall make a complete list of the Members entitled to vote at such meeting or any adjournment thereof. The original stock transfer book shall be prima facie evidence as to the Members who are entitled to examine such list or transfer books and to vote at any meeting of Members.

Section 5.07 - Quorum. A majority of the outstanding shares of the Common Stock of the Club, represented in person or by proxy, shall constitute a quorum at a meeting of Members. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 5.08 - Proxies. At each meeting of the Members, each Member entitled to vote shall be entitled to vote in person or by proxy; provided, however, that the right to vote by proxy shall exist only in case the instrument authorizing such proxy to act shall have been executed in writing by the Member himself or by his attorney thereunto duly authorized in writing. Such instrument authorizing a proxy to act shall be delivered at the beginning of such meeting to the Secretary of the Club or to such other officer or person who may, in the absence of the Secretary, be acting as secretary of the meeting. In the event that any such instrument shall designate two or more persons to act as proxies, a majority of such persons present at the meeting or, if only one be present, that one shall (unless the instrument shall otherwise provide) have all of the powers conferred by the instrument upon all persons so designated.

ARTICLE VI - BOARD OF DIRECTORS

Section 6.01 - General Powers. The property, affairs, and business of the Club shall be managed by its Board of Directors. The Board of Directors may exercise all powers of the Club, whether derived from law or the Certificate of Incorporation, except such powers as are by statute, by the Certificate of Incorporation, or by these Bylaws vested solely in the Members of the Club. The Board of Directors may from time to time by written contract delegate to an organization or individual such of its managerial duties, functions, and powers as are properly delegable.

Section 6.02 - Number, Tenure, and Qualifications. The number of Directors of the Club shall be not less than three (3) nor more than seven (7) Directors. At the first regular annual meeting of the Directors, the Directors elected three (3) Directors to serve as follows: one (1) Director to serve for a term of one (1) year and until his/her successor shall had been elected and qualified; one (1) Director to serve for a term of two (2) years and until his/her successor shall had been elected and qualified; and one (1) Director to serve for a term of three (3) years and until his/her successor had been elected and qualified. If there be more than three (3) Directors, their terms shall be staggered such that as equal a number of Directors as mathematically possible are elected at each annual meeting. At each regular annual meeting of the Directors after the first annual meeting, the Directors shall elect, for a term of three (3) years and until a successor shall have elected and qualified, a Director or Directors to fill the vacancy or vacancies, created by the then expiring term or terms of a Director or Directors. In the event of failure to elect Directors at an annual regular meeting, the Directors may be elected at any regular or special meeting of the Directors. Directors need not be residents of the State of Wyoming, but must be Members of the Club.

Section 6.03 - Regular Meetings. The regular annual meeting of the Board of Directors shall be held at such date within one week of the annual meeting of Members and at such time and place within Teton County, State of Wyoming as the President shall designate by not less than ten (10) days' notice to the other Directors by U.S. Mail, postage prepaid, or by email . The Board of Directors may provide by resolution, the time and place within the State of Wyoming for the holding of additional regular meetings without other notice than such resolution.

Section 6.04 - Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, the Vice President, or any Director. The person authorized to call special meetings of the Board of Directors may fix any place within Teton County, the State of Wyoming as the place for holding any special meeting of the Board of Directors called by him or her.

Section 6.05 - Notices. Notice of any special meeting shall be given at least five (5) days prior thereto by written notice delivered to each Director personally, or by mail, or by email. If mailed, such notice shall be deemed to have been delivered when deposited in the U.S. Mail addressed to the Director at his registered address appearing in the records of the Club, with first class postage thereon prepaid. If notice is given by email or other currently accepted form of addressing medium, such notice shall be deemed to have been delivered when successfully sent. Any Director may waive notice of any meeting. All notices shall be sent by email only, unless a Director requests notice be sent by fax or U.S. Mail.

Section 6.06 - Quorum and Manner of Acting. A majority of the then authorized number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. The Directors shall act only as a Board, and individual Directors shall have no powers as

such.

Section 6.07 - Compensation. No Director shall receive compensation for any services that he or she may render to the Club as a Director; provided, however, that a Director may be reimbursed for expenses incurred in performance of his duties as a Director to the extent such expenses are approved by the Board of Directors and (except as otherwise provided in these Bylaws) may be compensated for services rendered to the Club other than in his or her capacity as a Director.

Section 6.08 - Resignation and Removal. A Director may resign at any time by delivering a written resignation to either the President or the Board of Directors. Unless otherwise specified therein, such resignation shall take effect upon delivery. Any Director may be removed at any time, for or without cause, by the affirmative vote of two-thirds (2/3) of the Directors then in office at a special meeting of the Directors duly called for such purpose.

Section 6.09 - Vacancies and Newly Created Directorships. If vacancies shall occur in the Board of Directors by reason of death, resignation, or disqualification of a Director or if the authorized number of Directors shall be increased, such vacancies or newly created Directorships shall be filled by a vote of the Directors then in office, though less than a quorum, in any way approved by such Directors at the meeting. Any vacancy in the Board of Directors occurring by reason of removal of a Director may be filled by election at the meeting at which such Director is removed. Any Director elected or appointed hereunder to fill a vacancy shall serve for the unexpired term of his or her predecessor or for the term of the newly created Directorship, as the case may be.

ARTICLE VII - OFFICERS

Section 7.01 - Number. The officers of the Club shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as maybe appointed by the Board of Directors.

Section 7.02 - Election, Term of Office, and Qualifications. The officers shall be chosen by the Board of Directors annually at its regular annual meeting. In the event of failure to choose officers at a regular annual meeting of the Board of Directors, officers may be chosen at any regular or special meeting of the Board of Directors. Each such officer (whether chosen at a regular annual meeting of the Board of Directors to fill a vacancy or otherwise) shall hold his office until the next ensuing regular annual meeting of the Board of Directors and until his or her successor shall have been chosen and qualified, or until his death, or until his or her resignation or removal in the manner provided in these Bylaws. Anyone person may hold any two or more such offices; provided however, that the President shall not also be the Secretary. No person holding two or more offices shall act in or execute any instrument in the capacity of more than one office.

Officers. Officers need not be residents of the State of Wyoming, but must be Members of the Club.

Section 7.03 - Subordinate Officers, etc. The Board of Directors may from time to time appoint such other officers or agents as it may deem advisable, each of whom shall have such title, hold office for such period, have such authority, and perform such duties as the Board of Directors may from time to time determine. The Board of Directors may from time to time delegate to any officer or agent the power to appoint any such subordinate officers or agents and to prescribe their respective title, terms of office, authorities, and duties. Subordinate officers must be Members of the Club.

Section 7.04 - Resignations. Any officer may resign at any time by delivering a written resignation to the Board of Directors, the President, or the Secretary. Unless otherwise specified therein, such resignation shall take effect upon delivery.

Section 7.05 - Removal. Any officer may be removed from office at any special meeting of the Board of Directors called for that purpose or at a regular meeting, whenever in the judgment of the Board of Directors the best interests of the Club will be served thereby. Any officer or agent appointed in accordance with the provisions of Section 7.03 hereof may also be removed, either for or without cause, by any officer upon whom such power of removal shall have been conferred by the Board of Directors.

Section 7.06 - Vacancies and Newly Created Offices. If any vacancy shall occur in any office by reason of death, resignation, removal, disqualification, or any other cause, or if a new office shall be created, then such vacancy or newly created office may be filled by the Board of Directors at any regular or special meeting.

Section 7.07 - The President. The President shall preside at meetings of the Board of Directors and at meetings of the Members. He or she shall sign on behalf of the Club all leases, conveyances, mortgages, documents, and contracts, and shall do and perform all other acts and things that the Board of Directors may require of him or her. The President shall be empowered, in conjunction with the Secretary or the Treasurer, to sign certificates representing the stock of the Club, issuance of which shall have been authorized by the Board of Directors.

Section 7.08 - The Vice President. The Vice President shall act in the place and stead of the President (including, without limitation, the signing of certificates representing the stock of the Club) in the event of the President's absence or inability or refusal to act and shall exercise and discharge such other duties as may be required of him or her by the Board of Directors.

Section 7.09 – The Secretary. The Secretary shall keep the minutes of the

Club and shall maintain such books and records as these Bylaws or any resolution of the Board of Directors may require him or her to keep. Such duties may be delegated to the management company contracted as provided in Article XI of the Certificate of Incorporation to be Manager of the Club. He or she shall be the custodian of the seal of the Club, if any, and shall affix such seal, if any, to all papers and instruments requiring the same. He or she shall perform such other duties as the Board of Directors may require of him.

Section 7.10 - The Treasurer. The Treasurer shall have the custody and control of the funds of the Club, subject to the action of the Board of Directors, and shall, when requested by the President to do so, report the state of the finances of the Club at each annual meeting of the Members and at any meeting of the Board of Directors. Such duties may be delegated to the management company contracted as provided in Article XI of the Certificate of Incorporation to be Manager of the Club. He or she shall perform such other duties as the Board of Directors may require of him.

Section 7.11 - Compensation. No officer shall receive compensation for any services that he may render to the Club as an officer; provided, however, that an officer may be reimbursed for expenses incurred in performance of his or her duties as an officer to the extent such expenses are approved by the Board of Directors and (except as otherwise provided in these Bylaws) may be compensated for services rendered to the Club other than in his or her capacity as an officer.

ARTICLE VIII - COMMITTEES

Section 8.01 - Designation of Committees. The Board of Directors may from time to time by resolution designate such committees as it may deem appropriate in carrying out its duties, responsibilities, functions, and powers. The membership of each such committee designated hereunder shall include at least one (1) Director. No committee member shall receive compensation for services that he may render to the Club as a committee member; provided, however, that a committee member may be reimbursed for expenses incurred in performance of his duties as a committee member to the extent that such expenses are approved by the Board of Directors and (except as otherwise provided in these Bylaws) maybe compensated for services rendered to the Club other than in his or her capacity as a committee member.

Section 8.02 - Proceedings of Committees. Each committee designated hereunder by the Board of Directors may appoint its own presiding and recording officers and may meet at such places and time and upon such notice as such committee may from time to time determine. Each such committee shall keep a

record of its proceedings and shall regularly report such proceedings to the Board of Directors.

Section 8.03 - Quorum and Manner of Acting. At each meeting of any committee designated hereunder by the Board of Directors, the presence of members constituting at least a majority of the authorized membership of such committee (but in no event less than two members) shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of such committee. The members of any committee designated by the Board of Directors hereunder shall act only as a committee, and the individual members thereof shall have no powers as such.

Section 8.04 - Resignation and Removal. Any member of any committee designated hereunder by the Board of Directors may resign at any time by delivering a written resignation to the President, the Board of Directors, or the presiding officer of the committee of which he is a member. Unless otherwise specified therein, such resignation shall take effect upon delivery. The Board of Directors may at any time, for or without cause, remove any member of any committee designated by it hereunder.

Section 8.05 - Vacancies. If any vacancy shall occur in any committee designated by the Board of Directors hereunder due to disqualification, death, resignation, removal, or otherwise, the remaining members shall, until the filling of such vacancy, constitute the then total authorized membership of the committee and, provided that two or more members are remaining, may continue to act. Such vacancy may be filled at any meeting of the Board of Directors.

ARTICLE IX - INDEMNIFICATION

Section 9.01 - Indemnification Generally. The Club shall indemnify any Director or officer or former Director or officer of the Club against liability, amounts paid in settlement, and expenses (including attorney's fees) actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such Director or officer, except in relation to matter as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for misconduct in the performance of his or her duties to the Club.

Section 9.02 - Advances. Expenses incurred in defending any action, suit, or proceeding as contemplated in this Article may be paid by the Club in advance of the final disposition of such action, suit, or proceeding upon a majority vote of a quorum of the Board of Directors consisting of Directors who were not parties to the action, suit, or proceeding, or upon a written opinion by independent legal

counsel, whether a quorum is obtainable or not, and upon receipt of an undertaking by or on behalf of the person to repay such amount or amounts unless it ultimately is determined that he is entitled to be indemnified by the Club as authorized by this Article or otherwise.

Section 9.03 - Scope of Indemnification. The indemnification provided for by this Article shall not be deemed to be exclusive of any other rights to which those indemnified may be entitled under any provision of the Club's Certificate of Incorporation, Bylaws, Wyoming Statute, agreements, vote of disinterested Members or Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. The indemnification authorized by this Article shall apply to all current and former Directors and officers of the Club, shall inure to the benefit of the heirs and personal representatives of such persons, and shall be in addition to all other rights to which such persons may be entitled as a matter of law.

Section 9.04 - Insurance. The Club may purchase and maintain insurance on behalf of any person who was or is a Director or officer of the Club against any liability asserted against him or incurred by him or her in any such capacity or arising out of his status as such, whether or not the Club would have the power to indemnify him or her against such liability under the laws of the State of Wyoming.

Section 9.05 – Waiver Forms. The Club may require Members, their guests, and all other persons using the Club facilities to sign a release and waiver of liability form releasing the Club, its Board, Officers, and Members of liability for property damage, personal injury, and death in using the Club facilities.

ARTICLE X - FISCAL YEAR AND SEAL

Section 10.01 – Fiscal Year. The fiscal year of the Association shall begin on the first day of October each year and shall end on the 30th day of September next following; though the first fiscal year began on the date of incorporation.

Section 10.02 - Seal. The Board of Directors may by resolution provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Club, the state of incorporation, the fact that the Club is a nonprofit corporation, and the words "Corporate Seal."

ARTICLE XI - RULES AND REGULATIONS

Section 11.01 - Rules and Regulations. The Board of Directors may from time

to time promulgate, amend, and repeal rules and regulations governing the operation of the Club and the use and operation of the Club's facilities.

Section 11.02 - Suspension of Privileges. The Membership privileges of any Member who violates any of the Club's rules or regulations may be suspended by the Board of Directors. The period of such suspension shall not exceed three (3) days, unless (i) the Club shall notify the Member in writing of the alleged violation, (ii) the Member shall be given an opportunity to be heard by the Board of Directors regarding the alleged violation, and (iii) the Board of Directors shall specify in writing a period of suspension exceeding three (3) days. No suspension of Membership privileges shall be deemed to relieve a Member of any obligation to pay dues or assessments or to diminish the amount thereof.

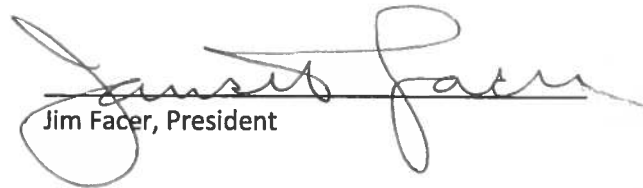
ARTICLE XII - AMENDMENTS


Section 12.01 - Amendments. The power to amend, alter, or repeal these Bylaws or other Bylaws of the Club and the power to adopt new Bylaws shall be vested exclusively in the Board of Directors.

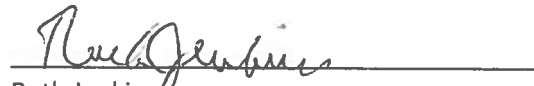
SIGNATURE PAGE

IN WITNESS WHEREOF, the Board of Directors, by each of its Directors,
has executed these Bylaws the 12th day of November, 2020.


BOARD OF DIRECTORS:


Jim Facer, President


Ian Edwards


Ruth Jenkins


Chuck Kusek


Clary Olmstead