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SHAWNYNE GARREN, RECORDER

APN# \_\_\_\_\_

Recording Requested by/Mail to:

Name: Steve MAUSER

Address: 963 Topsy Lane #306-381

City/State/Zip: Carson City, NV 89705

Mail Tax Statements to:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Winhaven RV Association, 2024 Bylaws

Title of Document (required)

Please complete the Affirmation Statement below:

The undersigned hereby affirms that the document submitted for recording DOES contain personal information as required by law: (check applicable)

- Affidavit of Death – NRS 440.380 (1)(A) & NRS 40.525 (5)
- Military Discharge – NRS 419.020 (2)
- Other NRS \_\_\_\_\_ (state specific law)

-OR-

I the undersigned hereby affirm the attached document, including any exhibits, hereby submitted for recording does NOT contain the personal information of any person(s). (Per NRS 239B.030)

Signature

Steve MAUSER

Printed Name

This document is being (re-)recorded to correct document # \_\_\_\_\_, and is correcting

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

BYLAWS  
OF  
WINHAVEN RV ASSOCIATION, INC.

ARTICLE I  
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in Douglas County, State of Nevada

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

Dated: November 14, 2023

Dated: \_\_\_\_\_, 20\_\_

Dated: \_\_\_\_\_, 20\_\_

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE 2  
PURPOSES

SECTION 1. NRS CHAPTER 78 PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Chapter 78 of the Nevada Revised

Section 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be: to operate the RV storage property that is part of the Winhaven/Winhaven Gardens property.

ARTICLE 3  
DIRECTORS

SECTION 1. NUMBER

The corporation shall have five (5) directors and collectively they shall be known as the Board of Directors.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be as follows: The Board shall be made up of two (2) directors from the Winhaven Homeowners Association (WHA) and two members from the Winhaven Gardens

Homeowners Association (WHGA). The fifth member shall be the President of either WHA or WHGA, which position shall alternate each year between the WHA and the WHGA. Each Board member shall serve on the Board for one (1) year, at which time the Board of Directors of WHA and WHGA each shall appoint two (2) Directors to serve on the Board for the next Board cycle. Nothing in this section shall preclude the appointment of members to successive terms. All decisions made by the Board shall require four (4) votes to be effective.

### SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### SECTION 4. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or sent to them by electronic means at such addresses, including e-mail addresses, shall be valid notices thereof.

### SECTION 5. COMPENSATION

Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

### SECTION 6. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

### SECTION 7. REGULAR MEETINGS

Regular meetings of Directors shall be held annually and other meetings as the need arises with proper notice.

### SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

## SECTION 9. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

(a) Regular Meetings. No notice need be given of any regular meeting of the board of directors.

(b) Special Meetings. At least a one-week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or electronic communication, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## SECTION 10. QUORUM FOR MEETINGS

A quorum shall consist of four (4) of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

## SECTION 11. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board, or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

## SECTION 12. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by the WHA or WHGA Board of Directors, respectively. A person appointed to fill a vacancy on the board shall hold office until the next appointment. of

the Board of Directors by WHA and WHGA or until his or her death, resignation or removal from office.

#### SECTION 13. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### SECTION 14. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

#### SECTION 15. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

### ARTICLE 4 OFFICERS

#### SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Vice President, Secretary, and a Treasurer. A Chief Operating Officer may also be appointed. The President position shall alternate each year between the WHA and WHGA with the Vice President being a member of the homeowners association which is different from the President.

#### SECTION 2. QUALIFICATIONS

Any homeowner WHA or WHGA may serve as officer of this corporation.

#### SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

#### SECTION 4. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the RV Lot Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

#### SECTION 5. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### SECTION 6. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

#### SECTION 7. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaw and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## SECTION 8. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## SECTION 9. DUTIES OF CHIEF OPERATING OFFICER (COO)

The COO shall:

Manage annual rental contracts, rental payments, basic lot maintenance, ensuring renters are complying with rules and regulations, manage financial reporting, ensure bookkeeper has necessary paperwork, configure and manage RV Lot Software, advise board on technology upgrades or purchases.

## SECTION 10. COMPENSATION

Officers that are not board members may be compensated for their service. Officers that are board members shall not be compensated for their service. In addition, all officers shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

## ARTICLE 5

### USERS

Spaces within the RV Storage Area may be leased on a first come, first served basis until full utilization is reached, at which time, preference shall be given to a resident within the homeowners association which has the fewest users, as approved by the RV Board.

All users shall be required to execute a written User's Agreement prior to using the RV Storage Area, in a form adopted by the Board of Directors from time to time. Such User's Agreement shall require that all persons leasing a space or spaces within the RV Storage Area must have a valid driver's license and shall abide by the current Rules and Regulations in effect for the RV Storage Area as approved by the Board of Directors from time to time. Spaces within the RV Storage Area shall only be leased to WHA or WHOA members and their tenants who occupy a

house within the Winhaven development under a long-term lease of not less than six (6) months. The fees for the spaces shall be established by the Board of Directors on an annual basis and shall be published in the WHA and WHGA newsletters. The lease for a space or spaces shall be an annual lease, but with no less than sixty (60) days' notice of vacating there shall be a proration applied to the remaining term of the lease for a refund.

## ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

### SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Vice President and countersigned by the President of the corporation.

### SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

## ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL

### SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

(a) Minutes of all meetings of directors, indicating the time and place of holding such meetings,

whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.



## SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

## SECTION 4 RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

## SECTION 5. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

# ARTICLE 8 AMENDMENT OF BYLAWS

## SECTION 1. AMENDMENT

The Directors of this corporation shall have the power to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

# ARTICLE 9 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

## ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of eight (8) preceding pages, as the Bylaws of this corporation.

Kathryn Dodge 11/14/2023  
Kathryn Dodge, President Date

Steve Mauser 11-14-2023  
Steve Mauser, Vice President Date

Paul Anderson Nov. 14, 2023  
Paul Anderson, Treasurer Date

Laura Kracke 11/14/2023  
Laura Kracke, Director Date

Jeff Anhorn 11/14/23  
Jeff Anhorn, Director Date

NEVADA INDIVIDUAL ACKNOWLEDGMENT  
NRS 240.166

State of Nevada

County of Douglas } SS.

This instrument was acknowledged before me  
on November 14, 2023 by  
Date

Kathryn Dodge

Steve Mawser (1)

Name of Signer No. 1

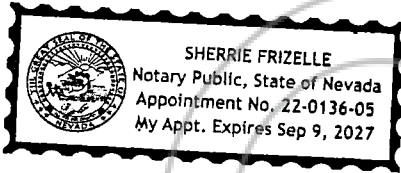
(and

Paul Anderson)

Name of Signer No. 2 (if any)

Laura Kracke

Jeff Anhorn



Place Notary Seal and/or Stamp Above

[Signature]  
Signature of Notary Public

OPTIONAL

Completing this information can deter alteration of the document or  
fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: Winhaven RV Assn, Inc.

Document Date: Nov. 14 2023 Number of Pages: 6 total

Signer(s) Other Than Named Above: \_\_\_\_\_