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

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the ace of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(A) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

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(B) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(C) Exercise for the Association all power, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Certificate of Incorporation, or the Covenants;

(D) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

MARKUP #1 ->

MARKUP #1 · POTENTIAL STATUTE CONFLICT

BOARD & COUNSEL REVIEW

Sec. 1. (p. 6): Voting rights suspension clause lacks Wyoming statutory notice, hearing due process, or delinquency safeguards (Wyo. Stat. § 17-19-621).

Statutory / Legal Reference: Wyo. Stat. § 17-19-621; Wyo. Stat. § 34-20-101 et seq., Title 17, Ch. 19 & 021-0002 Wyo. Code R. (Wyoming Real Estate Commission Property Management & Trust Account Regulations); Wyo. Stat. § 17-19-101 to...

Statutory Comparison: Under Wyoming community association and nonprofit corporation statutes (Wyo. Stat. § 17-19-621; Wyo. Stat. §§ 17-19-101 to 17-19-1807 (Wyoming Nonprofit Corporation Act)), member voting rights are a fundamental corporate governance right and may not be summarily suspended without strict compliance with statutory delinquency thresholds, prior written notice, and an opportunity to be heard.

CURRENT WORDING IN DOCUMENT:
Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association.

SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):
Notwithstanding any contrary provision in this section, this covenant shall be administered and enforced strictly in accordance with Wyo. Stat. § 17-19-621; Wyo. Stat. § 34-20-101 et seq., Title 17, Ch. 19 & 021-0002 Wyo. Code R. (Wyoming Real Estate Commission Property Management & Trust Account Regulations); Wyo. Stat. § 17-19-101 to 17-19-1807 (Wyoming Nonprofit Corporation Act). Association counsel should review this provision and adopt a conforming amendment or board policy resolution to align with Wyo. Stat. § 17-19-621; Wyo. Stat. § 34-20-101 et seq., Title 17, Ch. 19 & 021-0002 Wyo. Code R. (Wyoming Real Estate Commission Property Management & Trust Account Regulations); Wyo. Stat. § 17-19-101 to 17-19-1807 (Wyoming Nonprofit Corporation Act).