

Bylaws
Of
THE KEEP Homeowners Association, Inc.

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**Bylaws
Of
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Article 1. Introduction and Purposes

The Association is a Colorado nonprofit corporation under the Colorado Revised Nonprofit Corporation Act.

These Bylaws are adopted to regulate and manage the affairs of the Association.

The Association's purposes are to:

- preserve the value and desirability of THE KEEP, a planned community;
- act as the owner's association pursuant to the Declaration for THE KEEP, as may be amended from time to time (the "Declaration");
- operate and govern the community known as THE KEEP;
- provide for the administration, maintenance and preservation of the Parcels and Common Areas within THE KEEP; and
- Further the interests of the residents of the Community.

Article 2. Definitions

All capitalized terms used in these Bylaws will have the same meaning as set forth in the Declaration.

Article 3. Membership and Voting

Section 3.1 Membership. Every person who is an Owner of a Parcel is a Member of the Association. Membership is appurtenant to and may not be separated from ownership of any Parcel. Ownership of the Parcel is the sole qualification for membership. To the extent deemed appropriate, classes of Members may be established by the Declarant.

Section 3.2 Suspension of Member Voting Rights. Without notice or hearing, during any period in which a Member is in default in the payment of any assessment levied by the Association, the Member's voting rights will be deemed suspended by the Board of Directors.

Section 3.3 Member Voting.

(a) The Owner of a Parcel is entitled to one equally weighted vote for the Parcel, weighted as set forth in the Declaration.

(b) Each Member eligible to vote may vote in person or by proxy at all Member meetings.

(c) If only one of several Owners of a Parcel is present at a Member meeting, the Owner present is entitled to cast the vote allocated to the Parcel.

(d) If more than one of the Owners is present, the vote allocated to the Parcel may be cast only in accordance with the agreement of a majority of those Owners. Majority agreement is deemed to exist if any one of the Owners casts the vote allocated to the Parcel without protest being made promptly to the person presiding over the meeting by another Owner of the Parcel. If co-Owners disagree or attempt to cast more than one vote, no such votes will be counted.

(e) In the absence of express notice to the Board of Directors of the designation of a specific person to cast a vote, the vote of a partnership may be cast by any general partner of that partnership; the vote of a limited liability company may be cast by any manager or member of that limited liability company; the vote of a corporation may be cast by any officer of that corporation; and the vote of a trust may be cast by any trustee of that trust.

(f) The chair of the meeting may require reasonable evidence that a person voting on behalf of a partnership, limited liability company, corporation or trust is qualified to vote.

(g) Votes allocated to Parcels owned by the Association may not be cast by the Board of Directors.

Section 3.4 Proxies.

(a) Proxies from Members are expressly allowed.

(b) The vote allocated to a Parcel may be cast under a proxy duly executed by an Owner.

(c) All proxies will be in writing and filed with the secretary or designee of the Association at or prior to the meeting.

(d) If a Parcel is owned by more than one person, each Owner of the Parcel may vote or register protest to the casting of the vote by the other Owners of the Parcel through a duly executed proxy. In the event of disagreement between or among co-Owners and an attempt by two or more of them to cast such vote or votes, such vote or votes will not be counted.

(e) An Owner may revoke a proxy given under this section by attending the meeting or by written notice of revocation to the person presiding over the meeting.

(f) A proxy is void if it is not dated.

(g) A proxy terminates 11 months after its date, unless it specifies a shorter term or a specific purpose, or upon sale of the Parcel for which the proxy was issued.

(h) A proxy holder may not appoint a substitute proxy holder unless expressly authorized to do so in the proxy.

Section 3.5 Voting Procedures. Voting by Members is subject to the following:

- (a) Votes for contested positions on the Board of Directors will be taken by secret ballot.
- (b) At the discretion of the Board or upon request of 20% of the Owners who are present in person or by proxy at a meeting at which a quorum is present, a vote on any matter affecting the Community on which all Owners are entitled to vote will be by secret ballot.
- (c) The results of a vote taken by secret ballot will be reported without reference to Owners' names, addresses, or other identifying information.
- (d) Voting may be by voice, by show of hands, by consent, by mail, by electronic means, by proxy, by written ballot, or as otherwise determined by the Board of Directors prior to the meeting or by a majority of the Members present at a meeting; provided, however, if secret balloting is required, the means of voting will protect the secrecy of the ballots.

Section 3.6 Voting by Mail or Electronic Means in Lieu of a Meeting.

- (a) In case of a vote by mail or electronic means in lieu of a meeting, the secretary will mail or deliver written notice to all Members at each Member's address as it appears in the Association's records given for notice purposes.
- (b) The notice will include:
 - (i) a proposed written resolution setting forth a description of the proposed action
 - (ii) a statement that Members are entitled to vote by mail or electronic means for or against such proposal
 - (iii) a date at least 10 days after the date such notice will have been given, on or before which all votes must be received at the Association's office at the address designated in the notice, and
 - (iv) the number of votes which must be received to meet the quorum requirement and the percentage of votes received needed to carry the vote.
- (c) Voting by mail or electronic means will be acceptable in all instances in the Declaration, Articles or these Bylaws requiring the vote of Members at a meeting.
- (d) The Association may conduct elections of directors by mail or electronic means, in its sole discretion, and pursuant to procedures adopted by it.

Section 3.7 Voting in Elections of Directors/Other Voting.

- (a) In an election of directors, the candidates receiving the largest number of votes will be elected.
- (b) On all other items, the vote of more than 50% of Members voting at a meeting at which at least a quorum is present will constitute a majority and will be binding upon

all Members for all purposes except where a higher percentage vote is required in the Declaration, these Bylaws, the Articles of Incorporation, or by law.

Section 3.8 Voting List.

(a) The Association will maintain a list of the names and addresses of all Members and the number of votes each is entitled to vote.

(b) After a record date is fixed for a membership meeting or for determining the Members entitled to vote by written ballot, the secretary will make, at the earlier of ten days before the meeting or two business days after notice of the meeting has been given, a complete list of the Members entitled to be given notice of the meeting or any adjournment of the meeting. The list will be arranged in alphabetical order and will show the name, address of each Member and number of votes to which each Member is entitled.

(c) For the period beginning the earlier of 10 days prior to the meeting or two business days after notice of the meeting is given and continuing through the meeting and any adjournment of the meeting, this list will be kept on file at the Association's office. The list will be available for inspection on written request by any Member during regular business hours and during the period available for inspection.

(d) If the list is prepared in connection with a written ballot, it will be available for inspection beginning on the date the first written ballot is delivered and continuing through the time when such written ballots must be received by the Association in order to be counted.

(e) Any Member may copy the list during regular business hours, at the Member's expense, and during the period it is available for inspection, provided the Member pays a reasonable charge covering the costs of labor and material for the copies, not to exceed the estimated cost of production and reproduction.

(f) At all times, the list will be available for inspection and copying in accordance with these Bylaws and the Association's records inspection policy.

Section 3.9 Limitation on Use of Voting List and Membership List. Unless the Board of Directors gives its prior consent, the Association's voting lists and membership list or any part thereof may not be: (a) obtained or used by any person for any purpose unrelated to a Member's interest as a Member; (b) used to solicit money or property unless the money or property will be used solely to solicit the votes of the Members in an election by the Association; (c) used for any commercial purpose; or (d) sold to or purchased by any person.

Section 3.10 Transfer of Membership. Transfer of memberships will be made on the Association's books only upon presentation of evidence, satisfactory to the Association, of the transfer of ownership of the Parcel. Prior to presentation of such evidence, the Association may treat the previous Owner as the Member entitled to all rights connected with a membership, including the right to vote and to receive notice, without liability.

Article 4. Meetings of Members

Section 4.1 Annual Meetings. An annual meeting of the Members will be held during each of the Association's fiscal years, at such time, date and place as the Board determines. At these meetings, the directors will be elected by the Members, in accordance with the provisions

of the Bylaws. Failure to hold an annual meeting will not affect the validity of any corporate action and will not be considered a forfeiture or dissolution of the Association.

Section 4.2 Budget Ratification Meetings. Meetings to consider proposed budgets will be called in accordance with the terms of the Declaration and these Bylaws. The Declaration's budget process allows a percentage of the Membership to veto a proposed budget adopted by the Board. The budget process to be followed is as follows:

(a) The Board of Directors will prepare and approve a proposed budget at least annually.

(b) Within 90 days after the Board of Directors adopts the proposed budget, the Board of Directors will mail or deliver a summary of the proposed budget to those entitled to vote and set a date for a special or annual meeting to consider ratification of the proposed budget.

(c) Notice for the meeting at which the budget will be considered must be provided not less than 10 days or more than 50 days before the meeting.

(d) At the meeting, unless Owners holding a majority of the votes in the Association vote to reject the proposed budget, the proposed budget is ratified and becomes the approved budget of the Association.

(e) A quorum is not required at the meeting if the meeting is only a budget meeting. If the meeting is also an annual or special meeting at which other business is to be conducted, a quorum is required for other business to be conducted, but not required for ratification of the budget.

(f) If the proposed budget is rejected by a majority vote, the budget last ratified continues until a subsequent budget proposed by the Board of Directors is ratified.

Section 4.3 Special Meetings. Special meetings of the Members may be called by the president, by a majority of the members of the Board of Directors or by the secretary upon receipt of a written petition signed by Owners comprising at least 20% of the total votes of the Association. A written petition by the Owners must identify the special meeting purpose on each page of the petition, which must be a purpose for which the Association membership is authorized to act under the Governing Documents. The Board of Directors will determine the form of notice, and the date, time and place of the meeting. If the secretary does not give notice for a special meeting demanded pursuant to a proper petition within 30 days after the date the written demand(s) is delivered to the secretary, the person(s) signing the demand(s) may set the time and place of the meeting and give notice, pursuant to the terms of these Bylaws. Any meeting called under this section will be conducted by the president of the Board, or in their absence, a person chosen by a majority of the Board.

Section 4.4 Record Date. The record date for determining Members entitled to notice of any Member meeting will be the date of the notice of the meeting, unless the

Section 4.5 Notice of Meetings.

(a) Written notice of each meeting of Members will be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of the

notice, postage prepaid, or by hand delivery, at least ten days before, but not more than 50 days before the meeting to each Member entitled to vote, addressed to the Member's address or email address last appearing on the Association's books, or supplied by a Member to the Association for the purpose of notice.

(b) The notice will also be physically posted in a conspicuous place in a part of the Community, if possible.

(c) In addition, if electronic means are available, notice will be sent by e-mail to any Owner who requests such delivery and furnishes the Association with his e-mail address at least 24 hours before the meeting.

(d) The notice will specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

(e) No matters will be heard nor action adopted at a special meeting except as stated or allowed in the notice.

(f) Notice of an annual meeting need not include a description of the purpose(s) except the purpose(s) will be stated with respect to:

(i) an amendment or restatement to the Declaration, Articles of Incorporation or Bylaws of the Association;

(ii) any proposal to remove a director from office;

(iii) any budget changes; or

(iv) any other purpose for which a statement of purpose is required by law or the Governing Documents.

Section 4.6 Place of Meeting. Member meetings will be held at such place as may be fixed by the Board of Directors and specified in the notice of the meeting. Preferably, the location should be convenient to the Community.

Section 4.7 Quorum. The presence of 30% of the Members and as are eligible to vote at the beginning of any meeting, in person or by proxy, constitutes a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, and these Bylaws. Once a quorum is established for a meeting, it is conclusively presumed to exist until the meeting is adjourned and will not need to be reestablished. If the required quorum is not present, the Members who are present will have power to adjourn the meeting from time to time to a later date, until such time as a quorum will be present.

Section 4.8 Adjourned and Reconvened Meetings. Any membership meeting may be adjourned, to be reconvened at a later date or time, by vote of the Owners holding a majority of the vote represented at the meeting, regardless of whether a quorum is present. Any business that could have been transacted properly at the original session of the meeting may be transacted at the reconvened session. No additional notice of such reconvened session is required if the original session is adjourned for a period not exceeding ten days.

Section 4.9 Order of Business. The Board of Directors may establish the order of business and prescribe reasonable rules for the conduct of all Member meetings. Failure to strictly follow Robert's Rules of Order will not invalidate any action taken at a meeting.

Section 4.10 Waiver of Notice. Waiver of notice of a membership meeting will be deemed the equivalent of proper notice. Any Member may waive, in writing, any notice of any membership meeting, either before or after such meeting. A Member's attendance at a meeting, whether in person or represented by proxy, is deemed a waiver by the Member of improper notice of the date, time, and location thereof and of any specific business being conducted at the meeting. The foregoing is not waived if the Member specifically objects to improper notice at the time the meeting is called to order or the Member objects to improper notice of the specific business before the business is put to a vote.

Article 5. Board of Directors

Section 5.1 Number of Directors.

(a) The Association's affairs are governed by a Board of Directors which will consist of three members, elected or appointed as provided below (the "Board").

(b) In the case where through removal or resignation the total number of Board members is less than three, the Board will be considered properly constituted until the vacancies are filled.

(c) The number of directors may be increased or decreased by amendment of these Bylaws.

Section 5.2 Qualifications of Directors. The following qualifications apply to Owner elected or appointed Directors. Declarant appointed Directors are exempt from the following qualifications.

(a) Only one Owner or spouse of an Owner, per Parcel who is eligible to vote, current in payment of assessments, and otherwise in good standing, may be elected to, or appointed to fill a vacancy on the Board.

(b) If any Parcel is owned by a partnership, corporation, limited liability company, trust, or other entity, or by a married person, any partner, officer, member, trustee or representative of that entity or spouse, will be eligible to serve as a director and will be deemed to be a Member for the purposes of these Bylaws.

(c) Any director who is more than 30 days delinquent in payment of any assessment will not be qualified to serve on the Board.

(d) If a director is not qualified to serve on the Board, the director's position may be deemed vacant by that determination being made by a majority of the remaining Directors.

Section 5.3 Term of Office. The terms of the directors will be staggered. The terms of at least 1/3 of the directors will expire annually. At the transition of control meeting, one director will remain appointed by Declarant for a term of one year, one director will be elected for a term of office of two years and one director will be elected to a three year term. Thereafter,

all directors will be elected to three year terms of office.

Section 5.4 Resignation. Any director may resign at any time by giving written notice to the president, to the secretary or to the Board of Directors stating the effective date of the resignation. Acceptance of a resignation will not be necessary to make the resignation effective.

Section 5.5 Removal of Directors.

(a) Except Declarant appointed directors, one or more directors or the entire Board of Directors may be removed at a special Member meeting called pursuant to these Bylaws, with or without cause, by a vote of Members holding at least 67% of the Member vote present and entitled to vote at a duly called meeting. Notice of any Member meeting to remove directors will state that the purpose of the meeting, or a portion of that meeting, is to remove one or more directors. Notice will be provided to every Member, including the directors sought to be removed, as provided in these Bylaws. Directors sought to be removed will have the right to be present at this meeting and will be given the opportunity to speak to the Members prior to a vote to remove being taken.

(b) In the event of removal of one or more directors, a successor will be elected by the Members at the meeting to serve for the unexpired term of his or her predecessor.

Section 5.6 Vacancies. Vacancies on the Board caused by any reason (other than removal) may be filled by appointment by a majority vote of the remaining Board at any time after the occurrence of the vacancy, even though the directors present at that meeting may constitute less than a quorum. Each person so appointed will be a director who will serve for the remainder of the unexpired term.

Section 5.7 Compensation. No director will receive compensation for any service he may render as a director to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of Association duties. Reasonable food and beverages purchased for Board meetings will not be considered compensation.

Section 5.8 Standard of Conduct for Directors and Officers. Each director and officer will perform his duties as a director or officer in good faith, in a manner the director or officer reasonably believes to be in the Association's best interests and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of his duties, a director or officer will be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by: (a) one or more officers or employees of the Association whom the director or officer reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, professional property manager, public accountant, or other persons as to matters which the director or officer reasonably believes to be within such person's professional or expert competence; or (c) a committee of the Association on which the director or officer does not serve if the director reasonably believes the committee merits confidence.

A director or officer will not be considered to be acting in good faith if the director or officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A director or officer will not be liable to the Association or its Members for any action the director or officer takes or omits to take as a director or officer if, in connection with the action or

omission, the director or officer performs his duties in compliance with this Section. A director or officer, regardless of title, will not be deemed to be a trustee with respect to the Association or with respect to any property held or administered by the Association.

The Board of Directors will have the power and authority to adopt additional reasonable standards or rules of conduct for directors and officers which do not conflict with this Section.

Article 6. Meetings of the Board of Directors

Section 6.1 Location of Meetings and Open Meetings. All Board meetings will be open to attendance by Members or their designated representatives, as provided by Colorado law. All Board meetings will be held at such location, within or convenient to the Community, as may be fixed by the Board of Directors. Meetings may also be held by conference call or electronic means.

Section 6.2 Regular Meetings. Regular Board meetings will be held at such times, place and hour as may be fixed by the Board. The Board may set a schedule of regular meetings by resolution, and no further notice is necessary to constitute regular meetings. Agendas for Board meetings will be made reasonably available for examination by all Members or their representative.

Section 6.3 Special Meetings. Special Board meetings will be held when called by the president or by any two directors. If a notice for a special meeting demanded by two or more directors is not given by the Board within 30 days after the date the written demand(s) is delivered to the Board, the directors signing the demand(s) may set the time and place of the meeting and give notice, pursuant to the terms of these Bylaws. Only those matters contained in the notice of the special meeting may be discussed, unless all directors are present at the meeting and agree to waive the notice requirement for such other matters. Agendas for special Board meetings will be made reasonably available as provided above.

Section 6.4 Annual Meetings. An annual meeting of the Board may be held, without notice, immediately following and in the same place as the annual meeting of the Members, or at such other date and place as may be determined. The purpose of this annual meeting is to elect officers and for the transaction of such other business as may come before the meeting.

Section 6.5 Notice of Board Meetings. Except as provided above, written notice of each Board meeting will be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of the notice, postage prepaid, at least three days before the meeting, or by any other means permitted by the Colorado Revised Nonprofit Corporation Act. Other means of distribution of this notice include, and are not limited to, personal delivery, facsimile, and e-mail delivery, to each Board member, addressed to the Board member's address last appearing on the Association's books, or supplied by a Board member for the purpose of notice. The notice will specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 6.6 Waiver of Notice. A waiver of notice of any Board meeting, signed by a director, whether before or after the meeting, will be the equivalent to the giving of notice of the meeting to the director. A director's attendance at a meeting constitutes waiver of notice of the meeting except when the director attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 6.7 Quorum; Voting. A majority of the directors constitutes a quorum for the transaction of business, unless there are fewer than three directors, in which case all directors must be present to constitute a quorum. One or more directors who participate by means of telephone or electronic communication will be deemed present for establishing a quorum, if all persons so participating can hear each other. The votes of a majority of the directors present at a meeting at which a quorum is present will constitute a Board decision unless there are fewer than three directors, in which case, unanimity of the directors is required to constitute a Board decision. If at any meeting there will be less than a quorum present, a majority of those present may adjourn the meeting.

Section 6.8 Director Proxies. To determine a quorum with respect to a particular issue and for the purposes of casting a vote for or against that issue, a director may execute, in writing, a proxy to be held by another director. The proxy is to specify a yes, no, or abstain vote on each particular issue for which the proxy was executed. Proxies which do not specify a yes, no, or abstain vote will not be counted for the purpose of having a quorum present or as a vote on the particular issue before the Board.

Section 6.9 Action without a Meeting. The directors have the right to take any action in the absence of a meeting, which they could otherwise have taken at a meeting if a notice stating the action to be taken and the time by which a director must respond is transmitted in writing to each director and each director, by the time stated in the notice:

- (a) votes in writing for such action; or
- (b) votes in writing against such action, abstains in writing from voting; or
- (c) fails to respond or vote and fails to demand that action not be taken without a meeting.

The action will be authorized if the number of directors voting in favor of the action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted. An abstention is not a vote in favor or against an action. Any action taken under this section has the same effect as though taken at a Board meeting. All signed written instruments necessary for any action taken pursuant to this section will be filed with the minutes of the Board meetings.

Article 7. Powers and Duties of the Board of Directors

Section 7.1 Powers of the Board of Directors. The Board may act in all instances on the Association's behalf, except as provided in the Declaration, these Bylaws or the Act. The Board has, subject to the limitations contained in the Declaration and the Act, the powers necessary to administer the Association's affairs, and to operate and maintain the Community including the following:

- (a) exercise powers conferred by the Governing Documents;
- (b) adopt and amend rules and regulations, governance policies, policies and procedures, and guidelines;
- (c) adopt and amend budgets subject to requirements of the Governing Document;

- (d) collect assessments as provided by the Governing Documents;
- (e) enforce Governing Documents, provided that the Board will have discretion to pursue enforcement action in any particular case as long as the Association does not act arbitrarily and capriciously;
- (f) engage or employ a managing agent or manager for the Community, at a compensation established by the Board, to perform duties and services authorized by the Board, provided that the directors are not to be relieved of responsibilities under the Governing Documents or law;
- (g) employ independent contractors or employees as it deems necessary, and prescribe their duties;
- (h) institute, defend or intervene in litigation or administrative proceedings or seek injunctive relief for (i) violations of the Governing Documents and, (ii) matters affecting the Community on behalf of the Association or two or more Owners, subject to the limitations in the requirements of the Declaration regarding Excluded Claims ;
- (i) make contracts, administer financial accounts and incur liabilities in the Association's name;
- (j) acquire, hold, encumber and convey, in the Association's name and in the ordinary course of business, any right, title to or interest in real estate, pursuant to the consent requirements set forth in the Governing Documents, if any;
- (k) grant easements, leases, licenses, concessions through or over the Common Areas;
- (l) borrow funds and grant an interest in future assessments to pay for any expenditure or outlay authorized by the provisions of the Declaration and these Bylaws, and to execute all instruments evidencing the debt necessary, subject to any requirements in the Governing Documents;
- (m) cause all persons having fiscal responsibilities for the Association's assets to be insured and/or bonded;
- (n) appoint committees as desired or as required in the Declaration, which will have authority to act only to the extent designated in the Governing Documents or delegated by the Board and pursuant to Colorado law; and
- (o) exercise all powers, duties, rights and obligations not reserved to the membership by other provisions of the Governing Documents or Colorado law.

Section 7.2 Duties of the Board of Directors. The Board has a duty to act in all instances on the Association's behalf, except as provided in the Declaration, these Bylaws or the Act. The Board has, subject to the limitations contained in the Declaration and the Act, the duties necessary to administer the Association's affairs, and to operate and maintain the Community, including: duty to maintain, as determined by the Board and as set forth in the Declaration;

- (a) duty to keep and maintain full and accurate books and records showing the Association's receipts, expenses, or disbursements;
- (b) duty to indemnify, as provided in these Bylaws;
- (c) duty to supervise all persons acting on the Association's behalf and/or at the Association's discretion;
- (d) duty to procure and maintain general liability and property insurance as set forth in the Governing Documents;
- (e) duty to procure and maintain professional liability insurance on behalf of any person who is or was a member of the Board of Directors, the manager, committee members, or anyone acting at the direction of the Board, arising out of any action, suit or proceeding asserted against the person by virtue of the person's actions on behalf of the Association or at the direction of the Board;
- (f) duty to adopt and maintain responsible governance policies required by law to the extent procedures are not already set in these Bylaws or the Declaration;
- (g) duties as provided by law; and
- (h) other duties related to powers conferred on the Board.

Section 7.3 Managing Agent or Bookkeeper. The Board may employ a managing agent or bookkeeper for the Community, at a compensation established by the Board, to perform duties and services authorized by the Board. Regardless of any delegation to a managing agent, the directors will not be relieved of responsibilities under the Governing Documents or Colorado law.

Article 8. Officers and Duties

Section 8.1 Designation and Qualification. The Association's officers consist of a president, one or more vice-presidents, a secretary, a treasurer and any other officers and assistant officers the Board deems necessary. The president and vice president must be directors. Except for the offices of secretary and treasurer, which may be held by the same person, no person may hold more than one office simultaneously.

Section 8.2 Election and Terms of Office. The Board will elect the officers for one year terms at the first Board meeting following the annual Member meeting. Each officer will serve until a successor is elected, the Board of Directors removes the officer, or the officer resigns.

Section 8.3 Resignation and Removal of Officers. A majority of the directors may remove any officer from office with or without cause. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. A resignation will take effect on the date of receipt of a notice or at any later time specified therein. Acceptance of a resignation will not be necessary to make it effective.

Section 8.4 Vacancies. A vacancy in any office may be filled by appointment by majority vote of the Board. Unless earlier removed, the officer appointed to the vacancy will

serve for the remainder of the term of the officer he or she replaces.

Section 8.5 Duties of Officers. The duties of the officers are as follows:

(a) **President.** The president will be the chief executive officer and will have all of the general powers and duties which are incident to the office of president of a Colorado nonprofit corporation including, but not limited to the following: preside at all Board and Member meetings; see that Board decisions and resolutions are carried out; sign all contracts, leases and other written instruments; direct, supervise, coordinate and have general control over the Association's day-to-day affairs, including communication with the Association manager between Board meetings.

(b) **Vice President.** The vice president will take the place of the president and perform the president's duties whenever the president is absent or unable to act and will perform other duties imposed by the Board of Directors. If neither the president nor the vice president is able to act, the Board of Directors will appoint another director to act in the place of the president on an interim basis.

(c) **Secretary.** The secretary will record the votes and maintain the minutes of all Board and Member meetings; serve notice of Board and Members meetings; keep appropriate current records showing the Members of the Association together with their addresses, and perform such other duties incident to the office of secretary or as required by the Board.

(d) **Treasurer.** The treasurer will be responsible for the receipt, deposit and disbursement of Association funds and securities and for maintenance of full and accurate financial records; will prepare an annual budget and a statement of income and expenditures to be presented to the membership, and deliver a copy of each to the Members. The treasurer will perform all duties incident to the office of treasurer and such other duties as may be assigned by the Board of Directors.

(e) **Delegation.** Any officer's duties may be delegated to the managing agent or another Board member; provided, however, the officer will not be relieved of any responsibility under this Section or under Colorado law.

Article 9. Association Documents and Records

Section 9.1 Records and the Right to Inspect Records. The Association or its managing agent, if any, will keep and maintain records as required by Colorado law. The Association's records subject to inspection and copying by any Member, at the Member's expense, in accordance with the Association's responsible governance policy, if any, regarding inspection and copying of records. The policy may require advance notice of inspection, specify hours and days of the week during which inspection will be permitted, establish a reasonable maximum time limit for any inspection session, and establish reasonable fees for copies.

Section 9.2 Disclosure of Records.

(a) The Association may provide written notice to all Members of a change in the Association's address, designated agent, or managing agent within 90 days of the change.

(b) The Association may make the following information available to

Members within 90 days of the end of the fiscal year:

- (i) the date on which the fiscal year begins;
 - (ii) the operating budget for the current fiscal year;
 - (iii) a list, by Parcel type, of the current regular and special assessments;
 - (iv) the annual financial statements, including any amounts held in reserve for the prior fiscal year;
 - (v) the results of the most recent available financial audit;
 - (vi) a list of the Association's insurance policies, including the insurer's name, policy limits, policy deductibles, additional named insureds, and expiration dates for each policy;
 - (vii) the Association's Bylaws, Articles of Incorporation, and rules and regulations;
 - (viii) minutes of Board and Member meetings for the prior fiscal year;
- and
- (ix) the Association's responsible governance policies.

This information may be posted on a website, kept in a binder or file at the Association's principal place of business, mailed to Members, or personally delivered to Members. The Association may send notice of the availability of such information to each Member within 90 days of the end of the fiscal year. If the information is posted on a website, the Association may send notice to the Members of the web address by first class mail or e-mail.

Section 9.3 Minutes. Minutes or any similar record of Board and Member meetings, when signed by the secretary or acting secretary of the meeting, will be presumed to truthfully evidence the matters set forth in the minutes. A recitation in the minutes that notice of the meeting was properly given will be prima facie evidence that the notice was given.

Article 10. Indemnification

Section 10.1 Obligation to Indemnify. The Association will indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative; by reason of the fact that the person is or was a director, officer or committee member of the Association as allowed by state statutes.

Section 10.2 Payment in Advance of Final Disposition. The Association may pay for or reimburse the reasonable expenses as described above in advance of final disposition of the action, suit or proceeding if allowed under state statutes.

Section 10.3 Directors and Officers Insurance. The Association will purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors,

the manager, committee members, or anyone acting at the direction of the Board, covering defense and liability expenses arising out of any action, suit or proceeding asserted against the person by virtue of the person's actions on behalf of the Association or at the direction of the Board, whether or not the Association would have the power to indemnify the person against liability under provisions of this Article.

Article 11. Miscellaneous

Section 11.1 Amendment. These Bylaws may be amended by an affirmative vote of Owners holding at least a majority of the Association vote present and exercised or by ballot in lieu of a meeting. That vote may be exercised, in person or by proxy, at a regular or special Member meeting at which a quorum is present or by mail ballot as provided for in these Bylaws.

Section 11.2 Electronic Communications.

(a) **Permissive.** Whenever the Governing Documents require that a document, record or instrument be "written" or "in writing," the requirement is deemed satisfied by an electronic record if the Board of Directors has affirmatively published regulations permitting an electronic record or document as a substitute for a written item.

Whenever these Bylaws require a signature on a document, record or instrument, an electronic signature satisfies that requirement only if: (i) the Board of Directors has affirmatively published regulations permitting an electronic signature as a substitute for a written signature; and (ii) the electronic signature is easily recognizable as a secure electronic signature which is capable of verification, under the sole control of the signatory, and attached to the electronic document in such a way that the document cannot be modified without invalidating the signature; or (iii) the Board of Directors reasonably believes that the signatory affixed the electronic signature with the intent to sign the electronic document, and that the electronic document has not been modified since the signature was affixed.

(b) **Verification and Liability for Falsification.** The Board of Directors may require reasonable verification of any electronic signature, document, record or instrument. Absent or pending verification, the Board may refuse to accept any electronic signature or electronic record that, in the Board's sole discretion, is not clearly authentic. Neither the Board of Directors nor the Association will be liable to any Owner or any other person for accepting or acting in reliance upon an electronic signature or electronic record that the Board reasonably believes to be authentic, or rejecting any such item which the Board reasonably believes not to be authentic. Any Owner or person who negligently, recklessly or intentionally submits any falsified electronic record or unauthorized electronic signature will fully indemnify the Association for actual damages, reasonable attorneys' fees actually incurred and expenses incurred as a result of such acts.

Section 11.3 Fiscal Year. The Board has the right to establish and, from time to time, change the fiscal year of the Association.

Section 11.4 Notices. All notices to the Association or the Board will be delivered to the office of the managing agent, or, if there is no managing agent, to the Association's registered agent or to such other address as the Board may designate by written notice to all Owners. Except as otherwise provided, all notices to any Owner will be mailed to the Owner's address as it appears in the Association's records. All notices will be deemed to have been given when mailed or transmitted, except notices of changes of address, which will be deemed

to have been given when received.

Section 11.5 Conflicts. In the case of any conflicts between the Declaration and these Bylaws or the Articles of Incorporation, the terms of the Declaration will control. In the case of any conflicts between the Articles of Incorporation and these Bylaws, the terms of the Articles of Incorporation will control.

Section 11.6 Waiver. No restriction, condition, obligation or provision contained in these Bylaws will be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

Section 11.7 Interpretation. The provisions of these Bylaws will be liberally construed to effect the purpose of ensuring that the Community will at all times be operated and maintained in a manner so as to optimize and maximize its enjoyment and utilization by each member.

CERTIFICATION

I, the undersigned, certify that I am the President of Association and that the foregoing Bylaws constitute the Bylaws of the Association, as duly adopted by the Board of Directors.



Keith Neale, President

August 29, 2018