

**BYLAWS
OF
MEADOWBROOK HEIGHTS SECOND SUBDIVISION
HOMEOWNERS ASSOCIATION, INC.
(A Colorado Nonprofit Corporation)**

ARTICLE I

Name

This organization shall be known as MEADOWBROOK HEIGHTS SECOND SUBDIVISION HOMEOWNERS ASSOCIATION, INC., a Colorado Nonprofit Corporation, hereinafter referred to as the "Corporation."

ARTICLE II

Office

The principal office of the Corporation shall be at 816 East 57th Street, Loveland, Colorado 80538, or such other location within the State of Colorado as the Executive Board may determine from time to time.

ARTICLE III

Application and Definitions

The provisions of these Bylaws are applicable to MEADOWBROOK HEIGHTS SECOND SUBDIVISION, County of Larimer, Colorado. All present and future Owners and their tenants, future tenants, employees, assigns, guests, invitees, and any other person who might use the facilities on the Property in any manner, are subject to the regulations set forth in these Bylaws and in the Declaration of Protective Covenants, Conditions, and Restrictions recorded in the Clerk and Recorder's Office, Larimer County, Colorado.

Unless otherwise specifically provided herein, the terms in these Bylaws shall have the following meanings:

Articles of Incorporation. The Articles of Incorporation of the Association as the same may be amended from time to time.

Association. "Association" shall mean and refer to the Meadowbrook Heights Second Subdivision Homeowners Association, Inc., a Colorado Nonprofit Corporation, its successors, and assigns. Members of the Association shall be the Owners of Lots as hereinafter defined and as described in the Bylaws of the Association.

Executive Board. The duly elected Executive Board of the Association, sometimes referred to as Board.

Easements. "Easements" shall mean and refer to all easements shown on the recorded plat of Meadowbrook Heights Second Subdivision.

Successor. One or more persons who have been assigned or otherwise succeeded to all or a portion of the Declarant's Development Rights, Special Declarant Rights, and/or rights to control the Association.

ARTICLE IV

Purposes

In accordance with the provisions of the Declaration, the Corporation shall have the responsibility of constructing, maintaining, repairing, replacing, operating, and otherwise providing for the continued use and operation of the Common Elements; adopting the budgets, establishing and collecting all assessments; otherwise providing for and regulating the use of the Common Elements; and carrying out such functions, and exercising such powers as are granted by the Declaration, the Articles of Incorporation, the Colorado Nonprofit Corporation Act, and the applicable provisions of the Colorado Common Interest Ownership Act.

ARTICLE V

Membership

5.01 Every Owner of a Lot shall become a member of the Association upon acquisition of the Lot. Membership shall be appurtenant to and may not be separated from ownership of any Lot. Membership shall pass by operation of law upon the sale of any Lot, which sale may be by deed or by installment land contract ("contract for deed"). The transfer of ownership of a Lot shall not release the transferee from any obligations to the Corporation incurred prior to the time of such transfer.

5.02 Suspension. In addition to all other remedies provided for by the Declaration, and Colorado law, the Executive Board shall have the power to suspend the privileges of membership of any member for failure to timely pay assessments or charges, or if, as provided in these Bylaws, a majority of the Executive Board determines that a member or any agent, guest, or invitee of the member has violated the Declaration, these Bylaws, or the rules and regulations for use of the Common Elements adopted by the Board.

ARTICLE VI

Assessment for Common Expenses

6.01 Personal Obligation of Owners for Assessments. Each Owner of any Lot by acceptance of a deed therefor, whether or not it shall be so expressed in such deed, is deemed to covenant and agree to pay the estimated Common Expenses attributable to the Property. Assessments for the estimated Common Expenses shall be due monthly or at such other intervals as may be set by the Association from time to time. The Association shall prepare and deliver by mail to each member at such intervals as may be set by the Association from time to time, a statement for the estimated Common Expenses.

6.02 Amount of Assessments. Assessments made for the Common Expenses shall be based on the cash requirements deemed to be the aggregate sum the Association shall, from time to time, determine is to be paid by the Owners, to provide for payment of all estimated expenses growing out of or connected with the maintenance or operation of the Common Elements. Said sum may include, among other things, Common Expenses, expenses for management, taxes and special assessments, casualty and public liability and other insurance premiums, landscaping and care of grounds, common lighting, repairs, and renovations, wages, water charges, legal and accounting fees, management fees, expenses and liabilities incurred by the Association under or by reason of the Declaration, the payment of any deficit remaining from a previous period, and the creation of a reasonable contingency or other reserve, sinking, or surplus fund, as well as other costs and expenses related to the Common Elements. In no event shall the annual average Common Expense liability of each Lot restricted to residential purposes, exclusive of optional user fees and any insurance premiums paid by the Association, exceed \$300 or such greater amounts as may in the future be provided under the Act in connection with the existence of limited expense planned communities.

6.03 Notice of Assessments. The Executive Board of the Association shall fix the amount of the assessment to be made against each Lot at least thirty (30) days in advance of the assessment period. The due date shall be established by the Executive Board and set forth in the notice of the assessment.

ARTICLE VII

Notice and Hearing Procedure

7.01 Suspension of Privileges and Levy of Fines. Pursuant to the Declaration, no vote may be cast or counted for any Lot for which assessments, fees, dues, or other monies are in default of payment at the time votes are counted. In addition, in the event of a violation of the Declaration, these Bylaws, or the rules and regulations adopted pursuant to these Bylaws, the Executive Board shall have the right, upon an affirmative vote of the majority of all Directors, in addition to all other remedies available pursuant

to the Declaration, and the laws of the State of Colorado, to take all or any one or more of the following actions:

- 1) Suspend or condition the right of said member to use any of the Common Elements;
- 2) Suspend said member's voting privileges as a member;
- 3) Levy appropriate fines and charges for such violation.
- 4) Record, enforce, and foreclose liens of nonpayment of assessments as set forth in Article VIII of Declaration of Protective Covenants, Conditions, and Restrictions.

The member shall be given written notice of the violations, the effective date of any suspension, and the conditions or requirements to be met by the member in order to remove the suspension. Unless the Board determines by majority vote that the violation is of such a nature as to require immediate suspension, the effective date of any such suspension shall be no earlier than thirty (30) days following mailing of the notice to the member by first class mail, or by certified mail, return receipt requested, at the address shown in the records of the Corporation for the member. Suspension resulting from non-payment of assessments, dues or fees shall be removed upon payment by the member of all amounts currently due, including interest, costs, and attorney fees. The conditions and requirements for removing suspension for reasons other than non-payment shall be left to the discretion of the Executive Board and shall be reasonably related to and appropriate for the violation.

7.02 Hearing. Upon request of the member so suspended and/or fined, the Executive Board shall hold a hearing no less than fifteen (15) days following receipt of the request for hearing. The hearing shall be held before the Board in an executive session and the member shall be given a reasonable opportunity to be heard upon the facts concerning the violation, and the appropriateness of fines or charges and any conditions or requirements placed upon the member to remove the suspension of privileges.

7.03 No Waiver, Remedies Cumulative, Exhaustion of Remedies. The failure of the Board to enforce the rules and regulations of the Association, these Bylaws, or the Declaration shall not constitute a waiver of the right to enforce the same thereafter. The remedies set forth in this Article and otherwise provided by these Bylaws and the Declaration, shall be cumulative and none shall be exclusive. However, the individual member must exhaust all available internal remedies of the Corporation prescribed by these Bylaws and any rules and regulations adopted by the Board, before that member may resort to a Court of law for relief with respect to any action of the Board.

ARTICLE VIII

Voting

8.01 Voting Rights. Each Lot whose membership is in good standing shall be entitled to cast one (1) vote, subject to rights of Declarant, and further subject to actions

to be taken by Lot Owners other than Declarant as provided in the Declaration, these Bylaws, or the Colorado Common Interest Ownership Act.

Declarant has reserved the right to appoint and remove the members of the Executive Board and the Officers of the Association and the members of the Architectural Review Committee, as set forth in the Declaration.

The Association shall have one (1) class of voting members. Each Lot shall be allocated one (1) vote in the Association. When more than one person or entity owns an interest in a Lot, all such persons or entities shall be members of the Association. The vote for such Lot shall be exercised as the Owners thereof among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one Lot.

8.02 Designation of Voter. For each Lot, there shall be designated by the Owner one person authorized to cast all votes allowed the Lot. Such designation shall be in writing and shall be signed by all persons deemed necessary by the Executive Board and delivered to the Secretary of the Corporation prior to the time the votes are cast. If no such designation has been made, the vote for such Lot may be cast as set forth in Section 38-33.3-310, of the Colorado Common Interest Ownership Act.

8.03 Manner of Voting. No votes shall be cast or allowed for any Lot whose Owner membership is not in good standing. All votes shall be cast in person or by written proxy executed in writing by the person shown upon the records of the Corporation to be designated by the Owner to cast such votes, or his or her duly authorized attorney-in-fact.

8.04 No Cumulative Voting. Cumulative voting shall not be permitted.

ARTICLE IX

Membership Meetings

9.01 Annual Meetings. A regular annual meeting of the members of the Corporation may be held the second Tuesday in May, 1996, and unless otherwise established by the Executive Board each subsequent regular annual meeting of the members shall be held the second Tuesday in May of each year thereafter in the State of Colorado at a time and location to be designated by the Executive Board. The place of the meeting shall be shown on the notice to the members of such meeting.

9.02 Special Meetings. Special meetings of the members of this Corporation may be called at any time by the President or a majority of the Executive Board or upon the written request of members holding not less than twenty percent (20%) of the votes which may be cast.

9.03 Notice. A written notice of all regular or special meetings of the members shall be prepared by the Secretary of the Corporation and delivered personally to each member or mailed to the last known post office address of record of each member not less than ten (10) days nor more than fifty (50) days before the date of such meeting. All notices of meetings shall state the purposes and agenda of the meeting including the

general nature of any proposed amendment to the Declaration or these Bylaws, any budget changes, and any proposal to remove an officer or a member of the Board.

9.04 Quorum. A quorum is deemed present throughout any meeting of the Association if persons entitled to cast twenty percent (20%) of the votes which may be cast for election of the Board are present, in person or by proxy, at the beginning of the meeting. If less than a quorum be present, the meeting may be adjourned by those present without notice other than announcement to those members present or represented, until some subsequent date, not more than sixty (60) days following the preceding meeting. Unless otherwise provided in the Declaration, the Articles of Incorporation, or elsewhere in these Bylaws, the affirmative vote of a majority of memberships in good standing and represented in person or by written proxy at a meeting at which a quorum is present shall be necessary to transact business and to adopt decisions binding on all members.

9.05 Proxies. Representation by written proxy shall be allowed and the instrument authorizing the proxy to act at the meeting shall be exhibited at the time of such meeting when called and filed with the Secretary. All proxies shall be revocable and shall automatically terminate upon conveyance by the member of his ownership of a Lot. A proxy is void if it is not dated or if it purports to be revocable without notice. No proxy shall be valid after eleven (11) months from its date of execution unless otherwise provided for in the proxy. A proxy may be revoked only by actual notice to the person presiding over a meeting of the Association.

9.06 Waiver of Notice. Any member may at any time waive any notice required to be given under these Bylaws. All the members may take action unanimously by signing a written consent thereto.

9.07 Action Without Meeting. Any issue, question, election of directors, or other proposition that might be brought before an annual or special meeting of members may be decided by ballot distributed and voted by mail, pursuant to instructions adopted by resolution of the Executive Board; provided that at least fifty-one percent (51%) [or such other percentage as may be required by the Declaration, these Bylaws, or the Colorado Common Interest Ownership Act for the action under consideration] of the eligible votes shall be validly cast by return mail addressed to the Secretary of the Corporation or delivered to the Secretary.

9.08 Minutes. Minutes or a similar record of the proceedings of meetings, when signed by the President or Secretary, shall be presumed truthfully to evidence the matters set forth therein. A recitation in the minutes of any such meeting that notice of the meeting was properly given shall be prima facie evidence that such notice was given.

ARTICLE X

Directors

10.01 Executive Board, Number and Election of Board Members. The Declarant shall, for the period of time hereafter provided, retain the right to appoint and

remove the members of the Executive Board and the Officers of the Association and the members of the Architectural Review Committee ("Declarant Control"). The initial Executive Board shall consist of two (2) persons appointed by the Declarant, each of whom shall serve at the pleasure of the Declarant or until his or her successor(s) is appointed by the Declarant; subject to the following:

A. Within sixty (60) days after conveyance to Purchasers of twenty-five percent (25%) of the Lots by Declarant, the Executive Board shall be increased to three (3) members by the addition of one member to be elected by Owners other than Declarant, and thereafter two (2) Board members shall be appointed by the Declarant and one (1) Board member shall be elected annually by the Owners other than Declarant; and

B. Sixty (60) days after conveyance of seventy-five percent (75%) of all the Lots, the period of Declarant control terminates except as provided in C.R.S. § 38-33.3-303(5).

10.01.1 Period of Declarant Control. The period of Declarant Control with respect to the Board shall terminate fifteen (15) years from the date of the first conveyance of a Lot to a Purchaser by Declarant, or the earlier occurrence of an event requiring termination under the Colorado Common Interest Ownership Act. Declarant may at any time voluntarily surrender the right to appoint and remove Board members, and in such event the Declarant may require for the duration of Declarant control that specified actions of the Board, as described in a recorded instrument executed by Declarant, be approved by Declarant before they become effective.

10.01.2 Upon termination of the period of Declarant Control with respect to the Board, the Owners shall elect a Executive Board of at least three (3) members, at least a majority of whom must be Owners other than Declarant. The Board members so elected shall elect the Officers of the Association. The Board members and Officers, unless otherwise required by the Colorado Common Interest Ownership Act shall take office upon election. Upon termination of the period of Declarant Control with respect to the Architectural Review Committee, the Board shall establish the number of members such of such Committee and appoint such members.

10.01.3 For purposes of determining the percentage of conveyance of Lots as it affects the Declarant's rights of control to appoint and remove the members of the Executive Board and Officers of the Association, a conveyance of a Lot shall only be counted if such conveyance is to a Purchaser who has purchased a Lot with the intent of reside thereat, and no transfer by Declarant shall be deemed as a conveyance for such purposes if the transferee is not such a Purchaser, or if such a transferee is a Dealer or is a person who intends to dispose of or participate in the disposal to Purchasers of Lots owned by the Declarant or a successor to the Declarant.

10.02 Number and Term. Each Director shall hold office for one (1) year following his or her election. Directors may be re-elected to additional terms and there shall be no limit to the number of terms a duly elected member may serve.

10.03 Qualifications of Directors. Except for those members appointed by the Declarant, Directors shall be Owners (or persons designated to represent Owners who are not living persons) of Lots.

10.04 Vacancies and Removals. During the period of Declarant Control, the Declarant shall have the power to remove any of the members of the Executive Board, and to fill any vacancy occurring in the Executive Board; provided, that any member of the Executive Board elected by Lot Owners other than the Declarant shall be removed, and any vacancy for such member filled, by a vote of sixty-seven percent (67%) of Lot Owners other than the Declarant present and entitled to vote at a meeting of the Owners of the Association at which a quorum is present.

ARTICLE XI

Duties of Directors

11.01 General Powers and Duties. It shall be the duty of the Executive Board to exercise general supervision over the management of the affairs of the Corporation, to establish the fees, duties, and assessments to be paid by memberships to achieve the purposes of the Corporation, and to receive and pass upon the reports of the President, Secretary and Treasurer, and to direct the Officers thereof in the general conduct of the Corporation. The Board shall have control of any books, papers, or documents of the Corporation in the hands of the Officers.

11.02 Special Powers and Duties. In addition to and without limitation of the foregoing general powers and duties, and such powers and duties as are vested in the Executive Board by virtue of the Declaration, the Articles of Incorporation, and the laws of the State of Colorado, the Board is vested with, and responsible for, the following powers and duties:

- A. Subject to the rights reserved to the Declarant during the period of Declarant Control, selection, appointment and removal of all Officers, agents and employees of the Corporation and the fixing of compensation therefor.
- B. The power and duty to make and enforce such rules and regulations consistent with law, the Articles of Incorporation, the Declaration, and these Bylaws as the Board may deem necessary or advisable, for the use of the Common Elements and to establish penalties for the infraction thereof, including such fines, suspension of usage and suspension of voting rights as the Board may deem appropriate.
- C. To suspend the voting rights of a member, and the right to use of the Common Elements, during any period in which the member is in default in the payment of any assessments, charges, or fines levied by the Association.
- D. With the approval of at least 57 Lot Owners in good standing, the power, but not the duty to convey or encumber the Common Elements and borrow money and to incur indebtedness for the purposes of the Corporation, and to cause and to be executed and delivered therefore, in the Corporation's name, promissory notes, bonds, debentures, deeds of

trust, mortgages, pledges, assignments, and hypothecations or other evidences of debt and securities therefor.

E. The power and duty to fix and levy assessments upon the members as provided in the Declaration for the purpose of the Corporation; including the payment of taxes and assessments upon real and personal property interests of the Corporation, and the establishment and maintenance of adequate reserves for replacements, emergency expenditures, and anticipated capital expenditures.

F. The power and duty to enforce the provisions of the Declaration, these Bylaws, rules and regulations adopted by the Board and other agreements of the Corporation.

G. The power to contract for and pay for, as reasonably necessary, fire, casualty, blanket liability, malicious mischief, vandalism, errors and omissions, and other insurance insuring members, the Corporation, the Executive Board, the Officers, agents, and employees of the Corporation, and other interested parties as the Board deems advisable.

H. The power to grant rights of use of the Common Elements.

I. To exercise for the Association all powers, duties, and authorities vested in or delegated to the Association and not reserved to the Declarant or the membership by the other provisions of these Bylaws, the Articles of Incorporation, or the Declaration.

J. To exercise all powers and rights granted by the Colorado Nonprofit Corporation Act, and the applicable provisions of the Colorado Common Interest Ownership Act not reserved to the Declarant or the membership.

K. To employ a manager as the Board may deem necessary from time to time, and to prescribe the duties and delegate to such a manager as appropriate.

L. To designate and remove independent contractors or employees or agents as may be appropriate for the operation, maintenance, and replacement of the Common Elements.

M. To cause or require all Officers, employees, or agents having fiscal responsibilities to be bonded, as the Board may deem appropriate.

11.03 Books. The Executive Board shall cause to be maintained a full set of books and records showing the financial condition of the affairs of the Corporation in a manner consistent with generally accepted accounting principles. A balance sheet and an operating (income) statement of the Corporation shall be prepared and distributed to members within ninety (90) days of the last day of the Corporation's fiscal year. All financial statements contained in any such annual report for any fiscal year in which the gross income of the Corporation exceeds \$30,000.00 shall be audited by an independent public accountant.

All books, records, and papers of the Corporation shall be available for inspection and copying by any member or his or her duly appointed representative at the principal office of the corporation or at such other place within the property as the Board may prescribe, subject to reasonable rules established by the Board for the time of

inspection and payment of costs of reproduction. An appropriate Officer may issue, upon written demand by any Owner of a Lot or such Owner's designee, or to a holder of a security interest in a Lot or its designee, and upon payment of a fee of \$20, or such other reasonable fee as established by resolution hereafter by the Board from time to time, a certificate setting forth the amount of unpaid assessments currently levied against such Lot. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment, such statement shall be furnished within twenty (20) calendar days after receipt of the request, and shall have such binding effect as set forth in the Colorado Common Interest Ownership Act.

The Corporation shall keep and maintain in its office a book containing the name and address of each member and the person authorized to cast any votes on behalf of such member. Termination or transfer of membership shall be recorded in the book, together with such other information as the Board may deem necessary or appropriate.

11.04 Budget. The Board shall adopt, no less than annually, a periodic budget. Within thirty (30) days after adoption of any proposed budget, the Board shall cause to be mailed by ordinary first class mail, or otherwise delivered, a summary of the budget to all Owners.

ARTICLE XII

Officers

12.01 Designation and Term. The Officers of this Corporation shall consist of a President, a Vice President, a Treasurer, and a Secretary, who shall during the period of Declarant Control be designated by the Declarant. Upon termination of Declarant Control, the Officers shall be elected by majority vote of the Executive Board at their first meeting following each annual meeting of the members of the Board. The Officers so elected shall be elected from the members of the Executive Board or other persons as the Board determines appropriate. Such Officers shall hold their respective offices for the term of one year or until their successors are elected and shall qualify, unless they shall resign, be removed, or become disqualified.

The following persons are hereby designated as the initial Officers of the Corporation:

President: Donald D. Keirns
Vice President: Ronald Beadell
Secretary: Kathryn M. Beadell
Treasurer: Wanda D. Keirns

12.02 Multiple Offices. Any two of the said offices may be held by the same person if the Executive Board shall so determine.

12.03 Vacancies. In case a vacancy or vacancies shall occur in any of said offices, the same may be filled for the remainder of the unexpired term by the Executive Board.

12.04 Removal of Officers. Subject to the rights reserved to the Declarant during the period of Declarant Control, upon affirmative vote of the majority of the entire Executive Board, any officer may be removed, either with or without cause, and his or her successor elected at any regular meeting of the Executive Board, or at any special meeting of the Executive Board called for such purpose.

12.05 Other Officers. During the period of Declarant Control the Declarant, and after the period of Declarant Control the Executive Board, may from time to time appoint other Officers of the Corporation, who shall perform such duties as may be assigned them. They shall hold such offices at the pleasure of the Declarant, or the Board, as applicable.

12.06 Compensation. No officer shall receive any compensation for services performed in the conduct of the Corporation's business unless such compensation is approved by the vote or written consent of a majority of the Executive Board; provided, that (1) Nothing herein contained shall be construed to preclude any officer from serving the Association in some other capacity and receiving compensation therefore; and (2) any officer may be reimbursed for his or her actual expenses incurred in performance of his or her duties.

12.07 Committees. The Board may appoint such committees as deemed appropriate in carrying out its purposes.

12.08 Delegation of Duties and Powers. Upon resolution duly adopted, the Board may delegate any of its powers and duties or that of the Officers of the Association to other persons or to a managing agent. If any power relating to collection, deposit, transfer, or disbursement of Association funds to other persons or to a managing agent is made, the Board shall require the following:

- A. The person or agent to whom the power or duty is delegated shall maintain fidelity insurance coverage or a bond in an amount as the Board may require; and
- B. That such person shall maintain all funds and accounts of the Association separate from the funds and accounts of all others and shall maintain all reserve accounts of the Association separate from the operational accounts of the Association; and
- C. That an annual accounting for Association funds and a financial statement be prepared and presented to the Association by the managing agent, a public accountant, or a certified public accountant.

The foregoing requirements shall be mandatory for so long as the same may be required by the Colorado Common Interest Ownership Act, and thereafter shall be discretionary with the Board.

ARTICLE XIII

Duties of Officers

13.01 Duties of President. It shall be the duty of the President to preside at all meetings of the members and Directors of the Corporation. The President shall sign all contracts and other instruments in writing authorized by the Executive Board to be executed. The President shall be ex-officio a member of all committees and shall have the active management of and general supervision over the affairs of the Corporation. The President shall perform such other duties as may be required of the President by law, by these Bylaws, and by the Executive Board, and in general shall perform the duties and functions usually pertaining to and vested in the president of a corporation.

13.02 Duties of Vice President. It shall be the duty of the Vice President in case of absence, sickness, or other disability preventing the President from performing, or the refusal of the President to perform, the duties of that office, to perform and discharge the duties and functions of the President, and such other duties as may be required of the Vice President by the Executive Board.

13.03 Duties of Secretary. The Secretary shall be ex-officio Secretary of the Executive Board, and of all standing committees. It shall be the duty of the Secretary to give proper notice of all meetings of the members and of the Executive Board of the Corporation, and to attend all such meetings and act as the clerk thereof; to keep, record, and preserve the minutes of all meetings of the members and directors in appropriate books; to sign all such minutes as Secretary, and to perform like duties for any standing committees when required; to have the custody of the corporate seal and records of the Corporation; to attest the affixing of the seal to all contract and other instruments in writing executed under the corporate seal of the Corporation; to have charge of and preserve all papers and documents of the Corporation not properly belonging in the custody of the Treasurer; and generally to perform such duties as usually pertain to the office of Secretary, and such as may be specifically assigned by the Executive Board. The Secretary shall also attend to the filing of all papers and reports required by law to be filed.

13.04 Duties of the Treasurer. The Treasurer shall be the custodian of the funds of the Corporation, and all securities, valuable papers and documents connected with and pertaining to the business of the Corporation which shall be kept in such depositories and in such manner as directed by the Executive Board. The Treasurer shall disburse the funds of the Corporation in accordance with directions from the Executive Board. The Treasurer shall keep a complete and proper record and account thereof, and vouchers for all funds disbursed, all of which shall be accessible for inspection by the other Officers or by the Executive Board. The Treasurer shall render to the Executive Board, whenever they may require, an account of all transactions and the financial condition of the Corporation, and perform such other duties as may be prescribed by the Executive Board. At the discretion of the Executive Board, the Treasurer may be required to give a good and sufficient bond with sureties thereon for the faithful performance of the duties of the office.

ARTICLE XIV

Meetings of Directors

14.01 Regular Meetings. The Executive Board shall meet regularly, at least annually, at a place in the State of Colorado designated by the Board.

14.02 Special Meetings. A special meeting of the Executive Board may be called by or at the request of the President or any two (2) Directors upon not less than three (3) days notice to each Director.

14.03 Quorum. A quorum is deemed present throughout any meeting of the Board if persons entitled to cast fifty percent (50%) of the votes on that Board are present at the beginning of the meeting, and if a lesser number of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice. In instances of a tie vote of a quorum of Directors, the way in which the President (or Vice President, if acting as President) voted shall carry; if neither the President or Vice President is present, the way in which the Secretary voted shall carry, and if the Secretary is not present, the way the Treasurer voted shall carry. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by law or by these Bylaws.

14.04 Notice. Any Director may at any time waive the notice required to be given under these Bylaws, or action may be taken by unanimous written consent thereto without meeting. Any Board member may participate in a meeting by conference telephone or other communications equipment by which all persons participating can hear each other at the same time, and such participating shall constitute presence in person at the meeting.

ARTICLE XV

Obligations of Members

15.01 Payment of Assessments. All members are obligated to pay, in accordance with the provisions of the Declaration, all assessments and other charges, fees, or fines imposed by the Corporation. All delinquent payments due shall be enforced, collected, and foreclosed in the manner provided in the Declaration.

15.02 Notice of Address and Mortgagees. Every member shall give written notice to the Secretary of the Corporation of his or her current address, and any change in such address. In addition, each member who encumbers his or her Lot shall notify the Secretary of the Corporation of the name and address of the beneficiary of such encumbrance, and shall likewise notify the Secretary of any release or discharge of such encumbrance.

15.03 Notice of Ownership Transfer. Every member shall report to the Secretary of the Corporation any change in ownership of a Lot, and shall provide any new designation of the person authorized to cast the vote for such Lot. The full names

and addresses of all Owners and the person designated to cast the vote for a Lot shall also be provided at the time of any change in ownership, or any change in address or designation of the person authorized to cast the vote.

15.04 Rules and Regulations. Each member is required to comply with the rules and regulations adopted by the Board, and to further obtain compliance with such rules and regulations by all tenants, invitees, guests, and other persons making use of the Property under authorization or invitation from such member.

ARTICLE XVI

Corporate Seal

The Executive Board shall have the power to select, and to alter at the pleasure of the Board, a corporate seal as it may deem appropriate.

ARTICLE XVII

Indemnification and Bonding

17.01 Indemnification. The Corporation shall indemnify its Directors, Officers, employees, agents, and members to the fullest extent allowed by law, including, but not necessarily limited to, that provided by Section 7-22-101.5, Colorado Revised Statutes, and any other statute or rule of law applicable. The Directors, Officers and voting members of the Corporation shall have the benefit of the limitations on personal liability for injury to person or property as provided by law, including but not necessarily limited to Section 38-33.3-311, and 7-108-402, Colorado Revised Statutes, and any other applicable statute or rule of law.

17.02 Fidelity Bonds. The Executive Board may require that all Officers and employees of the Corporation handling or responsible for Corporation funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Corporation.

ARTICLE XVIII

Authorization

No Officer or member of this Corporation shall authorize or incur any debt or obligation on its behalf except by order of or pursuant to authority granted by the Executive Board.

ARTICLE XIX

Fiscal Procedures

19.01 Execution of Documents. All written obligations of the Corporation, including acceptances, contracts, agreements, deeds, and all other instruments in writing shall be signed with the corporate name by the President, or in the President's absence, sickness, or other disability, by the Vice President, and the corporate seal shall be affixed and attested by the Secretary.

19.02 Checks and Funds. All checks drawn on Corporation funds shall be signed with the corporate name by those Officers, one or more, as may be authorized by the Executive Board from time to time. The funds of this Corporation shall be deposited in such bank or banks as the Executive Board may from time to time determine.

19.03 Fiscal Year. The fiscal year of the Corporation shall be determined by the Executive Board, and having been so determined, is subject to change from time to time as the Executive Board shall so determine.

19.04 Reserves. The funds collected by the Executive Board from the members which are attributable to the replacement reserves, for maintenance costs which cannot normally be expected to occur on an annual basis, for emergency expenses, and for capital improvements, shall at all times be held in trust for the members and shall not be commingled with other assessments collected from the members.

ARTICLE XX

Public Entity Assumes Obligations

At any time as any governmental or quasi-governmental entity shall undertake to maintain the Common Elements, the Executive Board may dissolve the corporation, which dissolution shall be made a matter of public record.

ARTICLE XXI

General Provisions

21.01 Amendments. Except as may otherwise be required by the Declaration, the Articles of Incorporation, or the applicable provisions of the Colorado Common Interest Ownership Act, these Bylaws, or any part thereof, may be amended, added to, or modified: 1) During the period of Declarant Control by the majority vote of the Executive Board if also consented to by the Declarant; and 2) after the period of Declarant Control, at any regular or special meeting of the membership at which a majority of the total votes of memberships qualified to vote is cast in favor of such

amendment or modification; provided, however, that the proposed amendment shall be set forth in full in the notice of such meeting, and further provided that, no amendment shall be effective which is in contravention to the Declaration, or the Articles of Incorporation and no amendment affecting the rights of the Declarant shall be effective unless consented to in writing by the Declarant. The President, Vice President, or Secretary of the Association may each prepare, execute, certify, and record amendments to the Declaration on behalf of the Association.

21.02 Coordination With Other Provisions. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control; and in the case of any conflict between rules or regulations adopted by the Board and these Bylaws, these Bylaws shall control.

Adopted by the Executive Board this 8th day of February, 1996.