

**BYLAWS
OF
PALISADE LEGENDS HOMEOWNERS ASSOCIATION**

THESE BYLAWS of PALISADE LEGENDS HOMEOWNERS ASSOCIATION, a Colorado nonprofit corporation (the “Association”), are effective the _____ day of _____, 2018, and are adopted pursuant to the Colorado Revised Nonprofit Corporation Act (the “Act”) and the Colorado Common Interest Ownership Act (“CCIOA”). In the event of a conflict between these Bylaws, the Articles of Incorporation of Palisade Legends Homeowners Association (the “Articles of Incorporation”) or the Declaration of Covenants, Conditions and Restrictions of Palisade Legends Subdivision (the “Declaration”), the Articles of Incorporation and the Declaration shall control over the Bylaws, and the Declaration shall control over the Articles of Incorporation.

**ARTICLE I
Members**

1.1. Membership. Eligibility and requirements for membership are specified in the Declaration.

1.2. Annual Meeting. The annual meeting of the members shall be held on the second Tuesday in October in each year, at the hour of 6:00 p.m., for the purpose of the election of directors and for the transaction of such other business as may lawfully come before the meeting.

1.3. Special Meetings. Special meetings of the members may be called by the president, by a majority of the board of directors, or by members holding at least 30% of the votes of the Association upon delivery of a written request for such meeting to the president. Notice of the meeting shall be given in accordance with Section 1.5.

1.4. Location of Meeting. The meeting shall be held at the community center in Palisade Legends Subdivision. One or more members may participate in any members meeting by any means of communication by which all persons participating in the meeting can hear one another simultaneously. Such participation shall constitute presence in person at the meeting.

1.5. Notice of Meetings; Waiver of Notice.

1.5.1. Not less than ten (10) nor more than fifty (50) days in advance of any members meeting, the secretary shall cause notice to be hand-delivered or sent prepaid by United States mail to the mailing address of each member or to any other mailing address designated in writing by the member. Also, to the extent feasible and practical, the notice shall be physically posted in a conspicuous place, in addition to being posted electronically or sent to members via electronic mail.

1.5.2. Notice of any meeting must state the date, time and place of the meeting and any matters that require membership approval, including the general nature of any

proposed amendment to the Bylaws (if the members, rather than the directors, are voting to amend) or Declaration, any budget changes, any proposal to remove a director, and any proposal to dissolve.

1.5.3. A member may waive notice of any meeting, or any other notice required by these Bylaws, by a writing signed by the member entitled to notice which is delivered to the secretary (either before or after the date and time stated in the notice) for inclusion in the minutes or for filing with the Association's records. A member's attendance at a meeting:

(a) Waives objection to lack of notice or defective notice of the meeting, unless the member, at the beginning of the meeting, objects to holding the meeting on the basis of lack of notice or defective notice; and

(b) Waives objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to considering the matter when it is first presented.

1.6. Quorum and Voting.

1.6.1. A quorum shall be deemed present throughout any members meeting if persons entitled to cast 20% of the votes which may be cast for election of the board of directors of the Association are present in person or by proxy at the beginning of the meeting. Upon failure of a quorum, an adjournment may be taken by the vote of a majority of the members present for a period not to exceed thirty (30) days at any one adjournment.

1.6.2. If a quorum exists, action on a matter shall be approved if the votes cast by the members present at the meeting which favor the action exceed the votes cast in opposition to the action, unless a greater number of votes is required by law, the Articles of Incorporation, the Declaration, or these Bylaws; if there are more than two (2) choices or candidates, the choice or candidate receiving a plurality of votes, whether or not a majority of the total votes cast, shall be the prevailing choice or candidate. Each member entitled to vote shall have the number of votes allocated to that member in accordance with the Declaration. At the discretion of the board or upon the request of 20% of the members who are present at a meeting or represented by proxy, and if a quorum has been achieved, a vote on any matter affecting Palisade Legends Subdivision shall be by secret ballot. Ballots shall be counted by a neutral third party or by a committee of volunteers. Such volunteers shall be members who are selected or appointed at an open meeting, in a fair manner, by the chair of the board or another person presiding during that portion of the meeting. The volunteers shall not be board members and, in the case of a contested election for a board position, shall not be candidates. The results of any vote by secret ballot shall be reported without reference to names, addresses, or other identifying information.

1.7. Order of Business and Participation at Meetings.

1.7.1. Unless the chairperson adopts some other agenda, the order of business at the annual meetings of the members and, insofar as practicable, at all other meetings of the members, shall be as follows:

- (a) Call of the roll of members and approval of proxies;
- (b) Proof of notice of meeting or executed waiver;
- (c) Reading of minutes of last meeting;
- (d) Reports of officers and committees;
- (e) Election of directors;
- (f) Unfinished business;
- (g) New business;
- (h) Miscellaneous business.

1.7.2. All meetings of the Association shall be open to all members, or to any person designated by a member in writing as the member's representative. At an appropriate time determined by the board, but before the board votes on an issue under discussion, members or their designated representatives shall be permitted to speak regarding that issue. The board may place reasonable time restrictions on those persons speaking during the meeting. If more than one person desires to address an issue and there are opposing views, the board shall provide for a reasonable number of persons to speak on each side of the issue.

1.8. Proxy. Members are entitled to vote at any members meeting in person or by written proxy, properly signed by the member or his or her duly authorized attorney-in-fact. Proxies shall be filed with the secretary before or at the time of the meeting. A proxy terminates eleven (11) months after its date, unless it provides otherwise. A member may not revoke a proxy except by actual notice of revocation to the person presiding over the meeting at which the proxy will be cast. A proxy is void if it is not dated or if it purports to be revocable without notice.

1.9. Fixing Record Date. For the purpose of determining members entitled to notice or to vote at any members meeting, the board of directors may fix a date in advance as the record date. Such date shall not be fewer than ten (10) nor more than fifty (50) days prior to the date on which the action is to be taken. If the directors do not fix such a record date, the record date shall be the close of business on:

- (a) With respect to any meeting, the day before the first notice is delivered to members; and
- (b) With respect to any informal action taken pursuant to Section 1.10, the date the first member signs a written consent.

1.10. Informal Action by Members. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if members entitled to vote thereon unanimously agree and consent to such action in writing. Such consent may be executed in counterparts and received by electronically transmitted facsimile or other form of wire or wireless communication providing the Association with a complete copy of the document, including a copy of the signature on the document. Unless the members establish a different effective date, action is taken at the time the last member signs the consent. Such consent shall have the same effect as action taken at a meeting of the members and may be described as such in any document. A member may revoke his or her consent by a written revocation signed by the member and received by the Association before the last member has signed the consent, in which case the action proposed in the consent shall be invalid.

1.11. Action by Written Ballot.

1.11.1. Any action that may be taken at any members meeting may be taken without a meeting if the Association delivers a written ballot (in the manner provided in subsection 1.5.1) to every member entitled to vote on the matter. The written ballot shall state each proposed action and provide an opportunity to vote for or against such proposed action. Approval by written ballot shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. If there are more than two (2) choices or candidates, and the quorum requirements are met, the choice or candidate receiving a plurality of votes, whether or not a majority of the total votes cast by ballot, shall be the prevailing choice or candidate. A written ballot may not be revoked.

1.11.2. Solicitations for votes by written ballot shall:

- (a) Indicate the number of responses needed to meet the quorum requirements;
- (b) State the percentage of approvals necessary to approve each matter other than election of directors;
- (c) State the time by which the ballot must be received by the Association in order to be counted; and
- (d) Be accompanied by written information sufficient to permit each member voting to reach an informed decision on the matter.

1.12. Rejection Based on Validity and Authority. The Association is entitled to reject any vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has

reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the member.

1.13. Membership and Members List. After fixing a record date pursuant to Section 1.9, the Association shall prepare an alphabetical list of the names of all its members who are entitled to notice of, and to vote at, the meeting or to take such action by written ballot. The list shall show the address of each member entitled to notice of, and to vote at, the meeting or to take such action by written ballot, and the number of votes each member is entitled to vote at the meeting or by written ballot.

1.14. Transactions Requiring Membership Approval. Notwithstanding anything to the contrary stated elsewhere in these Bylaws, neither the board of directors, nor any committee of such board, nor any officer, agent or employee of the Association, shall take any of the following actions without the prior approval of the voting members, unless otherwise provided by law, the Declaration, or the Articles of Incorporation:

- (a) Amendment or restatement of the Declaration or Articles of Incorporation;
- (b) Merger, dissolution, or sale or other disposition of substantially all of the assets of the Association;
- (c) Sale, lease, disposition, pledge, gift or encumbrance of any interest in real or personal property belonging to the Association, except in accordance with the established policies for such matters approved from time to time in advance by the voting members;
- (d) Aggregate borrowing of the Association for any period for any purpose in excess of \$5,000.00, or of a dollar amount to be established by the voting members from time to time; the term "borrowing" for these purposes shall include any commitment for the payment of money pursuant to any contract; or
- (e) Any expenditure of a nature that was not anticipated or reflected in a budget approved in advance of such expenditure by the voting members, and any expenditure which either singly or when aggregated with all other similar amounts throughout the Association's fiscal year exceeds 10% of the amount budgeted for such expenditure or class of expenditures pursuant to a budget approved in advance of such expenditure by the voting members.

ARTICLE II Board of Directors

2.1. Powers and Duties. The business and the property of the Association shall be controlled and managed by the board of directors, except as otherwise expressly provided by law, the Articles of Incorporation, the Declaration, or these Bylaws. All directors shall be

members of the Association, except for directors appointed by Declarant (as defined in the Declaration), who are natural persons, eighteen (18) years of age or older.

2.1.1. By way of example and not limitation, the board of directors shall:

(a) Employ independent contractors and employees as the board deems necessary;

(b) Cause to be kept a complete record of all its acts and corporate affairs;

(c) Supervise all officers and any agents and employees of the Association, and see that their duties are properly performed;

(d) As more fully provided in the Declaration and CCIOA to:

(1) Fix the amount of the annual budget and annual assessment against each lot;

(2) Cause delivery of all required notices relative to budgets and assessments;

(3) Collect assessments which are not paid when due as provided in the Declaration or otherwise allowed by law; and

(4) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid.

(e) Obtain and maintain insurance as required under the Declaration and CCIOA;

(f) Cause all officers, employees, or agents having fiscal responsibilities to be bonded, if required in the Declaration or by law; and

(g) Cause all property owned or used by the Association to be properly maintained.

2.1.2. The president or secretary may prepare, execute, certify, and record amendments to the Declaration on behalf of the Association.

2.1.3. If the board of directors delegates powers of the board or officers relating to collection, deposit, transfer, or disbursement of Association funds to other persons or to a managing agent:

(a) Such other persons or managing agent shall maintain fidelity insurance coverage or a bond in an amount not less than \$50,000.00 or such higher amount as the board may require;

(b) Such other persons or managing agent shall maintain all funds and accounts of the Association separate from the funds and accounts of other associations managed by the other persons or managing agent and shall maintain all reserve accounts of each association so managed separate from operational accounts of the Association; and

(c) An annual accounting for Association funds and a financial statement shall be prepared and presented to the Association by the managing agent, a public accountant, or a certified public accountant.

2.2. Number, Term and Nomination.

2.2.1. The affairs of the Association shall be managed by a board of three (3) directors. The number of directors may be changed from time to time by amendment of these Bylaws.

2.2.2. Each director shall serve for the period of one year next succeeding his or her election, and until the election and qualification of a successor, unless sooner removed from office. Directors shall be elected by secret ballot in contested elections. A plurality of votes cast by the members entitled to vote in the election shall be necessary to elect a director.

2.2.3. Nominations for election to the board of directors may be submitted to the secretary, in writing, by any member or director through and including the day before the election date, but not more than fifty (50) days prior to such date. Unless the vote is being conducted by written ballot without a meeting under Section 1.11, nominations from the floor may be made at the meeting in which the election is held immediately prior to the vote.

2.3. Vacancies. Any vacancy in membership of the board of directors shall be filled for the remainder of the unexpired term by the affirmative vote of a majority of the remaining directors, whether or not consisting of a quorum.

2.4. Resignation and Removal.

2.4.1. A director may resign at any time by giving written notice of his or her resignation to the Association. Such resignation is effective when the notice is received by the Association, unless the notice states a later date. A board member who has failed to attend three (3) consecutive board meetings shall be deemed to have resigned upon a confirming vote of a majority of the board. If a director is deemed to have resigned for

failing to attend meetings, his or her resignation date shall be the date of confirmation of resignation by the board of directors.

2.4.2. At any meeting of the members at which a quorum is present, the members, by a vote of 67% of all persons present and entitled to vote, may remove the entire board of directors or any lesser number, other than a director appointed by the Declarant.

2.5. Annual Meeting of Directors. The annual meeting of the board of directors shall be held as soon as is conveniently possible following the annual members meeting.

2.6. Special Meetings. Special meetings of the board of directors shall be held whenever called by the president or by a majority of the directors.

2.7. General Provisions Regarding Meetings.

2.7.1. All meetings of the board of directors shall be held at a time and place in Mesa County, Colorado to be designated by the president or, if called by directors, at such time and place in Mesa County, Colorado designated by those directors; except, the annual meeting shall be held in accordance with Section 2.5. Upon prior approval of the board, one or more directors may participate in any meeting of the board by any means of communication by which all persons participating in the meeting can hear one another simultaneously. Such participation shall constitute presence in person at the meeting.

2.7.2. All meetings of the board of directors or any committees of the board shall be open to attendance by all members or their representatives, and agendas for such meetings shall be made reasonably available for examination by all members or their representatives. Any member in attendance may participate in any deliberation or discussion if expressly so authorized by a majority vote of the board.

2.7.3. Notwithstanding any other provision in these Bylaws to the contrary, the board of directors or any committee of the board may hold an executive or closed-door session and may restrict attendance to directors and such other persons requested by the board during any regular or special meeting. The matters to be discussed at such an executive session shall include only the following:

(a) Matters pertaining to employees of the Association or the managing agent's contract, or involving the employment, promotion, discipline or dismissal of an officer, agent, or employee of the Association;

(b) Consultation with legal counsel concerning disputes that are the subject of pending or imminent court proceedings or matters that are privileged or confidential between attorney and client;

(c) Investigative proceedings concerning possible or actual criminal misconduct;

(d) Matters subject to specific constitutional, statutory or judicially imposed requirements protecting particular proceedings or matters from public disclosure; and

(e) Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy.

2.7.4. Upon the final resolution of any matter for which the board received legal advice or that concerned pending or contemplated litigation, the board may elect to preserve the attorney-client privilege in any appropriate manner, or it may elect to disclose such information, as it deems appropriate, about such matter in an open meeting.

2.8. Notice of Meetings. Meetings of the board of directors shall be held only after delivering, at least two (2) days in advance of such meeting to each director personally or by wire or wireless communication, or mailing at least seven (7) days in advance to each director at the director's last known address, a written notice of such meeting, giving the date, time and place of the meeting. A director may waive any notice of a meeting with a written waiver signed by the director and filed with the minutes or corporate records.

2.9. Quorum and Manner of Action. A quorum will be deemed present throughout any meeting if directors entitled to cast at least 50% of the votes are present at the beginning of the meeting. The act of the majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors.

2.10. Proxies. A director may be deemed present at a meeting if, prior to the meeting, the director grants and delivers a written proxy to another director who is present in person at the meeting. The proxy must direct a vote to be cast with respect to a particular proposal that is described with reasonable specificity in the proxy. No other proxies by directors shall be allowed.

2.11. Compensation of Directors. No director shall receive compensation for his or her attendance at meetings of the board of directors. However, upon a vote of the directors, a director may be reimbursed for actual expenses incurred in performance of the director's duties. The compensation allowed to directors shall be changed only by action of the members. This Section 2.11 may only be amended by the members.

2.12. Presumption of Assent and Right of Dissent. A director who is present at a meeting of the board of directors when corporate action is taken is deemed to have waived notice of the meeting and assented to all action taken at the meeting unless:

(a) The director objects to holding the meeting or transacting business at the meeting at the beginning of the meeting, or promptly upon the director's arrival, and does not thereafter vote for or assent to any action taken at the meeting;

(b) The director contemporaneously requests that the director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or

(c) The director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment of the meeting or by the Association promptly after adjournment of the meeting.

The right of dissent or abstention pursuant to this Section 2.12 is not available to a director who votes in favor of the action taken.

2.13. Informal Action by Directors. Any action required or permitted at a meeting of the directors may be taken without a meeting in accordance with this Section 2.13.

2.13.1. Written notice ("Notice" in this Section 2.13) shall be transmitted to each director. By the deadline stated in the Notice each director may: (a) vote in writing for the action; (b) vote in writing against such action; (c) abstain in writing from voting; or (d) fail to respond or vote, and, in the case of (b), (c) and (d), the director must also fail to demand that action not be taken without a meeting.

2.13.2. The Notice must state: (a) the action to be taken; (b) the time by which a director must respond; (c) that failure to respond by the time stated in the Notice will have the same effect as abstaining in writing by the time stated in the Notice and failing to demand in writing by the time stated in the Notice that action not be taken without a meeting; and (d) any other matters the Association chooses to include.

2.13.3. Action is taken under this Section 2.13 only if, at the end of the time stated in the Notice: (a) the affirmative votes in writing for such action received by the Association and not revoked pursuant to subsection 2.13.5 equal or exceed 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; and (b) the Association has not received a written demand by a director that such action not be taken without a meeting other than a demand that has been revoked pursuant to subsection 2.13.5.

2.13.4. A director's right to demand that action not be taken without a meeting shall be deemed to have been waived unless the Association receives such demand from the director in writing by the time stated in the Notice and such demand has not been revoked pursuant to subsection 2.13.5.

2.13.5. Any director who in writing has voted, abstained, or demanded action not be taken without a meeting may revoke such vote, abstention, or demand in writing received by the Association by the time stated in the Notice.

2.13.6. A writing by a director under this Section 2.13 shall be in a form sufficient to inform the Association of the identity of the director, the vote, abstention, demand, or revocation of the director, and the proposed action to which such vote, abstention, demand, or revocation relates. All communications under this Section 2.13 may be transmitted or received by the Association by electronically transmitted facsimile, e-mail, or other form of wire or wireless communication. For purposes of this Section 2.13, communications to the Association are not effective until received.

2.13.7. Unless the Notice states a different effective date, action taken pursuant to this Section 2.13 shall be effective at the end of the time stated in the Notice, shall have the same effect as action taken at a meeting of directors, and may be described as such in any document. All writings made pursuant to this Section 2.13 shall be filed with the minutes of the meetings of the board of directors.

2.14. Committees.

2.14.1. By resolution adopted by a majority of the directors then in office, the board of directors may designate one or more committees, and appoint one or more directors to serve on them. To the extent provided in the resolution, any such committee may have all the authority of the board, as designated in the resolution establishing the committee, except that no committee shall have the authority to: (a) authorize distributions; (b) elect, appoint, or remove any director; (c) amend the Articles of Incorporation; (d) adopt, amend or repeal these Bylaws; (e) approve a plan of merger; or (f) approve a sale, lease, exchange or other disposition of all, or substantially all, of the Association's property, with or without goodwill, otherwise than in the usual and regular course of business subject to approval by the board of directors. The board of directors may establish any requirements for the governance of such committees that comply with these Bylaws and law.

2.14.2. The board of directors may establish one or more committees, advisory boards, auxiliaries, or other bodies of any kind whose members are not directors in order to provide advice, service and assistance to the Association; except that such committees may not exercise any power or authority reserved to the board of directors by the Act or these Bylaws.

ARTICLE III Officers

3.1. General. The officers of the Association shall be a president, a secretary, and a treasurer. All officers shall be natural persons, eighteen (18) years of age or older. The board of directors may elect or appoint such additional officers as it may consider necessary who shall

hold their offices for such terms and have such authority and duties as from time to time may be determined by the board of directors. The salaries, if any, of the officers of the Association shall be fixed by the board of directors. In all cases where the duties of any officer, agent or employee are not prescribed by these Bylaws or by the board of directors, such officer, agent or employee shall follow the orders and instructions of the president.

3.2. Election and Tenure of Officers. Except as otherwise provided in the Declaration, the officers of the Association shall be elected by the board of directors annually at the annual meeting of the board. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as conveniently possible. A plurality of the votes cast shall be necessary to elect. One person may hold more than one office, except that the president and treasurer shall be different people. A director or directors may hold any office(s). Each officer shall hold office until the first of the following to occur: the officer's successor is duly elected and qualified; the officer's death; the officer's resignation; or the officer's removal.

3.3. Resignation. An officer may resign at any time by giving written notice of resignation to the Association. The resignation of an officer is effective when the notice is received by the Association, unless the notice states a later effective date. If a resignation is made effective at a later date, the board of directors may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the board of directors may remove the officer at any time before the effective date and may fill the resulting vacancy.

3.4. Removal. The board of directors may remove any officer at any time, with or without cause, by a majority vote of the board. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not, in and of itself, create a contractual right.

3.5. Vacancies. A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term.

3.6. President. The president shall, subject to the direction and supervision of the board of directors, be the chief executive officer of the Association and shall have general and active control of its affairs and business and general supervision of its officers, agents and employees. The president shall present a report of the general conduct and transactions of the company at the annual members meeting. The president shall have custody of the treasurer's bond, if any.

3.7. Treasurer. The treasurer shall have all of the powers, and shall perform all of the duties and obligations, of the president when the president is unable to act due to a vacancy in office, absence or illness. The treasurer shall be the principal financial officer of the Association and shall have the care and custody of all the funds, securities, evidences of indebtedness, and other personal property of the Association. The treasurer shall be required to keep written records showing all receipts and expenditures of the company, and shall make such reports related thereto as the board may require. The treasurer shall, if required under the Declaration,

give the Association a bond meeting the requirements of the Declaration, conditioned upon the faithful performance of the treasurer's duties and for the restoration to the Association of all books, papers, vouchers, money and other property of whatever kind in the treasurer's possession or under the treasurer's control belonging to the Association. The treasurer shall have such other powers and perform such other duties as from time to time may be prescribed by the board of directors or the president. The assistant treasurers, if any, shall have the same powers and duties, subject to the supervision of the treasurer.

3.8. Secretary. The secretary shall: (a) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the board of directors; (b) keep the minutes of the proceedings of the members and the board of directors; (c) see that all notices are duly given in accordance with the provisions of the Declaration, these Bylaws, or as required by law; (d) be custodian of the Association's records and authenticate Association documents; and (e) maintain a record containing the names and addresses of all members.

ARTICLE IV Conflict of Interests

4.1. Conflicting Interest Transaction. Directors and officers of the Association shall be subject to the following terms, conditions and definitions concerning conflicting interest transactions.

4.2. Definitions. In this Article IV, the following terms shall be defined as follows:

(a) "Conflicting interest transaction" means a contract, transaction, or other financial relationship between the Association and a director of the Association, or between the Association and a party related to a director, or between the Association and an entity in which a director of the Association is a director or officer or has a financial interest;

(b) "Officer" means any person designated as an officer of the Association and any person to whom the board delegates responsibilities, including, without limitation, a managing agent, attorney or accountant employed by the board;

(c) "Party related to a director" means a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the director or a party related to a director has a beneficial interest, or an entity in which a party related to a director is a director, officer, or has a financial interest.

4.3. Loans. No loans shall be made by the Association to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Association for the amount of such loan until it is repaid.

4.4. Voiding of Transaction. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Association, solely because:

(a) The conflicting interest transaction involves a director of the Association or a party related to a director, or an entity in which a director of the Association is a director or officer or has a financial interest;

(b) The director is present at or participates in the meeting of the Association's board or of the committee of the board that authorizes, approves or ratifies the conflicting interest transaction; or

(c) The director's vote is counted for such purpose if:

(1) The material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board or the committee, and the board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum;

(2) The material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved or ratified in good faith by a vote of the members entitled to vote thereon; or

(3) The conflicting interest transaction is fair as to the Association.

4.5. Interested Directors. Interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes, approves or ratifies the conflicting interest transaction.

ARTICLE V Dissolution

5.1. Authorization. The Association shall not be dissolved unless the common interest community (as described in the Declaration) is dissolved in accordance with the Declaration and CCIOA, in which case, to authorize the dissolution of the Association, the board of directors shall adopt and recommend a proposal to dissolve to the members which shall be approved upon the affirmative vote of at least two-thirds (2/3) of the members entitled to vote. If the board of directors determines that it should make no recommendation, because of conflict of interest or other special circumstances, and communicates the basis for its determination to the members, dissolution may be approved without such recommendation upon the affirmative vote of at least two-thirds (2/3) of the members entitled to vote. The board of directors may condition the

effectiveness of the dissolution, and the members may condition their approval of the dissolution, on any basis.

5.2. Notice. The Association shall give notice to members entitled to vote, pursuant to Section 1.5, of the members meeting at which the proposal to dissolve will be voted on. The notice shall contain or be accompanied by a copy of the proposal or a summary thereof.

5.3. Articles of Dissolution. After dissolution is authorized, the Association shall dissolve by delivering to the Colorado Secretary of State for filing articles of dissolution in the form it shall prescribe.

5.4. Revocation. The Association may revoke its dissolution within 120 days after the effective date of the dissolution by the same action that authorized its dissolution pursuant to Section 5.1. After the revocation of dissolution is authorized, the Association shall revoke the dissolution by delivering to the Colorado Secretary of State for filing, within 120 days after the effective date of dissolution, articles of revocation of dissolution in the form it shall prescribe.

ARTICLE VI Association Records

6.1. General. The Association shall keep as permanent records: (a) minutes of all meetings of the members and the board of directors; (b) a record of all actions taken by the members or board by written ballot or written consent in lieu of a meeting; (c) a record of all actions taken by a committee of the board in place of the board on behalf of the Association; (d) a record of all waivers of notices of meetings of members and of the board or any committee of the board; and (e) financial records sufficiently detailed to enable the Association to comply with C.R.S. § 38-33.3-316(8) concerning statements of unpaid assessments.

6.2. Records at Principal Office. In addition to the requirements of Section 6.1, the Association shall keep a copy of each of the following records at its principal office: (a) the Articles of Incorporation; (b) the Declaration; (c) these Bylaws; (d) board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of unit owners or any class or category of unit owners; (e) minutes of all members meetings and records of all actions taken by members without a meeting for the past three (3) years; (f) all written communications within the past three (3) years to members generally; (g) a list of the names and business or home addresses of the current directors and officers; (h) the Association's most recent annual report, if any; (i) all financial audits or reviews conducted pursuant to C.R.S. § 38-33.3-303(4)(b) during the immediately preceding three (3) years; and (j) the names and addresses of all members and the number of votes each member is entitled to vote.

6.3. Form of Records. The Association shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

6.4. Examination and Copying. All financial and other records shall be made reasonably available for examination and copying by any member and such member's authorized

agents. The Association may charge a fee, which may be collected in advance but which shall not exceed the Association's actual cost per page, for copies of Association records. As used in this Section 6.4, "reasonably available" means available during normal business hours, upon notice of five (5) business days, to the extent that: (a) the request is made in good faith and for a proper purpose; (b) the request describes with reasonable particularity the records sought and the purpose of the request; and (c) the records are relevant to the purpose of the request.

6.5. No Unrelated Uses. Notwithstanding the provisions of this Article VI, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member without the consent of the board of directors, as further provided in CCIOA.

ARTICLE VII Miscellaneous

7.1. Amendment of Bylaws. The board of directors shall have the power to make, amend and repeal these Bylaws at the annual meeting of the board or at any special meeting called for that purpose, unless otherwise provided in the Declaration, these Bylaws, or by law.

7.2. Offices. The initial principal office of the Association shall be located at _____ . The Association may have such other offices in Mesa County, Colorado as the board of directors may designate or as the business of the Association may require from time to time.

EFFECTIVE the date first written above.

Secretary