

BY-LAWS

of the

MEADOW CREEK SUBDIVISION HOMEOWNERS ASSOCIATION

As Amended through September 16, 1995

ARTICLE I OFFICE

1.1 The principal office of the Meadow Creek Subdivision Homeowners Association (the "Association") shall be in Frisco, Colorado. The Association may have such other offices, either within or without Colorado, as the board of directors may determine or the affairs of the Association may require.

ARTICLE II BOARD OF DIRECTORS

2.1 General Powers: The property, business, and affairs of the Association shall be controlled and managed by the board of directors.

2.2 Number: The board of directors shall consist of five persons. The number of directors may be changed by amendment of these By-Laws provided that the number of directors shall not be increased to more than nine nor reduced to less than three. Further, a reduction in the number of directors by amendment of these By-Laws shall not have effect of reducing the term of an incumbent director.

2.3 Qualification, Elections, and Term: Directors shall be members of the Association and shall be elected by the members of the Association at their annual meeting. At each election of directors, each membership shall have the right to vote for as many persons as there are directors to be elected. Cumulative voting shall not be allowed. Directors shall serve for two years. Two directors shall be elected in even-numbered years, and three directors shall be elected in odd-numbered years. Directors shall serve until their successors are duly elected and qualified.

2.4 Removal and Resignation: Any director may be removed with or without cause by a vote of two-thirds of the total number of memberships in the Association at a meeting called for that purpose. Any director may resign by submitting a written notice to the board of directors stating the effective date of his resignation, and acceptance of the resignation shall not be necessary to make it effective. Any director missing three consecutive board meetings without just cause will be deemed to have resigned from the board.

2.5 Vacancies: Any vacancy occurring on the board of directors whether by removal, resignation, death, or otherwise shall be filled by a majority vote of the remaining directors though not less than a quorum of the board. A director elected to fill a vacancy on the board of directors shall hold office until the next annual election of directors and until his successor is duly elected and qualified.

2.6 Meeting: There shall be a regular annual meeting of the board of directors immediately following the annual meeting of the members of the Association, and the board may establish additional regular meetings to be held at such other places and at such other times as it may determine from time to time. After the establishment of a time and place for such regular meeting or meetings, no further notice thereof need be given. Special meetings of the board may be called by the president or upon written request delivered to the secretary by any two directors.

2.7 Notice and Waiver: Five days' notice of special meetings shall be given to each director by the secretary. Such notice may be given orally in person or by telephone or in writing served on or mailed or telegraphed to each director. Written waiver of notice signed by a director of attendance at a meeting of

the board of directors by a director shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the failure to receive such notice or to defects in said notice.

2.8 **Quorum, Vote Required, and Adjournment:** At any meeting of the board of directors a majority of the qualified directors shall constitute a quorum. If a quorum is present, the action of a majority of the directors present and voting shall be the act of the board of directors. If a quorum is not present, the majority of directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting.

2.9 **Action of Directors Without a Meeting:** Any action required to be taken or any other action which may be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all the directors entitled to vote in respect to the subject matter thereof.

ARTICLE III OFFICERS

3.1 **General:** The officers of the Association shall be a president, one or more vice-presidents, and a secretary-treasurer, all of whom shall be elected by the board of directors to serve at the pleasure of the board.

3.2 **President:** The president shall be the principal executive officer of the Association and, subject to the control of the board of directors, shall direct, supervise, coordinate and have general control over the affairs of the Association and shall have the powers generally attributable to the chief executive officer of an association. The president shall be a director and shall preside at all meetings of the members of the Association.

3.3 **Vice-President:** A vice-president shall act in place of the president in case of his death, absence, or inability or failure to act and shall perform such other duties and have such authority as from time to time may be delegated to him by the board of directors or by the president. The vice-president shall be a director.

3.4 **Secretary-Treasurer:** The secretary-treasurer shall be the custodian of the records and the seal of the Association, shall affix the seal to all documents requiring the same and shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law and that the books, reports, and other documents and records of the Association are properly kept and filed. The secretary-treasurer shall have charge and custody of, and be responsible for, all sorts of securities of the Association. He shall deposit all such funds in the name of and to the credit of the Association in such banks or depositories as shall be designated by the board of directors. He shall keep books of account and records of transactions and of the financial condition of the Association, shall submit such reports thereof as the board of directors from time to time may require, and in general shall perform all of the duties incident to the office of the secretary-treasurer and such other duties as may from time to time be assigned to him by the board of directors or the president. The board may appoint one or more assistant secretary-treasurers who may act in the place of the secretary-treasurer in case of his death, absence, or inability to act.

3.5 **Compensation:** Officers, agents, and employees shall receive such reasonable compensation for their services as may be authorized by the board of directors. Appointment of any officer, agent, or employee shall not in and of itself create contractual rights of compensation for services performed by such officer, agent or employee.

3.6 **Delegating of Powers:** In case of absence of any officer of the Association or for any other reason that may seem sufficient to the board of directors, the board may delegate the absent officer's duties and powers for the time being to any other officer or any director.

ARTICLE IV MEMBERSHIPS

4.1 Membership and Voting: The provisions of paragraph 29 of the Declaration of Protective Covenants for the Residential Area of Meadow Creek Subdivision filed in the records of the Summit County, Colorado, Clerk and Recorder on August 23, 1978 under Reception Number 179527 are incorporated herein. Voting by proxy shall be permitted, however, written proxies must be filed with the secretary-treasurer before the appointed time of each meeting. No member of the Association shall be entitled to vote unless all assessments due to the Association are paid in full. Only the total number of fully-paid members shall be used to determine a quorum or majority as needed.

4.2 Annual Meeting: An annual meeting of the members for the purpose of electing directors and transaction of such other matters as may properly come before the meeting shall be held on the second Saturday following Labor Day each year in a convenient location in Summit County, Colorado. The date of the annual meeting may be changed by amendment of these By-Laws. The secretary-treasurer shall give notice of the annual meeting at such time as the secretary-treasurer may fix, not less than ten nor more than thirty days before the time of the meeting.

4.3 Special Meeting: Special meetings of the members may be called at any time by the board of directors or by written request representing one-fifth of all the memberships and shall be held at a convenient location in Summit County, Colorado. The secretary-treasurer shall forthwith give notice of such meeting at such time as the secretary-treasurer may fix, not less than ten nor more than thirty days after the receipt of said request. If the secretary-treasurer shall neglect or refuse to issue such call, the board of directors or the members making the request may do so.

4.4 Notice and Waiver: Notice of annual and special meetings of the members must be given in writing and must state the date, hour, place of the meeting and generally describe the nature of the business to be transacted. Such notice shall be delivered personally, or deposited in the mail postage prepaid and addressed to the last known address as shown on the books of the Association, to each member, and shall be delivered or deposited in the mail at least ten days prior to the date of the meeting. In the event that a special meeting is called by the members as aforesaid, they shall notify the secretary-treasurer in writing of the time, place, and purpose of the meeting in sufficient time to permit the secretary-treasurer to give notice in accordance with these By-Laws. Written waiver of notice signed by a member or attendance at a meeting by a member shall constitute a waiver of notice of such meeting, except when attendance is for the express purpose of objecting to the failure to receive such notice or to defects in the notice.

4.5 Quorum, Vote Required, and Adjournment: One third of the total number of memberships must be represented in person or by proxy to constitute a quorum at any meeting of the members. If a quorum is present, an action supported by a majority of the votes cast shall be the act of the members. If a quorum is not represented at a meeting, a majority of the memberships represented in person or by proxy may adjourn the meeting from time to time without notice other than announcement at the meeting.

4.6 Estates and Trusts: Memberships held in estates or trusts or the like may be voted by the administrator, executor, guardian, trustee, conservator, receiver, or other fiduciary thereof without such membership or the fee title to the property being transferred to such fiduciary. However, such fiduciary shall first file with the Association evidence satisfactory to the Association of such fiduciary relationship.

4.7 Conduct of Meetings: Meetings of the members will be conducted by the officers in order of their priority. The order of business shall be a call of the roll, a reading of the notice and proof of the call, report of officers, report of committees, unfinished business, new business, election of directors, and miscellaneous business.

ARTICLE V DECLARATIONS

5.1 The Declaration of Protective Covenants for the Residential Area of Meadow Creek Subdivision filed on August 23, 1978 in the records of the Summit County, Colorado Clerk and Recorder

under Reception Number 179527, as may be amended from time to time, is hereby incorporated by reference and made a part of these By-Laws as if set out in full herein.

ARTICLE VI MISCELLANEOUS

6.1 **Contracts:** The board of directors may authorize any officer of the Association to enter into any contract or execute any instrument in the name of the Association except as otherwise specifically required by the Articles of Incorporation, by the Declaration of Protective Covenants or by law.

6.2 **Conveyances and Encumbrances:** Association property may be conveyed or encumbered by authority of the board of directors established by resolution of the board of directors. Conveyances or encumbrances shall be by written instrument executed by the president or a vice-president and by the secretary-treasurer of the Association.

6.3 **Checks:** All checks, drafts, notes, and orders for the payment of money shall be signed by such persons as the board of directors may authorize.

6.4 **Fiscal Year:** The fiscal year or business year of the Association shall begin on January 1 and end on December 31.

6.5 **Records:** The Association shall maintain accurate and correct books, records, and accounts of its business and properties, which shall be kept at such place or places as from time to time are fixed and designated by the board of directors.

6.6 **Seal:** The board of directors may adopt an Association seal of such design as may be appropriate.

ARTICLE VII AMENDMENTS

7.1 These By-Laws may be amended or repealed and replaced with By-Laws from time to time by the affirmative vote of two thirds of the memberships represented at any annual or special meeting provided that the notice of such meeting states that such amendment, repeal, or adoption is to be considered.

Approved and adopted as of the 27th day of December 1978 by the undersigned members of the initial board of directors of this Association.

L. J. LEWIS

JOHN M. HAWN

KENNETH E. MACE

Amended by vote of the members at the Annual Meetings of September 18, 1982, September 17, 1983, September 14, 1985 and September 16, 1995.