

**BYLAWS OF
WINE VALLEY ESTATES HOMEOWNERS ASSOCIATION**

ARTICLE I, NAME AND LOCATION

The name of the Association is Wine Valley Estates Homeowners Association, Inc., a Colorado non-profit corporation, herein referred to as the "Association". The principal office of the association is 524 30 Road, Suite 3 Grand Junction, CO 81504. However meetings of members and directors may be held at such places within the State of Colorado, County of Mesa, as may be designated by the Board of Directors.

ARTICLE II - DEFINITIONS

SECTION 1. "Association" shall mean and refer to Wine Valley Estates Homeowner's Association, Inc., its successors and assigns.

SECTION 2. "Properties" shall mean and refer to that certain property described in the Declaration of Covenants, Conditions and Restrictions for Wine Valley Estates and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

SECTION 3. "Common Area" shall mean all real property owned or leased by the Association for the common use and enjoyment of the Owners. Common Area shall also include any interest which the Association may acquire in any lands, any easements granted to the Association and all installations, including irrigation facilities and personality, existing for the common use of Association members.

SECTION 4. "Lot" shall mean and refer to each numbered Lot shown upon recorded subdivision map or maps of the Properties, with the exception of any Common Area.

SECTION 5. "Owner" shall mean and refer to the recorded owners, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

SECTION 6. "Declarant" shall mean and refer to Wine Valley Estates its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

SECTION 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of Mesa County Clerk and Recorder, including any amendments thereto.

SECTION 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

SECTION 9. "Architectural Control Committee" shall mean the committee appointed by the Declarant or the Board for the control of architectural styles and construction within the Properties.

ARTICLE IV. BOARD of DIRECTORS: SELECTION: TERM OF OFFICE

SECTION 1. POWERS AND NUMBERS

The affairs of this Association shall be managed by a Board of at least three directors who need to be members of the Association.

SECTION 2. TERM OF OFFICE

Subject to the provisions of Article III, Section 4 of the Declaration, at the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years, and one director for three years. At each annual meeting thereafter, the members shall elect directors for terms of two years.

SECTION 3. REMOVAL

Any director may be removed from the board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining members of the board and shall serve for the unexpired term of his or her predecessor.

SECTION 4. COMPENSATION

No director shall receive compensation for any service he or she may render to the association; however, any Director may be reimbursed for actual expenses incurred in the performance of his or her duties.

ARTICLE V. NOMINATIONS AND ELECTION OF DIRECTORS

SECTION 1. NOMINATION

Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting of members. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from the members.

SECTION 2. ELECTION

Election to the Board of Directors shall be by secret written ballot, unless a majority of the quorum of members electing directors, vote to hold the election by open vote. At such an election the members, or their proxies, may cast one vote for each Lot represented, for each vacancy to be filled. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VIII, OFFICERS AND THEIR DUTIES

SECTION 1. ENUMERATION OF OFFICES

The officers of this Association shall be a president, who shall at all times be a member of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from, time to time, by resolution create.

SECTION 2. ELECTION OF OFFICERS

The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

SECTION 3. TERM

The officers of this Association shall be elected annually by the Board and each shall hold office for two (2) year term, unless he or she shall sooner resign, or shall be removed, or otherwise be disqualified.

SECTION 4. SPECIAL APPOINTMENTS

The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for a period not to exceed one year, and who shall have such authority, and perform such duties as the Board may determine.

SECTION 5. RESIGNATION AND REMOVAL

Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6. VACANCIES

A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

SECTION 7. MULTIPLE OFFICES

The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

SECTION 8. DUTIES

The duties of the officers are as follows:

- a. **PRESIDENT:** The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all document and written instruments, and shall co-sign promissory notes; and shall be in charge of the day-to-day affairs of the Association. Additionally, the president may prepare, execute, certify and record any amendments to the Declaration on behalf of the Association.

his or her Lot. The recorded owners of any Lot are personally liable for all maintenance charges owed or assumed during such time of ownership.

ARTICLE XII, AMENDMENTS

SECTION 1. These By-Laws may be amended, at a regular or special meeting of the Board of Directors, by a vote of a majority of a quorum of the Directors present in person or by proxy.

SECTION 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIII, MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

IN WITNESS WHEREOF, we, being all of the Directors of the Wine Valley Estates Homeowners Association, Inc., have hereunto set our hands effective the _____ day of _____, 2014.

CERTIFICATE: This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the board of directors of the corporation on the date set forth below.

Date: _____

Secretary: _____