

**BYLAWS**  
**OF**  
**PRITCHARD MESA ESTATES II**  
**HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I**  
**NAME AND LOCATION**

Section 1. The name of the corporation is Pritchard Mesa Estates II Homeowners Association, Inc., a Colorado nonprofit corporation, hereinafter referred to as the "Association". These Bylaws are adopted pursuant to the Colorado Revised Nonprofit Corporation Act and the Colorado Common Interest Ownership Act ("CCIOA").

Section 2. The principal office of the corporation shall be located at Grand Junction, Colorado but 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 Pritchard Mesa Estates II Homeowners Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain property described in the Declaration of the Association.

Section 3. "Common Elements" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties, with the exception of the Common Elements.

Section 5. "Owner" shall mean and refer to the record owner, 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. "Declaration" shall mean and refer to the Declaration of the Association applicable to the Properties recorded in the Office of the Clerk and Recorder of Mesa County, Colorado.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

### **ARTICLE III MEETING OF MEMBERS**

Section 1. Annual Meetings. The annual meeting of members shall be held at a date, time and location as may be designated in a notice given pursuant to Section 3 of this Article, and such other meetings throughout the year as the Board of Directors or the membership may determine.

Section 2. Special Meetings. Special meetings of the membership shall be called by the President or the Board of Directors or upon the request of one fifth (1/5) of the members of the Association.

Section 3. Notice of Meeting. Notice of all meetings regarding assessments shall be postmarked not less than thirty (30) days but not more than sixty (60) days prior to said meeting. Notice of all other meetings shall be postmarked not less than ten (10) days and not more than sixty (60) days. The notice shall be sent to each member entitled to vote, addressed to the member's address last appearing on the books of the Association, or supplied by such member of the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in case of a special meeting, the purpose of the meeting.

Section 4. Quorum. A quorum consists of twenty-five percent (25%) of the members entitled to vote, or of proxies to cast, except as otherwise provided in the Declaration or these Bylaws.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

### **ARTICLE IV BOARD OF DIRECTORS**

Section 1. Number. The affairs of the Association shall be managed by a Board of Directors. The Board of Directors shall be comprised of three (3) directors.

Section 2. Term of Office. At the annual meeting, the members shall elect directors for a term of one (1) year.

Section 3. Removal. Any director may be removed from the Board of Directors, 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 successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his predecessor.

Section 4. Salaries and Expenses. All members of the Board of Directors shall perform their duties for the Association without any compensation other than for direct expenses specifically authorized, in advance, by, and incurred on behalf of, the Association.

#### **ARTICLE V NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Nomination. Nominations may be made from the floor at the annual meeting.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot, or, in the case of a non-contested election, by acclamation. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

#### **ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held at a date, time and location, at the Board of Directors discretion, designated in a notice given pursuant to Section 5 of this Article.

Section 2. Regular Meetings. The Board of Directors shall hold meetings at least annually, at a date, time and location of the Board of Directors discretion, designated in the notice thereof unless cancelled, postponed, or changed by action of the President or a majority of the Board of Directors.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Board of Directors pursuant to a request of the President or any two (2) members of the Board of Directors.

Section 4. Action Taken Without A Meeting. The Board of Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the Board of Directors.

Section 5. Notices. Notice of the annual meeting, each regular meeting, and any special meeting of the Board of Directors shall be given by the Board of Directors at least seven (7) days prior to the scheduled meeting in accordance with this Section.

Section 6. Waiver. Attendance of a member of the Board of Directors at a meeting constitutes a waiver of notice of such meeting, except where a member of the Board of Directors attends a meeting for the sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and does not otherwise participate in the meeting.

Section 7. Quorum. At each meeting of the Board of Directors, a majority of the members of the entire Board of Directors shall constitute a quorum for the transaction of business and, in the absence of a quorum, a majority of the members of the Board of Directors present may, without notice other than announcement at the meeting, adjourn the meeting from time to time until a quorum is present. The act of the majority of the members of the Board of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically required by the Bylaws.

Section 8. Proxy Voting. Proxy voting shall not be permitted at any meeting of the Board of Directors.

## **ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. Powers. The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Common Elements and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and right to use of the irrigation facilities of a member during any period in which such member shall be in default in the

payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration; and
- (d) employ a manager, an independent contractor, an attorney, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or upon request of any member;
- (b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
  - (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
  - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days, but not more than sixty (60) days, in advance of each annual assessment period; and
  - (3) foreclose the lien against any property for which assessments are not paid within one hundred and twenty (120) days after due date or to bring an action at law against the Owner personally obligated to pay the same.
- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) cause the Common Elements to be maintained.

## **ARTICLE VIII OFFICERS**

Section 1. Officers. The officers shall consist of a President, Vice-President, and Secretary/Treasurer, and such other officers as the Board of Directors may, from time to time, by resolution create.

Section 2. President - shall serve as the President of the Association and Chairman of the Board of Directors; shall preside at all meetings of the Association and of the Board of Directors; shall have general supervision of the officers and policies of the Association.

Section 3. Vice-President - The Vice President presides over meetings in the absence of the President, and may be called upon to act in the role of the President in the case of urgent matters which must be addressed during times when the President is unavailable for participation. The Vice-President should maintain a general overview of all business of the association in order to assist the President in the execution of the President's tasks. The Vice-President may be called upon to act as the Board of Directors's liaison or representative in special projects, with other entities or with Association committees, including the Architectural Control Committee.

Section 4. Secretary - shall be in charge of all records, documents, and papers; shall prepare, execute, certify, and record amendments to the Declaration on behalf of the Association; shall conduct the correspondence and maintain all the records of the Association; shall take minutes and report on the proceeding of the Board of Directors and all meetings of the membership; shall maintain membership rolls; shall notify the membership of all meetings.

Section 5. Treasurer - shall receive all revenues, pay all claims by check or draft co-signed by such officers as the Board of Directors may direct; shall deposit all moneys at a depository selected by the Board of Directors; shall maintain adequate record of all moneys received and paid out; may, at the discretion of the Board of Directors, enter into a good and sufficient security bond, paid for by the Association; shall make reports at each meeting of the Board of Directors and at the annual membership meeting and such other reports as may be required.

Section 6. Election. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 7. Tenure.

(a) All officers shall serve for a term of one year, and in each case until his successor is duly elected and qualified, unless prior to such time he resigns or is removed. The term of an officer shall run for twelve (12) months after the election.

(b) There is no limitation on the number of terms that a member may serve consecutively as an officer of the Association; provided, however, that no member may serve more than two (2) full consecutive terms in any particular office.

(c) The Board of Directors shall elect officers annually, or at any time upon resolution of the majority of the Board of Directors.

Section 8. Removal and Resignation. Any officer may be removed from office at any time, with or without cause, by a majority of the remaining members of the Board of Directors, at a special meeting called for that purpose. Any officer may resign at any time by giving written notice to the Board of Directors, President or Secretary. Such resignation shall take effect upon receipt of such notice or at any later date specified therein and, unless specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Vacancies. Any vacancy occurring in any office of the Association caused by the removal, resignation, voluntary or otherwise, or death of any officer shall be filled by nomination and the affirmative vote of a majority of the Board of Directors at a meeting called upon notice of such purpose, unless provided otherwise in the Bylaws. The term of an officer elected to fill such a vacancy shall begin at the time of his election and qualification, and he shall hold office during the un-expired term of his predecessor in office and until his successor shall have been elected and qualified.

Section 10. Salaries and Expenses. All officers shall perform their duties for the Association for an honorary compensation per year, excluding direct expenses specifically authorized, in advance, by, and incurred on behalf of, the Board of Directors or the Association. The amount of the honorary compensation shall be determined during the annual budget preparation and approval process. Such proposed compensation shall be represented as a distinct and separate line item on the proposed budget.

## **ARTICLE IX COMMITTEES**

Section 1. The Association shall appoint an Architectural Control Committee, as provided in the Declaration. In addition, the Board of Directors may appoint committee chairs, as deemed appropriate in carrying out its purpose, and such appointments shall be approved by a majority of the Board of Directors.

Section 2. The Architectural Control Committee shall perform their duties for the Association for an honorary compensation per year, excluding direct expenses specifically authorized, in advance, by, and incurred on behalf of, the Board of Directors or the Association. The amount of the honorary compensation shall be determined during

the annual budget preparation and approval process. Such proposed compensation shall be represented as a distinct and separate line item on the proposed budget.

## **ARTICLE X BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times be maintained by the Association, and shall, during reasonable hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association.

## **ARTICLE XI ASSESSMENTS**

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen (18) percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property and interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Elements or abandonment of his Lot.

## **ARTICLE XII AMENDMENTS**

Section 1. Amendments to these Bylaws must be recommended by the Board of Directors and submitted in writing to the membership ten (10) days prior to an annual or special meeting at which the vote will be taken. A two-thirds (2/3) majority vote of the membership present or voting absentee shall constitute passage and adoption of the amendment.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Bylaws shall control; and in case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

**ARTICLE XIII  
INDEMNIFICATION**

Section 1. Each person who acts as a director or officer of the Association shall be indemnified by the Association against expenses actually or necessarily incurred by him in defense of any action, suit, or proceeding in which he is made a party thereof by reason of his being or having been a director or officer of the Association, except, in matters in which he shall be adjudged in such action, suit, or proceeding to liable for gross negligence or willful misconduct, and except for any sum paid for the Association in settlement of any action, suit, or proceeding base on gross negligence or willful misconduct in the performance of his duties. In the event of his death, this indemnification shall extend to his legal heirs or and representatives.

**ARTICLE XIV  
INTERPRETATION**

The Board of Directors, by majority vote of the Board members, shall be the final authority in the interpretation of the provisions of these Bylaws.

**ARTICLE XV  
MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end the 31<sup>st</sup> day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of Pritchard Mesa Estates II Homeowners, Inc., have hereunto set our hand this \_\_\_\_\_ day of March, 2011.

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

CERTIFICATION

THAT, I am the duly elected and acting secretary of Pritchard Mesa Estates II Homeowners, Inc., a Colorado non-profit corporation, and,

THAT, the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the \_\_\_\_\_ day of March, 2011.

IN WITNESS WHEREOF, I have hereunto subscribed my name this \_\_\_\_\_ day of March, 2011.

\_\_\_\_\_  
Secretary