

**THE BY LAWS FOR MESA ESTATES, GRAND JUNCTION, CO.
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BYLAWS OF MESA ESTATES

ARTICLE ONE: DEFINITIONS

- 1.1 Association. The MESA ESTATES HOMEOWNERS' ASSOCIATION ("Association") is a nonprofit corporation, organized under the Colorado Nonprofit Corporation Act to operate in accordance with the Colorado Common Interest Ownership Act. These Bylaws are adopted for the administration, regulation, and management of the affairs of the Association.
- 1.2. Purposes. HOA Bylaws are legal documents that revolve around operational issues, mainly pertaining to the Board of Directors. They're the specific rules that explain how an HOA runs and/or operates in accordance with the Association's Declaration of Covenants, Conditions & Restrictions. If in any place the Bylaws contradict the Declaration, the Declaration shall supersede all other governing documents in compliance with the CCIOA and Colorado States Rules and Regulations.
- 1.3 Terms Defined in Declaration. Terms used in these Bylaws are defined in the Declaration and shall have the same meaning and definition in these Bylaws as such terms have in the Declaration.

ARTICLE TWO: MEMBERSHIP AND VOTING RIGHTS

- 2.1 Membership. There shall be one class of membership. Members of the Association shall be every record owner of a Lot subject to the Declaration. Membership shall be appurtenant to, and may not be separated from, ownership of a Lot. Ownership of such Lot shall be the sole qualification for such membership. Where more than one person holds interest in a Lot, all such persons shall be Members.
- 2.2 Voting Rights. Members shall be entitled to one vote for each Lot owned. The vote for such Lot, the ownership of which is held by more than one Member, may be exercised by any one of them, unless an objection or protest by any other holder of an interest of the Lot is made prior to the completion of the vote, in which case the vote for such Lot shall be exercised, as the persons holding such interest shall determine between themselves. Should the joint Members be unable, within a reasonable time, to agree upon how they will vote any issue, they shall be passed over and their right to vote on such issue be lost. In no event shall more than one vote be cast with respect to any Lot.

In the absence of express notice to the Board of Directors of the designation of a specific person to cast a vote, the vote of a corporation may be cast by any officer of that corporation, the vote of a partnership may be cast by any general partner of that

partnership, the vote of a limited liability company may be cast by any manager of that limited liability company, and the vote of a trust may be cast by any trustee of that trust.

ARTICLE THREE: MEETINGS OF THE ASSOCIATION

3.1 Place of Meetings. Meetings of the Association shall be held at such place within Mesa County, Colorado as the board of Directors may determine.

3.2 Annual Meeting. The Annual Meeting of the Association shall be held on a date/time/location selected by the Board. The purpose of the Annual Meeting is for the election of members of the Board of Directors to replace Directors whose terms are expiring and for the transaction of such any/other, annual business of the Association.

3.3 Budget Meetings.

(a) The Board of Directors shall cause to be prepared, at least sixty (60) days prior to the commencement of each calendar year, a Budget for such calendar year. Within thirty (30) days after the adoption of any Budget by the Board, the Board shall mail, by ordinary first-class mail, or otherwise deliver, a summary of the Budget to each Owner and shall set a date for a meeting of the Owners to consider ratification of the Budget not less than fourteen (14) days nor more than sixty (60) days after delivery of the summary.

Unless at that meeting Owners to which at least sixty-seven (67%) percent of the voters in the Association are allocated reject the Budget, the Budget shall be deemed ratified whether or not a quorum is present. In the event the Budget is rejected, the Budget last ratified by the Owners must be continued until such time as the Owners ratify a subsequent budget adopted by the Board of Directors.

(b) If the Board of Directors deems it necessary or advisable to amend a Budget that has been ratified by the Owners pursuant to Paragraph 3.3 above, the Board may adopt a proposed amendment to the Budget, deliver a summary of the proposed amendment to all Owners and set a date for a meeting of the Owners to consider ratification of the proposed amendment. The date of such meeting shall not be less than fourteen (14) days, nor more than sixty (60) days, after the delivery of the summary of the proposed amendment.

Unless at that meeting Owners to which at least sixty-seven (67%) percent of the votes in the Association that are allocated reject the Budget, the Budget shall be deemed ratified whether or not a quorum is present.

3.4 Special Meeting/s. Special Meeting/s of the Association may be called at any time by the President, or by any two members of the Board of Directors, or upon written request of

Members to which at least twenty (20%) percent of the votes in the Association are allocated.

3.5 Notice of Annual Meeting. Written notice of the Annual Meeting of the Association shall be given at the direction of the President by hand delivery or mailing a copy of such notice, postage prepaid, or a combination thereof, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association. Such notice shall specify the place, day and hour of the meeting, and, in the case of a Special Meeting, the purpose of the meeting.

3.6 Quorum. The presence at a meeting of the Members of the Association or of proxies at which at least twenty (20%) percent of the votes in the Association are allocated shall constitute a quorum for any action except as otherwise provided in the Declaration or these Bylaws or the Act.

Except for Budget Meetings where a quorum is not required, and affirmative vote of a majority of the votes present at which a quorum is in attendance in person or by proxies shall be necessary to transact business and to adopt decisions binding on all Members for all purposes except where a higher percentage vote is required in the Declaration, these Bylaws or by laws.

If such quorum shall not be present at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

3.7 Proxies. At all meetings of the Association, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association at or before the time of such meeting. Facsimile copies of proxies will be accepted. Proxies may be given only to other Members. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his or her Lot. No proxy shall extend beyond a period of sixty (60) days and proxies need not be notarized.

3.8 Cumulative Voting Not Permitted. Cumulative voting in the election of Directors is not permitted.

3.9 Waiver of Meeting and Consent to Action. Whenever the vote of Members at an Association meeting is required or permitted by any provision of these Bylaws to be taken in connection with any action of the Association, the meeting and vote of the Members may be dispensed with and the action in question may be approved if all the Members eligible to vote concerning such matter consent in writing to dispense with the meeting and consent in writing to the action in question.

ARTICLE FOUR: THE BOARD OF DIRECTORS/OFFICES AND THEIR DUTIES

4.1. The Board of Directors shall govern the affairs of the association. The Board will be comprised by three (3) Directors and shall consist of President, Vice President, and Secretary. The number of Directors and their terms may be changed by amendment to these Bylaws.

4.2 Qualifications: An elected Director must be:

- (a). an Owner of a Lot within the Planned Community, or
- (b). an Officer of a corporate Owner of a Lot, or
- (c). a Partner in a partnership owning a Lot, or
- (d). a trustee of a Trust owning a Lot, or
- (e). a Manger of a limited liability company owning a Lot.

If a Director ceases to be an Owner of a Lot, or a Corporate Officer, partner, Trustee or Manager of an entity which owns a Lot, such Director's term as a Director shall immediately be terminated, and a new Director shall be appointed promptly as possible to tack such Director's place.

4.3 Election of Directors: The election of Directors shall take place at the Annual Meeting of the Association. A Director may be re-elected, and there shall be no limit as to the numbers of terms a Director may serve.

This new Board structure was effective beginning January 1, 2018, and is consistent with Article.4.3 of the Declaration of the CCRs. The newly elected Board of Directors determined among themselves the officers of the Association. The terms for the three Directors were established, respectively, for one year, two years, and three years. Each succeeding year, a new Director shall be elected to replace the outgoing Director whose term is expiring.

If a successor is elected to fill an expiring Director's term, the outgoing Director shall serve until the end of his/her term, that being, the end of the calendar year. If a successor was not elected at the Homeowners Annual meeting, a Director shall continue in office until his/her successor has been elected, unless a Director resigns, is removed, or becomes disqualified to be a Director.

The number of Directors and their terms may be changed by amendment to these Bylaws.

4.4 Resignation/Removal of Directors. Any Director may be removed from office with or without cause by a simple majority of the Board of Directors. Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

At a meeting called to remove a Director, at which a quorum is present, the Members may, by a two-thirds (2/3) vote of those present or by proxy, remove any Director with or without cause. A quorum is defined as twenty percent (20%) of the 108 Lot owners. This calculates to 22 voters.

- 4.5 Vacancies in Directors. A vacancy in any office may be filled by appointment by a simple majority of the Board of Directors. The Director appointed to such vacancy shall serve for the remainder of the unexpired term of the Director they replaced.
- 4.6 Special Appointment: When a Director or officer's seat is vacated, the Board of Directors may appoint such other directors or officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may determine.
- 4.7 Multiple Offices. The same person, except the offices of President and Secretary, may hold any two or more offices.
- 4.8 Duties. The duties of the Directors are as follows:
- (a) President. The President shall preside at all meetings of the Association and the Board of Directors; shall see that orders and resolutions of the Board of Directors are carried out; shall sign on behalf of the Association all leases, mortgages, deeds, notes and other written instruments; and shall exercise and discharge such other duties as may be required of the President by the Board of Directors.
 - (b) Vice President. The Vice President shall act in the place of, and instead of, the President in the event of his or her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of the Vice President by the Board of Directors.
 - (c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Association, as required by law; serve notice of meetings of the Board of Directors and of the Association; keep appropriate current records showing the Members together with their addresses; and shall perform such other duties as required by the Board of Directors.
 - (d) Treasurer. Treasurer responsibilities may be handled by the Board or contracted for with an HOA Management Company. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as necessary; sign all checks of the Association unless the Board of Directors specifically directs otherwise; keep proper books of account; prepare an annual budget and statement of income and expenditures to be presented to the

Members at the regular Annual Meeting of the Association. The Treasurer shall cause an audit of the Association's books to be made by an accountant if so directed by the Board of Directors, or upon the written request of Members to which at least twenty (20%) percent of the votes in the association are allocated.

- 4.9 Execution of Instruments. All agreements, contracts, deeds, leases, checks, notes and other instruments of the Association may be executed by any person or persons as may be designated by resolution of the Board of Directors.
- 4.10 Statements of Unpaid Assessments/Transfer Fees. Any officer having access to the books and records of the Association or managing agent may prepare, certify, and execute statements of unpaid assessments, in accordance with 38-33.3-316 of the Act.

The Association may charge a reasonable fee for preparing these Statements of Unpaid Assessments and for transferring a membership on the books and records of the Association. Any unpaid fees may be assessed as a Common Expense against the Unit for which the certificate or statement is furnished.

- 4.11 Officers of the Association. The Board of Directors at their own discretion may appoint Officers by a simple majority, if needed, to manage the business of the Association. Such Officers can be paid a reasonable rate for their time/services and may be terminated at any time, with or without cause by a simple majority of the Board of Directors.

ARTICLE FIVE: MEETINGS OF THE BOARD OF DIRECTORS

- 5.1. Regular Meeting. Regular meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) directors, after not less than three (3) days' notice to each Director.
- 5.2. Special Meetings. Special Meetings of the Board of Directors shall be held, when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days' notice to each Director. On matters of urgent need, short-notice meetings may be held as long as at least two of the three Directors are available. Twenty percent (20%) of the Association Owners may call for a Special Meeting. Completed proxies must be submitted to the Board of Directors or the Association's Managing Agent at least 30 days prior to the meeting. A Special Meeting Proxy must include the name of the Association; date/time/location and the purpose/summation for the meeting; the printed name and signature of the Owner; current date signed by Owner; address of unit owned in the Association; and a place for the Owner to vote on whether or not they have approved the proxy for the meeting.
- 5.3. Purpose of Meetings. Neither the business to be transacted at, nor the purpose of, any Regular Meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

- 5.4. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business and the votes of the majority of the Directors present at a meeting at which a quorum is present shall constitute a decision of the Board of Directors.
- 5.5. Proxies. A Director shall not be entitled to vote by proxy at any meeting of the Directors.
- 5.6. Waiver of Notice. Any Director may waive notice of any meeting in writing. Attendance by a Director at any meeting of the Board of Directors shall constitute a waiver of notice. If all the Directors are present at any meeting, no notice shall be required, and any business may be transacted at such meeting.
- 5.7. Action Taken Without a Meeting. The 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 Directors.
- 5.8. Telephone Communication in Lieu of Attendance. A Director may attend a meeting of the Board of Directors by phone whereby the Director may be heard by other members of the Board and may hear the deliberations of the members on any matter properly brought before the Directors. The Director's vote shall be counted, and presence noted as if the Director were present in person on that particular matter.

ARTICLE SIX: POWERS AND DUTIES

- 6.1. Powers and Duties. The Board of Directors shall have the powers and duties necessary, desirable, or appropriate for the administration of the affairs of the Association and for the operation and maintenance of the Planned Community. The Board of directors may do all such acts and things which are not specifically required to be done by the Members by the Colorado Nonprofit Corporation Act or the Colorado Common Interest Ownership Act the Declaration, the Articles of Incorporation of the Association, or these Bylaws, or otherwise by law.
- 6.2. Managing Agent. The Board may employ for the Association a Managing Agent at a compensation established by the Board, to perform such duties and services as the Board shall authorize; provided, however, that the Board in delegating such duties shall not be relieved of its responsibility under the Declaration.

Should the Board delegate to any Managing Agent the powers relating to collection, deposit, transfer, or disbursement of Association funds:

- (a) The managing Agent shall maintain fidelity insurance coverage in an amount not less than the maximum funds (including Reserve Funds) that will be in the custody of the Association or its Managing Agent at any time while the policy is in force;
- (b) The Managing Agent shall maintain all funds and accounts of the Association separate from the funds and accounts of other associations managed by the Managing Agent and 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 at its Annual Meeting by the Managing Agent.

6.3 Compensation of the Members of the Board of Directors. Members of the Board of Directors shall not be paid any compensation for their services performed as members of the Board of directors unless a resolution authorizing such compensation has been adopted by the Board for services rendered as compensation for any other work completed/performed not as a Director of the Board.

Each member of the Board of Directors shall receive reimbursement for reasonable transportation and meals, or for other actual expenses incurred in connection with the performance of his or her duties as a member of the Board of Directors.

ARTICLE SEVEN: AMENDMENTS

These Bylaws may be amended at any meeting, including a Board Meeting of the Association by a vote of a majority of a quorum of members present in person or by proxy; provided that these Bylaws shall at all times comply with the provisions of C.R.S. 38-33.3-101, et seq., provided, however, if any of these Bylaws conflict with the provisions of the Act, the provisions of the Act shall prevail.

ARTICLE EIGHT: NOTICE AND HEARING PROCEDURE

See Covenant Enforcement, Dues Collection and/or Dispute Resolution Policies & Procedures for more information.

ARTICLE NINE: INSPECTION OF RECORDS

See Records and Retention Stand Alone Policy, Dues Collection and or Dispute Resolution Policies for more information.

ARTICLE TEN: MISCELLANEOUS

- 10.1 Committees. The Board of Directors shall appoint committees as deemed appropriate in carrying out its purposes.
- 10.2 Financial Statements. Any mortgagee shall be entitled, upon written request, to an audited Financial Statement for the immediately preceding fiscal year, at such mortgagee's expense. Any Financial Statements so requested shall be furnished within a reasonable time following such request.
- 10.3 Fiscal Year. The fiscal year of the Association shall begin on the 1st day of January and end on the 31st of December of every year, unless changed by the Board of directors. The first year shall begin on the date of incorporation.
- 10.4 Waiver. No restriction, condition, obligation, or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.
- 10.5 Interpretation. The provision of these Bylaws shall be liberally construed to affect the purpose of ensuring that the Planned Community shall at all times be operated and maintained in a manner so as to optimize and maximize its enjoyment and utilization by each Member.

CERTIFICATION

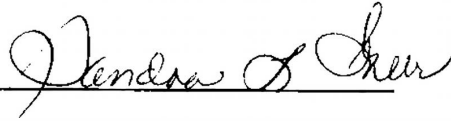
I, the undersigned, do hereby certify:

THAT I am the duly elected and acting President of MESA ESTATES HOMEOWNERS ASSOCIATION, a Colorado corporation.

THAT the foregoing Bylaws constitute the Revision One to the original Bylaws of said Association and replace the original in it's entirety, as duly adopted at a Meeting of the Board of Directors thereof,

held on the 21 day of Nov, 2024

Sandra Geer
Board President



Witnessed by Jacob Woldruff Notary Public

