

2/13/14 Draft Proposed
**BYLAWS
OF
THE NORTH PASTURE HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I
DEFINITIONS**

All terms used herein which are defined in the Declaration of THE NORTH PASTURE shall be used herein within the same meaning as defined in the Declaration. All terms herein which are defined in the Colorado Common Interest Ownership Act (CCIOA) shall be used herein with the same meaning as defined in the CCIOA.

**ARTICLE II
OFFICES**

The principal office of the Association shall be located at 201 Railroad Avenue, P.O. box 1926, Rifle, Colorado 81650-1926 or such other place as the Board of Directors may designate.

**ARTICLE III
MEMBERSHIP AND VOTING RIGHTS**

1. As set forth in the Declaration of THE NORTH PASTURE, every person or entity who is a record owner of a fee or undivided fee interest in any Lot, including contract-for-deed purchasers, shall be a member of the Association. The foregoing is not intended to include any person or entity who holds an interest merely as security for the performance of a debt or other obligation. Votes may not be voted in fractions. When more than one person holds an interest in the same Lot, all such owners shall be members and the vote for each Lot shall be cast as the owners agree, but in no event shall more votes be cast for each Lot than as set forth in the Declaration. If the owners of a Lot do not agree to the manner in which their votes should be cast, then they shall be treated as having abstained. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

2. Assessments including any installment agreement thereon not paid when due shall result in the suspension of voting privileges during any period of such nonpayment.

3. The annual meeting of the members shall be held on a date to be determined by the Board of Directors in November or December of each year at the principal office of the Association, unless some other place is designated by the Board. Special meetings of the members may be called by the President, by a majority of the Directors, or by members having twenty percent of the votes in the Association.

4. Not less than 10 nor more than 50 days in advance of any meeting of the members, the Secretary shall cause notice to be hand delivered or sent prepaid by United States mail to the physical address of each Lot or to any other mailing address designated in writing by the member. The notice of any meeting of the members shall be physically posted in a conspicuous place, to the extent that such posting is feasible and practicable. The notice shall state the time and place of the meeting and the items on the agenda.

5. A quorum is deemed present throughout any meeting of the members of the Association if persons entitled to cast twenty percent of the votes which may be cast for election of the Board of Directors are present, in person or by proxy at the beginning of the meeting. If less than a majority of the outstanding shares are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

6. At all meetings of members, a member may vote in person or by proxy executed in writing by the member or by a duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

7. At each election for Directors, every member entitled to vote at such election shall have the right to vote, in person or by proxy, the number of Lots owned by that member for as many persons as there are Directors to be elected, provided that the members shall not be permitted to cumulate votes.

ARTICLE IV BOARD OF DIRECTORS

1. The business and affairs of the Association shall be managed by its Board of Directors. All regular and special meetings of the Board of Directors, or any committee thereof, shall be open to attendance by all members of the Association or their representatives. Before the Board of Directors 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 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. Agendas for meetings of the Board of Directors shall be made reasonably available for examination by all members of the Association or their representatives.

Notwithstanding the foregoing, the Board of Directors may hold an executive session and may restrict attendance to Directors and such other persons requested by the Board during a regular or specially announced meeting or a part thereof. The matters to be discussed at such an executive session may include only matters enumerated below: (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; (e) any matter the disclosure of which would constitute an unwarranted invasion of individual privacy; or (f) review of or discussion relating to any written or oral communication from legal counsel.

2. There shall be at least three Directors during the period of Declarant Control, who shall be appointed by Declarant. Otherwise, there shall be five Directors, who shall be elected by the members. Each Director shall hold office until the next annual meeting of members and until his or her successor shall have been elected and qualified. Directors authorized to be appointed by the Declarant need not be members. Directors elected by the members must be a member or individual designate of a member which is a corporation, limited liability company, partnership, or trust.

3. At the initial election of the Board of Directors after the expiration of Declarant Control, two Directors shall be elected for 1-year terms; and three Directors shall be elected for 2- year terms. All subsequent Directors shall be elected for 2-year terms. There shall be no term limits for Directors.

4. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after and at the same place as the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them. Notice of any special meeting shall be given at least 3 days previously thereto by written notice delivered personally or mailed to each Director at a business or residence address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, postage prepaid. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. A quorum is deemed present throughout any meeting of the Board of Directors if persons entitled to cast fifty percent of the votes on that Board are present at the beginning of the meeting.

7. Any Director may be removed by an affirmative vote of the Board of Directors at a properly constituted meeting, whenever in its judgment, the best interests of the Association will be served thereby. Further, the members, by a vote of sixty-seven percent of all persons present and entitled to vote at any meeting of the members at which a quorum is present, may remove any Director with or without cause, other than a Director appointed by the Declarant during the period of Declarant Control. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of any Director shall not of itself create

contract. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

8. By resolution of the Board of Directors, each Director may be paid a stated salary as Director or a fixed sum for attendance at each meeting of the Board of Directors.

ARTICLE V OFFICERS

1. The officers of the Association shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Officers are not required to be members or Directors. A single person may hold more than one office.

2. The officers of the Association shall be elected by the Board of Directors annually at the meeting of the Board of Directors held after each annual meeting of the shareholders. Each officer shall hold office until a successor has been duly elected and qualified.

3. Any officer or agent may be removed by a majority voted of the Board of Directors whenever in its judgment, the best interests of the Association will be served thereby. Further, the members, by a vote of sixty-seven percent of all persons present and entitled to vote at any meeting of the members at which a quorum is present, may remove any Officer with or without cause, other than an officer appointed by the Declarant during the period of Declarant Control. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of any officer or agent shall not of itself create contract rights.

4. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

5. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors shall, in general, supervise and control all of the business and affairs of the Association. The President shall, when present, preside at all meetings of the shareholders and of the Board of Directors. The President, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, may prepare, execute, certify, and record as necessary, any amendments to the Declaration on behalf of the association and any contracts or instruments which the Board of Directors or members have authorized to be executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6. In absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions

upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

7. The Secretary shall: (a) keep the minutes of the proceedings of the shareholders and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Association; (d) keep a register of the address of each member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary.

8. The Treasurer shall: (a) have charge and custody of, and be responsible for, all funds and securities of the Association; (b) receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks or other depositories as shall be selected; (c) in general perform all of the duties incident to the office of Treasurer; and (d) perform such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties in such sum and with such surety or sureties as the Board of Directors shall determine.

9. By resolution of the Board of Directors, each Officer may be paid a stated salary as Officer. No Officer shall be prevented from receiving such salary by reason of the fact that the Officer is also a Director of the Association.

ARTICLE VI DELEGATION OF DUTIES

1. Any duty of the Board of Directors or an Officer may be delegated to an other person or a managing agent by affirmative vote of the Board of Directors at any properly constituted regular or special meeting. Any such delegation shall not relieve the Board of Directors from the duty to properly supervision of the other person or managing agent.

2. If the Board of Directors delegates powers relating to collection, deposit, transfer, or disbursement of Association funds to an other person or to a managing agent, the following are required:

(A) That the other person or managing agent maintain fidelity insurance coverage or a bond in an amount not less than fifty thousand dollars or such higher amount as the Board of Directors may require;

(B) That the other person or managing agent 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 maintain all reserve accounts of each association so managed separate from operational accounts of the association;

(C) That an annual accounting for Association funds and a financial statement be prepared and

presented to the Association by the managing agent, a public accountant, or a certified public accountant.

ARTICLE VII COMMITTEES

The Association shall have an Architectural Review Committee (as set forth in the Declaration) and such other committees as the Board of Directors may elect to establish from time to time, including but not limited to a Nominating Committee, a Maintenance Committee, and a Covenant Compliance Committee. The committee(s) shall consist of a chairman and 2 or more members and shall include a member of the Board of Directors. The committee members shall be appointed by the Board of Directors within 30 days after each annual meeting of the Board of Directors to serve until succeeding committee members have been appointed. The chairman shall meet the same qualifications as are required for election to the Board of Directors.

ARTICLE VIII AMENDMENTS

These Bylaws may be amended by an affirmative vote of the the Board of Directors at any properly constituted regular or special meeting of the Board of Directors, except that no such amendment affecting the Developer shall be effective without Developer's written consent.

CERTIFICATE OF ADOPTION

The foregoing Bylaws were adopted by the Board of Directors on December _____, 2013, at Rifle, Colorado.

Secretary