

BYLAWS  
OF  
RANDO HANGAR AIRPORT CONDOMINIUMS UNIT OWNERS ASSOCIATION, INC.

ARTICLE I

SECTION 1.01 - MEMBERS. Each person who shall be the owner and holder of record of the legal title to all or a portion of one or more hangar units (hereinafter referred to as "Unit Owner") located in or on the property described in that certain Declaration for Rando Airport Hangar Condominiums Unit Owners Association, Inc., (hereinafter referred to as the "Declaration"), filed for record in the records of the Clerk and Recorder of Garfield County, Colorado, which condominium is located on the Garfield County Airport at Rifle, Colorado, (sometimes hereinafter referred to as the "Project Property"), shall for the duration of such ownership be a member of Rando Hangar Airport Condominiums Unit Owners Association, Inc., a membership corporation organized under the provision of the Colorado Non-Profit Corporation Act, which is also known as the Unit Owners Association (hereinafter referred to as "Association"), save and except that any lienholder or mortgagee/trustee under a deed of trust, and any holder or owner of any right-of-way, easement, or similar interest shall not, as such, be deemed to be the owner of record of the legal title of a portion of the Project Property and shall not by any reason of any such interest owned or held or acquired by them be or become a member of the Association; provided, however, that any legal title holder of a hangar unit upon any foreclosure shall be a member of the Association, so long as such party shall be the legal title holder to said unit. The Association shall be the governing and administrative body for all Unit Owners for the protection, preservation, upkeep, maintenance, repair, and replacement of the common elements, and for the government, operation, and administration of the condominium estate established in accordance with the provisions of the Declaration and the Act.

SECTION 1.02 - ANNUAL MEETINGS. An annual meeting of the members of the Association shall be held each year for the election of directors and transaction of such other business as may properly be brought before the meeting. Annual meetings shall be held on such dates and at such time and place as the Board of Directors (hereinafter referred to as "Board"), shall annually determine, or on such date and time as a majority of the members of the Association may decide upon at any meeting. Written notice stating the date, time and place of any annual meeting shall be mailed or personally delivered to all members not less than ten (10) days nor more than fifty (50) days prior to said meeting. Unless otherwise specified by the Board, all annual meetings shall be held on the Project Property. The first annual meeting shall be held on \_\_\_\_\_, 19\_\_.

SECTION 1.03 - SPECIAL MEETINGS. Special meetings of the Association may be called by the President, or by a majority of the members of the Board or by Unit Owners having at least ten percent (10%) of the votes entitled to be cast at such meeting. Said meeting shall be called by written notice mailed or personally delivered no less than ten (10) days nor more than fifty (50) days prior to the date, time and place of the meeting and the matters to be considered. Unless otherwise specified in the notice of the meeting, all special meetings shall be held on the Project Property.

SECTION 1.04 - NOTICE BY MAIL. Any notice which shall be given to a member of the Association by mail with respect to any meeting or for any other purpose shall be deemed to have been properly delivered when deposited in the United States mail with postage prepaid and addressed to the member's address as it appears on the records of the Association.

SECTION 1.05 - VOTES. The aggregate number of votes for all Unit Owners in the Association shall be \_\_\_\_\_ which shall be divided proportionately among the respective unit in accordance with an indirect proportion to their respective percentage ownership interest in the common elements as allocated to each hangar unit in the Declaration. Votes at any meeting may be cast in person or by proxy. All proxies shall be in writing and filed with the Secretary. The Developer, his successors or assigns, and the mortgagee, its successors or assigns, of Developer's interest in the Project Property, in the event of foreclosure by said mortgagee on Developer's interest, through any officer or representative, may cast the votes allocated to the hangar units owned by them.

SECTION 1.06 - QUORUM. A quorum of Unit Owners for any meeting shall be constituted by Unit Owners represented in person or by proxy and holding fifty-one percent (51%) or more of the total votes of all Unit Owners as allocated to each Unit Owner by the Declaration and these Bylaws. If any meeting of the Association cannot be organized because a quorum is lacking, then by majority vote of the Unit Owners present either in person or by proxy, the meeting may be adjourned to the same hour or a date not less than ten (10) days nor more than thirty (30) days from the date from which the meeting was originally to have been held. Written notice of such adjourned meeting shall be delivered by mail or personally not less than three (3) days prior to the date fixed for said meeting.

SECTION 1.07 - ORDER OF BUSINESS. The order of business at all meetings of the Association shall be determined by the presiding officer or majority vote of the meeting. The latter shall govern in case of any objection to the former.

## ARTICLE II

SECTION 2.01 - NUMBER AND QUALIFICATIONS. The number of directors which shall constitute the Board is three (3). The number of directors may be increased or decreased, but never below three (3), from time to time by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. A majority of the members of the Board shall at all times be persons directly or indirectly owning or having an ownership interest in a hangar unit which is a part of the Project Property. If any hangar unit is a corporation, partnership, trust, or other legal entity, any officer, director, shareholder, partner, trustee, or beneficiary of such hangar Unit Owner may be a member of the Board of Directors.

SECTION 2.02 - DUTIES AND AUTHORITY. The Board shall manage and administer the affairs of the Association and shall have all such duties, rights, powers, and authority given to it by the Act, the Declaration, the Colorado Non-Profit Corporation Act, the Articles of Incorporation, and the Bylaws, in addition to the following:

1. To elect officers of the Association as hereinafter provided.
2. To administer the affairs of the Association and the common elements of the Project Property.
3. To keep or cause to be kept sufficient books and records with a detailed accounting of the receipts and expenditures affecting the project buildings, and its administration and specifying the maintenance and repair expense of the common elements. Both the books and vouchers accrediting the entries made thereon shall be available for inspection by all Co-Owners at convenient hours on working days that shall be set and announced for general knowledge. All books and records shall be kept in accordance with good accounting procedures and be audited at least once a year by an auditor of the organization, as provided by the Act.
4. To engage the services of a manager or managing agent who shall manage and operate the common elements for all of the Unit Owners upon such terms and for such compensation, and with the specific duties and authority as the Board shall approve or as may be specified in the contract of employment executed by the Board on behalf of all Unit Owners. The compensation paid to the managing agent shall be a part of the common expense.
5. To formulate and enforce policies for the administration, management, and operation of the common elements, with depriving any Unit Owner or other person of the right and/or privileges given to him by the Act or the Declaration in respect to the common elements.

6. To provide for the maintenance, repair, upkeep, protection, and replacement of the common elements, and insurance for the Project Property, which shall be reviewed annually, and to approve payment vouchers and make payments therefor.

7. To delegate any of its duties, power, and authority to the manager or managing agent employed by the Board.

8. To adopt an annual budget for the estimated common expenses each year, and to provide the manner of assessing and collecting from the Unit Owners their respective prorata share of such estimated common expenses, as hereinafter provided.

9. To provide for the designation, hiring, and removal of employees and other personnel, including bookkeepers, accountants, and to engage or contract for the services of others, and in general to make purchases of labor, material and/or services for the maintenance, upkeep, repair, replacement, administration, management, and operation of the common elements.

10. In general, the Board shall have all such duties, rights, and authority to do all such acts and things as are not by the Act, Declaration, and Bylaws directed to be done or exercised exclusively by the Unit Owners or Association which shall be necessary or reasonably required for the successful and orderly administration, management, and operation of the condominium estate established by the Declaration to which these Bylaws pertain.

SECTION 2.03 - CLASSIFICATION OF DIRECTORS. The entire Board shall at all times be divided into two (2) classes, with one such class to be elected each year for a term of two (2) years. Initially one such class shall consist of two (2) directors and the other class shall consist of one (1) director. The initial Board members shall be divided into classes by the drawing of straws, with the class consisting of two (2) members to be designated to serve two (2) years, and the class consisting of one (1) member to be designated to serve one (1) year. Thereafter the member or members of each respective class will be elected for a two (2) year term of office upon the expiration of their respective terms of office.

SECTION 2.04 - ORGANIZATIONAL MEETINGS. The first meeting of each newly elected Board shall be held without notice immediately following the annual meeting of the Association at the same place, unless by unanimous consent of the directors then elected and serving such time or place shall be changed.

SECTION 2.05 - REGULAR MEETINGS. Regular meetings of the Board may be held at such time and place as shall be determined from time to time by the majority of the Board members, but at least two (2) such meetings shall be held during each

fiscal year. Notice of the date, time, and place of regular meetings shall be given to each Board member personally or by mail, telephone, or telegraph, at least three (3) days prior to the day designated for such meeting.

SECTION 2.06 - SPECIAL MEETINGS. Special meetings of the Board may be called by the President and shall be called by the Secretary on the written request of two (2) Board members. Notice of any special meetings of the Board shall be given to each Board member at least three (3) days before the day of the meeting.

SECTION 2.07 - QUORUM. At all meetings of the Board a majority of the members of the Board shall constitute a quorum for the transaction of business, and the acts and decisions of the majority of the Board members present at any duly called meeting at which a quorum is present and of which notice was properly given or waived shall be acts of the entire Board.

SECTION 2.08 - VACANCIES. Vacancies in the Board caused by any reason other than an increase in the authorized number of directors or the removal of a Board member by vote of the Association shall be filled for the unexpired term by a vote of the majority of the remaining Board, even though they may constitute less than a quorum. Each person so elected shall be a Board member until a successor is elected at the next annual meeting of the Association or a special meeting is called for that purpose.

SECTION 2.09 - RESIGNATION. Any member of the Board may resign at any time by giving written notice of resignation to the President or any other officer of the Association.

SECTION 2.10 - AUTOMATIC RESIGNATION. If any member of the Board who was the owner of a hangar unit or interest therein at the time of his election or appointment to the Board; shall at any time sell or otherwise dispose of voluntarily or involuntarily cease to be an owner of such unit or interest therein during his term of office and such cessation of ownership has the effect of changing the majority of the directors from owners to non-owners in violation of Section 2.01 hereof then upon such termination or cessation of his ownership interest in such unit, such member shall automatically be deemed to have effectively resigned from the Board and he shall automatically be removed therefrom.

SECTION 2.11 REMOVAL BY ASSOCIATION. At any regular or annual meeting or at any special meeting called for that purpose, the Association may by a majority vote remove any one or more members of the Board, with or without cause, provided that a successor or successors shall then and there be elected to fill the vacancy or vacancies thus created, for the unexpired term of the Board member or members removed. Any Board member whose removal has been proposed shall be given an opportunity to be heard at such meeting.

## ARTICLE III

SECTION 3.01 - OFFICERS. The officers of the Association shall consist of a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors, at its annual meeting. The President and Vice-President shall be elected from among the members of the Board of Directors. The Secretary and the Treasurer may, but are not required to be, elected from among the members of the Board of Directors. The members of the Board of Directors may elect one (1) person to serve as the Secretary-Treasurer but the offices of the Association shall not otherwise be combined. The Board shall have full authority to remove any officer from office, with or without cause, by the vote of the majority of the members of the entirety at any time and to elect his successor at any regular meeting of the Board or at any special meeting called for that purpose.

SECTION 3.02 - DUTIES. The duties of the officers of the corporation shall be as follows:

1. The President shall be the chief executive officer of the corporation, shall have general and active management and control of the business and affairs of the Association, and shall see that all orders and resolutions of the Board and Association are carried into effect. He shall call annual, regular, and special meetings of the Association and Board in accordance with law and these Bylaws and shall preside at all such meetings. He shall appoint, discharge, and fix the compensation of officers, agents, and employees other than those appointed by the Board. The President shall execute contracts, conveyances, and other documents on behalf of the Association. He shall perform such other duties as may be prescribed from time to time by the Board.

2. In the absence of the President or when it is inconvenient for the President to act, the Vice-President shall perform the duties and exercise the powers of the President. At any time when the Vice-President is performing a duty or exercising a power of the President, any third party dealing with the Association may presume conclusively that the President was absent and that the Vice-President was authorized to act in his place. He shall perform such other duties and have such other authority and powers as the Board may from time to time delegate.

3. The Secretary shall attend all meetings of the Board and of the Association and shall record all business transacted and resolutions passed at such meetings in the minute book to be kept for that purpose and he shall perform like duties for standing committees, if any, when required. He shall give, or cause to be given, notice of all meetings of the Association and regular and special meetings of the Board, and he shall perform such other duties as the Board may from time to time prescribe, or as the President may from time to time delegate. The Secretary



shall, make a complete list of the members entitled to vote at such meetings or any adjournment thereof, arranged in alphabetical order with address of and the number of votes held by each, which list for a period of ten (10) days prior to such meeting shall be kept on file at the office of the Association and shall be subject to inspection by any member at any time during usual business hours.

4. The Treasurer shall be responsible for the custody of corporate funds and securities, shall keep full and accurate accounts and records of receipts, disbursements, and other transactions and books belonging to the Association, and shall deposit all funds and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board. The treasurer shall disburse funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board whenever they may require it an account of all his transactions as Treasurer and of the financial condition of the Association. The Treasurer shall perform such other duties and have such other authority as the Board may from time to time prescribe or as the President may from time to time delegate.

SECTION 3.03 - TERMS AND VACANCIES. The officer of the Association shall hold office until their successors are elected or appointed and qualified, or until their death, resignation, or removal from office. Any vacancy occurring in any office of the Association by death, resignation, removal, or otherwise may be filled by the Board.

SECTION 3.04 - COMPENSATION. The officers shall receive no compensation for their services as such, except that if the managing agent holds any office he may be paid for his services as managing agent, including performance of the duties of his office.

#### ARTICLE IV

SECTION 4.01 - AMENDMENT. These Bylaws may be amended only with the written consent of the owners of the hangar units owning seventy-five percent (75%) of the common elements and with the written consent of all mortgagees of hangars.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 1986.

\_\_\_\_\_  
President

ATTEST:

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