

BYLAWS  
OF  
PARK RIDGE HOMEOWNER'S ASSOCIATION, INC.,  
A NONPROFIT CORPORATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is Park Ridge Homeowner's Association, Inc., a nonprofit corporation, hereinafter referred to as the "Association."

The principal office of the corporation is currently located at 382 1/2 Cliff Rosa Ct., Grand Junction CO 81507, but meeting 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 Park Ridge Homeowner's Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions of Park Ridge subdivision, and such additions thereto as may hereafter be brought within the jurisdiction of the association.

Section 3. "Common Area" shall mean all real property (including the improvements thereon) 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 Area.

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 Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of 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 first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held approximately at the same time in the same month of each year thereafter. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

**Section 2. Special Meetings.** Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all the votes of the membership.

**Section 3. Notice of Meeting.**

1. Notice of a General or Special meeting must be sent by e-mail or in writing at least fifteen (15) days before such meeting to each member entitled to vote thereat at their last known address. 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. If the payment of a Special Assessment is involved then written or e-mail notice shall be given not less than 30 not more than 60 days prior to the General or Special Meeting
  - An association MUST physically post the notice of any unit owner meeting – annual or special – in a conspicuous place, if at all feasible and practicable. (38-33.3-308(1)).
  - In addition to a physical posting, associations are encouraged to give notice of any unit owner meetings – annual or special – by posting the notice on its website or sending out an email to all unit owners. If an association has the ability to give electronic notice, it MUST provide notice of owner meeting by e-mail if requested by an owner who gives the association his or her e-mail address. The notification e-mail must be sent as soon as possible and at least twenty-four hours before the meeting. (38-33.3-308(2)(b)(1)).
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2. Associations MUST allow owners (or an owner representative designated in writing by the owner) to attend all association meetings, including board of director meetings.
3. Owners MUST be allowed to speak at unit owner meetings.
4. After a motion and second has been made on any matter to be discussed, *at a time determined by the Board*, but prior to a vote by the Directors, Owners, *or their designated representatives*, present at such time shall be afforded an opportunity to speak on the motion as follows: The Director, Owner, or Designated Representative shall be permitted to speak from 15 to 30 minutes on the motion. (Effective May 26, 2006)

**Section 4. Quorum.** The presence at the meeting of members entitled to cast, or of proxies to cast, sixty percent (60%) of the votes of the membership shall constitute a quorum for any action except as other wise provided in the Articles of Incorporation, the Declaration or these

Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have 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 be represented.

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: SELECTION: TERM OF OFFICE

Section 1. **Number.** The affairs of this Association shall be managed by a Board of three (3) directors.

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

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 successor shall be selected by the remaining members of the board and shall serve for the unexpired term of his predecessor.

Section 4. **Compensation.** No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. **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.

## ARTICLE V

### NOMINATION AND ELECTION OF DIRECTORS

Section 1. **Nomination.** Nomination for election to the board of Directors shall be made by a Nomination committee. Nominations may also be made from the floor at the annual meeting. The Nomination 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 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 among members or nonmembers.

**Section 2. Election.** Contested elections of Board members, defined as elections in which there are more candidates than positions to be filled shall be conducted by secret ballot. Each Owner entitled to vote pursuant to the Bylaws shall receive a ballot. The ballot shall contain no identifying information concerning the ballot holder. In the event an Owner holds a proxy for another Owner, upon presentation of such proxy to the Secretary of the Association or the Secretary's designee, the Owner shall receive a secret ballot to cast the vote of the Owner who provided the proxy. The proxy shall be kept and retained by the Association.

**Uncontested elections of Board members,** defined as elections in which the number of candidates is equal to or less than the positions to be filled, and all other votes taken at a meeting of the Owners shall be taken in such method as determined by the Board of Directors including acclamation, by hand, by voice or by ballot. Notwithstanding the above, uncontested elections of Board members or other votes on matters affecting the community shall be by secret ballot at the discretion of the Board or upon the request of 20% of the Owners who are present at the meeting or represented by proxy. (Effective June 2006)

Written ballots shall be counted by a neutral third party, excluding the Association's managing agent or legal counsel, or a committee of volunteers who are not Board members, and in the case of a contested election, are not candidates. The committee shall be selected or appointed at an open meeting, in a fair manner, by the Chair of the Board or another person presiding during that portion of the meeting.

**The validity of a signature or the signatory's authority to sign for the unit owner.** The association and its officer or agent who accepts or rejects any of the above in good faith is not liable from any damages that may result from the acceptance or rejection. Unless a court decides otherwise, any action taken on the acceptance or rejection of any of the above will be deemed valid. (38-33.3-310(2)(c) - (e)). ( May 2006)

The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VI

### MEETING OF DIRECTORS

**Section 1. Regular Meetings.** Regular meeting of the board of Directors shall be held at least on a quarterly basis. Written Notice by U.S. mail or email will be given to all Homeowners indicating the time and place of meeting at least 7 calendar days prior to a Board Meeting. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

**Section 2. Owner Participation in Board Meetings.**

- Associations MUST allow owners (or an owner representative designated in writing by the owner) to attend all association meetings, including board of director meetings.

- At board meetings, owners may speak during the board's *discussion and deliberation* only if expressly authorized by a majority vote of a quorum of the board. (38-33.3-308(2.5)(a)). However, the board **MUST** allow a unit owner to speak at an appropriate time before the board takes formal action on any item under discussion. This opportunity to speak **MUST** be allowed in addition to any other speaking opportunities provided by the board. The board may place reasonable time restrictions on those speaking. The board also shall provide for a reasonable number of people to speak to each side of an issue. (38-33.3-308(2.5)(b)). (Effective January 1, 2006)

**Section 3.**     **Special Meetings.** Special meetings of the board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director.

**Section 4.**     **Quorum.** A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE VIII

### 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 Area 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 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;
- (d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the board of directors: and
- (e) Employ a manager, an independent contractor, 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 at any special meeting when such statement is requested in writing by five-sevenths (5/7) of the members who are entitled to vote:
- (b) Supervise all officers, agents and employees of this 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 in advance of each annual assessment period; and
  - (3) foreclose the lien against any property for which assessments are not paid with thirty (30) 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 persons, 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 Area to be maintained.

**Section 3. Investment of Reserve Funds.**

The Association seeks long-term growth of capital and income, placing greater emphasis on future dividends than on current income. The officers and members of the Board of Directors shall make investment decisions in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director or officer reasonably believes to be in the best interests of the Association in accordance with the Colorado Revised Nonprofit Corporation Act. (effective May 26, 2006)

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

**Section 1. Enumeration of Offices.** The officers of this association shall be a president and vice-president, who shall at all times be members of the board of Directors, a secretary and/or 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 one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

**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 such period, have such authority, and perform such duties as the board may, from time to time, 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 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 at 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. Board of Directors' Conflicts of Interest

1. "Conflicting interest transaction" means a contract, transaction, or other financial relationship between the Association and a Director, or between the Association and a party related to a Director, or between the Association and an entity in which a Director of the Association is a director or officer or has a financial interest.
2. "Director" means a member of the Association's Board of Directors.
3. "Party related to a Director" means a spouse, a descendant, an ancestor, a sibling, the spouse or descendant of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a director or officer or has a financial interest.
4. No loans shall be made by the Association to its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Association for the amount of the loan until it is repaid.
5. Any conflicting interest transaction on the part of any Director or party related to a Director shall be verbally disclosed to the other Directors in open session at the first open meeting of the Board of Directors at which the interested Director is present prior to any discussion or vote on the matter. After disclosure, the Director *may* participate in the

discussion and may vote on the matter. The minutes of the meeting shall reflect the disclosure made, the composition of the quorum and record who voted for and against.

6. No conflicting interest transaction shall be voidable by an Owner or on behalf of the Association if:

- (a) The facts about the conflicting interest transaction are disclosed to the Board, and a majority of the disinterested Directors, even if less than a quorum, in good faith approves the conflicting interest transaction;
- (b) The facts about the conflicting interest transaction are disclosed or the Owners entitled to vote on the matter, and the conflicting interest transaction is authorized in good faith by a vote of the Owners entitled to vote on the matter; or
- (c) The conflicting interest transaction is fair to the Association.  
(effective May 26, 2006)

Section 7. **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 term of the officer he replaces.

Section 8. **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 1 of this article.

Section 9. **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.

(b) **Vice-President.** The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

(c) **Secretary.** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the association and affix it on all papers requiring said seal; serve notice of meetings of the board and of the members; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as required by the Board.

(d) **Treasurer or Manager Hired by the Association.** The treasurer or manager shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.



## **ARTICLE IX**

### **COMMITTEES**

The Association shall appoint a Nomination Committee, as provided in these Bylaws. In addition, the board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

## **ARTICLE X**

### **AUDIT AND REVIEW**

- An association's books and records must be audited or reviewed using generally accepted auditing standards by an individual chosen by the board. Unless the association chooses to have an audit, the individual selected does not have to be a certified public accountant. (38-33.3-303(b)(I)).
  - An association **MUST** have an audit – as opposed to a review – if the following conditions are met:
    - Its annual revenues or expenditures are at least two hundred fifty thousand dollars; **AND**
    - The owners of at least one-third of the association's units request an audit. (38-33.3-303(b)(II)).
  - The association **MUST** make copies of the audit or review available upon the request of a unit owner no later than thirty days after its completion. (38-33.3-303(b)(III)).
- Effective January 1, 2006

## **ARTICLE XI**

### **BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost. (See Declaration of Covenants for more specific information.)

## **ARTICLE XII**

### **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 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 attorney's 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 Area or abandonment of his Lot.

### **ARTICLE XIII**

#### **CORPORATE SEAL**

This Association shall have a seal in circular form having within its circumference the words: Park Ridge Homeowner's association, Inc.

### **ARTICLE XIV**

#### **AMENDMENTS**

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

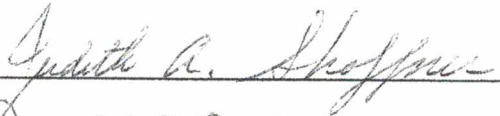
Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

### **ARTICLE XV**

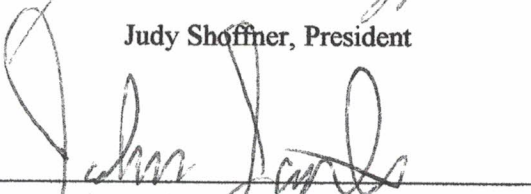
#### **MISCELLANEOUS**

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

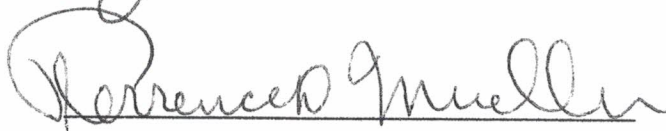
IN WITNESS WHEREOF, we being all of the directors of the Park Ridge Homeowner's Association, Inc. have hereunto set our hand this 20 day of JANUARY, 2011.

  
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Judy Shoffner, President

  
\_\_\_\_\_

John Jackson, Vice President

  
\_\_\_\_\_

Terry Mueller, Secretary

#### CERTIFICATION

THAT I am the duly elected and acting secretary of Park Ridge Homeowner's Association, Inc., a nonprofit corporation, and

THAT the foregoing Amended and Restated Declaration constitutes the Amended and Restated Declaration, as duly adopted at a meeting of the Board of Directors thereof, held on the 20 day of JANUARY 2011.

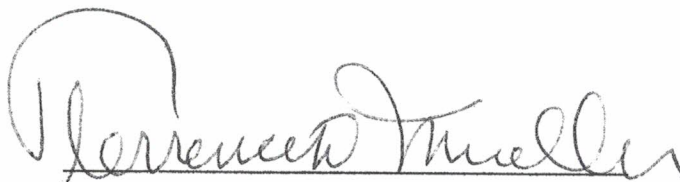
  
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Secretary

CERTIFICATION

THAT I am the duly elected and acting secretary of Park Ridge Homeowner's Association, Inc. a nonprofit corporation, and

THAT at the Annual Meeting of the Park Ridge Homeowners Association held on 1/20/11, the Homeowners agreed and accepted by a majority vote the foregoing Amended and Restated Declaration.

A handwritten signature in cursive script that reads "Lawrence Mueller". The signature is written in black ink and is positioned above a horizontal line.

Secretary

**AMENDED AND RESTATED  
DECLARATION  
OF COVENANTS, CONDITIONS AND RESTRICTIONS  
OF PARK RIDGE HOMEOWNER'S ASSOCIATION, INC.**

This AMENDED AND RESTATED DECLARATION, made on the date hereinafter set forth by the undersigned parties, hereinafter referred to as "Declarant," restates and amends the Declaration recorded March 29, 2012 at Book 5279, Page 562, Mesa County.

WHEREAS, Declarant is the owner of certain property in the County of Mesa, State of Colorado, which is more particularly described as:

Lots 1 through 11, inclusive, Park Ridge Townhomes

NOW, THEREFORE, Declarant hereby declares that all of the Properties described above shall be held, sold and conveyed subject to the following easements, restrictions, covenants and conditions which are for the purpose of protecting the value and desirability of, and which shall run with, the real property and be binding on all parties having any right, title or interest in the described Properties or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner thereof.


Amendment of Article V (Use Restriction), Section 16 **Air Conditioning/ Swamp Coolers** changed to "the owner of each unit will be provided the cost for a replacement standard cooler when the swam cooler is replaced."

CERTIFICATION

THAT I am the duly elected and secretary of Park Ridge Homeowner's Association, Inc., a nonprofit corporation, and

THAT the foregoing Amended and Restated Declaration constitutes the Amended and Restated Declaration, as duly adopted by a unanimous vote at a meeting of the Board of Directors thereof, held on the 20<sup>th</sup> day of November 2013; and

THAT at the Annual Meeting of the Park Ridge Homeowners Association held on 2/26/2014, the Homeowners agreed and accepted by a majority vote the foregoing Amended and Restated Declaration.

  
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Alice Bensley, Secretary