

**BYLAWS**  
**of the**  
**HIGH PARK ROAD ASSOCIATION**  
**A NONPROFIT CORPORATION**

ARTICLE I

Purposes

Section 1. The purpose of this association is to provide for the operation and maintenance of a roadway providing vehicle access for ingress and egress to and from lands of members of the association more particularly described in the Articles of Incorporation and to provide for the levy, equitable apportionment and collection of the costs of such roadway maintenance among the members of the association; and to carry out the purposes set forth in that certain Common Interest Community Declaration recorded June 10, 1994 in Book 772 at Page 747 of the Delta County Real Estate Records.

ARTICLE II

Seal

The Board of Directors may prescribe the design for a corporate seal. The seal may be used by causing it, or a facsimile thereof to be impressed, affixed, or reproduced otherwise.

ARTICLE III

Members

Section 1. The members of the association shall be the owners of real property described in the Articles of Incorporation and depicted upon the map of the High Park Road Association recorded on June 10, 1994 under reception no. 477899 and the transfer of such lands or portions thereof, shall constitute a transfer of membership rights in this association. The identity of members of the association shall be determined from time to time from the record ownership of the property according to the Delta County Real Estate Records; provided, however, that a contract purchaser or lessee of a record owner may be designated by the record owner as his agent and proxy for voting purposes.

Section 2. The owner of each tract shall be entitled to one vote upon all matters submitted to the membership. In the event that any parcel or tract of land served by the road is

titled in the names of two or more persons, all of said owners shall be entitled to only one vote upon matters to come before meetings of the members.

Section 3. Annual meetings of the Association for the purpose of electing directors and for the transaction of other business authorized to be transacted by the members, shall be held in the month of June of each year, at such time and place as shall be specified by the Board of Directors.

Section 4. Special meetings of the members may be called at any time by the Board of Directors, or by one-third of the total membership, upon their filing with the secretary a request for a meeting, in writing, stating the purpose or purposes of the proposed meeting. Special meetings for which written request is made shall be held not less than thirty (30) days nor more than sixty (60) days after the filing of the request, at a time and place that the President shall designate.

Section 5. Advance notice of all regular and special meetings of the members shall be given to the members by the secretary by mail, at least five days in advance of the date set for the meeting, to the last known post office address of each member of record at the time the notice is sent, and only such members as are in good standing shall be entitled to receive notice and to vote at such meeting.

Section 6. Any action required or permitted to be taken at a meeting of members may be taken without a meeting if all of the members entitled to vote thereon consent to such action in writing. Action taken pursuant to this section shall be effective when the Corporation has received writings that describe and consent to the action, signed by all of the members entitled to vote thereon. Such action shall have the same effect as action taken at a meeting of members and may be described as such in any document.

#### ARTICLE IV

##### Directors

Section 1. The concerns, direction and management of the affairs of this association shall be vested in the Board of Directors.

Section 2. The Board of Directors shall consist of three members, all of whom shall be members of the Association.

Section 3. The initial directors and their terms of office shall be as specified in Article V of the Articles of Incorporation of the Association. Terms of successor directors

shall be for three years and the term shall be staggered in such a manner that at least one position of the board shall become vacant each year to be filled at the annual meeting of members. All directors shall continue to serve until their successors have been duly elected and qualified.

Section 4. In case any director shall by death, resignation, incapacity, or otherwise cease to act as a director during his or her term, his or her successor shall be chosen by the board to serve until the next annual meeting of members. At such meeting, the members shall elect a director to fill the unexpired term of the director, if any.

Section 5. The Board of Directors shall conduct an organizational meeting annually, not more than thirty (30) days after each annual meeting of members for the purpose of electing officers of the Association. Regular meetings of the Board of Directors shall be held at such times and places as shall be fixed by the board.

Section 6. Special meetings of the Board of Directors may be called by any two directors with notification to the other director or by the president of the Association.

Section 7. Any meeting of the Board of Directors may be held without notice, provided that every director shall waive in writing notice otherwise required.

Section 8. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 9. Except as otherwise prescribed in these bylaws, decisions at any meeting of the Board of Directors shall be by majority vote of those present and voting. Each director shall have one vote and no voting by proxy shall be permitted.

Section 10. Any action required or permitted to be taken at a meeting of directors may be taken without a meeting if all of the directors entitled to vote thereon consent to such action in writing. Action taken pursuant to this section shall be effective when the Corporation has received writings that describe and consent to the action, signed by all of the directors entitled to vote thereon. Such action shall have the same effect as action taken at a meeting of directors and may be described as such in any document.

## ARTICLE V

### Officers

Section 1. At each annual meeting of the Board of Directors the board shall elect a president, a secretary and a

treasurer. The Board may elect one or more Vice Presidents and such other officers as the business of the Association may require from time to time. All of the officers shall hold office at the pleasure of the Board of Directors, but in no case beyond the time when their respective successors shall be elected and shall qualify.

Section 2. Whenever any vacancy shall occur in any office of the Association by death, resignation, incapacity or otherwise, the vacancy may be filled by the Board of Directors.

Section 3. The president shall preside over all meetings of the Association and the board and shall have such other duties as may be assigned from time to time by the Board of Directors.

Section 4. The board may elect a vice-president who shall fulfill all functions of the president in the event of his absence, incapacity or other inability to serve. The board may from time to time elect other vice-presidents for special duties as the board may deem necessary or expedient to carry out the purposes of the Association.

Section 5. The secretary shall take and preserve minutes of all meetings of the members of the Association and of the Board of Directors and shall cause the minutes of all such meetings to be published in a form which shall be available, upon request, to all members of the Association; shall notify members and directors of annual, regular and special meetings; shall perform other duties assigned by the Board of Directors from time to time; shall receive and report all correspondence to the Board of Directors and shall have custody of all files, records and other documents of the Association and be responsible for their safekeeping.

Section 6. The treasurer shall receive and deposit in a bank designated by the board, all monies and securities; shall disburse funds in accordance with a budget approved by the Board of Directors and shall submit to the board and to the annual meeting of the Association an annual report of the income and expenditures of the Association for the preceding year and of all liabilities and assets of the Association.

## ARTICLE VI

### Miscellaneous

Section 1. All meetings of members of the Association, the Board of Directors, and committees shall be conducted pursuant to Robert's Rules of Order as set forth in the last published revision thereof.

Section 2. The fiscal year of the Association shall commence January 1 of each year.

ARTICLE VII

Amendments

These bylaws may be amended by the members at any annual meeting; provided that, a proposal to amend shall be submitted to the secretary, either by direction of the Board of Directors or by at least three members of the Association not less than thirty (30) days prior to the annual meeting. The secretary shall include the text of the proposed amendment in the notice of the meeting.

THE FOREGOING BYLAWS WERE ADOPTED AND APPROVED BY THE BOARD OF DIRECTORS OF HIGH PARK ROAD ASSOCIATION, A COLORADO NONPROFIT CORPORATION EFFECTIVE THE \_\_\_\_\_ DAY OF \_\_\_\_\_, 1994.

ATTEST:

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Edwin J. Fisher, President