

# **BYLAWS OF LA ROCHE SUBDIVISION**

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## **ARTICLE I** **NAME AND LOCATION**

The name of the corporation is La Roche Subdivision, hereinafter referred to as the "Association". The principal address of the corporation shall be 406 Ridges Blvd. #35, Grand Junction, Colorado, 81507, but meetings of members and officers may be held at such places within the State of Colorado, County of Mesa, as may be designated by the Board.

## **ARTICLE II** **DEFINITIONS**

Section 1.      Association. "Association" shall mean and refer to the La Roche Condominium Association, Inc., a nonprofit corporation organized under the laws of the State of Colorado, and its successors and assigns.

Section 2.      Board. "Board" shall mean and refer to the Officers of the Association.

Section 3.      Buildings. "Buildings" shall mean and refer to any building or similar structure, including all fixtures and improvements therein contained, situated on the Real Property. Buildings shall be divided into three categories, "Duplex Buildings", "Condominium Buildings", and "Townhouses", having the following definitions:

- (a) "Duplex Buildings" means those Buildings which may be built on the Real Property subsequent to the first phase of construction containing two (2) Units in each Building;
- (b) "Condominium Buildings" means those Buildings built during the first phase of construction, and which may be built during subsequent phases of construction, containing more than two (2) Units in each Building.
- (c) "Townhouses" means those three (3) buildings on the three (3) lots in the southeast corner of the Real Property containing two (2) units in each building.

Section 4.      Common Elements. "Common Elements" shall mean all of the Condominium Project except all Units. Common Elements shall be divided into two categories, "General Common Elements" and "Limited Common Elements" having the following definitions:

- (a) "General Common Elements" means all Common Elements except all Limited Common Elements and may be designated by abbreviation on the Condominium Map as "GCE;"
- (b) "Limited Common Elements" means those Common Elements designated or reserved herein or on the Condominium Map for the exclusive use by fewer than all of the Owners of Units, and may be designated by abbreviation on the Condominium Map as "LCE".

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Section 5.      La Roche Map. “La Roche Map” means a plat or survey, or any supplement or amendment thereto, of the Real Property, showing a survey and legal description thereof, the location of all Buildings with respect to the boundaries of the Real Property, floor plans of each Building, the boundaries of each Unit, Unit numbers identifying the Units, including horizontal and vertical locations and dimensions of each Building, together with such other information as may be included thereon.

Section 6.      Unit. “Unit” means a Unit together with an appurtenant and undivided interest in the Common Elements in the percentage set forth on Exhibit “A” to the Declaration, or any amendments to said Exhibit “A”.

Section 7.      Declaration. “Declaration means the Declaration – La Roche Condominiums, and any supplements or amendments thereto, recorded, or to be recorded in the Office of the Clerk and Recorder of Mesa County, Colorado.

Section 8.      Declarant. “Declarant” shall mean La Roche Enterprises, Ltd., a Colorado limited partnership.

Section 9.      Mortgage. “Mortgage” means any mortgage, deed of trust or other security instrument by which a Unit or any part thereof is encumbered.

Section 10.     Mortgagee. “Mortgagee” means any person or entity named as the mortgagee or beneficiary under any mortgage or deed of trust by which the interest of any Owner in a Unit is encumbered.

Section 11.     Owner. “Owner” means any person or entity at any time owning a Unit, the term “Owner” shall exclude any Mortgagee, as hereinafter defined, unless such Mortgagee has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure.

Section 12.     Project. “Project” means the Real Property and the Buildings and other improvements located on the Real Property.

Section 13.     Real Property. “Real Property” means the tract of land described in the first recital of the Declaration.

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Section 14.     Unit. “Unit” (Duplex Building and Condo Building) means an individual air space unit, consisting of enclosed rooms in a Building and bounded by the interior surfaces of the perimeter walls, floors, ceilings, windows, and doors thereof as shown and numbered on the La Roche Map to be filed for record, together with all fixtures and improvements therein contained, and “Unit” (Townhouse) means the individual air space unit inside the building, as described above, plus all the structural elements of the Unit, plus all outside elements of the Unit including, but not limited to, the land, landscaping, driveway, walls, roofs, cooler, steps, porches, light fixtures. Notwithstanding such markings, the following are not part of the Unit:

Floors and roofs (except for the interior surface thereof) foundations, shafts, central heating, air conditioning equipment, tanks, pumps, and other services used by more than one Unit, pipes, vents, ducts, flues, chutes, conduits, wires, and other utility installations, wherever located, except the outlets thereof when located within the Unit. The interior surfaces of perimeter windows and doors themselves being part of the Limited Common Elements. Maintenance of the physical perimeter windows, screens, and doors are the responsibility of the Unit owner.

### **ARTICLE III** **MEETING OF MEMBERS**

Section 1.     Annual Meeting. The Annual Meeting of the members shall be held during the month of January.

Section 2.     Special Meetings. Special Meetings of the members may be called at any time by the Board, or by written request of one-fifth (1/5) of all the members who are entitled to vote.

Section 3.     Notice of Meetings. Written notice of each meeting of the members shall be given by the Board, by mailing a copy of such notice, at least 10 but not more than 30 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, or supplied by such member to the Association for the purpose of notice. 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.

Section 4.     Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-half (1/2) of the votes of the membership shall constitute a quorum for any action except as otherwise 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. The presence of a quorum shall be necessary to adopt decisions binding on all Unit Owners.

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Section 5.      Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing, filed with the secretary, and shall designate one (1) specific Association member to vote. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Unit.

### **ARTICLE IV** **BOARD OF OFFICERS: SELECTION: TERM OF OFFICE**

Section 1.      Number. The affairs of this Association shall be managed by a Board of five (5) Officers, who, except for the initial Officers named in Article VII of the Articles of Incorporation, and except for those Officers chosen by the Declarant pursuant to Article VI of the Articles of Incorporation, shall be members of the Association. Related unit owners may serve on the Board provided the members of the Association approve by voting them into office at the annual homeowners meeting, and as long as there are a minimum of 5 Board members.

Section 2.      Term of Office. Subject to the rights of the Declarant to select the Officers pursuant to Article VI of the Articles of Incorporation, at the first annual meeting, the members shall elect Officers for a term of one year.

Section 3.      Removal. Any Officer may be removed from the Board, by a majority vote of the members of the Association. In the event of a vacancy, the Board will appoint a member to fill the position until the next Annual Meeting of members.

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

### **ARTICLE V** **ELECTION OF OFFICERS**

Election to the Board shall be by secret written ballot. Each membership shall be entitled to that percentage of the vote as is set forth in Exhibit "A" to the Declaration. The person receiving the largest percentage of the total vote shall be elected. Every effort shall be made to elect Officers as follows: Two (2) Condo Owners, Two (2) Duplex Owners, and One (1) Townhouse Owner.

### **ARTICLE VI** **MEETINGS OF OFFICERS**

Section 1.      Regular Meetings. Regular meetings of the Board shall be held no less frequently than annually. Such meetings may be held without notice, following the annual meeting of members, at a place designated by the Board.

Section 2.      Special Meetings. Special meetings of the Board shall be held when called by the president of the Association, or by any two (2) Officers, after not less than three (3) days notice to each Officer.

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Section 3.      Quorum. A majority of the number of Officers shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Officers present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

### **ARTICLE VII** **POWERS AND DUTIES OF THE BOARD**

Section 1.      Powers. The Board shall have all powers reasonable or necessary to perform all of the obligations described in the Declaration, including, but not limited to:

- (a) Adopt, amend, and publish administrative rules and regulations governing the use of the Common Elements, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof. Said actions shall be subject to approval of a majority of Association members.
- (b) Suspend the voting rights 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 sixty (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 to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board.
- (e) Employ a manager, managing agent, or independent contractor, or such other employees as they deem necessary, and to prescribe their duties. The Board may delegate such of its powers and duties as it deems appropriate; however, such delegation shall not relieve the Board of its responsibilities.

Section 2.      Duties. The Board shall perform all duties described in the Declaration, including, but not limited 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 one-fifth (1/5) of the members who are entitled to vote.
- (b) Supervise officers, agents, and employees of this Association, to see that their duties are properly performed, and to designate and remove personnel necessary for the operation, maintenance, repair, and replacement of the Common Elements.
- (c) As more fully provided in the Declaration, to:

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- (1) Fix the amount of the annual assessment against each Unit in advance of each annual assessment period, approved by members at Annual Meeting.
- (2) Send written notice of each assessment to every Owner subject thereto; and
- (3) Foreclose the lien against any property for which assessments are not paid 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 person, a certificate setting forth whether or not any assessment has been paid. As is provided in the Declaration, 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 insurance as is described in the Declaration.
- (f) Cause the Common Elements to be maintained.

### **ARTICLE VIII** **OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Offices. The Officers of this Association shall be a president, vice-president, secretary/treasurer, and two (2) other officers.

Section 2. Election of Officers. The election of Officers shall take place at the Annual Meeting and voted on by the members of the Association.

Section 3. Term. The Officers of the Board shall be elected annually by the members of the Association for a term of one (1) year.

Section 4. Special Appointments. The Board may appoint such other individuals or committees as the affairs of the Association may require, each of whom shall function for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation. Any Officer may resign at any time by 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. Vacancies. A vacancy in any office shall be appointed by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

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Section 7.     Multiple Offices.   The office of secretary/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 4 of this Article.

Section 8.     Duties.   The duties of the Officers are as follows:

### **President**

(a)     The president shall see that the orders and resolutions of the Board are carried out; shall sign all legal and other written instruments and shall co-sign all checks and promissory notes; and shall preside over meetings of the Board and of the members.

### **Vice-President**

(b)     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 by the Board.

### **Secretary/Treasurer**

(c)     The secretary/treasurer shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of the meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and in general, shall perform all duties incident to the office of secretary. The secretary/treasurer shall oversee the deposit in the appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; shall sign all checks (if necessary) and promissory notes of the Association; keep the financial books and records of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; 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.

### **Board Members (2)**

(d)     The two (2) Board Members shall exercise and discharge duties as may be required by the Board.

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## **ARTICLE IX** **COMMITTEES**

The Board may appoint such committees as it deems appropriate in carrying out its purposes, provided the Board shall not be relieved of its responsibilities pursuant to the Declaration by delegation of authority or responsibility to any such committee.

## **ARTICLE X** **BOOKS AND RECORDS**

The books, records, and papers of the Association shall at all times, during convenient weekday business hours, be subject to inspection by any member or Mortgagee, pursuant to Section 38-33-107, C.R.S. 1973. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the office designated by the Board, where copies may be purchased at reasonable cost. Upon ten (10) days' notice and payment of a reasonable fee, any Owner shall be furnished a statement of his account setting forth the amount of any unpaid assessments or other charges due and owing from such Owner, as more fully set forth in the Declaration.

## **ARTICLE XI** **ASSESSMENTS**

As more fully provided in the Declaration, each member is obligated to pay to the Association regular 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 when due, the assessment shall bear interest from the date of delinquency at the rate provided in the Declaration, 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 Elements or abandonment of his Unit.

## **ARTICLE XII** **CORPORATE SEAL**

The Association no longer uses a corporate seal.



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## **ARTICLE XIII** **AMENDMENTS**

Section 1. These Bylaws may be amended by a majority vote of the members present at an Annual Meeting at which a quorum of members is present in person or proxy. However, the provisions of Section 38-33-106, C.R.S. 1973 shall always be embodied in the Bylaws.

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 XIV** **MISCELLANEOUS**

Section 1. The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year.

Section 2. Liens on the Common Elements, other than mechanics' liens, assessment liens, and tax liens may be obtained only with the assent of all the members. This section does not apply to liens on individual Units, which liens may cover the undivided percentage ownership in the Common Elements appurtenant to the respective Units.

IN WITNESS WHEREOF, we, being all of the Officers of La Roche Subdivision, directed by majority vote of the members of this Association to amend and cause initial recording of these Bylaws, have hereunto set our hands this 9<sup>th</sup> day of August, 2013.

Kenneth Risky  
Kenneth Risky

Kathleen Risky  
Kathleen Risky

Mim Rapp  
Mim Rapp

Pamela Foyster  
Pam Foyster

Neicha Hillier  
Neicha Hillier