

**BYLAWS
OF
IRONWOOD AT BEAVER CREEK CONDOMINIUM ASSOCIATION**

**ARTICLE 1
INTRODUCTION**

These are the Bylaws of the Ironwood at Beaver Creek Condominium Association (the "Association"), which shall operate pursuant to the provision of the Colorado Revised Nonprofit Corporation Act, as amended, and the Colorado Common Interest Ownership Act, as amended (the "Acts"). In the event of any conflict between the provisions of these Bylaws and of the Acts, the provisions of the Acts shall supersede the provisions of these Bylaws.

**ARTICLE 2
PURPOSES**

This Association as been organized pursuant to the provisions of CRS 38-33.3-101 ff for the purpose of acquiring, constructing, managing, and maintaining the Ironwood at Beaver Creek common interest community and it's property pursuant to I.R.S. Section 528, and to exercise all powers granted to it by the Acts and by the Association's Articles of Incorporation and the Declaration of Covenants, Conditions and Restrictions for the Ironwood at Beaver Creek (the "Declaration"). Unless otherwise defined herein, the terms used in these Bylaws shall have the same meanings set forth in the Declaration.

**ARTICLE 3
POWERS AND DUTIES**

The Association shall have all of the powers and duties granted to it by law, by the Declaration and by the Acts, as they may be amended from time to time,

**ARTICLE 4
BOARD OF DIRECTORS**

Section 4.1 Number or Qualification.

(a) **Number. Tenure and Qualifications.** The business and affairs of the Association shall be managed by a Board of Directors consisting of three (3) directors, each of whom shall be an individual member, or a Partner, trustee, officer, director or twenty-five percent (25%) shareholder of an organizational member. A person shall automatically cease to be a director at such time as he ceases to be an individual member or a partner, trustee, officer, director or twenty-five percent (25%) shareholder of an organizational member. Each director shall hold office until the election and qualification of his successor or until his earlier death, resignation or removal. Directors shall be removable in the manner provided by the statutes of the State of Colorado.

(b) The Directors of the Association shall be elected by the Members of the Association at each annual meeting of the members of the Association, and the directors shall hold office until the next annual meeting of the members and until their successors are elected and shall qualify.

(c) The Board shall elect the officers of the Association.

Section 4.2 Powers and Duties of Board of Directors. The Board of Directors may act in all instances on behalf of the Association, except as otherwise provided in the Declaration, these Bylaws or the Acts. The Board shall have, subject to the limitations contained in the Declaration and the Act, the powers and duties necessary for the administration of the affairs of the Association and of the common interest community, including the following powers and duties:

- (a) Adopt and amend Bylaws and Rules and regulations;
- (b) Adopt and amend Budgets for revenues, expenditures and reserves;
- (c) Collect assessments for Common Expenses from Unit Owners;
- (d) Hire and discharge managing agents;
- (e) Hire and discharge employees, independent contractors and agents other than managing agents;
- (f) Institute, defend or intervene in litigation or administrative proceedings or seek injunctive relief for violations of the Association's Declaration, Bylaws or Rules, in the Association's name, on behalf of the Association or on behalf of two or more Unit Owners on matters affecting the Common Interest Community;
- (g) Make contracts and incur liabilities;
- (h) Regulate the use, maintenance, repair, replacement and modification of the Common Elements; the maintenance, repair, replacement or modification of the Common Elements shall not require the approval of a majority of the Members;
- (i) Cause additional improvements to be made to the Common Elements;
- (j) Acquire, hold, encumber and convey, in the Association's name, any right, title or interest to real estate or personal property, but Common Elements may be conveyed or subjected to a security interest only pursuant to Section 312 of the Act;
- (k) Grant easements for any period of time, including permanent easements, and grant leases, licenses and concessions for no more than one year, through or over the Common Elements;
- (l) Impose and receive a payment, fee or charge for services provided to Unit Owners and for the use, rental or operation of the Common Elements, other than Limited Common Elements described in Subsection 202(1)(b) and (d) of the Act;

(m) Impose a reasonable charge for late payment of assessments and, after notice and hearing, levy a reasonable fine for a violation of the Declaration, Bylaws, Rules and Regulations of the Association;

(n) Impose a reasonable charge for the preparation and recording of amendments to the Declaration or statements of unpaid assessments;

(o) Provide for the indemnification of the Association's officers and the Board and maintain directors' and officers' liability insurance;

(p) Exercise any other powers conferred by the Declaration or Bylaws;

(q) Exercise any other power that may be exercised in the state by a legal entity of the same type as the Association;

(r) Exercise any other power necessary and proper for the governance and operation of the Association; and

(s) In the event of any dispute or disagreement between any of the Owners regarding the Association's property, or any questions of interpretation or application of the provisions of the Declaration, Bylaws, Rules and Regulations and Policies and Procedures of the Association, such dispute or disagreement shall be submitted to the Board. The determination of such dispute by the Board shall be binding upon all Unit Owners, subject to the right of Unit Owners to seek other remedies provided by law after such determination by the Board.

Section 4.3 Manager. The Board of Directors may employ a Manager for the Association at a compensation established by the Board, to perform duties and services authorized by the Board.

Section 4.4 Removal of Directors. The Unit Owners, by a two-thirds (2/3) vote of all persons present and entitled to vote, at any meeting of the Unit Owners at which a quorum is present, may remove any Director of the Board, with or without cause.

Section 4.5 Vacancies. Vacancies on the Board, caused by any reason other than the removal of a director by a vote of the Unit Owners, may be filled at a special meeting of the Board held for that purpose at any time after occurrence of the vacancy, even though the Directors present at that meeting may constitute less than a quorum. These appointments shall be made by a majority of the remaining elected Directors constituting the Board; each person so elected or appointed shall be a Director for the remainder of the term of the Director so replaced.

Section 4.6 Agendas of Directors Meetings. Agendas for meetings of the Executive Board shall be made reasonably available for examination by all members of the Association or their representatives, by posting on a web site, if the Association maintains a web site, and also in printed form. If the Association maintains a web site, the Association shall provide notice of all regular and special meetings by posting on its web site not less than twenty-four (24) hours prior to the meeting.

Section 4.7 Regular Meetings. The annual meeting of the Board following each annual meeting of the Unit Owners shall be held within ten (10) days after the annual meeting of the Owners. No notice shall be necessary to the newly elected Directors in order to legally constitute such meeting, provided a majority of the Directors are present. The Board may set a schedule of additional regular meetings by resolution, and no further notice constitute regular meetings. Not less than 24 hours before any meeting, such notice will be distributed by email, posted electronically of the Association's web site, if any, and physically posted in a conspicuous location determined by the managing agent, or if there is no managing agent, by the President of the Association.

Section 4.8 Special Meetings. Special meetings of the Board may be called by the President, or by a majority of the Directors, on at least three (3) business days notice to each Director. The notice shall be hand-delivered, mailed, emailed, or posted electronically on the Association's web site, if any, and shall state the time, place and purpose of the meeting.

Section 4.9 Members Participation in Board Meetings. Pursuant to CRS 38-33.3-308, all meetings of the Board of Directors are open to every Unit Owner or to any person designated by a Unit Owner in writing as the Unit owner's representative. At an appropriate time determined by the Board; but before the Board votes on any issue under discussion, Unit Owners or their designated representatives shall be permitted to speak regarding that issue. The Board may place reasonable time restrictions on those persons speaking during the meeting. If more than one person wishes 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.

Section 4.10 Executive Session of the Board. Pursuant to CRS 38-33-3.308(3), the members of the Board, or any committee thereof, may hold an executive, or closed session, and may restrict attendance to Board Members and such other persons requested to attend by the Board during any regular or special meeting. Prior to the executive session, the chairman of the meeting shall announce the general nature of the matters to be discussed in the closed session; and the minutes of any meetings at which an executive session was held shall indicate that an executive session was held, and the general subject matter of the executive session. No rule or regulation shall be adopted during any executive session, but a rule or regulation may be adopted after the Board resumes any regular session after an executive session. The matters to be discussed in executive session shall only include:

- (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 an attorney and client;
- (c) investigative matters concerning possible or actual criminal conduct;
- (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 lead to an unwarranted invasion of individual privacy.

(f) review of or discussion relating to any written or oral communication from legal counsel.

Upon the final resolution of any matter for which the Board received legal advice or that concerned pending or contemplated litigation, the Board may elect to preserve the attorney-client privilege, or it may elect to disclose such information as it seems appropriate about such matter(s) in an open meeting.

Section 4.11 Location of Meetings. All meetings of the Board shall be held within Eagle County, Colorado, unless all Directors consent in writing to another location, or choose to hold the meeting telephonically.

Section 4.12 Waiver of Notice. Any Director may waive notice of any meeting in writing. Attendance by a Director at any meeting of the Board shall constitute a waiver of notice. If all the Directors are present at any meeting, no notice shall be required and any business may be transacted at such meeting.

Section 4.13 Quorum of Directors. Pursuant to CRS 38-33-3.-309 and CRS 7-128-205, at all meetings of the Board, a quorum is deemed present throughout any meeting of the Executive Board if persons entitled to cast fifty percent (50%) of the votes on the Board are present at the beginning of the meeting, or if proxies have been validly granted pursuant to CRS 7-128-205(4) and the votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute a decision of the Board. If, at any meeting, there shall be less than a quorum present, a majority of those present may adjourn the meeting. At any adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 4.14 Consent to Action. If all the Directors or all Directors of a committee established for such purposes, as the case may be, severally or collectively consent in writing to any action taken or to be taken by the Association, and the number of the Directors constitutes a quorum, that action shall be a valid corporate action as though it had been authorized at a meeting of the Board or the committee, as the case may be. The secretary shall file such written consents with the minutes of the meetings of the Board.

Section 4.15 Telephone Communication in Lieu of Attendance. A Director may attend a meeting of the Board by using an electronic or telephonic communication method whereby the Director may be heard by the other members and may hear the deliberations of the other members on any matter properly brought before the Board. The Director's vote shall be counted and the presence noted as if that Director were present in person on that particular matter.

Section 4.16 Director's Proxies. Pursuant to CRS 7-128-205(4) for purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be deemed to be present at a meeting and to vote if the director has granted a signed, written proxy or email to another director who is present at the meeting, authorizing the director to cast the vote that is directed to be cast by the proxy with respect to a particular proposal that is described in the proxy. Except with respect to matters which may be adopted without a meeting, a director may not otherwise vote by proxy.

ARTICLE 5
FIDELITY INSURANCE

Pursuant to CRS 38-33.3-306, unless any additional requirements are found in the Association's Declaration, if the Association delegates powers of the Board or officers relating to the collection, deposit, transfer or disbursement of association funds to any other persons, including a managing agent:

(a) such other persons or managing agent shall maintain fidelity insurance coverage or a bond in an amount not less than \$50,000.00, or such higher amount as the board may require;

(b) such other persons or managing agent shall maintain all funds and accounts of the association, including its reserve account, separate from the funds and accounts of other associations and maintain a reserve account separate from the operating account of the association;

(c) 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 6
MEMBERSHIP

Section 6.1 Qualification as a member. Except as may be provided in the Declaration or Articles of Incorporation of the Association, membership in the association is limited to owners of condominiums which are subject to the provisions of the Declaration and membership is automatically conferred upon the acquisition of a condominium Unit which is subject to the Declaration, as evidenced by the recording of a deed of conveyance in the public records of Eagle County, Colorado.

Section 6.2 Limitation of Voting Rights. If a condominium Unit is owned by more than one Owner, there shall nevertheless be only one voting right assigned to such Unit.

Section 6.3 Transfer of Membership. Membership in the Association may be transferred only as an incident to the transfer of title to a condominium unit and membership shall terminate upon the transfer of title.

ARTICLE 7
MEMBERS MEETINGS
CRS 38.33.3-308

Section 7.1 Presiding Officer. Meetings of the members will be held with either the President or Vice-President or any other officer of the Association presiding and, to the extent practicable, will substantially follow the published agenda.

Section 7.2 Rules of the Meeting. The rules of the meeting (such as agenda, length of time and number of members who may speak to a issue) will be set by the presiding officer.

Section 7.3 Right to Attend Meeting; Time Restrictions. All meetings of the Association and of the Board of Directors shall be open to attendance by all members of the Association, or their representatives. Pursuant to CRS 38-33.3-308(2.5), Unit Owners and any Unit Owners' representative who has been designated in writing as the Unit Owners' representative, may be permitted to attend, listen, and speak at an appropriate time during the proceedings; except that, with respect to Board Meetings, Unit Owners who are not board members may not participate in any deliberation or discussion unless expressly authorized to do so by a majority of a quorum of the board. The Board may place reasonable time restrictions on those persons allowed to speak during the meeting, and shall permit such Unit Owners or their representatives to speak before the board takes formal action on an item under discussion.

Section 7.4 Annual Meeting. Pursuant to the provisions of CRS 38-33.3-308, meetings of the Unit owners, as the members of the association, shall be held at least once each year. Annual meetings of Unit Owners shall be held in Eagle County, Colorado, at such date and time as is set forth in the notice of that meeting. At the meeting, the Directors shall be elected by ballot of the Unit Owners in accordance with the provisions of these bylaws. The Unit Owners may transact other business as may properly come before them at these meetings.

Section 7.5 Special Meetings. Special meetings of the Members may be called by the Association's president, by a majority of the members of the Board, or by Unit Owners comprising twenty percent (20%) of the votes in the Association.

Section 7.6 Place of Meetings. Meetings of the Unit Owners shall be held at Ironwood Condominiums, or may be held or adjourned to a suitable place convenient to the Unit Owners, as may be designated by the Board or the president of the Association.

Section 7.7 Notice of Meetings. Pursuant to C.R.S. 7-127-104, The secretary, or other officer specified in the Bylaws of the Association, shall cause notice of any meetings of the Unit Owners to be sent electronically, hand-delivered or sent prepaid by United States Mail to the mailing address of each Unit or to any other mailing address designated in writing by the Unit Owner, not less than ten (10) nor more than sixty (60) days in advance of any meeting to the Unit Owners.

The notice shall be physically posted in a conspicuous place, to the extent posting is practicable, in addition to any electronic mail notices or posting which may be given pursuant to the provisions of Sections 7.08 and 7.09, the Notice shall state the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the declaration or bylaws, any budget changes, and any proposal to remove an officer or member of the Board.

Section 7.08 Electronic Posting or Electronic Notices. In addition to printed form, all notices and agendas required to be given shall also be given by email, by posting on a web site, if available, or otherwise. All Unit owners who request to be so informed and who furnish their email addresses will be informed by email.

Section 7.10 Waiver of Notice. Any Unit Owner may, at any time, waive notice of any meeting of the Unit Owners in writing, and the waiver shall be deemed equivalent to the receipt of notice.

Section 7.11 Adjournment of Meeting. At any meeting of Unit Owners, a Majority of the Unit Owners who are present at that meeting, either in person or by proxy, may adjourn the meeting to another time.

Section 7.12 Order of Business. The order of business at all meeting of the Unit Owners shall be as follows:

- (a) Roll call (or check-in procedure);
- (b) Proof of notice of meeting;
- (c) Reading minutes of preceding meeting;
- (d) Reports;
- (e) Election of Directors of the Board (when required);
- (f) Ratification of budget (if required and noticed);
- (g) Unfinished business; and
- (h) New business.

Section 7.13 Voting. CRS 38-33.3-310.

(a) **Voting in Case of Several Ownership.** If only one of several owners of a Unit is present at a meeting of the members of the Association, the Owner present is entitled to cast all the votes allocated to that Unit. If more than one of the multiple owners of a Unit are present, the votes allocated to that Unit may be cast only in accordance with the agreement of a majority in interest of the owners, unless the Declaration provides otherwise. There is majority agreement if any one of the multiple owners casts the votes allocated to the Unit without protest being made promptly to the person presiding over the meeting by another Owner of the Unit.

Section 7.14. Proxies at Members Meetings. CRS 7-127-203.

- (a) A member entitled to vote may vote in person or by proxy.
- (b) A member may appoint a proxy by signing a form appointing a proxy, either personally or by his or her attorney-in-fact.
- (c) A member may appoint a proxy by electronic mail, so long as the electronic mail sets forth or is transmitted with written evidence from which it can be determined that the member transmitted or authorized the transmission of the appointment of a proxy.

(d) The appointment is effective when it is received by the Association; an appointment is valid for eleven months, unless it specifies a different, shorter period of appointment.

(e) A copy of any proxy may be used in lieu of an original appointment.

(f) A proxy is revocable, and shall be deemed revoked if the member revokes the proxy and the Association receives notice of such revocation; if the Association receives a subsequent proxy; if the member attends and votes at any meeting at which the proxy could vote.

(g) A proxy shall be deemed revoked in the event of the death or incapacity of a member if notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes, before the proxy exercises the proxy's authority to vote.

Section 7.15 Acceptance of Votes. CRS 7-127-204.

(a) If a name signed on a vote, consent, written ballot, wavier, proxy or revocation thereof, corresponds to the name of a Unit Owner, the Association, if acting in good faith, is entitled to accept the act as that of the Unit Owner.

(b) If a name signed on a vote, consent, written ballot, wavier, proxy or revocation thereof, does not corresponds to the name of a Unit Owner, but is signed in a representative capacity, the Association, if acting in good faith, is nevertheless entitled to accept the act as that of the Unit Owner, in accordance with the provisions of CRS 7-127-204. For example, the vote of a corporation or business trust may be cast by any officer of that corporation or business trust in the absence of express notice of the designation of a specific person by the Board of directors or bylaws of the owner of the unit; the vote of a partnership may be cast by any general partner of the owning partnership in the absence of express notice of the designation of a specific person by the owning partnership. The moderator of the meeting may require reasonable evidence that a person voting on behalf of a corporation, partnership or business trust Owner is qualified to vote.

(c) The Association is entitled to reject a vote, consent, written ballot, waiver, proxy of revocation thereof, of the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has a reasonable basis for doubt as to the validity of the signature on the instrument or about the signatory's authority to sign for the Unit Owner.

(d) Association-owned Units. Votes allocated to a Unit owned by the Association may not be cast.

(e) Secret Ballots for Election of Directors. Votes for contested positions on the Board of Directors shall be made by secret ballot. Ballots shall be counted by a neutral third party or by a committee of volunteers, who shall be Unit Owners selected in an open meeting by the person presiding at the meeting. The volunteers shall not be board members and in the case of a contested election, shall not be candidates.

(f) Secret Ballots on Other Matters. Pursuant to CRS 38-33.3-310(B), at the discretion of the Board, or upon the request of twenty percent (20%) of the Unit owners present at the meeting or represented by proxy, if a quorum has been achieved, a vote on

any other matter affecting the Common Interest Community on which all Unit owners are entitled to vote, shall be by secret ballot.

(g) **Counting of Secret Ballots.** Pursuant to CRS 38-33.3-310(C), secret ballots shall be counted by a neutral third party or by a committee of volunteers. Such volunteers shall be Unit Owners who are selected or appointed at an open meeting, in a fair matter, by the chairman of the meeting, or by another person presiding during that portion of the meeting. The volunteers shall not be Board members, and in the case of a contested elected for a Board position, shall not be candidates.

(h) **Reporting Results of Secret Ballot.** Pursuant to CRS 38-33.3-310(D), a vote taken by secret ballot shall be reported without reference to the names, addresses or other identifying information of the Unit Owners voting on such ballot or in such election.

Section 7.16 Quorum. Except as otherwise provided in these Bylaws, the presence, in person or by proxy, at the beginning of the meeting, of members having at least twenty percent (20%) of the total votes in the Association, shall constitute a quorum for the transaction of business at all meetings of members.

Section 7.17 Majority Vote. The Vote of a majority of the Unit Owners present in person or by proxy at a meeting at which a quorum shall be present shall be binding upon all Unit Owners for all purpose except where a higher percentage Vote is required in the Declaration, these Bylaws or by law.

Section 7.18. Action without Meeting CRS 7-127-107. Any action required or permitted to be taken at a members' meeting may also be taken without a meeting if members entitled to vote thereon unanimously agree and consent to such action, if such consent is reduced to a writing describing and consenting to the action are received within sixty days after the earliest date when a written consent is received by the Association; such writing may be by fax, email or other form of writing.

Section 7.19 Action of Members without a Meeting. Pursuant to CRS 7-127-109, any action which may be taken at a meeting of the members may be taken without a meeting if the Association delivers a written or email ballot to every member entitled to vote on the matter. The ballot shall state each proposed action in reasonable detail, and provide the opportunity to vote for or against each such action. The notice or ballot shall state a date, not less than ten (10) or more than forty (40) days from the date of mailing, by which the ballots must be returned to the Secretary, and shall state the address to which the ballots are to be returned. Within five (5) days of the return date specified in the notice, the President, in the presence of at least two (2) officers, directors or Unit Owners, shall open and count the ballots and shall certify the results of the vote in a written or emailed notice to the Board and to the members of the Association. The approval by written or emailed ballot shall only be valid when the number of votes cast equals or exceeds a quorum and the number of approvals equals or exceeds the number of votes required to approve the matter at a meeting where a quorum was present. The notice or ballot shall also state the number of responses needed to reach a quorum and state the number of ballots required for approval. A written ballot may not be revoked unless otherwise so provided in these Bylaws.

ARTICLE 8 **OFFICERS**

Section 8.1 Designation. The principal officers of the Association, shall be a president, one or more vice presidents, a secretary and a treasurer, all of whom shall be elected by the affirmative board of a majority of the Board. The Board may appoint an assistant treasurer, an assistant secretary and other officers as it finds necessary. The president and vice president, but no other officers, need to be Directors. Any two offices may be held by the same person, except the offices of president and secretary. The office of vice president may be vacant.

Section 8.2 Election of Officers. The officers of the Association shall be elected annually by a majority of the members of the Board. They shall hold office at the pleasure of the Board.

Section 8.3 Removal of Officers. Upon the affirmative vote of a majority of the Directors or a majority of the Unit Owners, any officer may be removed, either with or without cause. A successor may be elected at any regular meeting of the Board or at any special meeting of the Board called for that purpose.

Section 8.4 Vacancies. A vacancy in any office, however occurring, may be filled by the affirmative vote of a majority of the members of the Board for the unexpired portion of the term.

Section 8.5 President. The president shall be the chief executive officer of the Association. The president shall preside at all meetings of the Unit Owners and of the Board. The president shall have all of the general powers and duties which are incident to the office of president of a nonprofit corporation organized under the laws of the State of Colorado. The president may fulfill the role of treasurer in the absence of the treasurer. The president may cause to be prepared and may execute amendments, attested by the secretary, to the Declaration and these Bylaws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

Section 8.6 Vice President. The vice president shall take the place of the president and perform the president's duties whenever the president is absent or unable to act. If neither the president nor the vice president is able to act, the Board shall appoint some other Director to act in the place of the president on an interim basis. The vice president shall also perform other duties imposed by the Board or by the President.

Secretary 8.7 Secretary. The secretary shall keep the minutes of all meetings of the Unit Owners and the Board; notwithstanding the foregoing, the Board may designate to one or more other persons the authority and responsibility for the preparation and maintenance of the minutes of directors and members meetings and other records required to be maintained by the Association. The Secretary shall have charge of the Association's books and papers as the Board may direct, and shall perform all the duties incident to the office of secretary of a nonprofit corporation organized under the laws of the State of Colorado. The Secretary may cause to be prepared and attest to the execution by the president of amendments to the Declaration and the Bylaws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

Section 8.8 Treasurer. The treasurer shall be responsible for the Association's funds and securities, and for keeping, or causing to be kept, full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial data. The treasurer shall be responsible for the deposit of all monies and

other valuable effects in depositories designated by the Board and shall perform all the duties incident to the office of treasurer of a nonprofit corporation organized under the laws of the State of Colorado. The treasurer may endorse on behalf of the Association, for collection only, checks, notes and other obligations, and shall deposit the same and all monies in the name of, and to the credit of the Association in banks designated by the Board. Except for the reserve funds described below, the treasurer may have custody of and shall have the power to endorse for transfer, on behalf of the Association, stock, securities or other investment instruments owned or controlled by the Association. Reserve funds of the Association shall be deposited in segregated accounts or in prudent investments, as the Board decides.

Funds may be withdrawn from these reserves for the purposes for which they were reserved, by check or order, authorized by the treasurer, and executed by any two officers of the Association, at least one of whom shall be a director of the Association. The Members and their mortgagees shall be entitled to inspect the records of receipts and expenditures made by the Board during normal weekday business hours, and, upon prior written notice and payment of a reasonable fee, any Member shall be furnished a statement of account setting forth the amount of unpaid assessments or other charges due and owing from the Member.

Section 8.9 Agreements, Contracts, Deeds, Checks, etc. Except as otherwise provided in Article 8.0 of these Bylaws, all agreements, contracts, deeds, leases, checks and other obligations of the Association may be executed by the President of the Association, or in his absence, by any other officer of the Association.

Section 8.10 Statements of Unpaid Assessments. The treasurer, assistant treasurer, a manager employed by the Association or, in their absence, any officer having access to the books and records of the Association, may prepare, certify, execute and deliver statements of unpaid assessments, in accordance with the Act. The Association may charge a reasonable fee for preparing statements of unpaid assessments. The amount of the fee and the time of payment shall be established by resolution of the Board. Any unpaid fees may be assessed as a Common Expense against the Unit for which the certificate or statement is furnished.

ARTICLE 9 **DUTIES OF OFFICERS**

Section 9.1 The President shall:

- (a) act as presiding officer at all meetings of the members of the Association;
- (b) be empowered to call special meetings of the Board of Directors or its members; sign all checks, contracts, notes, deeds of trust, and other instruments on behalf of the Association, except to the extent that the Association's manager or other officers shall have been empowered to do so;
- (c) perform all acts and duties usually carried out or required of a chief executive officer
- (d) insure that all orders and resolutions of the Board of Directors are carried out;

(e) render an annual report at the annual meeting of the members;

(f) conduct the day to day business of the Association, except to the extent that the Association's manager shall have been empowered to do so.

Section 9.2 The Vice-President shall

(a) act as presiding officer in the absence of the President;

(b) perform all other duties of the President in the absence of the President;

(c) sign checks, in the absence of the President;

(d) perform such other duties as may be required by the Board.

(e) should the President and the Vice President be absent from any meeting, the remaining directors shall select a person to act as chairman of any meeting.

Section 9.3 The Secretary shall

(a) Attend all regular and special meetings of the members of the Association and of the Board of Directors and keep or cause to be kept all records and minutes of proceedings thereof; minutes of all meetings shall be reduced to writing and shall be available for inspection by the members, or their authorized representatives, and the directors. The minutes of all proceedings shall be retained for not less than seven years;

(b) have custody of the corporate seal and affix it when necessary or required;

(c) attend to all correspondence on behalf of the Board of Directors, prepare and serve notices of meetings, and keep membership and similar books and records;

(d) maintain copies of all documents required to be maintained in accordance with the Colorado Common Interest Ownership Act and the Colorado Revised Nonprofit Corporation Act, including the Association's Declaration of Covenants, Articles of Incorporation, Bylaws, Rules and Regulations, and all amendments to same.

Section 9.4 The Treasurer shall

(a) receive such monies as shall be paid into his hands on behalf of the Association and disburse funds in accordance with the directives of the Board of Directors;

(b) supervise the keeping of all accounts of the financial transactions of the Association;

(c) The Treasurer may have the assistance of an accountant or auditor, who shall be employed by the Board of Directors. In the event that the Association retains a manager, the treasurer may delegate such of the treasurer's functions to the manager as the Board of Directors may deem necessary or proper.

ARTICLE 10

INDEMNIFICATION

Section 10.1 Indemnification. The Association shall indemnify every Board Member, Officer or the Managing Agent, their respective successors, personal representatives and heirs, against all loss, costs and expenses, including attorneys' fees, reasonably incurred by him or it in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Board Member, Officer or the Manager, except as to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable of negligence or misconduct and may advance the costs of such Board member's defense should it adopt a resolution approving such advances. In the event of a settlement, indemnification shall be provided at the discretion of the Board. These rights shall not be exclusive of other rights to which such Board Member, Officer or Managing Agent may be entitled. All liability, loss, damage, cost and expense incurred or suffered by the Association by reason of or arising out of or in connection with the foregoing indemnification provisions shall be a common expense of the Association; provided, however, that nothing herein contained shall be deemed to obligate the Association to indemnify any member or owners of a Unit who is or has been a Board Member, Officer or Managing Agent of the Association with respect to any duties or obligations assumed or liabilities incurred by him under and by virtue of the Declaration.

Section 10.2 Other. Contracts or other commitments made by the Board, an Officer or the Managing Agent shall be made as an agent for the Association, and they shall have no personal responsibility on any such contract or commitment.

ARTICLE 11 RECORDS

Section 11.1 Association Records; Examination, Inspection and Copying. (CRS 38-33.3.317)

(a) The Association shall keep as permanent records minutes of all meetings of property owners, minutes of all board meetings, records of any consents in lieu of meetings, records of all actions taken by vote of the property owners, records of all committee actions, and a record of all waivers of notices of meetings of owners or directors.

(b) The Unit Owners shall have the right to examine, inspect and copy Association records other than personnel records, if any, or matters pertaining to on-going legal matters, if subject to any legal privilege. Records not available on the Association's web-site may be obtained by contacting the Association's managing agent.

(c) The Association may provide copies at no charge to the Owner or Owner's representative; however, the Association shall charge not less than \$0.25 per copy for providing copies.

(d) Pursuant to CRS 38-33.3-317, requests for records may be made by phone, in person or by email. The Board of Directors decision denying the Owner's request, of the copies shall be made available for delivery within five (5) business days or at the next regularly scheduled meeting if such meeting occurs within thirty (30) days after the request. The Board of Directors may require, at the Board's sole discretion, an Owner to put his or her request in writing or by email directed to the Board.

(e) No particular form of request is required to be submitted to the Association; any form of request which specifies the documents requested and the purpose of the request will be accepted and acted upon by the Association.

(f) **Audit (CRS 38-33.3-303(4)).** The books and records of the Association shall be subject to audit or review, but an audit shall be required only if the Association has revenues or expenditures of at least \$250,000.00, and an audit is requested by owners of at least one-third (1/3) of the total number of Units. The results of the audit or review will be made available to any Unit Owner within thirty days after the completion of the audit or review upon the Unit Owner's written request.

Section 11.2 Records. The Association shall keep the following records:

(a) An account for each Unit, which shall designate the name and address of each Unit Owner, the name and address of each mortgagee who has given written notice to the Association that it holds a mortgage on the Unit, the amount of each Common Expense assessment, the date on which each assessment comes due, the amounts paid on the account and the balance due;

(b) An account for each Unit Owner showing any other fees payable by the Unit Owner;

(c) A record of any capital expenditures in excess of Five Thousand Dollars (\$5,000.00) approved by the Board for the current and two preceding fiscal years;

(d) A record of the amount and an accurate account of the current balance of any reserves for capital expenditures, replacement and emergency repairs, together with the amount of those portions of reserves designated by the Association for a specific project;

(e) The most recent regularly prepared balance sheet and income and expense statement, if any, of the Association;

(f) The current operating budget adopted by the Board of Directors;

(g) A record of any unsatisfied judgments against the Association and the existence of any pending suits in which the Association is a defendant;

(h) A record of insurance coverage provided for the benefit of Unit Owners and the Association;

(i) A record of any alterations or improvements to Units or Limited common Elements which violate any provisions of the Declarations of which the Board has knowledge;

(j) A record of any violations, with respect to any portion of the Common Interest Community, of health, safety, fire or building codes or laws, ordinances, or regulations of which the Board has knowledge;

(k) A record of the actual cost, irrespective of discounts and allowances, of the maintenance of the Common Elements;

- (l) Balance sheets and other records required by local corporate law;
- (m) Tax returns for state and federal income taxation;
- (n) Minutes of proceedings of incorporators, Unit Owners, Directors, committees of Directors and waivers of notice; and
- (o) A copy of the most current versions of the Declaration, Bylaws, Rules, and resolutions of the Board, along with their exhibits and schedules.

ARTICLE 12

RESERVES

As a part of the adoption of the regular budget, the Board shall include an amount which, in its reasonable business judgment, will establish and maintain an adequate reserve fund for the replacement or improvement of those Limited Common Elements that it is obligated to maintain, based upon the project's age, remaining life and the quantity and replacement cost of major Common Elements improvements.

ARTICLE 13

CHARACTER OF THE ASSOCIATION

The Association is organized as a not for profit association. No member or person for whom the Association may receive any property or funds shall receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Association be paid as salary or compensation to, or distributed to, or inure to the benefit of, any member of the Board, any officer or any member, except upon a dissolution of the Association; provided, however, that reasonable compensation may be paid to any member, manager, officer or director while acting as an agent or employee of the Association for services rendered in effecting one or more of the purposes of the Association and any member, manager, officer or director may be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of the Association.

ARTICLE 14

AMENDMENTS TO BYLAWS

Section 14.1

(a) The Board of Directors may amend these Bylaws from time to time except to the extent that the Colorado Common Interest Ownership Act or the Non-Profit Corporation Act reserve such power exclusively to the members; or if such amendment would result in a change of the rights, privileges, preferences, restrictions or conditions of a membership class as to voting, dissolution, redemption, or transfer by change in the rights, privileges, preferences, restrictions or conditions of another class.

(b) the members of the Association may also amend these Bylaws in accordance with applicable law.

Section 14.2 A Bylaw that fixes a lesser or greater quorum requirement or a greater voting requirement for members pursuant to CRS 7-127-207 shall not be amended by the Board of directors.

Section 14.3 No amendment of the Bylaws of this Association shall be adopted which would affect or impair the validity or priority of any mortgage covering any Unit or which would change the provisions of the Bylaws with respect to institutional mortgagees of record.

ARTICLE 15 **MISCELLANEOUS**

Section 15.1 Proof of Ownership. Every person becoming a Unit Owner shall immediately furnish to the Board a photocopy of the recorded instrument vesting ownership in such person. If a Unit is owned by more than one Owner, such co-owners shall designate one address as the registered address of the Unit Owners. Such notice shall be in writing and signed by all of the Owners to which it relates. A member shall not be entitled to vote unless these requirements have first been met.

Section 15.1 Notices. All notices to the Association or the Board shall be delivered to the office of the Manager, or, if there is no Manager, to the office of the Association, or to such other address as the Board may designate by written notice to all Unit Owners. All notices to a Unit Owner shall be sent to the Unit Owner's address as it appears in the records of the Association. All notices to holders of security interests in the Units shall be sent, except where a different manner of notice is specified in the Declaration or in the Acts, by registered or certified mail to their respective addresses, as designated by them in writing to the Association. All notices shall be deemed to have been given when mailed, except notices of changes of address, which shall be deemed to have been given when received.

Section 15.2 Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 15.3 Waiver. No restriction, condition, obligation or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

Section 15.4 Office. The principal office of the Association shall be at the office of Bruce Harper, 901 West Beaver Creek Boulevard # 135, Avon, Colorado 81620, or at such place as the Board may from time to time designate.

Section 15.5 Severability. If any portion of these Bylaws shall be judged invalid, such fact shall not affect the validity of any other Bylaw.

Section 15.6 Numbers and Genders. Whenever used herein, unless the context shall otherwise provide, the singular shall include the plural, the plural the singular, and the use of any gender shall include all genders.

ATTEST: I am the duly elected and acting secretary of the Ironwood at Beaver Creek Homeowners Association, Inc., a Colorado non-profit corporation and that the foregoing Bylaws constitute the bylaws of the Association duly adopted by the Board of Directors of the Association on the 2nd day of December, 2010.

**IRONWOOD AT BEAVER CREEK
HOMEOWNERS ASSOCIATION**

Paul Clark

Secretary

Bylaws 081110