

**BY-LAWS
OF
CEDAR MESA HOMOWNERS ASSOCIATION, INC
A NON-PROFIT CORPORATION**

Deletions in Italics

BY-LAWS TO BE VOTED ON BY THE BOARD OF DIRECTORS

CURRENT BY-LAW	PROPOSED BY-LAW	VOTE
ARTICLE I, DEFINITIONS		
2. “ <u>Owner</u> ” shall mean and refer to the record owner whether one or more persons or entities, of a 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.	2. “ <u>Owner</u> ” shall mean and refer to the record owner whether one or more persons or entities, of a fee simple title to any <u>lot/tract</u> which is a part of the <u>Cedar Mesa Ranches subdivision as shown on the Plat map of Cedar Mesa Subdivision as recorded in the office of the County Clerk of Montezuma County, Colorado, Plat book 13 page 138 including</u> , contract sellers, but excluding those having such interest merely as security for the performance of an obligation.	Board Vote
3. “ <u>General Common Facilities</u> ” shall mean and include all roads as shown on the subdivision plat, except County Roads, which are publicly owned and maintained roads. <i>Provided, however, each lot owner shall be individually responsible for maintenance and reasonable snow removal to the centerline of those portions of the subdivision’s private access roads which are contiguous to said lot owner’s property.</i>	3. “ <u>General Common Facilities</u> ” shall mean and include all roads as shown on the subdivision plat, except County Roads, which are publicly owned and maintained roads.	Board Vote
5. “ <u>Common Expenses</u> ” means and includes expenses of administration, operation, and the expenses of maintenance, repair or replacement of the general common elements; expenses declared common expenses	5. “ <u>Common Expenses</u> ” means and includes expenses of administration, operation, and the expenses of maintenance, repair or replacement of the general common elements; expenses declared	Board Vote

by provisions of the By-Laws of the Association; and all sums lawfully assessed against <i>the lots and</i> the general common elements.	common expenses by provisions of the By-Laws of the Association; and all sums lawfully assessed against the general common elements.	
6. “ <u>Member</u> ” shall include and refer to every person or entity holding membership in the Association.	6. " <u>Member</u> " shall be each lot/tract owner in the Cedar Mesa Ranches subdivision.	Board Vote
7. Not in current By Laws	7. " <u>Lot</u> " A lot/Tract which is a part of the Cedar Mesa Ranches subdivision as shown on the Plat map of Cedar Mesa Subdivision as recorded in the office of the County Clerk of Montezuma County, Colorado, Plat book 13 page 138	Board Vote
ARTICLE II. OFFICE		
<u>Principal Office</u> : The principal office for the transaction of the business of the Association is hereby fixed and located at 995 Railroad Avenue, Suite E, Dolores, Colorado, 81323. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another within said Montezuma County.	<u>Principal Office</u> : The principal office for the transaction of the business of the Association is hereby fixed and located by the board of directors of the Cedar Mesa Ranches Home Owners Inc.	Board Vote
ARTICLE IV, MEETING OF MEMBERS		
<u>Section 2</u> . The annual meeting of members of the Association shall be held on the second Saturday of January each year at 3:00 p.m. of said day, provided, however, that annual meeting of members shall be held at the same time and place on the next succeeding day which is not a legal holiday. <i>Notwithstanding, anything to do the contrary herein, an organizational meeting of the members shall be called by the incorporators as soon as practicable subsequent to the consummation of the sale of the first lot.</i>	<u>Section 2</u> . The annual meeting of members of the Association shall be held on the second Saturday of January each year at 3:00 p.m. of said day, provided, however, that annual meeting of members shall be held at the same time and place on the next succeeding day which is not a legal holiday.	Board Vote

<p><u>Section 3.</u> Special meetings of the Board of Directors for any purpose may be called at any time by the President, or by the Board of Directors at a time and place designated by the parties upon 24 hour notice served personally by mail or telephone.</p>	<p><u>Section 3.</u> Special meetings of the Board of Directors for any purpose may be called at any time by the President, or by the Board of Directors at a time and place designated by the parties upon 24 hour notice served personally by mail, telephone, <u>or E-mail.</u></p>	<p>Board Vote</p>
<p><u>Section 4.</u> Written notice of meetings, annual or special shall be given to each member entitled to vote, either personally or by sending a copy of the notice through the mail, postage pre-paid, to his address appearing on the books of the Association or supplied by him to the Association for the purpose of notice. All such notices shall be sent to each member entitled thereto not less than ten (10) days nor more than sixty (60) days before each meeting, and shall specify the place, the day and the hour of such meeting, and in case of special meetings, the general nature of the business to be transacted.</p> <p><i>When any meeting of members, either annual or special, is adjourned for thirty (30) days or more, notice of the time and place of the adjourned meeting shall be given as in the case of any original meeting. Except as aforesaid, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting, other than by announcement thereof at the meeting at which such adjournment is taken.</i></p>	<p><u>Section 4.</u> Written notice of meetings, annual or special shall be given to each member entitled to vote, either personally or by sending a copy of the notice through the mail, postage pre-paid, or <u>Email</u> to his address appearing on the books of the Association or supplied by him to the Association for the purpose of notice. All such notices shall be sent to each member entitled thereto not less than ten (10) days nor more than sixty (60) days before each meeting, and shall specify the place, the day and the hour of such meeting, and in case of special meetings, the general nature of the business to be transacted.</p>	<p>Board Vote</p>
<p><u>Section 5.</u> <i>The transaction of any business at any meeting of members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum of 50</i></p>	<p>Delete because Section 6 state this</p>	

<p><i>percent of the members a re present either in person or by proxy, and if, either before or after the meeting, each of the members entitled to vote, not present or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting or approval of the minutes thereof. All such waivers, or approvals shall be filed with the records of the Association or made a part of the minutes of the meeting.</i></p>		Board Vote
<p><u>Section 6.</u> The presence in person or by proxy of the holders of a majority of the membership then in existence shall be requisite and shall constitute a quorum for the transaction of all business at any annual or special meeting. The acts approved by a majority of the members present at a meeting at which a quorum is present shall constitute the acts of the members except when approval by a greater number of members is required by the Articles of Incorporation, or these By-Laws. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal or departure of certain members, leaving less than a quorum present.</p>	FOR INFORMATION ONLY –RELATES TO SECTION 5.	
<p><u>Section 7.</u> Every member entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such member or his duly authorized agent and filed with the Secretary-Treasurer of the Association; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution.</p>	<p><u>Section 7.</u> Every member entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such member or his duly authorized agent and filed with the Secretary of the Association; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution.</p>	Board Vote

ARTICLE V, DIRECTORS

<p><u>Section 2 - Number and Qualification of Directors.</u> The number of Directors of this Corporation shall be seven provided that the number of members on the Board of Directors may be changed from time to time <i>by an amendment of the Articles, or by an amendment of this Section 2 of Article V of these By-Laws, fixing or changing such number, adopted by the vote or written assent of members entitled to exercise a majority of the voting power.</i></p>	<p>Section 2 - Number and Qualification of Directors. The number of Directors of this Corporation shall be seven provided that the number of members on the Board of Directors may be changed from time to time <u>by a majority vote of the membership. A director must be a land owner in the subdivision and not be delinquent in the payment of any annual dues or assessments.</u></p>	<p align="center">Board Vote</p>
<p><u>Section 3 – Election and Term of Office.</u> Until the holding of organization meeting of the members referred to in Section 2 of Article IV of these By-Laws, the Board of Directors shall consist of those directors named in the Article of Incorporation. The directors shall be elected at each annual meeting of members, but if any such annual meeting is not held, or if the directors are not elected thereat, the directors may be elected at any special meeting of members held for that purpose. All directors shall hold office until their respective successors are elected.</p>	<p><u>Section 3 – Election and Term of Office..</u> The directors shall be elected at each annual meeting of members <u>as stated in Article IV section 2,</u> but if any such annual meeting is not held, or if the directors are not elected thereat, the directors may be elected at any special meeting of members held for that purpose. All directors shall hold office <u>for one year or until their respective successors are elected.</u> <u>Nominations for directors will be requested two months before the annual meeting and the slate of candidates will be mailed to the membership no later than one month prior to the annual meeting.</u> <u>This procedure is to be carried out by the board then in power. A quorum of 50% of the membership must be present or present by proxy to elect the board. The seven candidates with the largest amount of votes will be elected as board members.</u></p>	<p align="center">Board Vote</p>
<p><u>Section 5 – Place of Meeting.</u> All meetings of the Board of Directors shall be held at the principal office of the Association or at any other place or places within the</p>	<p><u>Section 5 – Place of Meeting.</u> All meetings of the Board of Directors shall be held at the principal office of the Association or at any other place or</p>	

<p>County of Montezuma designated at any time by resolution of the Board or by written consent of all members of the Board.</p>	<p>places within the County of Montezuma designated at any time by resolution of the Board or by written consent of all members of the Board. <u>Board meetings may or may not be attended by the membership at the discretion of the Board. The Board must hold at least one meeting every two months that the membership can attend. All voting done by the board should be done at a meeting where the membership can attend. The exception to this would be in the case of an emergency meeting where the time for a decision is critical</u></p>	<p>Board Vote</p>
<p><u>Section 6 – Organization Meetings.</u> Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business. Notice of such meeting is hereby dispensed with.</p>	<p><u>Section 6 – Organization Meetings.</u> Following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers (<u>President, Vice President, Secretary, and Treasurer</u>) and the transaction of other business. Notice of such meeting is hereby dispensed with.</p>	<p>Board Vote</p>
<p><i>Section 7 – Other Regular Meetings. Other regular meetings of the Board of Directors may be held without call at such place and day and hour as may be fixed from time to time by resolution of the Board of Directors; provided, that should said day fall upon a legal holiday, then the meeting which otherwise should be held on said day shall be held at the same time on the next day thereafter ensuring which is not a legal holiday. Notice of all such regular meetings of the Board of Directors is hereby dispensed with.</i></p>	<p>Section 7 (delete as not needed)</p>	<p>Board Vote</p>
<p><u>Section 8 – Special Meetings – Notices.</u> Special meetings of the Board of Directors for any purpose may be called at</p>	<p><u>Section 8 – Special Meetings – Notices.</u> Special meetings of the Board of Directors for any purpose</p>	

<p>any time by the Chairman or by the President, or if they are unable or refuse to act, by the Vice President, or by any two directors.</p> <p>Written notice of the time and place of special meetings shall be delivered personally to the directors or sent to each director by letter or by telegram, postage or charges prepaid, addressed to him at his address as it is shown upon the records of the Association. <i>In case such notice is mailed or telegraphed it shall be deposited in the United States mail or delivered to the telegraph company at or near the place in which the principal office of the Association is located at least forty-eight (48) hours prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery as provided herein shall be due, legal and personal notice to each such director.</i></p>	<p>may be called at any time by the Chairman or by the President, or if they are unable or refuse to act, by the Vice President, or by any two directors.</p> <p>Written notice of the time and place of special meetings shall be delivered personally to the directors or sent to each director by letter or by <u>E-Mail</u>, postage or charges prepaid, addressed to him at his address as it is shown upon the records of the Association.</p>	<p>Board Vote</p>
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<p><u>Section 10 – Waiver of Notice.</u> The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, <i>and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approval shall be filed with the records of the Association or made a part of the minutes of the meeting.</i></p>	<p><u>Section 10 – Waiver of Notice.</u> The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present.</p>	<p>Board Vote</p>
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<p><u>Section 15 – Presiding Officer.</u> <i>The members of the Board of Directors shall elect one of their number to act as Chairman and one of their number to act as Secretary.</i></p>	<p><u>Section 15 – Presiding Officer.</u> <u>The President is elected by the Board at the first meeting after the board is elected and will serve as the Chairman of</u></p>	
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<i>The Chairman shall preside at all meetings and the Secretary-Treasurer shall record the minutes of all meetings of the Board of Directors and the members.</i>	<u>the Board at all meetings. In his absence, the Vice President will assume this duty. The Secretary shall record the minutes of all meetings of the Board of Directors and the members.</u>	Board Vote
ARTICLE VI, OFFICERS		
<u>Section 1 – Officers.</u> The officers shall be a President, Vice President, Secretary-Treasurer, which officers shall be elected by and hold office at the pleasure of the Board of Directors. Each of the officers may, but need not, be a member of the Board of Directors. <i>Any two or more such offices, except those of President and Secretary, may be held by the same person.</i>	<u>Section 1 – Officers.</u> The officers shall be a President, Vice President, Secretary, <u>and Treasurer.</u> These officers shall be elected by and hold office at the pleasure of the Board of Directors. Each of the officers <u>except the President and Vice President</u> may, but need not, be a member of the Board of Directors.	Board Vote
<u>Section 2 – Election.</u> <i>The officers of the Association, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be elected by the members of the Association at their annual meeting and shall hold such office for the term of one year or until their successors are elected.</i>	Section 2 (remove because of conflict with section 1)	Board Vote
<u>Section 4 – Removal and Resignation.</u> Any officer may be removed, <i>either with or without cause</i> , by the vote of a majority of all the directors then in office at any regular or special meeting of the Board at which a quorum is present.	<u>Section 4 – Removal and Resignation.</u> Any officer may be removed, with cause <u>and</u> by the vote of a majority of all the directors then in office at any regular or special meeting of the Board at which a quorum is present	Board Vote
<u>Section 5 – Vacancies.</u> <i>A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these By-Laws for regular appointments to such office.</i>	Remove as not needed because vacancies are covered in other sections.	Board Vote

<p><u>Section 6 – President.</u> The President shall be the chief executive officer of the Association and shall, subject to the direction of the Board of Directors, have general supervision, direction and control of the business and officers of the Association. <i>The President may, but need not be the Chairman of the Board of Directors.</i> He shall be an ex-officio member of all standing committees, if any, and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these By-Laws.</p>	<p><u>Section 6 – President.</u> The President shall be the chief executive officer of the Association and shall, subject to the direction of the Board of Directors, have general supervision, direction and control of the business and officers of the Association. He shall be an ex-officio member of all standing committees, if any, and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these By-Laws</p>	<p>Board Vote</p>
<p><u>Section 8 –Secretary-Treasurer.</u> The Secretary-Treasurer shall keep or cause to be kept a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of directors and members, with the time and place of the holdings of same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors’ meetings, the number of membership present or represented at Members’ meetings and the proceedings thereof.</p> <p>The Secretary-Treasurer shall keep, or cause to be kept, at the principal office a membership register showing the following: (1) the names and addresses of all members of the Board of Directors, (2) the names of the members and their addresses, (3) the property to which each member relates, (4) the number of votes represented by each member, (5) the number and date of membership certificates issued, if any, and (6) the number and date of cancellation of membership certificates, if any.</p>	<p><u>Section 8 –Secretary.</u> The Secretary shall keep or cause to be kept a book of minutes <u>and correspondence to/from the Board of Directors</u> at the principal office or such other place as the Board of Directors may order, of all meetings of directors and members, with the time and place of the holdings of same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors’ meetings, the number of membership present or represented at Members’ meetings and the proceedings thereof.</p> <p><u>The Secretary</u> shall keep, or cause to be kept, at the principal office a membership register showing the following: (1) the names and addresses of all members of the Board of Directors, (2) the names of the members and their addresses, (3) the property to which each member relates, (4) the number of votes represented by each member, (5) the number and date of membership certificates issued, if any, and</p>	<p>Board Vote</p>

The *Secretary-Treasurer* shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the By-Laws or by law to be given, and he shall keep the seal of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these By-Laws.

The *Secretary-Treasurer* shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association. The books of account shall at all reasonable times be open to inspection by an directors or by an Member.

The *Secretary-Treasurer* shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Association as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all his transactions as Secretary-Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of these By-Laws.

(6) the number and date of cancellation of membership certificates, if any.

The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the By-Laws or by law to be given, and shall keep the seal of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these By-Laws.

The Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association. The books of account shall at all reasonable times be open to inspection by an directors or by any member.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Association as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of these By-Laws.

ARTICLE VII. MISCELLANEOUS

Section 1 – Record Date and Closing Membership Register. *The Board of Directors may fix a time, in the future, not exceeding fifteen (15) days preceding the date of any annual or special meeting of the Board of Directors, the Board of Directors may adopt, amend or repeal any of these By-Laws, except that only by a vote of the members, as provided in Section 1 of this Article VII, may the following By-Laws be amended or changed:*

- (a) The provisions of Article V, Section 2, relating to the Number of Directors;
- (b) The provisions of Article III, Section 1,2,3,4,and 5, relating to Number of Members, Qualification of Members, Transfer of Membership, and Termination of Membership, and;
- (c) The provisions of Article III, Section 2, 7 and 8 relating to Voting, Assessments, and Enforcement of Payment of Assessments

Section 1 – Amending, changing or adding to the By-laws. The Board of Directors may with a majority vote amend, change or add to the By-Laws except as stated in parts (a), (b), (c) and (d) of section 1 article VII

- (a) The provisions of Article V, Section 2, relating to the Number of Directors;
- (b) The provisions of Article III, Section 1,2,3,4,and 5, relating to Number of Members, Qualification of Members, Transfer of Membership, and Termination of Membership.
- (c) The provisions of Article III, Section 2, 7 and 8 relating to Voting, Assessments, and Enforcement of Payment of Assessments
- (d) Article VII Section 1

Board Vote