

BY-LAWS
OF
PROPERTY OWNERS ASSOCIATION OF MEADOWDALE HILLS, INC.
as revised through July 14, 2007

ARTICLE I Offices

The principal office of the Property Owners Association of Meadowdale Hills Corporation, hereafter referred to as the Association, in the State of Colorado shall be located in, or near to, the town of Estes Park, Colorado. The Association may have such other offices, either within the State of Colorado, or without, as the Board of Directors may determine or as the affairs of the Association may require from time to time. The Association shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Non-Profit Association Act. The registered office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II Eligibility for Membership, Voting and Dues

1. All owners of real property located in the Meadowdale Hills Subdivision, 1st and 2nd Filings, at Estes Park, Larimer County, Colorado, shall be eligible for membership.
2. Voting in all meetings of the Association, or by mail ballots, shall be on the basis of one (1) vote for each piece of property regardless of the number of individuals sharing the ownership of said piece of property. In case members of the same family should own more than one piece of property in said subdivision, the individuals within said family may cast a ballot for each piece of property owned, providing dues have been paid for each piece of property owned for the current year. Voting by proxy will not be permitted.
3. Dues (assessments) shall be paid by members of the Association to the Treasurer annually. Annual assessments shall be based on a budget adopted by the Board of Directors annually. If an annual budget is not so adopted, the budget then in effect shall remain in effect until a new budget is adopted. A member who is delinquent in the payment of assessments shall not be eligible to vote on membership matters nor be eligible to serve as an officer or director of the Association. The annual budget may include a reserve fund for future Association expenses, as determined by the Board of Directors.

ARTICLE III Organization, Board of Directors, Officers and Elections

1. Meadowdale Hills Subdivision is a subdivision in Larimer County, Colorado, and this Association is incorporated in the State of Colorado as a non-profit corporation. By Colorado state law this corporation must pay an annual fee to the State of Colorado in order to remain a corporation. This fee will be paid by the Secretary-Treasurer each year.

2. Board of Directors:
 - a. The affairs and business of the Association shall be conducted by its Board of Directors within the limits of these By-Laws.
 - b. The Board of Directors shall consist of the President, the Vice-President, the Secretary-Treasurer, and five Directors-at-Large. The Directors-at-Large shall be elected for staggered terms of two years. Directors need not be legal residents of the State of Colorado, but they must be members in good standing of the Association. Directors-at-Large will be elected by majority vote of the members attending the Annual Meeting. The immediate past President shall become an ex-officio, non-voting member of the Board of Directors. Any Board member (Officer or Director), who becomes disinterested or does not wish to serve, or does not attend two meetings without a genuine excuse acceptable to the members of the Board of Directors, shall be dropped from the Board of Directors.
 - c. Any vacancy occurring in the Board of Directors may be filled for the remainder of the term by the affirmative vote of a majority of the remaining Directors, even though there be less than a quorum.
 - d. Removal of any Director or the entire Board of Directors may be achieved without or with cause, at any special meeting of the members called with notice of at least fourteen days, but not more than thirty days, before the date set by a majority of the members entitled to vote either in person or by mail ballot.
3. Officers of the Association:
 - a. The officers of the Association shall consist of a President, a Vice President, and a Secretary-Treasurer, who shall be elected by majority vote of the members attending the Annual Meeting. The President and the Vice-President shall be elected for a term of one year; however, each may succeed himself/herself for one additional year. The Secretary-Treasurer may be elected for a term of one year and may succeed himself/herself for two additional years.
 - b. The President shall be the principal executive officer of the Association. Subject to the control of the Board of Directors, he/she shall supervise all the business of the Association. He/she shall, unless absent, preside at all meetings of the members and the Board of Directors, shall sign, with Secretary or any other properly elected officer of the Association authorized by the Board of Directors, any instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution of any instruments are specifically delegated to some other officer or agent of the Association, and shall in general perform the duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors from time to time.
 - c. The Vice President shall, in the absence of the President or in the event of his/her death, and inability or refusal to act, perform the duties of the President. When so acting, he/she shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also perform such duties as from time to time may be assigned to him by the President or by the Board of Directors.
 - d. The Secretary-Treasurer shall keep the minutes of the meetings of the Association and of its Board of Directors, see that all notices are duly given in accordance with the provisions of these By-Laws and with the law of the State of Colorado, keep a register of those members eligible to vote, and shall in general perform all duties

incident to the office of the secretary and such other duties as may be assigned by the President or by the Board of Directors. All minutes of the Association's meetings and other records shall be available upon reasonable request at reasonable hours for examination by any member in good standing in the Association. As treasurer, he/she shall have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for monies due and payable to the Association from any source whatever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the By-Laws, and shall in general perform all duties incident to the office of the treasurer and such other duties as from time to time may be assigned to him, or her, by the President or by the Board of Directors. To conserve expenses, when dues are paid by check, no return receipt shall be sent unless requested.

- e. No officer or director of this Association shall be paid any compensation for his/her services as an officer or as a director other than actual expenses incurred in the performance of his/her, duties as an officer or as a director unless the same is authorized by a vote of two-thirds of the members of the Association held at a meeting of such members or by mail ballot. The exception to this is the payment of one hundred (\$100.00) dollars per year to the Secretary-Treasurer for his/her services. No payment for time or travel expenses will be allowed for attending meetings.
- f. The Board of Directors may organize such committees as are deemed advisable and useful to carry on the affairs of the Association. Members of the various committees of the Association shall be appointed by the President with the advice and consent of the majority of the Board of Directors.
- g. Election of officers and directors shall be part of the business of each annual meeting of the Association held on the second Saturday of the month of July. The date of the annual meeting of the Association shall be subject to change by a two-thirds affirmative vote of the membership at a meeting or by mail ballot. A nominating committee shall be appointed by the President prior to each annual meeting of the Association. The nominating committee shall choose a candidate for each office and a candidate for each expiring directorship, shall obtain the permission of each candidate nominated, and shall report these nominations at the pleasure of the President at the Annual Meeting. The members at the Annual Meeting shall have the opportunity, also, for additional nominations before the vote is taken.

4. Director Immunity:

The Officers and Directors at Large shall not be personally liable to any corporation or to any individual for monetary damages resulting from the exercise of their fiduciary duties as described in these By-Laws. Such personal liability is hereby eliminated or is limited to the maximum extent provided by law.

ARTICLE IV Financial Arrangements, Checks, Deposits, Audit and Fiscal Year

All checks, drafts, or other orders for payment of money notes, and other evidence of indebtedness issued in the name of the Association shall be signed by the Secretary-Treasurer and countersigned by the President of the Association or in such a manner as shall from time to time be determined by resolution of the Board of Directors. Signature cards at the bank or other depository shall be renewed each year. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select. All funds received by the Association shall immediately be deposited in the Association's account and all disbursements of the Association's funds shall be accounted for and recorded. Each year the Board of Directors shall provide for the books of the Association to be audited. The Association shall operate upon a fiscal year beginning September 1st and ending August 31st. Upon dissolution of the Association for any reason, all funds of the Association, and any property acquired by it, shall be distributed to the members.

ARTICLE V Meetings and Ballots

1. Annual Meeting
 - a. An Annual Meeting of the members shall be held the second Saturday of July of each year. The actual place and time of the meeting shall be announced by mail. At that annual meeting, the Secretary-Treasurer shall submit the minutes of the previous annual meeting for approval of the members and report the actions taken by the Board of Directors in the interim between meetings. The Secretary-Treasurer shall report the financial status of the Association. Also, the chairmen of the various committees shall report.
 - b. Special meetings of members, for any purposes not prescribed by statute, may be called by the President or by the Board of Directors, and also shall be called by the President at the request of not less than one-tenth of all members entitled to vote either in person or by mail ballot. Notice of the place, day, and hour, and also the purpose or purposes of each special meeting in writing shall be mailed each voting member not less than fourteen days and not more than thirty days before the date of the special meeting. The date of record for determination of members entitled to vote, and therefore to notice, shall be the date on which the notice of the meeting is mailed or otherwise delivered. At either the Annual Meeting or a special meeting, a quorum shall consist of fifteen percent of member lots eligible to vote.
 - c. Whenever it is deemed advisable to give every member an opportunity to express himself or herself on a controversial issue, the Board of Directors may choose to obtain such expression by mail ballot rather than by a special meeting which many members might be unable to attend. The date of record for determination of members entitled to vote, and therefore of ballot, shall be the date on which the information on the issue and the ballot are mailed to the members. To have his or her ballot counted, a member must have returned it within thirty days after the date on which the ballot was mailed to said member.
 - d. The Board of Directors may provide by resolution the time and place within the State of Colorado for regular meetings. Special meetings of the Board of Directors may be called

at the request of the President or of any two Directors with notice of seventy-two hours or less if no Director protests. The vote of a Director may be obtained by mail or by phone. A majority of the Board of Directors shall constitute a quorum for all business with the exception of such exceptional and controversial issues and actions where a minority of three request that those Directors not present also be polled jointly by representatives of both sides of the issue.

ARTICLE VI Amendments

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by a majority vote of the members in good standing at any annual or special meeting of the Association or by mail ballot. Any alteration, amendment, or repeal of any part of these By-Laws shall be included in the notice of the meeting, and the existing phrasing along with the modification shall be included in the notice of the meeting for the inspection of members.
