

BY-LAWS

OF

EAST TWIN LAKES ESTATES HOME AND PROPERTY OWNERS ASSOCIATION

(a non-profit Colorado corporation)

(Recorded in Lake County July 28, 1998 R317503)

ARTICLE I

Executive Board, Powers, and Meetings

Section 1. The business of the corporation shall be supervised by the Executive Board, which entity shall consist of all the officers and directors of the corporation. The Executive Board shall have general supervision of the affairs of the corporation, shall make recommendations to the corporation, and shall perform other duties as specified in these By-Laws. The Executive Board shall be subject to the orders of the corporation, and shall not take any action which will conflict with the action taken by the corporation.

Section 2. The regular meetings of the Executive Board shall be held on the first Saturday of March and September of each year at a time and place designated by the Board.

Section 3. Special meetings of the Board may be called at any time by the President of the corporation or by any one member of the Executive Board, and notice of such meetings shall be given to the Board members by letter, post card, telephone call or personally and at such time prior to the meeting as under the circumstances may be practical.

Section 4. A special meeting of the Board shall be held at such time as the notice thereof may specify.

Section 5. Two members of the Board shall constitute a quorum at any meeting.

Section 6. So far as practical the current edition of Robert's Rules of Order shall be followed at the meetings of the Board.

Section 7. No member of the Board shall receive any compensation as an employee of the corporation or otherwise, and no member of the Board shall be interested in any contract or transaction with the corporation except in his official representative capacity.

Section 8. Any vacancy on the Board shall be filled by appointment by the remaining members of the Board, and said Appointee shall serve until the next annual meeting of the corporation at which time the position held by such Appointee shall be filled according to the procedure set forth below for the election of Directors and Officers of the Corporation.

ARTICLE II

Directors

Section 1. There shall be three directors of the corporation elected at an organizational meeting called by the incorporator of the corporation.

Section 2. The initial directors of the corporation as set forth in the Articles of Incorporation shall serve as directors on the following basis and for the following terms:

- (a) First Director- - shall serve until the first annual meeting of the membership at which time his/her position shall be filled by a vote of the membership as set forth in Section 5 of this Article.
- (b) Second Director- -shall serve until the second annual meeting of the membership at which time his/her position shall be filled by a vote of the membership as set forth in Section 5 of this Article.
- (c) Third Director - -shall serve until the third annual meeting of the membership at which time his/her position shall be filled by a vote of the membership as set forth in Section 5 of this Article.

Section 3. Each director of the corporation, save and except the initial Directors whose terms are set forth in Section 2 above, shall serve for a term of three years. Except in the case of death or resignation of a Director each director of the corporation shall serve for a three year term and only that director whose term expires during the calendar year of the annual meeting shall be elected at said annual meeting.

Section 4. In the event of death or resignation of a Director of the corporation, his position shall be filled by appointment of the remaining members or member of the Executive Board, as set forth in Article I, Section 8.

Section 5. The regular election of one Director of the corporation shall be held at each annual meeting of the membership of the corporation. At said meeting each member present shall be entitled to cast one vote for the candidate of his choice. The election described herein shall be conducted by secret ballot. The candidate receiving a majority of the votes cast at said election shall be declared to be elected to fill the vacancy, and his or her term of office shall begin at the conclusion of the annual meeting at which he or she was elected.

Section 6. At least one of the Directors shall hold homeowners membership in this corporation and shall be a permanent resident of East Twin Lakes Estates. The second director shall hold either a homeowners membership or a property owners membership in the corporation. The remaining director shall hold either a homeowners membership or a property owners membership in the corporation and shall be a representative of the developer. At such time as no person qualifies as a developer (as

hereafter defined) the third director shall be required to hold a homeowners membership in this corporation.

ARTICLE III

Officers

Section 1. The officers of the corporation shall be a president, vice-president and secretary-treasurer.

Section 2. At the conclusion of each annual meeting the Directors shall meet and elect the officers of the corporation. Each officer shall also be a director.

Section 3. The officers shall serve for a term of one year, and all three positions shall be vacated and refilled each year. No person shall serve in the same position for more than three consecutive years.

Section 4. The term of office of each officer shall begin at the conclusion of the meeting of the Executive Board at which they are elected, and shall terminate at the beginning of the meeting of the Executive Board following the next annual meeting.

Section 5. In the event of death or resignation of an officer of the corporation, his position shall be filled by appointment of the remaining member or members of the Executive Board, as set forth in Article I, section 8.

ARTICLE IV

Seal, Clerical, and Finance

Section 1. The Board shall adopt a seal of the corporation to be used in all places and in such manner as seals generally are used by public and private corporations. The Secretary shall have custody of the seal and shall be responsible for its safekeeping and use.

Section 2. The Secretary shall keep, in a well-bound book, a record of all proceedings of the Board, minutes of all meetings, certificates, contracts, bonds given by employees and all corporate acts which shall be open for inspection by all members of the corporation, as well as to other interested parties.

Section 3. The moneys of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Executive Board shall designate and as shall be authorized by law, and may be drawn out only by checks signed in the name of the corporation by such person or persons as the Executive Board by appropriate resolution shall direct.

Section 4. The fiscal year of the corporation shall be January 1 to December 31.

Section 5. The Secretary-Treasurer shall keep strict and accurate accounts of all moneys received by and disbursed for and on behalf of the corporation in permanent records. The Board shall prepare a financial report of all financial affairs of the corporation at the end of each calendar year.

ARTICLE V

Membership

Section 1. There shall be two classes of membership in this corporation.

- (a) Homeowners Membership
- (b) Property Owners Membership

Section 2. Any person who owns a home, residence or other dwelling located upon real property situate in East twin Lakes Estates shall be defined as a homeowner and, upon payment of the annual dues, shall be entitled to all rights and privileges associated with "homeowners membership" in this corporation. The member shall have no more than one vote regardless of the number of homes, residences, or dwellings owned in East twin Lakes Estates.

Section 3. Any person who owns real property in East twin Lakes Estates shall be defined as a property owner and, upon payment of the annual dues, shall be entitled to all rights and privileges associated with "property owners membership" in this corporation. The member shall have no more than one vote regardless of the number of tracts (lots) owned.

Section 4. The annual dues for the homeowners membership shall be \$10.00, payable in advance on or before July 15th of each year. The annual dues for the property owners membership shall be \$5.00, payable in advance on or before July 15th of each year. The dues may be increased or decreased at the annual meeting of the corporation by a majority vote of the members present at the meeting.

Section 5. In the event a tract or tracts are owned by more than one person the owners thereof shall only be entitled to a total of one vote; no single tract shall be entitled to more than one aggregate vote under any circumstances.

Section 6. There shall be no voting by proxy.

Section 7. Membership in the corporation shall be evidenced by a membership certificate, which certificate shall be issued by the corporation and shall contain the member's name, mailing address and a description of the tract or tracts within East twin Lakes Estates owned by the member.

ARTICLE VI

Membership Meetings

Section 1. The annual meeting of the corporation shall be held on the second Saturday in July. The annual meeting shall be held for the purposes of electing directors, receiving reports of the officers and committees and for other such business that may arise.

Section 2. The annual meetings shall be held at the residence of Dennis O'Neill, which residence is located at 478 Highway 82, Twin lakes, Colorado. In the event that the location of the annual meeting is changed the Executive Board shall provide written notice of the change in location of the annual meeting to the membership in advance of the meeting.

Section 3. Special meetings of the corporation may be called by the President, by resolution of the Executive Board, or upon the written request of ten members of the corporation. The purpose of the special meetings shall be stated in the request. Except when impractical, at least fifteen days notice shall be given prior to the holding of a special meeting. Special meetings must be held at the same location as the annual meetings, unless a different place is designated by the Executive Board. In the event the location of a special meeting is different from that established for annual meetings, the Executive Board shall give notice of the change by the most practical means available.

Section 4. A quorum shall be defined as those members of the corporation who are present at any annual or special meeting.

ARTICLE VII

Building Acceptance Committee

Section 1. Immediately following each annual meeting of the membership, The Executive Board shall appoint a Building Acceptance Committee. Said committee shall consist of three members of the corporation who shall each serve for a one year term. There shall be no limit to the numbers of consecutive terms one member may serve. At its discretion the Executive Board may elect to function in the capacity of the Building Acceptance Committee, or they may appoint members of the Executive Committee, members of the corporation, or any combination thereof to serve as members of the Building Acceptance Committee.

Section 2. The purpose and function of the Building Acceptance Committee shall be to review, study, examine and either reject or approve plans and specifications relating to proposed construction upon property owned by members of the corporation which is situate in East Twin Lakes Estates. For the purpose of this section "construction" is defined as any improvement to real property located in East Twin Lakes Estates, regardless of magnitude, cost, or complexity of such construction. It is the goal of the Building Acceptance Committee to insure uniformity in constructions, location and appearance of

the property owned by the members of this corporation and to protect and preserve the pecuniary and aesthetic value of the member's real property.

Section 3. No improvements shall be located on or constructed upon any tract owned by any member of the corporation until plans and specifications showing the location, materials, landscaping and such other information relating to said improvements as the committee may reasonably require shall have been submitted to and approved by the Building Acceptance Committee.

Section 4. The Building Acceptance Committee shall make its own decision after accepting or rejecting the proposed construction within thirty days following the submission of the plans and specifications required by the committee. The party making the request for approval of the plans and specifications shall be given written notice of the decision of the Building Acceptance Committee promptly following the rendition of such decision. Failure of the Building Acceptance Committee to take action upon request for approval within thirty days following the submission of all the required information shall be deemed to be approval of the plans and specifications submitted.

Section 5. The decision of the Building Acceptance Committee shall be final and shall not be subject to review by the membership, the officers, the Directors or the corporation.

Section 6. The Building Acceptance Committee shall have the power to adopt such rules, regulations standards, criteria, guidelines and proceedings as it may deem appropriate or necessary to effectuate its function as set forth in Section 2 of this article.

ARTICLE 8

Parliamentary Authority

Section 1. The rules contained in the current edition of Robert's Rules of Order shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws or the Articles of Incorporation or any special rule or order the corporation may adopt.

ARTICLE IX

Definitions

As used herein, the following words are defined to mean:

- (a) "developer" – a developer is a person who holds legal title to more than one hundred (100) tracts located within East Twin Lakes Estates.

- (b) "East Twin Lakes Estates" – East Twin Lakes Estates is that real property described in the Articles of Incorporation of this corporation as constituting "East Twin Lakes Estates".
- (c) "person" – the term "person" includes natural persons over the age of eighteen years, corporations, partnerships or any other individual or entity designated by the laws of the State of Colorado as being capable of holding legal title to real property.
- (d) "permanent resident" – a permanent resident of East Twin lakes Estates is a person who owns a home in East Twin Lakes Estates and uses said home as his or her principal place of residence during the calendar year.

ARTICLE X

Amendment of By-Laws

Section 1. These By-Laws may be amended at a regular or special meeting of the membership of this corporation by a majority vote of those members present at such meeting; provided that the proposed amendment has been submitted in writing to the Executive Board not less than fifteen days prior to the meeting at which such amendment is to be considered.

These By-Laws approved and adopted by the Executive Board on the 19th day of June, 1998.

Signed by Secretary, name indistinguishable