

**AMENDED AND RESTATED BYLAWS OF  
EAST TWIN LAKES ESTATES OWNERS ASSOCIATION**

**(Effective June 25, 2015)**

ARTICLE I  
NAME, ADDRESS, AND PURPOSE

Section 1. NAME AND ADDRESS. The name of the corporation is East Twin Lakes Estates Owners Association, Inc., hereinafter referred to as the "ETLOA." The mailing address is PO Box 1577, Leadville, CO 80461.

Section 2. PURPOSE. The purpose for which the corporation is formed shall be to organize property owners to collectively manage the appearance and property values of the community and to maintain roads within East Twin Lakes Estates Subdivision; exclusively for members of the ETLOA, their families and guests. In carrying out these purposes, the ETLOA shall:

- a. Accept title to and hold in the name of, land and facilities for social and recreational uses and activities. Control and maintain said areas.
- b. Manage funds collected for common purpose.
- c. Establish and enforce covenants and architectural design guidelines.
- d. Take such other action as shall be consistent with the purposes of the corporation, the Colorado Revised Nonprofit Corporation Act and the Colorado Common Interest Ownership Act to the extent applicable to the Association.

Section 3: FISCAL YEAR. The corporation fiscal year shall coincide with the calendar year.

ARTICLE II  
MEMBERSHIP

Section 1: MEMBERS. Any person, persons or entity purchasing property within the East Twin Lakes Estates community shall automatically become a member of the ETLOA when the title transfers. A person becomes a member of the ETLOA at such time as a deed or instrument transferring to that person a present vested interest in a Lot within the East Twin Lakes Estates subdivision is recorded in the records of the Lake County Clerk and Recorder's Office. Upon recordation of evidence of a sale or transfer of the property, said membership passes to the new record owner with all rights, privileges and obligations. The new member will notify the Secretary of the ETLOA in writing of the name and address of the new owner.

Section 2: MEMBER UNITS. Each subdivided East Twin Lakes Estates Lot represents one membership unit. Membership is appurtenant to and may not be separated from ownership of property. For clarity in this and other Governing Documents, the term "member" and "owner" will be used interchangeably. A Member shall cease being a member upon conveyance of their Lot to another person.

Section 3: MEMBER IN DEFAULT. In addition to the remedies provided in Article V below, if a member is in default in payment of assessments levied by the ETLOA, he/she may not vote nor use the common areas and common area facilities until such assessment has been paid. Membership rights also may be suspended for violations of the Governing Documents, but the Association must first provide notice and opportunity for a hearing to the Owner/Member.

Section 4: COMMON AREAS. Each member and all members of the member's immediate family shall be entitled to the use and enjoyment of the common areas and facilities, subject to the limitations within the Declaration of Covenants, these Bylaws and the Required Policies.

### ARTICLE III BOARD OF DIRECTORS AND ASSOCIATION OFFICERS

Section 1: DIRECTORS. The board shall be composed of not less than three (3) nor more than five (5) directors, each of whom must be a member of the ETLOA as of the date of the election. At least one of the Directors must be a permanent resident within East Twin Lakes Estates. All directors must be current in payment of Assessments and in compliance with all Governing Documents. Except for entity members which are living revocable trusts, no member which is an entity can serve as a director, nor can any individual representing that entity serve as a director. A member which is a revocable living trust may serve as a director through a person who holds a present vested ownership interest in said trust.

Section 2: DIRECTOR TERM AND ELECTION. At each annual meeting, members shall elect directors to fill expiring positions of board members for three-year terms. In the event of death or resignation of a director, the remaining board members shall appoint a successor to fill the vacancy until the next general membership meeting, at which time members shall elect a director to fill the position. Colorado law requires that all contested director elections be conducted by secret ballot. (Contested elections are elections in which there are more candidates than positions to be filled.) If requested by no less than 20% of the Members present at a meeting of the members such action shall be by secret ballot.

Section 3: DIRECTOR REMOVAL. Any director or directors may be removed by a majority vote of the ETLOA members entitled to vote at a general membership meeting or any special meeting of the Members specifically called for that purpose. However, if members remove one or more directors, the members shall elect directors to fill the vacancies caused by the removal(s) (see CRS Removal of Directors: 7-128-108 d). A director elected by voting members may be removed by the voting members only at a meeting called for the purpose of removing that director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director.

Section 4: COMPENSATION. No director shall receive compensation for any services rendered.

Section 5: BOARD MEETINGS.

- (i) Meetings of directors shall be held when called by the President or by any majority of directors.
- (ii) 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.

(iii) For the purposes of determining a quorum with respect to a particular issue and for the purposes of casting a vote for or against that issue, a director may execute, in writing, a proxy to be held by another director. The proxy shall specify a yes, no, or abstain vote on each particular issue for which the proxy was executed. Proxies which do not specify a yes, no, or abstain vote shall not be counted for the purpose of having a quorum present nor as a vote on the particular issue before the Board.

(iv) To the extent permitted by the Colorado Revised Non-profit Corporation Act, the Board may take action outside of a meeting which action shall be ratified at the next regularly scheduled meeting of the Board of Directors.

(v) 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 the meeting.

(vi) The Board of Directors will notify the membership of any Board meeting date, time and location at least 15 days prior to the scheduled meeting, with a maximum notice of 50 days. Notice shall be given by posting the information on the association website, unless a member has previously elected to receive such notice by U.S. mail or email. It is the responsibility of the member to notify the Board of any change of their U.S. mail and/or email addresses.

Section 6: VOTING. A majority of the total number of directors shall constitute a quorum, and decisions by a quorum shall be binding on all members of the ETLOA.

Section 7: DIRECTOR DUTIES. The duties of the Board of Directors shall include, among other things, keeping corporate and financial records, and making annual reports to the members. They will set a yearly budget and propose needed changes to the yearly Assessments for members. (Note: the proposed budget and Assessment changes must be accepted or rejected by the membership at a duly constituted member meeting.) They shall review and approve the recommendations of the Architectural Control Committee. They shall also provide for the maintenance of the common areas. The powers and duties of the Board shall remain consistent with the powers permitted by Colorado Laws including The Colorado Revised Nonprofit Corporation Act, The Colorado Common Interest Ownership Act, Senate Bill 100.

Section 8: ASSOCIATION OFFICERS. Board members will serve as President, Vice-President, Secretary, Treasurer, and At-Large. All officers shall be members of the Board of Directors with all duties and powers permitted by Colorado Law.

Section 9: ARCHITECTURAL CONTROL COMMITTEE. At least one member of the Board shall also serve as a member of the Architectural Control Committee (ACC), and shall be the agent of the Board for that purpose.

#### ARTICLE IV MEMBERSHIP MEETINGS

Section 1: ANNUAL MEETING. There shall be at least one general membership meeting (the "Annual Meeting") held each year on the second Saturday of July at the place and time set by the Board of Directors. The Board may, upon notice to the membership, hold additional general membership meetings as it sees fit. In addition, members have the right to request a "special meeting" with the Board of Directors, by providing signatures from at least ten members in good standing.

Section 2: NOTICE OF MEETINGS. The Board of Directors will notify the membership of any general membership or special meeting date, time and location at least 30 days prior to the scheduled meeting, with a maximum notice of 50 days. Notice shall be given by posting the information on the East Twin Lakes Estates Owners Association website, unless a member has previously elected to receive such notice by U.S. mail or email. It is the responsibility of the member to notify the Board of any change of their U.S. mail and/or email addresses. This "notice of meeting" shall be physically posted in a conspicuous place within the community.

Section 3: QUORUM. At any general membership meeting, including the Annual Meeting, twenty percent of the total membership shall constitute a quorum, whether in person or by proxy vote.

Section 4: PROXIES. Members may vote in person or by proxy at all meetings. Proxies shall be in writing and delivered to the Secretary prior to the commencement of any meeting. The proxy shall clearly indicate a yes, no, or abstain vote for each particular issue to be decided, or may designate a specific person or the Board of Directors as having proxy to vote for the absent member. Proxies shall expire at the end of the meeting for which they are provided.

Section 5: MINUTES. Complete Minutes will be kept of each meeting and posted to the association website. The Secretary of the Association may record the meeting for transcription purposes.

Section 6: SECRET BALLOTS. At any meeting of the members, if 20% of the members present desire any action appropriately taken by the members be performed by secret ballot, such action shall be voted on by secret ballot.

Section 7: VOTING. A simple majority of those present or represented by proxy decides the issue being voted on, unless specifically defined otherwise.

## ARTICLE V ANNUAL DUES

Section 1: PURPOSE. Dues shall be collected annually for the purposes shown in Article I, Section 2 above.

Section 2: RATE. The annual dues shall be in such amount as may be determined by the Board of Directors and shall be assessed in accordance with the terms and conditions of the declaration. Owners of multiple tracts will be charged for each tract. The ETLOA dues amount will be set by the Board of Directors in accordance with the annual budget presented at the general membership meeting.

Section 3: PAYMENT DATE. Annual dues will be invoiced in February of each year, and are due and payable no later than May 1st of each year.

Section 4: LATE CHARGES. Effective May 1, 2016, a monthly late charge as established by the Board shall accrue on any unpaid annual dues. This late charge shall align with the requirement by Colorado Common Interest Ownership Act that restricts late fees for yearly assessments to 21% of the yearly Assessment.

Section 5: LIENS AND ENFORCEMENT. Commencing in August of each year, the Treasurer shall record liens against any Lot for which the annual dues remain unpaid. ETLOA costs for recording of a lien shall be charged to the lot owner and shall be a minimum of \$100.00. The lien shall secure the ETLOA's claim for payment of any unpaid dues, accrued late charges, attorneys' fees, and costs of collection.

Section 6: FORECLOSURE. The Board may foreclose on any lien, and shall be entitled to recover any and all costs of collection, including but not limited to, attorneys' fees and costs.

## ARTICLE VI ARCHITECTURAL CONTROL

Section 1: Immediately following each annual meeting of the membership, The Board of Directors shall appoint an Architectural Control Committee (ACC). 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 Board may elect to function in the capacity of the ACC, or they may appoint members of the corporation, or any combination thereof to serve as members of the ACC.

Section 2: The purpose and function of the ACC shall be to review, study, examine and either reject, approve, or conditionally approve plans and specifications relating to proposed construction upon property owned by members. 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 ACC 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 ACC.

Section 4: Owners shall notify the ACC of their intentions to build, and arrange to submit construction plans for review.

Section 5: The ACC 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 ACC promptly following the rendition of such decision. Failure of the ACC 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 6: The Board of Directors shall have the power to adopt such rules, regulations standards, criteria, guidelines and proceedings as it may deem appropriate or necessary to effectuate the function of the ACC as set forth in Section 2 of this article. The Guidelines shall be consistent with the provisions of the Declaration of Covenants. The Guidelines shall be used by the Board and the ACC in evaluating all owner applications for approval of structures as required by the Covenants. A copy of the current approved Guidelines shall appear on-line, and will be presented to new members upon request.

ARTICLE VII  
AMENDMENTS

Section 1: These Bylaws may be amended by the Board of Directors as the need shall arise, except in regards to voting rights or procedures. However, these amendments must be approved by a majority vote of those members present and represented by proxy at the next general membership meeting of the Association, or they will become ineffective as of the date of said meeting. The Board shall not be held liable for any damages resulting from any changes made to the Bylaws that are within the Board's authority but are not subsequently approved by the ETLOA general membership, unless such action can be shown to be willful and wanton. The Board shall not have the power to amend the Bylaws in regards to ETLOA voting rights or procedures; voting right and procedure Bylaws can only be changed by a sixty-seven percent (67%) majority of votes cast at a regularly called ETLOA general membership meeting.

ARTICLE IX  
LIABILITY OF DIRECTORS AND OFFICERS

Section 1: Neither the Directors, Officers, Architectural Control Committee or any persons acting therefore (other than independent contractors), shall be liable in damages to any person or entity by reason of any action, failure to act or any other circumstance taken as, or on behalf of, an Officer or Director or member of the Architectural Control Committee of the ETLOA. The previous sentence shall not apply where such acts are done in bad faith and with malice. The ETLOA shall indemnify and hold harmless its officers, directors, members or the Architectural Control Committee and employees while serving the ETLOA in those capacities, unless such acts are done in bad faith or with malice. The Association shall indemnify and hold each director, officer and member of any committee of the Association harmless of any and all claim to the maximum extent permitted by Colorado law. Notwithstanding the preceding, in the event a court determines a director acted in bad faith or was grossly negligent the Association need not indemnify such director.

ARTICLE X  
DIRECTORS AND OFFICERS INSURANCE

Section 1: The Association shall purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, committee members, or anyone acting at the direction of the Board, covering defense and liability expenses arising out of any action, suit or proceeding asserted against the person by virtue of the person's actions on behalf of the Association or at the direction of the Board, whether or not the Association would have the power to indemnify the person against liability under provisions of this Article.

ARTICLE XI  
HOMEOWNER'S BILL OF RIGHTS

Section 1: As required by the Colorado Common Interest Ownership Act, the East Twin Lakes Estates Owners Association has developed and adopted policies which establish a process of good governance, due diligence, and which complement the Association's Bylaws, Declaration of Covenants,

and Articles of Incorporation. The Colorado Non-Profit Corporation Act vests authority to act on behalf of the Association in the Board of Directors.

IN WITNESS WHEREOF, we, being all of the Directors of East Twin Lakes Estates Owners Association, have hereunto set our hands this 24th day of June, 2015.

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Dennis Couture

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Bruce Hix

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Jeffrey Ashby