

**AMENDED AND RESTATED
BYLAWS
OF
THE SEASONS AT TIARA RADO HOMEOWNERS' ASSOCIATION**

**ARTICLE 1,
NAME AND LOCATION**

The name of the corporation is The Seasons at Tiara Rado Homeowners' Association, formerly The Master Subdivision of Tiara Rado South Homeowners' Association (the "Association") and The Master Subdivision of The Seasons at Tiara Rado Owners Association. The principal office of the corporation shall be located at the home of the then-current President of the Association, or such other place as may be designated by the Association. Meetings of Members and the Board of Directors may be held at such places within the State of Colorado as may be designated by the Board of Directors.

**ARTICLE 2,
DEFINITIONS AND PURPOSE**

The definitions set forth in the Amended Declaration of Covenants, Conditions, Restrictions and Easements for The Master Subdivision for the Seasons at Tiara Rado Subdivision (the "Amended Declaration") recorded in the records of the Mesa County Clerk and Recorder, and all amendments collectively thereto shall apply to these Bylaws, amend and replace any and all Bylaws which predate these Amended Bylaws.

The Association is formed for the purpose of operating and managing the common interest community created by the Amended Declaration and the Filing Plats. All present and future Owners or tenants or any other persons that might use or benefit from the Lots or Common Areas are subject to the provisions of the Governing Documents. Acquisition, rental or occupancy of any Lot shall constitute acceptance and ratification of these Bylaws.

**ARTICLE 3,
MEMBERS**

Any individual, corporation, partnership, association, trust or other legal entity or combination of entities owning an undivided fee simple interest in a Lot shall automatically be a Member of the Association and the Association shall not admit any other person or entity into Membership. If a conflict of ownership exists, Mesa County records will prevail. Such Membership will continue throughout the period that such ownership continues and shall terminate automatically without any Association action whenever such individual, organization or group ceases to own a Lot; no Member may resign or otherwise terminate Membership, nor shall any Member be expelled or terminated by the Association prior to that time for any reason. For voting purposes, one vote and one vote only per Lot shall be

cast. Members may have their voting rights suspended summarily in the event they are delinquent in the payment of Common Expenses or are found by the Board of Directors to be in noncompliance with Governing Documents.

ARTICLE 4, MEETINGS OF MEMBERS

Section 1. Annual meeting. An annual meeting of the Members will be held at a time and place to be designated by the Board at a location reasonably convenient to the Members.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by a majority of the Board, or upon written request of the Members including stated purpose having at least twenty percent (20%) of all of the votes in the Association and in compliance with the Colorado Revised Nonprofit Act.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or any other person authorized to call the meeting, by U.S. mail a copy of such notice, postage prepaid, at least ten (10) days before, but not greater than fifty (50) days before such meeting to each Member entitled to vote, addressed to the Member's address registered with the Association pursuant to the Amended Declaration. The notice shall specify the place, day, and hour of the meeting, and items on the agenda. Followup notice may be by electronic mail.

Any notice given pursuant to this Article shall be deemed to be delivered when sent in the United States mail addressed to the Member at his or her United States mail address registered with the Association, with postage prepaid. The Board may also establish policies for the use of electronic mail as a supplemental means of notice in addition to U.S. mail.

Written waiver of notice signed by the Member entitled to the notice, whether before or after the time stated therein, shall be equivalent to the giving of the notice. Attendance of a Member at any meeting shall constitute a waiver of notice of the meeting except when a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, twenty percent (20%) of the votes of the membership shall constitute a quorum. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented.

Section 5. Record Date. For the purpose of determining the Members entitled to notice of a meeting or to vote in person or by proxy at any meeting, the Board may set a record date for such determination in accordance with Colorado law.

Section 6. Manner of Action. In any matter put before the Members at a meeting, provided a quorum is present, a vote of a majority of the Members present, in person or by proxy, is sufficient to constitute the action of the Members for passage or approval, unless the vote of a greater number is required by these bylaws, the Amended Articles of Incorporation, the Amended Declaration, or by law. Cumulate voting shall not be permitted.

Section 7. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of the Member's lot. A proxy terminates eleven months after its date, unless it provides otherwise.

Section 8. Action of Members Without a Meeting. Any action required to be taken, or any action which may be taken, at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the Members representing one hundred percent (100%) of the vote with respect to the subject matter thereof.

Section 9. Action by Mail or Electronic Mail. Any action required to be taken, or any action which may be taken, at a meeting of the Members may also be taken without a meeting if notice complying with the requirements of this section is transmitted in writing, by mail or electronic mail, to each Member at such address as appears in the records of the Association, and each Member timely responds in writing voting in favor of, against, or abstaining from vote upon the proposed action, and fails to demand that the action be taken at a meeting. Failure to respond will be treated in the same way as though the non-responsive Member had timely responded in writing abstaining from the vote and failing to demand that the action be taken at a meeting. The notice under this section shall describe the action to be taken, set a date and time by which Members must respond, state that failure to respond will have the same effect as abstaining in writing by the time stated and failing to demand that the action be taken at a meeting, along with any other matter the Association may determine to include. If after the date and time set for response in the notice, affirmative votes in favor of the proposed action exceed the number necessary to take the proposed action at a meeting at which all of the Members were present in person, and no demand has been received that the action be taken at a meeting, the matter will pass effective as of the date for response set in the notice and will bind the Association for all purposes under these Bylaws. Any Member who has voted, abstained, or demanded action be taken at a meeting may withdraw such vote, abstention or demand in writing prior to the date set in the notice.

ARTICLE 5.

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number and Qualifications. The affairs of the Association shall be managed by a Board of Directors comprised of at least five (5) but not more than seven (7) persons.

The number of directors shall be determined by resolution of the Board. All Directors shall be Members of the Association in good standing and entitled to vote in the affairs of the Association and shall cease to be Directors automatically upon their failure to so qualify for any reason.

Section 2. Term of Office. Directors shall be elected at the annual meeting of the Members. The Members shall elect nominees for three (3) year terms. Those Directors serving at the time these Bylaws are first adopted shall be deemed to have been elected for a three (3) year term on the date of their initial election and shall serve the balance of terms to which they were elected.

Section 3. Removal by Members. Any Director may be removed by the Members at a meeting called for the purpose of removing or recalling such Director(s). Members representing at least 20 percent (20%) of the total votes allocated to the Members may call a meeting of the Members for the purpose of removing or recalling one or more Directors by following the requirements of this section.

a. Calling Removal Meetings. Prior to noticing a Member meeting to remove one or more Directors, a list shall be circulated for the purpose of obtaining signatures of not less than twenty percent (20%) of the total votes allocated to the Members. The signature list shall state that the purpose for obtaining signatures is to call a Member meeting to remove one or more Directors, name the Director(s) to be removed, that replacement Directors will be elected at the meeting if a majority or more of the existing Directors are successfully removed at the meeting, and, from then the minimum number of required Directors as set forth in Article 5, Section 1, remain in place. The signature list will contain lines for the signing Members to note their Lot or address, signature, and the date of the signature.

b. Notice of Removal Meetings. The removal meeting notice shall:

- (1) State that the purpose of the meeting is to remove one or more Directors and, if a majority or more of the Directors is subject to removal, the notice shall also state that an election to replace recalled Directors will be conducted at the meeting.
- (2) List, by name, each Director sought to be removed at the meeting, even if every Director is sought to be removed.
- (3) Specify a person, other than a Director subject to recall at the meeting, who shall determine whether a quorum is present, call the meeting to order, preside, and proceed as provided below (the "Presiding Officer").
- (4) State that nominations for replacement Directors may be taken from the floor at the meeting.

- (5) In those cases where a majority or more of the Board is sought to be removed, list at least as many eligible persons who are willing to be candidates for replacement Directors as there are Directors sought to be removed or recalled. Candidates for replacement Directors shall not be listed when a minority of the Directors is sought to be removed, as the remaining Directors may, in that instance, appoint replacements.
- (6) Be delivered to the Board to become an Association Record.
- (7) Be mailed or delivered to all Members, in like manner to the notice of any other Members' meeting.

c. Removal Meeting conduct. On the date and time fixed in the notice, the Presiding Officer shall determine that a quorum is present as otherwise provided by these Bylaws. If a quorum is present, the Presiding Officer shall appoint a person to receive notices, or other papers presented at the meeting on behalf of the recalling Members in the event the Directors dispute the removal, and a person to record the minutes of the meeting. Neither appointed person shall be a Director subject to removal at the meeting, but may be the same person if the Presiding Officer so determines. A Director subject to removal will be provided the opportunity to speak on her or his own behalf. The minutes of the removal meeting shall:

- (1) Record the date and time the recall meeting was called to order and adjourned;
- (2) Record the name or names of the person or persons chosen as the Presiding Officer, the person to receive notices and other documents, and the person chosen as the recorder of the official minutes;
- (3) Record the vote taken for each Director sought to be removed;
- (4) State whether the removal was effective as to each Director sought to be removed;
- (5) In those cases where a majority or more of the Directors was properly removed, record the vote taken on each candidate to replace the Directors subject to removal; and
- (6) Be delivered to the Board to become an Association Record.

d. Voting. The Members shall vote to remove each Director subject to removal separately. Directors may be removed only by a vote of sixty- seven percent (67%) of the Members present at the meeting in person or by proxy at which a quorum is present. When the Members have removed one or more Directors, but less than a majority of the Directors,

vacancies shall be filled by appointment by the remaining Directors at a Board meeting called in accordance with these Bylaws, provided, however, that no removed Director may be so appointed. When the Members have removed or recalled at least a majority of the Directors, the Members shall immediately conduct an election to fill the vacancies occurring as a result of removal.

e. Results. Directors elected at a removal meeting shall take office upon adjournment of the meeting and shall serve for the unexpired term of the seat being filled. Each removed Director shall return to the Association all records in his or her possession within five (5) business days after adjournment of the removal meeting.

Section 4. Removal by Directors. Any Director with three (3) unexcused absences from duly noticed meetings of the Board may be removed by a vote of the Directors present at a meeting of the Board, provided, however, that such meeting was called for the purpose of removing Directors and proper notices were given as required by these Bylaws. In the event a Director is removed by the Directors, the vacancy may be filled by Board appointment.

Section 5. Resignation. A Director may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Appointment to Fill Vacancies. Unless otherwise provided above, in the event of death, disability, resignation, failure of qualification or removal of a Director, his or her successor shall be selected by the remaining Directors and shall serve for the unexpired term of his or her predecessor.

Section 7. Compensation. No Director shall receive compensation for any service rendered to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of his or her duties.

ARTICLE 6, MEETINGS OF THE BOARD

Section 1. Regular Meetings. Regular meetings of the Board shall be held at such times, place and hour as may be fixed from time to time by resolution of the Board. Should the meeting fall upon a legal holiday, then that meeting shall be at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days' nor more than ten (10) days' notice to each Director.

A written waiver of notice signed by a Director, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a Director at any meeting shall constitute a waiver of notice of the meeting except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Attendance. All regular and special meetings of the Board shall be open to attendance by any Member or their representative, and the agenda of all such meetings shall be made reasonably available to all Members, except that the Board may restrict attendance to discuss matters set forth in C.R.S. Section 38-33.3-308(4)(a) through (e). Executive session restricted attendance is listed in the Conduct of Meetings and Voting Policy.

Section 5. Action Taken Without a Meeting. The Board shall have the right to take any action in the absence of a meeting which it could take at a meeting by obtaining the written approval of all Directors. Any action so approved shall have the same effect as though taken at a meeting of the Board.

ARTICLE 7, POWERS AND DUTIES OF THE BOARD

Section 1. Powers. The Board shall have all powers, privileges and duties, and perform all of the obligations, as are described in the Amended Declaration, and as set forth in the Colorado Common Interest Ownership Act, C.R.S. Section 38-33.3-101, et seq., (“CCIOA”). The Association does not by this reference subject itself to the provisions of CCIOA.

Section 2. Duties. The Board shall perform all duties as shall be described in the Governing Documents, and undertake all reasonable and necessary action to perform the following duties:

- a. enforce Governing Documents;
- b. establish fiscal policies and maintain records;
- c. develop a budget;
- d. establish reserve funds;
- e. act on budget items and determine assessment rates;

- f. collect assessments;
- g. establish, publicize, and enforce rules and penalties;
- h. authorize legal action against owners who do not comply with the rules;
- i. appoint committees and delegate authority to them; and
- j. select an attorney, an auditor, insurance agent and other professionals for the Association.
- k. provide insurance coverage
- l. inform Board members of all business items that require a vote of the Board
- m. inform Members of decisions and transactions n. attend and participate in meetings.

Section 3. Management of Funds. If the Association delegates powers of the Board or officers relating to collection, deposit, transfer or disbursement of Association funds to other persons or to a managing agent, then the following requirements shall apply:

- a. that the other person or managing agent maintain fidelity insurance coverage or a bond in the amount not less than Fifty Thousand Dollars (\$50,000.00) or such higher amount as the Board may require;
- b. That the other person or managing agent maintain all funds and accounts of the Association separate from the funds and accounts of other associations managed by the other person or managing agent and maintain all reserve accounts of each association so managed separate from operational accounts of the association.
- c. That 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.

Section 4. Section 4. Borrowing The Board may not borrow funds without a majority vote of approval by the Membership voting in the election.

ARTICLE 8, OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The Officers of this Association shall be a president, vice-president, secretary, and treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The Directors shall vote in the election of the officers at a Board meeting held immediately after the annual meeting.

Section 3. Term. The Officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other Officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any Officer may be removed from office with or without cause by the Board. Any Officer may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he or she replaces.

Section 7. Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of the Article. The office of vice-president is optional and may remain vacant indefinitely at the discretion of the Board.

Section 8. Duties. The duties of the officers are as follows:

a. President. The president shall see that the orders and resolutions of the Board are carried out; shall sign all legal and other written instruments including promissory notes and bank checks. The president shall also execute, and certify amendments to the Declaration on behalf of the Association, and record with the Mesa County Clerk and Recorder, and shall preside at all Association meetings.

b. Vice-president. The vice-president shall act in the place and stead of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

c. Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members, serve notice of the meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and in general, shall perform all duties incident to the office of secretary. The secretary shall also compile and keep up to date a complete list

of the Members and their registered addresses and electronic mail addresses, if any, showing opposite each listed Member's name, the number or other appropriate designation of the Lot owned by such Member.

d. Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; shall sign all checks and promissory notes of the Association, except that the Board may authorize a manager to sign checks up to \$1,500.00; keep the financial books and records of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE 9, COMMITTEES

The Board may appoint such committees as it deems necessary or appropriate in carrying out its powers and duties under the Amended Declaration, provided that, when so delegated, the Board shall not be relieved of its responsibilities pursuant to the Amended Declaration.

ARTICLE 10, BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member subject to the provisions of Colorado Common Interest Owners Association and the Colorado Revised Nonprofit Corporation Act. The Amended Declaration, the Amended Articles of Incorporation, Amended Bylaws, and Policies, Procedures, Rules and Regulations, along with a complete set of Association records shall be available for inspection by any Member of The Association. Copies may be purchased at the actual cost per page.

ARTICLE 11, AMENDMENTS

Section 1. Except as prohibited by Colorado law, these Bylaws may be amended, in whole or in part, by action of the Board. As an alternative, these Bylaws may be amended by a majority vote of the Members present at a regular or special meeting of Members at which a quorum of Members is present in person or proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these Amended Bylaws, the Articles shall control; and in the case of any conflict between the Amended Declaration and these Amended Bylaws, the Amended Declaration shall control.

ARTICLE 12.
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall provide indemnification either directly or indirectly through insurance policies or otherwise, to the fullest extent permitted by law as provided by the Colorado Revised Nonprofit Corporation Act.

ARTICLE 13.
MISCELLANEOUS

Section 1. Contracts. The Board may authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of the Association, except as otherwise specifically required by the Articles of Incorporation, Amended Declaration or by these Amended and Restated Bylaws.

Section 2. Fiscal Year. The fiscal year of the Association shall be the calendar year, or such other time frame as the Board may determine from time to time.

CERTIFICATE

I certify that the foregoing Amended and Restated Bylaws of The Seasons at Tiara Rado Homeowners' Association are the bylaws that were adopted by the affirmative vote of the Board of the Association at a meeting duly called and properly noticed for that purpose held the 14th day of February, 2013, and supersede entirely all previous bylaws together with any previous amendments or supplements thereto.



Mary Linda Jost, President