

BY-LAWS  
OF  
PARK EAST SQUARE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is Park East Square Homeowners Association, Inc., hereinafter referred to as the "Association." The principal office of the corporation shall be located at Suite 602, Colorado Building, 1919 Fourteenth Street, Boulder, Colorado 80302 or such other place as the Directors of the Association may determine by resolution. The Association may maintain such other offices as the Board of Directors may determine and meetings of members and directors may be held at such places within the County of Boulder, Colorado as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. As used herein, the terms "Declaration", "Association", "Owner", "Property", "Common Area", "Lot", and "Declarant" shall have the same meaning provided in the Articles of Incorporation of the Association.

Section 2. The term "Member" shall mean and refer to those persons who are entitled to membership in the Association as provided in the Declaration and in the Articles of Incorporation of the Association.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the

date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held during the same month of each year thereafter on such date, and at such time, as shall be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth of the votes of either class membership.

Section 3. Notice of Meetings. Except as provided in the Declaration as to assessment meetings, written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice addressed to "All Members of Park East Square Homeowners Association, Inc." at the address of each Lot or by delivering a copy of said notice so addressed to each Lot at least 15 days before such meeting. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence in person or by proxy, at a meeting of members entitled to cast one-tenth of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Declaration, Articles of Incorporation, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented, except as otherwise provided in the Declaration or Articles of Incorporation.

Section 5. Proxies. Votes may be cast either in person or by proxy at all meetings of members. All proxies

shall be executed in writing by the member or his duly authorized attorney-in-fact and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member or his Lot.

#### ARTICLE IV

##### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a board of five directors, who need not be members of the Association.

Section 2. Term of Office. Except for Directors elected for shorter terms at the first annual meeting of the Members as provided in the Articles of Incorporation, the Directors shall be elected for terms of three years and until their successors are duly elected and qualified.

Section 3. Removal. At any meeting of Members, the notice of which indicates such purpose, the entire board of directors or any lesser number may be removed, with or without cause, by a majority of the votes then entitled to be cast at an election of directors, except that directors whose terms do not expire at the next annual meeting of members may be removed only by a vote of at least two-thirds of such votes. In the event of death, resignation, or removal of a director, his successor shall be selected by a majority vote of the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. The Board of Directors may determine by resolution, however, that the Association shall reimburse a director for his actual expenses incurred in the performance of his duties as director.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence

of a meeting which they could take at a meeting by obtaining the written approval, setting forth the action taken, of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

#### ARTICLE V

##### NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration and Articles of Incorporation. The person receiving the largest number of votes for each vacancy shall be elected. Cumulative voting is not permitted.

#### ARTICLE VI

##### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of

the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three days' notice to each director.

Section 3. Quorum. A majority of the number of 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.

#### ARTICLE VII

##### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations, on behalf of the Association governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and establish penalties for the infraction thereof;

(b) suspend any member's voting rights and right to use of the recreational facilities located on the Common Area during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days, for infraction of rules and regulations established by the Association;

(c) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board of Directors; and

(e) exercise for the Association all powers, duties, and authority vested in or delegated to the Association which are not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by persons entitled to cast one-fourth of the votes of the Class A members;

(b) supervise all officers, agents, and employees of the Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration

(1) fix the amount of the annual assessment against each Lot at least thirty days in advance of each annual assessment period other than the first such period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty days in advance of each annual assessment period other than the first such period; and

(3) promptly collect assessments, and foreclose liens against any Lots as to which assessments have not been paid and/or bring actions for the recovery of such assessments;

(d) issue, or cause an appropriate officer of the Association to issue, upon request by any person, a certificate setting forth whether or not any assessment due as to a specified Lot has been paid, and, if any assessment shall not have been paid, the amount and due date thereof; a reasonable charge may be made by the Board for the issuance of any such certificate; any certificate properly issued stating that an assessment has been paid shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by or required to be restored by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the common Area and other property to be maintained, in accordance with the Declaration; and

(h) cause the filing of an annual report with the Secretary of State, as required by statute.

#### ARTICLE VIII

##### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time establish by resolution.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one year unless he 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 by the Board at any time with or without cause. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. 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. Subject to the provisions hereof, the officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple 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 this Article.

Section 8. President. The president shall preside at all meetings of the Board of Directors; shall see that



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orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; may sign statements of liens and certificates as to assessments; and shall co-sign all checks and promissory notes.

Section 9. Vice-President. The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act; shall exercise and discharge such other duties as may be required of him by the Board; and may sign statements of liens and certificates as to assessments.

Section 10. Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses; shall perform such other duties as required by the Board; and may sign certificates as to assessments.

Section 11. 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 of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by an independent certified public accountant at the completion of each fiscal year; and 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; and may sign certificates as to assessments.

## ARTICLE IX

## COMMITTEES

The Board of Directors shall appoint an Architectural Control Committee (which shall serve at the pleasure of the Board of Directors) as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint such other committees as it deems appropriate.

## ARTICLE X

## 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, or his agent or attorney, for any proper purpose. The Declaration, the Articles of Incorporation, and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

## ARTICLE XI

## ASSESSMENTS

As more fully provided in the Declaration, each Owner is obligated to pay to the Association annual and special assessments. Such assessments payable as to each Lot, together with interest thereon as provided herein and all costs of collecting the same, including reasonable attorney's fees, shall be a lien against such Lot, until paid, and shall be the personal obligation, jointly and severally, of each person who was an Owner of such Lot at the time when the assessment became payable. Any assessment or installment thereof which is not paid within thirty days after it becomes due shall, without further notice, be delinquent and shall

bear interest from the date of delinquency at the rate of six Percent per annum. The Association may bring an action against the Owners personally obligated to pay the delinquent assessments or installments thereof for the recovery thereof. In addition, or alternatively, the Association may record with the Clerk and Recorder of Boulder County, Colorado a Statement of Lien, as described more fully in the Declaration, with respect to the Lot as to which the assessment is payable. The Association may foreclose the Statement of Lien in the manner provided for the foreclosure of mortgages under Colorado law. In either a personal or foreclosure action, the Association shall be entitled to recover, in addition to the unpaid assessment with interest thereon as provided herein, all costs of collecting said unpaid assessment and foreclosing said lien, including reasonable attorneys' fees. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XII  
CORPORATE SEAL

The Board of Directors shall adopt a seal which shall have inscribed thereon the name of the Association and the words "SEAL" and "COLORADO", and which, when adopted, shall constitute the corporate seal of the Association.

ARTICLE XIII  
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by the vote of a majority of the votes of each class of members voting in person or by proxy at a meeting duly called for such purpose;

provided that, so long as there is a Class B membership, no amendment shall be effective until approved by the Veterans Administration.

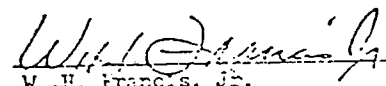
Section 2. No amendment shall be adopted which is contrary or inconsistent with the Articles of Incorporation or the Declaration.

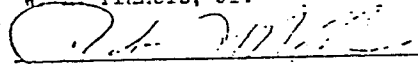
Section 3. In the case of any inconsistency between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in the case of any inconsistency between the Declaration and these By-Laws, the Declaration shall control.

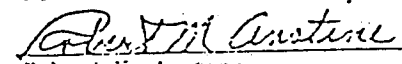
ARTICLE XIV  
MISCELLANEOUS

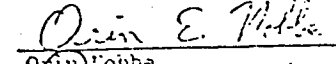
The fiscal year of the Association shall be the calendar year.

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Park East Square Homeowners Association, Inc. have hereunto set our hands this 10th day of January, 1975.

  
\_\_\_\_\_  
W. H. Francis, Jr.

  
\_\_\_\_\_  
Robert R. Mallican

  
\_\_\_\_\_  
Robert M. Anstine

  
\_\_\_\_\_  
Owen E. Hobbs

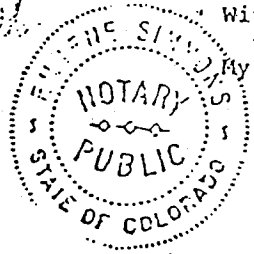
  
\_\_\_\_\_  
George H. Williams

STATE OF COLORADO )  
 ) ss.  
COUNTY OF )

I, Eugene Simmons, Notary Public in and for said County and State, do hereby certify that on the 10th day of January, 1975, personally appeared before me M. H. Francis, Jr., Robert R. Millican, Robert H. Anstine, Orin F. Miller and George H. Gibbons, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as Directors.

Witness my hand and official seal.

My commission expires April 19th, 1975.



Eugene Simmons  
Notary Public

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of Park East Square Homeowners Association, Inc., a Colorado corporation not for profit, and,

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 10th day of January, 1975.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 10th day of January, 1975.



Orin E. Walker  
Secretary