

**BYLAWS
OF
WOODMOOR MOUNTAIN HOMEOWNERS ASSOCIATION**
(Successor to Woodmoor Mountain Improvement Association)

ARTICLE I. DEFINITIONS

Section 1. "Association" shall mean and refer to Woodmoor Mountain Homeowners Association, its successor and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners. This includes the entire private road system reflected in the four filings recorded in Douglas County, Colorado, but excluding roads that service the 35 plus acre parcels.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Parcel" shall mean and refer to any of the twelve unrecorded plots of land comprising a part of the subdivision, each of which is in excess of 35 acres.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot or Parcel which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 7. "Declarant" shall mean and refer to The Woodmoor Corporation or Mountain Ranch Co., its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 8. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the office of the County Recorder, Douglas County, Colorado.

Section 9. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE II. MEETING OF MEMBERS

Section 1.Annual Meetings. *The annual meeting of the members shall be held during the month of September in each year.*

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 (1/4) of all votes of the Class A membership.

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 person authorized to call the meeting, by mailing a copy of such notice, posted prepaid, *or by e-mail to the e-mail address on record with the Association*, at least twenty (20) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of Douglas County, or supplied by such member to the Association for the purpose of such notice. 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. The conduct of the meeting shall be as outlined in "Robert's Rules of Order."

Section 4.Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, 1/10 of the votes of each class of membership shall constitute a quorum for any action except as provided in the Articles of Incorporation, the Declaration, or these Bylaws. 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.

Section 5.Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot or Parcel.

ARTICLE III. BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1.Number. The affairs of this Association shall be managed by a Board of seven (7) Directors, who are members of the Association.

Section 2.Term of Office. At the 1981 Annual Meeting, the members elected three (3) Directors for a term of one (1) year, two (2) Directors for a term of two (2) years, and two (2) Directors for a term of three (3) years; and at each annual meeting thereafter, the members shall elect the number of Directors required to fill any vacancies on the Board. Each Director so elected shall serve for a term of three (3) years.

Section 3.Removal. Any Director may be removed from the Board with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a Director, his successor shall be selected by 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. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

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 of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Director.

ARTICLE IV. NOMINATION AND ELECTION OF DIRECTORS

Nomination. 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 such vacancies that are to be filled. Such nominations shall be made from among members. Beginning with the election of board members at the annual property owners meeting in 2004, and in all subsequent years, nominations for the board shall be closed one week (7 days) prior to the annual meeting. Proxy ballots shall have the names of all candidates clearly listed thereon. Nominations from the floor will be allowed; however, proxy votes for those nominees will be counted only if they are written on the above described ballot, which will provide blank space(s) for such nominees' names. All completed proxy ballots are to be delivered to the president or vice president of the board prior to the election. In the event that both of these individuals are candidates for election, the ballots shall be delivered to the highest ranking member of the Board who is not a candidate for election. Failure to do so will invalidate those proxy votes."

Section 1.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. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE V. MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors will be held quarterly without notice, at such place and our 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 (3) 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 VI. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and control of animals in the common areas. Suspend the voting rights and right to use of the recreational facilities of a member 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 sixty (60) days for infraction of published rules and regulations;
- (b) Exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- (c) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (d) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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 in writing by a majority of a quorum of the Class A members who are entitled to vote;

- (b) Supervise all officers, agents and employees of this Association and to see that their duties are properly performed;
- (c) As more fully provided in the Declaration, to:
 - (1) Fix the amount of the annual assessment or tax levy against each lost at least thirty (30) days in advance of each annual assessment or tax;
 - (2) Send writing notice of each assessment to every Owner subject thereto during the first week in January of each annual assessment period, except the first assessment; and
 - (3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.
- (d) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Association
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) Cause the Common Areas to be maintained.

ARTICLE VII. 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 other such officers as the Board may from time to time by resolution create.

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 (1) year unless he shall sooner resign, or shall be removed, or otherwise be 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 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. 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. Duties. The duties of the officers are as follows:

- (a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; and shall co-sign all checks and promissory notes.
- (b) Vice President. The Vice President shall act in the place of stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him 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; 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; and shall perform such other duties as required by the Board.
- (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 of Directors; shall sign all checks and promissory notes of the Association; shall obtain a second signature for all checks and promissory notes of the Association, said second signature of the Chairman of the Board of Directors or his/her designated alternate; keep proper books of account; and shall cause

an annual audit or review, using generally accepted accounting principles, by a person selected by the Board of Directors, of the books and financial records of the Association. Such person needs not be a certified public accountant except in the case of a full audit. A full audit shall not be required except upon the request of the owners of at least one-third of the properties. Such audit or review shall be completed by the date specified in the declaration of bylaws, but no later than one hundred eighty days after the end of the Association's fiscal year (December 31) and shall be made available upon request to any property owner beginning no later than thirty days after its completion. An annual audit budget shall be prepared and a statement of income and expenditures shall be presented to the membership at its regular annual meeting, with a copy available for each of the members.

ARTICLE VIII. COMMITTEES. The Association Board of Directors shall appoint an Architectural Control Committee, when necessary, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE IX. 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. The Declaration, the Articles of Incorporation, and the Bylaws 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 X. ASSESSMENTS. As more fully provided in the Declaration, each member is obligated to pay the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Areas or abandonment of his Lot or Parcel. If the Assessment has not been paid by the due date given in the annual statement of dues, a late fee of 10% of the assessment for that year shall be levied. The Association may bring action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment.

ARTICLE XI. CORPORATE SEAL. The Association shall have a seal in circular form having within its circumference the words, "The Woodmoor Mountain Homeowners Association – Colorado."

ARTICLE XII. AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members called for that purpose, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there in Class B membership.

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

Section 3. Invalidation of any of these covenants or restrictions by judgment, court order or legislative enactment will in no way serve to invalidate any other remaining Articles or Sections.

ARTICLE XIII. MISCELLANEOUS. The fiscal year of the Association shall begin the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all the Directors of Woodmoor Mountain Homeowners Association, have hereunto set our hands this 13th day of June, 2005.

State of Colorado:

Douglas County:

STATUTORY ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this ____ day of _____, 2005, by _____.

Witness my hand and official seal.

My commission expires _____.