

## BYLAWS OF RIVER GLEN OWNERS ASSOCIATION

### BYLAW I NAME AND LOCATION

The name of the corporation is River Glen Owners Association, a Colorado Nonprofit Corporation, organized under the Colorado Revised Nonprofit Corporation Act, hereinafter referred to as the "Association". The principal office of the association shall be located in Grand County, Colorado.

### BYLAW II PURPOSES

The purposes for which this Association is formed are as set forth in its Articles of Incorporation and in the Declaration for River Glen Condominiums (the "Declaration"). The words and terms used in these Bylaws shall have the same meaning as in the Declaration.

### BYLAW III MEMBERS; MEETINGS

**Section 1. Qualifications and Rights.** There shall be one class of membership and the qualifications and rights are set forth in the Declaration.

**Section 2. Attendance at Meetings.** Members may attend by phone, by video conferencing, or by such other electronic methods as may be developed. Any member desiring to attend by any method other than personal attendance shall be responsible for making appropriate arrangements for such attendance, including paying the cost thereof. Unless other arrangements have been approved for voting by the Board of Directors, members attending electronically shall be deemed to waive their right to vote secretly by written ballot if such voting is allowed or required; all members so attending shall vote orally so the vote may be heard by all those in personal attendance.

**Section 3. Annual Meetings.** The first meeting of the members shall be held July 3, 1999 and each subsequent regular annual meeting of the members shall be held on the first Saturday of July. Meetings may be held at such places within the State of Colorado as may be designated by the Board of Directors.

**Section 4. Special Meetings.** Special meetings of the members may be called at any time by the President of the Association or by the Board of Directors, or upon written request of the members.

**Section 5. Notice of Meetings.** Written notice stating the place, day and hour of the members' meeting, if not held as set forth in Section 3 of this Bylaw, and, in case of a special meeting of members, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than fifty (50) days before the date of the meeting, personally, by telecopier (fax), or by mail. Such notice shall be delivered by or at the direction of the president, the secretary, the board of directors, or the officer or person calling the meeting, and shall go to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the

member at his address as it appears on the membership books of the Association, with postage thereon prepaid, but if three successive letters mailed to the last known address of any member of record are returned as undeliverable, no further notices to such member shall be necessary, until another address for such member is made known to the Association. Notice given by any method other than mail shall be deemed delivered when sent or given. Failure to deliver such notice or obtain a waiver thereof shall not cause the meeting to be lost, but it shall be adjourned by the members present for a period not to exceed sixty (60) days until any deficiency in notice or waiver shall be supplied. Meetings may be held by any electronic means determined to be reasonable by the board of directors and designated in the notice of meeting.

**Section 6. Quorum.** The presence at the meeting of members entitled to cast, or of proxies entitled to cast, thirty-three and a third percent (33 1/3%) of the votes of the membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation or these Bylaws. If a quorum is present at any time during a meeting it shall be deemed present for the remainder of the meeting. If, however, a quorum is not 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 shall be present or represented. Unless otherwise specifically provided by the Articles of Incorporation, these Bylaws or by statute, all matters coming before a meeting of members at which a proper quorum is in attendance, in person or by proxy, shall be decided by the vote of a majority of the votes validly cast at such meeting.

**Section 7. 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 not less than 24 hours prior to the commencement of the meeting. Any proxy not so filed may be rejected by the Secretary. Every proxy shall be revocable and shall have no effect beyond eleven months from the date of execution.

#### BYLAW IV RIGHTS OF THE ASSOCIATION

This Association may exercise any and all rights or privileges given to it under the Articles of Incorporation, the Declaration, these Bylaws, or as may otherwise be provided by law, and may also exercise every other right or privilege reasonably to be inferred therefrom or necessary or convenient to effectuate any such right or privilege.

#### BYLAW V BOARD OF DIRECTORS

**Section 1. Number.** The affairs of this Association shall be managed by a Board of not less than three Directors. Directors shall be members which, in the case of a business entity, shall include its partners, officers, directors, members, managers, employees and authorized agents. Notwithstanding the foregoing provisions, until the first annual meeting of the members on July 3, 1999 the affairs of the Association shall be managed by a board of two directors.

**Section 2. Term of Office.** At each annual meeting the members shall elect all directors for a term of one year.

**Section 3. Removal.** Any Director may be removed from the Board, with or without cause, by a majority vote of members.

**Section 4. Compensation.** No Director shall receive compensation for any service rendered to or for the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of official 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 of the Directors. Any action so approved shall have the same effect as though taken at a meeting. The Directors are expressly authorized to hold meetings by telephone conference call subject to the quorum requirements stated herein.

**Section 6. Nomination.** Nomination for election to the Board of Directors may be made from the floor at the annual meeting.

#### BYLAW VI MEETINGS OF THE BOARD OF DIRECTORS

**Section 1. Regular Meetings.** Regular meetings of the Board of Directors shall be held at least annually, without notice, immediately following the annual membership meeting at the same location. Additional regular meetings may be scheduled without notice, at such place and hour as may be fixed by resolution of the Board.

**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.** Two Directors shall constitute a quorum for the transaction of business. If a quorum is present at any time during a meeting it shall be deemed present for the remainder of the meeting.

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

**Section 1. Powers.** The Board of Directors shall have all powers set forth in the Declaration, the Articles of Incorporation and otherwise provided by law.

**Section 2. Duties.** To take all actions and fulfill all responsibilities imposed on the Association by the Declaration or by law.

**Section 2. Attendance at Meetings.** Directors may attend by phone, by video conferencing, or by such other electronic methods as may be developed. Any director desiring to attend by any method other than personal attendance shall be responsible for making appropriate arrangements for such attendance, including paying the cost thereof. Unless other arrangements have been approved for voting by the Board of Directors, directors attending electronically shall be deemed to waive their right to vote secretly by written ballot if such

voting is allowed or required; all directors so attending shall vote orally so the vote may be heard by all those in personal attendance.

## BYLAW VIII OFFICERS AND THEIR DUTIES

**Section 1. Enumeration of Offices.** The officers of this Association shall be a President and a Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create.

**Section 2. Election of Officers.** The election of officers shall take place at the Annual Meeting of the Board of Directors following the Annual Meeting of the members.

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

**Section 4. Special Appointments.** The Board of Directors 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 of Directors may, from time to time, determine. Any of the duties delineated in this Bylaw may be delegated by the appropriate officers, subject to the prior approval of the Board of Directors.

**Section 5. Resignation and Removal.** Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, 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 of the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

**Section 7. Multiple Offices.** Any two or more offices may be held by the same person, except the offices of President and Secretary.

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

### President

The president shall preside at all meetings of the Board of Directors and members; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all deeds and other written instruments; and shall co-sign, or authorize a designated agent to co-sign, all checks and promissory notes.

### Vice President

The Vice President shall act in the place and stead of the President in the event of the President's absence, inability, or refusal to act and shall exercise and discharge such other duties as may be required of the Vice President by the Board of Directors.

### Secretary

The Secretary or a designated agent shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; shall keep the corporate seal of the Association and affix it on all papers requiring said seal; shall serve notice of meetings of the Board of Directors and of the members; shall keep appropriate records showing the members of the Association together with their addresses; and shall perform such other duties as are required by the Board of Directors.

### Treasurer

The Treasurer, or a designated agent, 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, or authorize a designated agent to sign, all checks and promissory notes of account; shall cause an annual compilation report of the Association books to be made at the completion of each fiscal year or, at the option of the Board of Directors or as may be required by the Declaration, an annual review or other financial statement as may be required; 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 present at such meeting.

## BYLAW IX BOOKS AND RECORDS

The Association shall keep detailed, accurate and complete books and records of its receipts and expenditures, shall keep minutes of the proceedings of the Board of Directors and members, and shall keep at its registered or principal office in Colorado, a record of the names and addresses of the members entitled to vote. Upon ten (10) days notice to the general manager, if any, or to the president of the association, any member shall be furnished a statement of his account setting forth the amount of any unpaid assessments or other charges due and owing from such Owner. Current copies of the Articles of Incorporation and Bylaws of the Association, rules and regulations governing the Association, and other books, records and financial statements of the Association, shall be made available to members. The word "available", as used herein, shall mean available for inspection, upon request, during normal weekday business hours or under other reasonable circumstances.

**BYLAW X  
AMENDMENTS**

These Bylaws may be amended, at a regular meeting of the directors, or at a special meeting of the directors called for that purpose, by majority vote.

**BYLAW XI  
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Association shall indemnify every director or officer to the full extent permitted by Colorado law. All liability, loss, damage, cost and expense incurred or suffered by the Association by reason of or arising out of or in connection with the foregoing indemnification provision shall be treated and handled by the Association as common expenses; provided, however that nothing in this Bylaw shall be deemed to obligate the Association to indemnify any member who is or has been an officer or director of the Association with respect to any duties or obligations assumed or liabilities incurred by them as an individual owner of a unit and not as an officer or director of the Association.

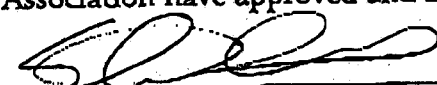
**BYLAW XII  
MISCELLANEOUS**

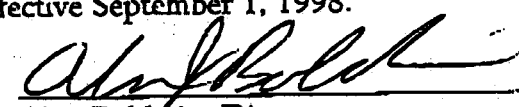
**Section 1. Fiscal Year.** The fiscal year of the Association shall be the calendar year.

**Section 2. Seal.** The Association may have a seal in circular form and within its circumference the words: River Glen Owners Association, or an abbreviation thereof.

**Section 3. Conflict of Documents.** In case of any conflict between the Declaration and these Bylaws, the Declaration shall control. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control. In case of any conflict between the Declaration and the Articles of Incorporation, the Declaration shall control.

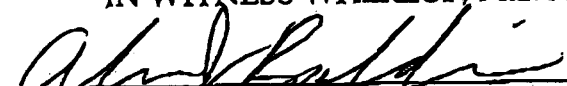
IN WITNESS WHEREOF, We, the undersigned, being the Directors of River Glen Owners Association have approved and adopted these Bylaws effective September 1, 1998.

  
\_\_\_\_\_  
Steve Cross, Director

  
\_\_\_\_\_  
Alan Baldwin, Director

I DO HEREBY CERTIFY that I am the duly elected and acting Secretary of River Glen Owners Association, a Colorado nonprofit Corporation. The foregoing Bylaws were duly adopted by the Board of Directors and as of the date set forth below, are in full force and effect.

IN WITNESS WHEREOF, I have hereunto subscribed my name September 1, 1998.

  
\_\_\_\_\_  
Alan Baldwin, Secretary

**MINUTES OF ACTION IN LIEU OF ORGANIZATIONAL MEETING  
OF THE BOARD OF DIRECTORS OF RIVER GLEN OWNERS ASSOCIATION  
Effective: September 1, 1998**

The undersigned, being all of the directors named in the Articles of Incorporation, do hereby consent to the actions described below which consent shall be effective as the date specified above:

- I. **RESOLVED**, that the Articles of Incorporation as filed with the Secretary of State on August 18, 1998, copies of which were previously reviewed by these directors, are hereby ordered filed in the Minute Book preceding the Minutes of this meeting.
- II. **RESOLVED**, that the proposed Bylaws which have previously been circulated among these directors and which have been prepared for the Corporation by its counsel are hereby adopted as the Bylaws of this Corporation and the Secretary shall file a copy thereof, signed by the directors, in the Minute Book, immediately following the copy of the Articles of Incorporation.
- III. **RESOLVED**, that the following persons are elected to the offices set opposite their respective names:

President ..... Stephen B. Cross  
 Vice President ..... Alan Baldwin  
 Secretary ..... Alan Baldwin  
 Treasurer ..... Stephen B. Cross

IN WITNESS WHEREOF, the undersigned directors have evidenced their approval of the above proceedings effective September 1, 1998.

  
 \_\_\_\_\_  
 Stephen B. Cross, Director

  
 \_\_\_\_\_  
 Alan Baldwin, Director

Attest:  
  
 \_\_\_\_\_  
 Alan Baldwin, Secretary

I, Stephen B. Cross, hereby accept my election as director and to the office(s) of President and Treasurer and agree to serve the corporation in said office(s) for a one (1) year term or until my successor has been elected and qualified.

  
 \_\_\_\_\_  
 Stephen B. Cross

I, Alan Baldwin, hereby accept my election as director and to the office(s) of Vice President and Secretary and agree to serve the corporation in said office(s) for a one (1) year term or until my successor has been elected and qualified.

  
 \_\_\_\_\_  
 Alan Baldwin