

AMENDED AND RESTATED
BYLAWS FOR
ELK RIDGE CONDOMINIUM ASSOCIATION, INC.
September 22, 2021

ARTICLE I

Offices

1. Business Offices. The principal office of the Elk Ridge Condominium Association, Inc. shall be in Estes Park, Colorado.
2. Registered Office. The registered office of the Elk Ridge Condominium, Inc. shall be as set forth in the Articles of Incorporation, unless changed as provided by the Colorado Nonprofit Corporation Act.

ARTICLE II

Board of Directors

1. General Powers. The business and affairs of the Association shall be managed by its Executive Board, unless otherwise herein specifically provided or unless otherwise provided in the Colorado Nonprofit Corporation Act, the Colorado Common Interest Ownership Act, or in the Condominium Declaration.
2. Election. Members of the Executive Board shall be elected by the members of the Association by a plurality of the votes cast. The number of votes cast is definitive and constitute a valid election. The Board election shall be conducted by secret mail ballot prior to the annual membership meeting and the results announced at the annual membership meeting. Ballots may be handed in at the meeting place prior to the start of the meeting. All procedures (nominations process, preparation of secret ballots, sending ballots to unit owners, collection of completed ballots, counting of ballots, and preparation of statistical summary of voting results) attendant to the election of Executive Board members shall be done in accordance with the procedures in Exhibit B to these Bylaws by an Election Committee appointed by the Executive Board composed of 3 unit owners not connected with current board members. The Executive Board may designate an observer to the Election Committee to observe the proceedings of opening and counting of ballots. Any change or amendment to Article II. 2. may be done only by a majority vote of the unit owners. No more than one owner from each unit shall serve on the Executive Board.
3. Number and Term. The number of members of the Executive Board of the Association shall be no less than three nor more than five. Terms will be staggered as determined by the Board. Each member of the Executive Board shall hold office for a two year term.
4. Qualifications. All members of the Executive Board shall be twenty-one or more years of age. All members of the Executive Board shall also be members of the Association who are not delinquent in the payment of Association assessments for his or her unit.
5. Voting. Each member of the Executive Board shall have one vote. Any Board member's vote may be cast in person, by proxy or by e-mail.

6. Meetings. The Executive Board shall hold an annual meeting each year, immediately following the annual membership meeting. Other meetings of the Executive Board may be held at such times as may be determined by the Executive Board or by the President. The Executive Board can act without a meeting if a majority of the Board agrees. Any significant actions from such a meeting shall be documented in the minutes of the next meeting of the executive Board. All meetings of the Board shall be open to all homeowners or their designated representatives, however, the Board may hold work sessions to discuss matters as long as no votes to approve significant matters are taken. Significant actions or matters as indicated in this section, if related to expenditures, shall mean expenditures which cause the total annual budget to be increased as opposed to a change of any line item in the budget.

The Executive Board may meet in executive session to discuss the following topics:

1. Matters pertaining to employees of the Association or the managing agent's contract or involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee of the Association;
2. Consultation with the Association's legal counsel regarding pending or imminent litigation or matters that are privileged or confidential between attorney or client;
3. Investigative proceedings concerning possible or actual criminal misconduct
4. Matters subject to specific, constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure;
5. Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy;
6. Review of or discussion relating to any written or oral communication from legal counsel.

The president or acting chair of the meeting shall announce the general matter of the discussion prior to the time the Board convenes an executive session. The directors shall not adopt any rule or regulation during an executive session. The minutes of all meetings at which an executive session was held shall indicate that the meeting was an executive session and shall include the general subject matter of the session.

7. Quorum. A majority of the members of the Executive Board shall constitute a quorum at all meetings of the Board.
8. Compensation. Directors shall receive no compensation for serving as a Director.
9. Powers and Duties of Executive Board. Included within the general powers of the Executive Board to manage the business and affairs of Association, but not in limitation thereof, the Board shall have the following powers and duties:

(A) Powers:

- (1) Adopt rules and regulations governing the use of the common elements as the Board of Directors determines necessary. Any such rules and regulations shall not be in conflict with the Condominium Declaration or Map nor with these Bylaws or with the Colorado Common Interest Ownership Act. Such rules and regulations shall be a separate document, and shall not be recorded in the county real estate records.

- (2) Enforce the provisions of the Condominium Declaration, the Condominium Map; the Governance Policies and Procedures these Bylaws; and any rules and regulations.
- (3) Adopt an annual budget, as provided in the Condominium Declaration and suspend the voting rights of all Association members and Executive Board members who are owners of a unit for which an assessment is delinquent.
- (4) Levy and collect assessments as provided in the Condominium Declaration.
- (5) Act as an architectural control committee.
- (6) Hire and terminate managing agents and other employees and independent contractors, using written agreements of a term no greater than one year. Any such agreement with a managing agent shall specify the duties thereof which shall be subject to supervision by the Executive Board.
- (7) Grant underground utility easements through the general common elements for utilities serving this Condominium complex.
- (8) Exercise the powers which a nonprofit corporation may exercise pursuant to the Colorado Nonprofit Corporation Act and which the Corporation may exercise pursuant to the Colorado Common Interest Ownership Act.

(B) Duties:

- (1) Prepare and manage annual budget, levy assessments and collect assessments, as provided in the Condominium Declaration. In response to changing conditions, the Executive Board may adjust monies between budget line items so long as expenses do not exceed the total budget.
- (2) Maintain the general common elements and any limited common elements as identified in Exhibit A.
- (3) Obtain and maintain insurance coverages as set forth in the Condominium Declaration.
- (4) Enforce the provisions of the Condominium Declaration, the Condominium Map, the Governing Policies and Procedures, these Bylaws and any duly adopted rules and regulations. Distribute a copy of any rules and regulations to at least one owner of each condominium unit.

10. Proxies. Proxies may be used for Board meetings only if the proxy designates another Board member and directs the casting of a vote on the matter described in the proxy.

11. Delegation of Powers and Duties. The Executive Board shall not delegate any of its powers or duties to any other person, entity or committee, except to a person or committee which is advisory to the Board, and except pursuant to a contract with a managing agent for the day to day management of the condominium complex. The Executive Board may delegate only the day to day management of the condominium complex to a managing agent, subject to the supervision of the Executive Board.

12. Removal and Vacancies. A Director may be removed, without cause, at any time by a mail in vote of the membership following a meeting called for the purpose of discussing this removal at which the board member under potential recall is given an opportunity to speak. However, such vote to remove shall have the approval of no less than a majority of all homeowners eligible to vote. Vacancies, for any reason, in the Executive Board may be filled by the remaining Directors for the unexpired portion of the term. An appointee may not be a previous member of the Executive Board who is currently in the two year period after being term limited.

13. Manner of Acting. The act of a majority of the members of the Executive Board present at a meeting of the Executive Board at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number thereof is required by the Colorado Non-profit Corporation Act, the Common Interest Ownership Act, the Condominium Declaration or by these Bylaws.

ARTICLE III

MEMBERS

1. Membership. Every person or entity, whom or which is a record owner of a fee or undivided fee interest in a unit, shall be a member of the Association. The foregoing shall not be construed to include any persons or entities whom or which hold an interest in any unit merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any unit.

2. Voting Rights. The Association shall have only one class of voting membership. When more than one person or entity hold an ownership interest in any one unit, all such persons or entities shall be members; provided, however, there shall be only one vote allowed for each unit. The person or entity having the right to exercise the vote for the unit shall be as determined by said multiple owners which determination shall be announced and recorded by the Association Secretary at the outset of every membership meeting (after the meeting is convened but prior to the transaction of any business whatsoever). Fractional voting or cumulative voting of an interest shall not be allowed.

3. Meetings. There shall be an annual meeting of the membership each year, and other meetings of the membership may be called by the President, by a majority of the members of the Executive Board, or by unit owners having no less than twenty percent of the votes in Corporation matters. Not less than ten days, or if the notice is mailed by other than first class or registered mail or e-mail, not less than thirty days nor more than sixty days in advance of the annual meeting of the membership, the Secretary shall cause notice to be given to the members as hereinafter provided. The notice shall also include financial reports to be discussed at the meeting. Not less than ten days, or if the notice is mailed by other than first class or registered mail or e-mail, not less than thirty days, nor more than sixty days in advance of any other meeting of the membership, the Secretary shall cause notice to be given to the members as hereinafter provided. The notice shall include the general nature of any proposed amendment to the Condominium Declaration or to these Bylaws, any proposed budget changes, and any proposal to remove an officer or member of the Executive Board.

4. Quorum. A quorum shall be deemed present throughout any membership meeting if persons entitled to cast no less than 33.3 percent of the votes which may be cast are present, in person or by proxy.

5. Proxies. At meetings of the membership, each voting member may vote in person or by proxy. All proxies shall be in writing, signed by one member of the unit affected thereby,

designate the member or other person who may exercise the proxy, designate the meeting at which the proxy is to be exercised, and unless it is designated as a general proxy for all purposes to come before the meeting, specify the matter or matters for which the proxy may be exercised at the meeting. Proxies which do not specify the specific matters for which the proxy may be exercised will be considered as general proxies. Proxies must be in writing but do not have to be on a specific form so long as the required information is included. E-mail proxies are acceptable. Proxies shall automatically become invalid immediately subsequent to the date of the meeting for which it was given. Unit owners may not revoke a proxy except by actual notice, before the meeting, to the person presiding over a membership meeting. A proxy shall be void if it purports to be revocable without notice.

6. Manner of Acting. The act of majority of the voting members present at a meeting at which a quorum is present shall be the act of the members of the Association, unless the act of a greater number of members is required by the Colorado Non-profit Corporation Act, the Colorado Common Interest Ownership Act, the Condominium Declaration or by these Bylaws.

ARTICLE IV

Officers

I. Election and Tenure. The Executive Board annually shall elect a President, Vice-President, Secretary and Treasurer. Officers shall be members of the Executive Board. If the number of Executive Board members is three, then the Executive Board annually shall elect a President, Secretary, and Treasurer. Any vacancy in an office may be filled by the Executive Board for the unexpired portion of the term.

2. President. The President shall preside at all meetings of the Executive Board and of the membership. In general, he or she shall perform all duties as may, from time to time, be assigned to him or her by the Executive Board.

3. Vice-President. The Vice-President shall act in the absence of the President.

4. Secretary. The Secretary shall give, or cause to be given, written advance notice of all meetings of members and of the Executive Board which are required to be given, and shall keep a record of the proceedings of said meetings. The Executive Board may also appoint an Assistant Secretary. The Secretary or Assistant Secretary may prepare and (upon approval) certify amendments to these Bylaws.

5. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the Association and deposit all such funds in the name of the Association in such banks or other depositories as shall be selected by the Executive Board.

6. Removal and Vacancies. An officer may be removed by the Executive Board, without cause, at any time or by the membership as provided in Paragraph 12 of Article II hereof. Any vacancy in an office may be filled by the remaining Directors for the unexpired portion of the term.

ARTICLE V

Notices

I. Notices. Whenever, under the provisions of a statute, the Condominium Declaration, Governance Policies and Procedures or these Bylaws, notice is required to be given to any director or

member, it shall not be construed to mean only notice personally delivered; and such notice may also be given by mail, postage prepaid, and addressed to such director or member at such address as appears on the records of the Association, and such notice shall be deemed to be delivered two days after the date upon which the same is so mailed. Required notices may also be delivered by e-notification but only if permission is given by the person. If notices are delivered by e-notification, such notice shall be deemed to be delivered on the day of e-notification. It shall be the responsibility of all members to keep their address current with the Secretary.

2. Waiver of Notice. Whenever any notice is required, a written waiver thereof signed by the person or persons entitled thereto, whether before, at or after the meeting date stated therein shall be deemed equivalent thereto. The signing of minutes for a meeting shall constitute a waiver of notice of that meeting. Presence at a meeting, unless for the sole purpose of objecting to lack of notice, shall also constitute a waiver of notice thereof.

ARTICLE VI

Execution of Instruments

The President (together with the Secretary when that office is filled) of the Association shall have the power to execute, on behalf of and in the name of the Association, all documents, including contracts, as approved by the Executive Board in each instance. Other officers may be authorized by the Board to execute a specific document. All drafts and checks upon the funds to the credit of Association shall be signed in accordance with the banking resolution as approved by the Executive Board.

ARTICLE VII

AMENDMENTS

The Executive Board shall have the power to amend these Bylaws by an affirmative vote of a majority of the entire Board (not just of a quorum). Any such amendments shall not conflict with the Condominium Declaration, Condominium Map, any rules and regulations which may have been duly adopted, or with any statutes. Such amendments shall concern only the provisions hereof or any additional provision which is consistent with bylaws. Rules and regulations shall not be included in the Bylaws. Bylaws shall not be recorded in the county records.

CERTIFICATE

The undersigned hereby certifies that she or he is the duly elected, qualified, acting and hereunto authorized Secretary of the aforesaid Corporation, and that the foregoing and annexed Bylaws constitute a true and complete copy of the Bylaws of said Association presently in full force and effect.

In Witness Whereof, the undersigned has signed this Certificate and affixed hereto the seal of said Association.

Dated: October 4th, 2019



A handwritten signature in black ink, reading "Charles A. DeJoseph, Jr.", is written over a thick, solid black horizontal line that spans the width of the signature.

Charles A. DeJoseph Jr., Secretary

Exhibit A

A summary of delineated responsibilities of the HOA and individual homeowners,
according to the Declarations of Elk Ridge Condominium Association - January 2018

NOTE: For any conflicts between this summary and the Declarations, the Declarations will govern.

	HOA	Homeowner
Common Elements		
Landscaping	X	
Sprinkling system: operation and repair	X	
relocation if near building foundation		X
Fencing: maintenance and replacement	X	
Bulletin board, shed, entryway signage: maintenance	X	
Sidewalk: next to street curb	X	
Limited Common Elements		
Unit - Internal (from studs in) all maintenance, painting, heating, electrical, plumbing, radon abatement, etc.		X
Crawl space, including water invasion		X
Sub flooring	X	
Any chute, flue (including the cap on flue), duct, wire, conduit, pipe, bearing wall, bearing column, or other fixture which lies partially within and partially outside the designated boundaries of a unit		X

Unit - External		
Siding:		
Painting - as needed	X	
Repair of damages; replacement, partial or complete	X	
Golf ball damage		X
Maintenance, repair a/o replacement:		
Stone Veneer	X	
Roof	X	
Chimney housing, soffits, fascia, foundation. Chimney housing pertains to the units which have chimneys on an outside wall. The housing which is the HOA responsibility is the siding around these fireplaces and chimneys.	X	
Supporting or structural walls, other structural components	X	
Doors, steps, windows, screens, frames, garage door, electrical outlets, lights, hose bibs, air conditioning units		X
Skylights, solar panels, whole house fans		X
Gutters, downspouts: repair, replacement	X	
Gutter cleaning (other than one cleaning/year by the HOA)		X
Decks and patios: repair, replacement		X
insurance	X	
Awnings		X
Radon mitigation systems - Board approval required for design and installation of system - must be installed by a licensed mitigation contractor.		X
External electrical panels		X
External gas outlets		X
Utility & telecommunication units (i.e., satellite dish,		X

water, gas meters): contact with service providers		
Driveway:		
Repair, replacement		X
Snow removal - over 4"	X	
Snow removal - under 4"		X
Sidewalk: from garage to front door		X
Insurance		
HOA master policy, including decks	X	
Homeowner's policy (from the studs in)		X

Exhibit B

The intent of this process is to ensure a smooth and orderly election while giving everyone who is interested an equal opportunity to run for and be elected to the Board. In addition, this process ensures that votes remain secret.

Process

In this process when the term “mailed” is used hand delivery may be substituted. When hand deliveries are used a signature sheet will be used.

The Board will identify a three-member Election Committee on or about June 1.

The Election Committee will establish an election schedule which defines at least four dates.

Date to send out request for nominations to run for the Board of Directors

Date for people requesting to run for the Board of Directors to submit a resume

Date to mail out ballots to membership

Date of final collection of ballots from the mailbox (typically day before the election)

The notification to run and resume submittal date is a firm cut-off date and requests received after this date will not be placed on the ballot for election. The ballots will have only the names of the nominees who have submitted their intention to run and resumes in accordance with the submittal date.

If not enough homeowners elect to run for the Board to fill all open positions the Election Committee will send a second request to homeowners explaining the situation and again requesting homeowners to run for the Board.

On the ballot, nominees will be listed in alphabetical order. Incumbents will not be identified on the ballot. There will be no line for write-in candidates and write-in candidates will not be counted.

Following the deadline for submittal of the resumes, the resumes will be e-mailed or mailed to all homeowners for their information. The resumes will also be posted on the bulletin board. Direct homeowner notification through mail or e-mail and posting to the bulletin board will be sufficient but if the committee decides to post them on the website or include them in the ballot package, that will be acceptable.

The ballot package to be mailed out will contain an instruction sheet, a ballot, a return envelope with the homeowners name in the return address and a ballot envelope with only the word "BALLOT" on the outside. The homeowner will mark his ballot and seal it in the small envelope marked "BALLOT". This small envelope will be sealed in the return envelope with the homeowner's return address on it and mailed to the committee (the address to which the return envelope is to be mailed will already appear on the return envelope). Alternately, the homeowner can bring the return envelope with the ballot envelope sealed inside to the annual meeting and give it to the Election Committee before the start of the meeting per the Bylaws. Ballots submitted to the Election Committee after the meeting has started will not be counted. Proxies will not be accepted in this election.

Once submitted by the homeowner, votes may not be changed.

Once ballots have been sent out and are in the process of being returned, the committee will meet periodically (but at least weekly) and take the ballot envelopes out of the return envelopes received. Each committee member will initial each ballot envelope and add homeowners who have voted to a tabulation sheet. The sealed ballot envelopes will be kept together and those return envelopes already opened will be kept together.

The tabulation sheet indicating which homeowners have voted will be made available to any homeowner who requests to see it.

After the start of the annual meeting, the Election Committee will retire to a private place and proceed to open any return envelopes presented prior to the start of the meeting and add these homeowner names to the tabulation of homeowners who have voted. The Committee will then ensure that the number of ballots conforms to the ballots received tabulation. They will then take the ballots out of the ballot envelopes and count and tabulate the votes. The names of the directors elected will be provided to the President during the meeting so those elected can be announced during the meeting. Only the names of those elected will be provided to the President, not vote totals or percentages for each candidate. The total number of votes cast may be provided if requested.

The ballots, tabulation of homeowners who voted, tabulation of votes, signature sheets and return envelopes will be filed in the HOA files to be kept for one year from the date of the election per the Governing Policies & Procedures.

Uncontested Election Alternative

In the event that the Election Committee has determined that the number of candidates certified by the Committee does not exceed the number of vacant positions, the Committee shall recommend to the Board of Directors that the election shall be declared completed and the candidates duly elected.

Effective Date

This Uncontested Election Alternative will take effect with the commencement of the 2022 election.