

By-Laws of Wissler Ranch Homeowners Association, Inc.
as of July 2nd, 2014

The following By-Laws correctly set forth the provisions of the By-Laws of Wissler Ranch Homeowners Association, Inc., and were duly adopted pursuant to state and local laws, and the Colorado Common Interest Ownership Act (CCIOA), and all other provisions of Colorado statutory laws and regulations applying to contracts.

Article I
Name and Location

The name of the corporation is Wissler Ranch Homeowners Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 20325 Wissler Ranch Road, Colorado Springs, CO 80908. But meetings of members and directors may be held at such places within the county of El Paso as may be designated by the Board of Directors, which shall also be known and referred to sometimes herein as the "Board".

Article II
Definitions

All terms which are defined in the Declaration of Covenants, Conditions and Restrictions of Wissler Ranch (hereinafter called the "Declaration" and incorporated herein by this reference) shall have the same meaning herein.

Article III
Meeting of Members

Section 1. Membership and Voting Rights. The requirements and conditions of membership and of voting rights shall be as provided in the Declaration and the Articles of Incorporation.

Section 2. Annual Meetings. The annual meeting of the members shall be held in October at a place, date and time, within the state of Colorado, as the Board of Directors may determine.

Section 3. Special Meetings. Special meetings of the members may be called at any time by the president or by a majority of the Board of Directors or upon written request of at least 20% of the HOA members. Written requests may be made via U. S. Postal Service or by e-mail.

Section 4. 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, at least ten (10) but not more than fifty (50) days prior to such meeting, to each member entitled to vote thereat. Notice of all meetings will be made by posting a public notice at the Wissler Ranch mail box center or via e-mail. Notice of annual and special meetings will additionally be made by mailing a copy of such notice, postage prepaid. Notices will be addressed to the members' postal and e-mail addresses last appearing on the books of the Association, or supplied by such member to the Association for the purpose of 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, and the items on the agenda, including the general nature of any proposed amendment to the Declaration or By-Laws, any budget changes, and any proposal to remove an officer or member of the Executive Board.

Section 5. Action Taken Without Meeting. Notwithstanding any provision to the contrary, any action required or permitted to be taken at any meeting of members may be taken without a meeting, prior notice of a vote, if a consent in writing, setting forth the action so taken, is signed by a majority of the members.

Section 6. Quorum. The presence at the meeting of members, either in person or by proxy, entitled to cast one-third (1/3) of the votes of the membership, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such a 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 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 prior to the meeting. Every proxy shall be revocable upon written notice to the secretary and shall automatically cease upon conveyance by the member of his lot.

Section 8. Majority of Members. As used in these By-Laws, the term "Majority of Members" shall mean fifty-one percent (51%) of the combined votes cast by all members present at a meeting containing a quorum. An affirmative vote of a majority of the members present, in person or by proxy, shall be required to transact the business of the meetings which involve the members voting, and shall be valid and binding upon all members.

Section 9. Order of Business. The order of business at all meetings of the membership shall be as follows:

- a. Roll call and certifying of proxies
- b. Proof of notice of meeting or waiver of notice
- c. Reading and disposal of unapproved minutes
- d. Reports of officers
- e. Reports of committees
- f. Election of Directors
- g. Unfinished business
- h. New business
- i. Adjournment

Notwithstanding the preceding, the failure to strictly adhere to the above agenda shall not invalidate the meeting.

Article IV Board of Directors

Section 1. Number. The property, business and affairs of the Association shall be managed by a board of seven (7) directors, who shall be elected by an affirmative vote of a majority of the

members present, in person or by proxy. Contested elections, defined as elections in which the number of candidates exceeds the number of vacant positions, shall be completed using secret ballots. In the event that more than one candidate receives a majority of votes for vacant director position(s), the candidate(s) among these, receiving the greatest number of votes, is/ are elected. Votes will be counted and certified by an election committee consisting of at least three (3) members who are not candidates. Results of the election, with the number of votes for each candidate, will be publicly posted within seventy-two (72) hours of the election.

Section 2. Term of Office . At each annual meeting, the members shall elect the same number of directors as there are directors whose terms are then expiring, for terms of three years.

Section 3. Waiver of Notice. Before or at any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the board shall be a waiver of notice by him of the time and place thereof. If all the directors are present at any meeting of the board, no notice shall be required and any business may be transacted at such meeting.

Section 4. Quorum. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Proxy votes of Board of Directors members, in the matters of conducting the transaction of business done by the Board of Directors, are not allowed. If, at any meeting of the Board, there is less than a quorum present, those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 5. Director Removal. Any director may be removed, with or without cause, by a majority vote of the members at a meeting specifically called for this purpose.

Article VII

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 project and use of the common area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof. A rule or regulation shall not be in conflict with the Declaration or these By-Laws. A copy of such rules and regulations may be delivered by hand to each lot and mailed to each member upon the adoption thereof.

b. Suspend any member's right to vote and any right to receive Association services and privileges and to use of any recreational facilities during any period in which such member shall be in default under the Declaration including, without limitation, the non-payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for each infraction of published rules and regulations;

c. Exercise for the Association all powers, duties and authority vested in or delegated to the Board or the Association and not reserved to the membership by other

provisions of these By-Laws, necessary for the administration of the affairs of the association and for the operation and maintenance of the project;

d. Incur such costs and expenses as may be necessary to perform the Association's duties under the Declaration and to keep in good order, condition and repair all of the common area and facilities and all items of common personal property;

e. Declare the office of a director of the Board of Directors to be vacant if such director resigns or is removed by the membership, or in the event such director shall be absent from three (3) consecutive regular meetings of the Board of Directors. Unless vacant by means of a recall, a vacancy of any director of the Board of Directors may be filled by appointment by a majority of the Board. The director appointed to such vacancy shall serve for the remainder of the term of the director replaced. Any position vacant as a result of a removal of the director shall be filled by a vote of the members.

f. Employ a property manager, an independent contractor or such other employees as they deem necessary, and to prescribe their duties; provided however, the Board when so delegating shall not be relieved of its responsibilities under 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 one-fourth (1/4) of the members who are entitled to vote. Written requests may be made via U.S. Postal Service or by e-mail;

b. Provide such supervision of all officers, agents and employees of this Association as the Board deems reasonable, necessary and appropriate;

c. As more fully provided in the declaration to:

- i. Fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period; however, such annual assessment may be collected on a monthly basis;
- ii. Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
- iii. Foreclose the lien against any property for which assessments are not paid within a time set by the Board, or to bring an action at law against the owner personally obligated to pay the same, or both.

d. Issue, or to 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 the property owned by the Association, insure and keep insured all of the insurable common area facilities in an amount equal to the maximum replacement value for the benefit of all lot owners and their first mortgagees and procure and maintain all other insurance required by the declaration.

f. Cause all officers or employees having fiscal responsibilities to furnish adequate fidelity insurance or bonds as required by the Declaration. The premiums on such insurance or bonds shall be a common expense as may be deemed appropriate by the Board;

g. Fulfill all obligations of the board under the Declaration and cause the common area to be maintained and to make repairs, additions, alterations and improvements in the manner consistent with the Declaration;

h. Establish a bank account or accounts for the common treasury and for all separate funds which are required or may be deemed advisable and to keep and maintain full and accurate books and records showing all of the receipts, expenses or disbursements and to permit examination thereof at any reasonable time by each of the lot owners, and to cause a complete review of the books and accounts, once each year, by a committee comprised of at least one member of the Board of Directors and at least two (2) other members, none of whom are the Associations' president or treasurer; and

i. Meet as often as the Board deems reasonable and appropriate.

Section 3. No Waiver of Rights. The omission or failure of the Association or any member to enforce the covenants, conditions, restrictions, easements, uses, limitations, obligations or other provisions of the Declaration, the By-Laws or rules and regulations adopted pursuant thereto, shall not constitute or be deemed a waiver, modification or release thereof, and the Board of Directors, the Association or any member shall have the right to enforce the same thereafter.

Article VIII Officers and Their Duties

Section 1. Enumeration of Officers. The officers of the Association shall be a president and a vice-president, both of whom shall at all times be members of the Board of Directors, and a secretary and a treasurer, and such other officers as the Board of Directors shall, from time to time, elect. The office of the treasurer and secretary may be held by the same person. The offices of the secretary and treasurer need not be held by members of the Board of Directors.

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. Each officer of the 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 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. Duties. The duties of the officers are as follows:

a. 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 on behalf of the Association all leases, mortgages, deeds and other written instruments; shall co-sign all promissory notes; and co-sign all checks, or via e-mail co-authorize with the treasurer, their payment by electronic funds transfer.

b. The vice-president shall act in the place and 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. 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 any 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. Except to the extent performed by any managing agent, 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 co-sign all checks and promissory notes of the Association; and co-sign all checks, or via e-mail, co-authorize with the president, their payment by electronic funds transfer; and keep proper books of account; shall prepare a year to date budget review and a year to date statement of income and expenditures, to be presented to the membership at its regular annual meeting; and provide a copy of each to the members at their completion, after each fiscal year; and subsequent to the annual election of officers, shall chair a budget committee, which will present a proposed budget for the next year, at the meeting immediately prior to the completion of each fiscal year, and shall cause an annual audit of the Associate books by a committee comprised of at least one (1) member of the board of directors and at least two (2) other home owner members, none of whom shall be the Associations' president or treasurer. In the event a managing agent has the responsibility of collecting and disbursing funds, the treasurer shall review the accounts of the managing agent not less often than once each calendar quarter.

Article IX

Officers and Directors as Agents of Association

Contracts of other commitments made by the Board of Directors or officers shall be made as agent for the Association, and they shall have no personal responsibility on any such contract or commitment.

Article X Committees

The Board of Directors may appoint such committees as deemed appropriate in carrying out its purpose, including without limitation, a Design Review Committee.

Section 1. Appointment of Committees. The president of the Board of Directors, or the Board of Directors, may appoint such committees, each committee's chairperson, and each committee's members, as deemed appropriate in carrying out its purpose.

Section 2. Committee, Chairperson, Member Removal. A committee, a committee chairperson, or any committee member, may be removed, with or without cause, by the president of the Board of Directors, or a majority vote of the Board of Directors.

Section 3. Committee Chair. Any committee chairperson shall meet the same qualifications as a board member. All committee meetings shall be open to the members.

Article XI Books and Records

The Association shall make available to owners and mortgagees, current copies of the Declaration, By-Laws, other rules concerning the project, and the books, records and financial statements of the association. "Available" means available for inspection, upon request, during normal business hours or under other reasonable circumstances.

Article XII Assessments

As more fully provided in the Declaration, each member is obligated to pay to 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. If any assessment is not paid when due, the Association may impose an administrative fee not to exceed a sum set forth in the rules and regulations. If any assessment is not paid within ninety (90) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the Association may bring an action at law against the owner personally obligated to pay the same, and/or may foreclose the lien against the property, and in the event a judgement is obtained, such judgement shall include interest on the assessment as above provided, and a reasonable attorney's fee to be fixed by the court together with the expense and costs of the action. 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 XIII Amendments

Section 1. The Association's Articles of Incorporation or these By-Laws or both may be amended, at a regular or special meeting of the members with a quorum present by a vote of sixty-seven percent (67%) of the members present in person or by proxy.

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

Article XIV Miscellaneous

Unless the Board otherwise determines, the fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

In witness whereof, we, being all of the directors of the Wissler Ranch Homeowners Association Inc., have hereunto set our hands.

Eric Doremus
Brian Freese
Wayne Gardner
Lisa Gilbert
Bill Schmidt
Jack Windeler