

**BYLAWS  
OF  
BELLE CREEK TOWNHOME ASSOCIATION, INC.**

**ARTICLE 1.  
NAME AND LOCATION**

The name of the corporation is Belle Creek Townhome Association, Inc., hereinafter referred to as the "Association." The principal office of the Association shall be 1805 Shea Center Drive, Suite 250, Highlands Ranch, CO 80129, but meetings of Members and directors may be held at such places within the State of Colorado as may from time to time be designated by the Board of Directors of the Association.

**ARTICLE 2.  
PURPOSE**

The purpose for which the Association is formed is to govern the Community, exercise the rights, power and authority, and fulfill the duties of the Association, as provided in that certain Declaration of Covenants, Conditions and Restrictions of Belle Creek Townhomes, and all amendments, clarifications and supplements thereto, recorded or to be recorded in the office of the Clerk and Recorder of Adams County, Colorado ("Declaration") (terms which are defined in the Declaration shall have the same meanings herein unless otherwise defined. herein), and those certain Articles of Incorporation of Belle Creek Townhome Association, Inc., and any amendments thereto, filed in the office of the Secretary of State of the State of Colorado ("Articles of Incorporation"). All present and future Owners, tenants, occupants, and any other Person who may use any Lot, the Common Elements, or any portion thereof, or any facilities or appurtenances thereto or thereon, in any manner, shall be subject in all respects to the covenants, conditions, restrictions, reservations, easements, regulations, and all other terms and provisions set forth in the Declaration, Articles of Incorporation and these Bylaws. The mere acquisition, rental or occupancy of any Lot, or any portion thereof, shall signify that all terms and provisions of the Declaration, Articles of Incorporation and these Bylaws are accepted, ratified and shall be complied with.

**ARTICLE 3.  
MEETINGS OF MEMBERS**

**Section 3.1.      *Annual Meetings.***

The first annual meeting of the Members shall be held within twelve (12) months from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on such date, at such time and location, as may be designated by the Board of Directors from time to time. At each annual meeting, the Members shall elect directors to fill vacancies and conduct such other business as may properly come before the meeting.

**Section 3.2.      *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 by Owners having at least twenty percent (20%) of the votes of the Association.

every Member entitled to vote on the matter which sets forth each proposed action and provides an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Solicitations for vote by written ballot must be accompanied by written information sufficient to permit a Member to reach an informed decision on the matter and must specify:

3.6.1. the number of responses needed to meet the quorum requirements;

3.6.2. the percentage of approvals necessary to approve each matter other than election of the directors; and

3.6.3. the time by which a ballot must be received in order to be counted.

**Section 3.7. Security Interest Holders.**

Each Security Interest Holder shall have the right to designate a representative to attend all meetings of Members.

**ARTICLE 4.**

**BOARD OF DIRECTORS - SELECTION - TERM OF OFFICE**

**Section 4.1. Number.**

The affairs of this Association shall be managed by a Board of Directors of three (3) directors. Directors shall be Members and, in the case of any Members who are not natural persons, may include the officers, directors, partners, members, employees, or authorized agents of each such Member. Notwithstanding the foregoing, the number of directors may be changed from time to time by a vote of the Board of Directors; provided, however, that the number of directors may not be greater than seven (7) nor less than three (3).

**Section 4.2. Power to Appoint or Elect.**

During the 75% Control Period, the Declarant shall have the power to appoint the directors as more fully described in the Declaration. Subject to the Declarant's right to appoint, the Members shall elect the directors.

**Section 4.3. Term of Office.**

Any director who is elected by the Members prior to termination of the Period of Declarant Control shall serve for one (1) year or until such director's duly-elected successor takes office on the Executive Board, whichever occurs later. Any director of the Executive Board who is elected by the Members subsequent to termination of the Period of Declarant Control, but prior to the first annual meeting of the Members held after termination of the Period of Declarant Control, shall serve until the second annual meeting of the Members after such director's election. At the first annual meeting of the Members held subsequent to termination of the Period of Declarant Control at which two (2) or more directors are elected: one (1) director shall be elected for a term of one (1) year if two (2) directors are being elected; and two (2) directors shall be elected for one (1) year terms if three (3) directors are being elected. Except as provided above, each director shall be

**ARTICLE 6.**  
**MEETINGS OF THE BOARD OF DIRECTORS**

**Section 6.1.       *Regular Meetings.***

Regular meetings of the Board of Directors shall be held not less often than quarterly, without notice, at such place and hour as may be fixed from time to time by 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 6.2.       *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 6.3.       *Quorum; Actions of Board of Directors.***

A quorum at any meeting of the Board of Directors is present if directors entitled to cast fifty percent (50%) of the votes on the Board of Directors are present. Every act or decision done or made by a majority of a quorum of the directors present, in person or by proxy granted to another director (as more specifically set forth below), at a duly held meeting shall be regarded as the act of the Board of Directors.

**Section 6.4.       *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 if each and every director in writing ("Written Vote(s)") does either of the following:

- 6.4.1. Votes for such action; or
- 6.4.2. (i) Votes against such action or abstains from voting; and  
(ii) Waives the right to demand that a meeting be held.

Action under this Section is valid only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted. For any action taken under this Section to be effective the Association must receive the Written Votes described in subsections 6.4.1 and 6.4.2 signed and not revoked. Written Votes may be received by the Association by facsimile. A director may revoke such director's Written Vote by a writing signed and dated describing the action and stating that the director's prior vote is revoked ("Revocation") if such Revocation is received by the Association before the last Written Vote necessary to effect the action is received by the Association. The Association shall keep the Written Votes and any Revocations with the minutes of the meetings of the Board of Directors.

**Section 6.5.       *Proxies.***

For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be deemed to be present and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in

7.2.10. exercise any and all powers granted by the Colorado Revised Non-Profit Corporation Act and by CCIOA.

**Section 7.3. Duties.**

It shall be the duty of the Board of Directors to:

7.3.1. cause to be kept a complete record of all its acts and corporate affairs and 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 Owners entitled to cast at least one-fourth (1/4) of the votes at such meeting;

7.3.2. supervise all officers, agents, and employees of the Association, and see that their duties are properly performed;

7.3.3. as more fully provided in the Declaration, to:

7.3.3.1. determine the amount of the annual Assessment against each Lot, from time to time, in accordance with the Association budget, and revise the amount of the annual Assessment if such budget is not ratified by the Owners; and

7.3.3.2. foreclose the lien against any Lot for which Assessments are not paid within such time as may be determined by the Board of Directors from time to time, or bring an action at law against the Owner personally obligated to pay the same;

7.3.4. issue, or cause an appropriate officer or authorized agent 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 that an Assessment has been paid, such certificate shall be conclusive evidence of such payment as to all Persons who rely thereon in good faith;

7.3.5. procure and maintain insurance, as more fully provided in the Declaration;

7.3.6. provide for maintenance, repair and/or reconstruction of the Common Elements, other property, and Improvements, as more fully provided in the Declaration; and

7.3.7. keep financial records sufficiently detailed to enable the Association to comply with the requirement that it prove statements of unpaid Assessments. All financial and other records shall be made reasonably available for examination by any Owner and such Owner's authorized agents.

**Section 7.4.**

Any of the aforesaid duties may be delegated by the Board of Directors to any other Person(s) or to the Association's managing agent.

**ARTICLE 8.  
ASSOCIATION RIGHTS**

**Section 8.1. Association Rights.**

9.8.1. President: The president shall preside at all meetings of the Board of Directors and Members; 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 or authorize a designated agent to co-sign promissory notes and checks of the Association.

9.8.2. Vice-President: The vice-president, if any, 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.

9.8.3. Secretary: The secretary 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 and of the Members; shall keep appropriate current records showing the names of the Members together with their addresses; shall prepare, execute, certify and record amendments to the Declaration on behalf of the Association; shall keep a record of the names and addresses of Security Interest Holders furnished to the Association by the Members; and shall perform such other duties as required by the Board.

9.8.4. 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 or authorize a designated agent to sign promissory notes and checks of the Association; shall keep proper books of account; shall cause an annual compilation report of the Association books to be made after the completion of each fiscal year or, at the option of the Board of Directors, an annual review or audited financial statement may be done; and shall prepare an annual budget to be presented to the membership, and give a copy or summary thereof to the Members (as provided in the Declaration).

The president, vice-president, secretary or treasurer of the Association may prepare, execute, certify, file and/or record amendments to the Declaration, the Articles of Incorporation or these Bylaws, on behalf of the Association, except that the Board of Directors may authorize other officers to do so.

## **ARTICLE 10. DELEGATION OF AUTHORITY TO A MANAGING AGENT**

### **Section 10.1.**

Once the Association includes thirty (30) Lots, if the Board of Directors or officers of the Association delegate any of their powers of collection, deposit, transfer or disbursement of Association funds to other Persons or to a managing agent, then the following provisions shall be required:

10.1.1. The other Person or managing agent must maintain fidelity insurance coverage or a fidelity bond in an amount of not less than Fifty Thousand and no/100 Dollars (\$50,000.00) or such higher amount as the Board of Directors may require from time to time; and

**ARTICLE 15.  
CONFLICTS OF PROVISIONS**

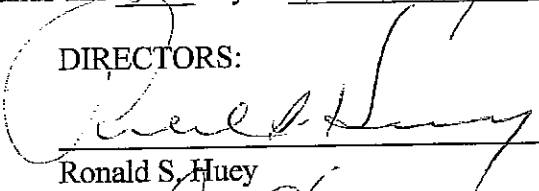
In case of any conflict between the Master Declaration and the Declaration, the Master Declaration shall control, and in any conflict between the Declaration and these Articles of Incorporation, the Declaration shall control. In the case of any conflict between these Articles of Incorporation and the Bylaws of the Association, the Articles of Incorporation shall control.

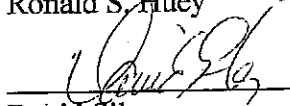
**ARTICLE 16.  
FISCAL YEAR**

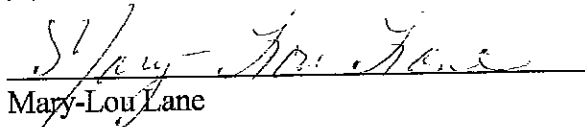
The fiscal year of the Association shall begin on the first day of January and end on the last day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of Belle Creek Townhome Owners Association, Inc., have hereunto set our hands this 5<sup>th</sup> day of February, 2002.

DIRECTORS:

  
\_\_\_\_\_  
Ronald S. Huey

  
\_\_\_\_\_  
David Siler

  
\_\_\_\_\_  
Mary-Lou Lane


I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Belle Creek Townhome Owners Association, Inc., a Colorado non-profit corporation, and

That the foregoing Bylaws constitute the Bylaws of said Association as duly adopted at a meeting of the Board of Directors thereof, held on the 5<sup>th</sup> day of February, 2002.

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of said Association this 5<sup>th</sup> day of February, 2002.

(SEAL)

  
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Mary-Lou Lane, Secretary