

BY-LAWS  
OF  
CHESTNUT VILLAGE CONDOMINIUM ASSOCIATION

ARTICLE I

Object

1.01. Association. CHESTNUT VILLAGE CONDOMINIUM ASSOCIATION (the "Association") is a nonprofit Corporation organized under the Colorado Nonprofit Corporation Act.

1.02. Purpose. The purpose for which the Association is formed is to govern the Condominium property situate in the County of Larimer, State of Colorado, which is known as CHESTNUT VILLAGE CONDOMINIUMS, hereinafter referred to as the "Condominium Project", and which property is subject to the provisions of the Condominium Ownership Act of the State of Colorado and to a recorded Condominium Declaration, hereinafter referred to as the "Project Declaration" or the "Declaration."

1.03. Owners Subject to By-Laws. All present or future owners, tenants, future tenants, or any other person that might use in any manner the facilities of the condominium project are subject to the regulations set forth in these By-Laws. The mere acquisition or rental of any of the condominium units (as defined in the Project Declaration and hereinafter referred to as "Units") or the mere act of occupancy of any of said units will signify that these By-Laws are accepted, ratified and will be complied with.

ARTICLE II

Membership, Voting, Majority of  
Powers, Quorum, Proxies

2.01. Membership. Ownership of a unit is required in order to qualify for membership in this Association. Any person on becoming an owner of a unit shall automatically become a member of this Association and be subject to these By-laws. Such membership shall terminate without any formal Association action whenever such person ceases to own a unit, but such termination shall not relieve or release any former owner from any liability or obligation to the Association or impair any rights or remedies which the Association may have against such former owner, arising out of or in any way connected with ownership of a unit and membership in the Association. No certificate of stock shall be issued by the Association, but the Board of Directors may, if it so elects, issue membership cards to the owners. Such membership card shall be surrendered to the Secretary whenever ownership of the unit designated thereon shall terminate.

2.02. Voting. All members including Declarant shall be entitled to vote on all matters, with one vote per unit owned. If title to any unit shall be held by two (2) or more co-tenants, then the membership and vote appurtenant to such unit shall not be severable, and the vote shall be voted as the designated member shall indicate. Cumulative voting in the election of Directors shall not be permitted.

2.03. Quorum. Except as otherwise provided in these By-Laws, the presence in person or by proxy of a majority of unit owners shall constitute a quorum and an affirmative vote of a majority of those present at which a quorum is in attendance either in person or by proxy, shall be necessary to transact business and to adopt decisions binding on all owners.

2.04. Definitions. As used in these By-Laws, the term "majority of unit owners" shall mean owners of more than

fifty percent (50%) of the units and the term "majority of those present at which a quorum is in attendance" shall mean owners of more than twenty-five percent (25%) of the units.

2.05. Proxies. Votes may be cast in person or by proxy. Proxies must be filed with the Secretary before the appointed time of each meeting. All proxies must be in writing and may be either general or for a particular meeting. The holder of a proxy need not be an owner.

### ARTICLE III

#### Meetings

3.01. Place of Meeting. Meetings of the Association shall be held at such place within the State of Colorado as the Board of Directors may determine.

3.02 Annual Meetings. The annual meetings of the Association shall be held each year on such date as shall be selected by the Board of Directors, provided that such meeting shall occur in each year not later than three (3) months after the end of the Association's fiscal year. The first annual meeting shall be called by the initial Board of Directors of the Association no later than one year after the first condominium unit is conveyed. At such meetings, the owners may transact such business of the Association as may properly come before the meeting. At each annual meeting, members of the Board of Directors shall be elected from among the unit owners. The Association may adopt a procedure whereby all terms of such members do not expire at the same time. In such event, at least one-third (1/3) of such terms will expire annually. Notwithstanding anything to the contrary provided for herein, however, until one hundred twenty (120) days after completion of conveyance to other parties of seventy-five percent (75%) of the units or five (5) years from the date of the first conveyance of a unit to another party, whichever shall first occur, the members of the Board of Directors of the Association shall be appointed by the Declarant, its successors or assigns, unless such right is relinquished earlier, and such right shall not be amended.

3.03 Special Meetings. It shall be the duty of the President to call a special meeting of the Association as required by the President, a resolution of the Board of Directors, or by petition of twenty-five percent (25%) of the owners of the units. The notice of any such special meeting shall state the time and place of such meeting and the specific purpose thereof. No business shall be transacted at a special meeting, except as stated in the notice, unless upon the consent of at least fifty percent (50%) of the owners. Any such meeting shall be held within thirty (30) days after receipt by the President of such resolution or petition.

3.04 Notice of Meetings. It shall be the duty of the Secretary to hand-deliver or to mail, by regular United States mail, a notice of each annual or special meeting, stating the purpose thereof, as well as the time and place where it is to be held, to each owner of record. A waiver of notice, signed by all members of the Association before, at or after any meeting shall be a valid substitute for notice. The certificate of the Secretary that notice was properly given as provided in these By-Laws shall be prima facie evidence thereof.

3.05 Adjourned Meetings. If any meeting of owners cannot be convened because a quorum has not attended, or if the business of the meeting cannot be concluded, the owners who are present, either in person or by proxy, may adjourn the meeting for periods of no longer than one week from time to time, until a quorum is obtained or until a conclusion can be reached.

3.06 Voting List. At least ten (10) days before each meeting of members, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order, with the address of each and the number of votes entitled to be voted, shall be prepared by the Secretary. The list, for a period of ten (10) days prior to the meeting, shall be kept on file at the office of the Association and shall be subject to inspection by any member at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting during the whole time thereof, and shall be subject to the inspection of any member during the whole time of the meeting.

3.07 Order of Business. The order of business at all meetings of the owners of units shall be as follows:

- a. Call to order
- b. Proof of due notice of meeting
- c. Determination of quorum and examination of proxies
- d. Announcement of availability of voting list
- e. Announcement of distribution of annual statement and budget (if the meeting is an annual meeting)
- f. Reading and disposing of minutes of last meeting of members
- g. Reports of Officers and committees
- h. Appointment of voting inspectors
- i. Unfinished business
- j. Adoption of Annual Budget (if the meeting is an annual meeting)
- k. New business
- l. Nomination of Directors (if the meeting is an annual meeting)
- m. Opening of polls for voting
- n. Recess
- o. Reconvening; closing of polls
- p. Report of voting inspectors
- q. Other business
- r. Adjournment

#### ARTICLE IV

##### Board of Directors

4.01 Association Responsibilities. The owners of the units will constitute the Association, who will have the responsibility of administering the condominium project through a Board of Directors.

4.02. Number and Qualification. The affairs of the Association shall be governed by a board of managers (the "Board of Directors"). Prior to the sale of seventy-five percent (75%) of the units by the Declarant or such earlier time as the Declarant may designate, it shall be composed of three (3) persons. Subsequent to the sale of seventy-five percent (75%) of the units by the Declarant, or at such earlier time as the Declarant may designate, it shall be composed of not less than three (3) nor more than ten (10) persons, who shall be unit owners. The number of Directors may be increased or decreased by amendment of these By-Laws; provided, however, the number of Directors shall not be reduced to less than three (3) nor increased to more than ten (10). Until the first meeting of the Association, the Board of Directors shall consist of those individuals named as such in the Articles of Incorporation of the Association.

4.03. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and for the operation and maintenance of a first class residential condominium project. The Board of Directors may do all such acts and things as are not

by law, the Articles of Incorporation of the Association, these By-Laws or the Declaration either prohibited or directed to be exercised and done by the owners.

4.04. Other Powers and Duties. The Board of Directors shall be empowered and shall have the duties as follows:

- a. To administer and enforce the covenants, conditions, restrictions, easements, uses, limitations, obligations and all other provisions set forth in the Project Declaration.
- b. To establish, make and enforce compliance with such reasonable rules and regulations as may be necessary for the operation, use and occupancy of the condominium project and the common elements with the right to amend same from time to time. A copy of such rules and regulations shall be delivered to or mailed to each member promptly upon the adoption thereof.
- c. To keep in good order, condition and repair all of the general common elements and limited common elements and all items of personal property, if any, used in the enjoyment of the entire condominium project, without the prior approval of the unit owners, except as otherwise provided in the Condominium Declaration.
- d. To obtain and maintain to the extent obtainable all policies of insurance required by the Declaration.
- e. To periodically fix, determine, levy and collect the prorated assessments to be paid by each of the owners towards the gross expenses of the Association; to adjust, decrease or increase the amount of the assessments; and to credit any excess of assessments over expenses and cash reserves to the owners against the next succeeding assessment period. To levy and collect special assessments not in excess of four (4) times the set annual dues whenever in the opinion of the Board it is necessary to do so in order to meet increased operating or maintenance expenses or costs, or additional capital expenses, or because of emergencies. All special assessments shall be in statement form and shall set forth in detail the various expenses for which the assessments are being made.
- f. To impose penalties and collect delinquent assessments by suit or otherwise and to enjoin or seek damages from an owner as is provided in the Declaration and these By-Laws.
- g. To borrow funds and to give security therefor in order to pay for any expenditure or outlay required pursuant to the authority granted by the provisions of the Declaration or these By-Laws and to execute all such instruments evidencing such indebtedness as the Board of Directors may deem necessary or desirable, provided that no liens may be given against the general or limited common elements except upon written approval of all unit owners and first mortgagees.
- i. To enter into contracts within the scope of their duties and powers.
- j. To establish bank accounts which are interest bearing or non-interest bearing, as may be deemed advisable by the Board of Directors.
- k. To keep and maintain detailed, full and accurate books and records showing in chronological order all of the receipts, expenses or disbursements with appropriate specificity and itemization and to permit inspection thereof during convenient weekday business hours by any of the owners and their mortgagees, and, upon affirmative vote of at least a majority of the unit owners, to cause a complete audit to be made of the books and accounts by a competent public accountant.

l. To prepare and deliver annually to each owner a statement showing all receipts, expenses or disbursements since the last such statement.

m. To designate and remove the personnel necessary for the operation, maintenance, repair and replacement of the general common elements.

n. To suspend the voting right of an owner for failure to comply with these By-Laws or the rules and regulations of the Association or with any other obligations of the owners of the units pursuant to the Declaration.

o. In general, to carry on the administration of the Association and to do all of the things necessary and/or desirable in order to carry out the governing of the operation of the Project.

4.05. Managing Agent. The Board of Directors may employ for the Association a Managing Agent (at a compensation established by the Board of Directors), to perform such duties and services as it shall authorize. The Board of Directors may delegate any of the powers and duties granted to it, but, notwithstanding such delegation, shall not be relieved of its responsibility under the Declaration. Any contract of employment entered into with a Managing Agent must, however, be limited to a term not exceeding three (3) years and must provide that it is cancellable by either party without cause and without payment of a termination fee upon thirty (30) days or less notice.

4.06. Election and Term of Office. Members of the Board of Directors shall be elected from among the owners of the units by a majority or plurality, as appropriate, of the unit owners voting at the annual meeting of the member of the Association. The term of each Director's service shall extend until the next annual meeting of the members and thereafter until his successor is duly elected and qualified or until he is removed in the manner hereinafter provided.

4.07. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Association shall be filled by election of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall be a Director until a successor is elected at the next annual meeting of the Association.

4.08. Removal of Directors. At any annual or special meeting of the Association, duly called, any one or more of the Directors may be removed with or without cause by a majority of the unit owners, and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the owners shall be given an opportunity to be heard at the meeting.

4.09. Organizational Meeting. The first meeting of a newly elected Board of Directors shall be held within thirty (30) days of such election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order to convene such meeting, providing a majority of the new Board shall be present at such meeting.

4.10. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors but at least one (1) such meeting shall be held each year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting.

4.11. Special Meetings. Special meetings of the Board of Directors may be called by the President, on his own initiative, on three (3) days' notice to each Director, given personally, or by mail, telephone or telegraph, which notice shall set forth the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on receipt of a written request to call such a special meeting from at least three (3) Directors.

4.12. 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.

4.13. Board of Directors' 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. If at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting for periods of no longer than one (1) week, from time to time, until a quorum is obtained or until a conclusion can be reached. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

4.14. Action Taken Without a Meeting. The Directors shall have the right to take any action without 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 Directors.

4.15. Compensation; Fidelity Bonds. The members of the Board of Directors shall serve without salary or compensation. The Board of Directors shall require that all Officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Association. All actions of members of the Board in good faith and using reasonable care shall be without recourse by the Association or any owner.

## ARTICLE V

### Officers

5.01. Designation. The Officers of the Association shall be a President, a Vice President or Vice Presidents, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors.

5.02. Election of Officers. The Officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board, and shall hold office at the pleasure of the Board. All Officers, except the initial Officers, must be members of the Association, and the President must be elected from among the Board of Directors. One (1) person may hold concurrently the office of Vice President and Secretary or Vice President and Treasurer or Secretary and Treasurer, but the President shall serve only in the office of President.

5.03. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any Officer may be removed, either with or without cause, and his

successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

5.04. President. The President shall be elected from among the Board of Directors and shall be the Chief Executive Officer of the Association. The President shall preside at all meetings of the Association and of the Board of Directors. The President shall have all of the general powers and duties which are usually vested in the office of the President of a nonprofit Corporation, including but not limited to, the power to appoint committees from among the members from time to time as may be deemed appropriate to assist in the conduct of the affairs of the Association, or as may be established by the Board or by the members of the Association at any regular or special meetings.

5.05. Vice President. The Vice President shall have all of the powers and authority and perform all the functions and duties of the President, in the absence of the President or in the President's inability for any reason to exercise such powers and functions or perform such duties.

5.06. Secretary. The Secretary shall keep the minutes of all the meetings of the Board of Directors and the minutes of all meetings of the Association; the Secretary shall have charge of such books and papers as the Board of Directors may direct; and shall, in general perform all duties incident to the office of Secretary. The Secretary shall compile and keep up to date at the principal office of the Association a complete list of members and their last known addresses as shown on the records of the Association. Such list shall also show opposite each member's name the number or other appropriate designation of the unit owned by such member, the ownership interest attributable thereto and a description of the limited common elements assigned for exclusive use in connection with such unit. Such list shall be open to inspection by members and other persons lawfully entitled to inspect the same at reasonable times during regular business hours. Assistant secretaries, as may be designated, appointed or hired by the Board, if any, shall have the same duties and powers, subject to supervision by the Secretary.

5.07. Treasurer. The Treasurer shall have responsibility for Association funds, shall keep the financial records and books of account of the Association and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board of Directors. The Board may appoint, designate or hire Assistant Treasurers or other persons as may be necessary to aid the Treasurer in performing his duties.

## ARTICLE VI

### Indemnification of Directors and Officers

The Association shall indemnify every Director and Officer, and his or her heirs, executors and administrators against all loss, costs and expense, including counsel fees, reasonably incurred in connection with any action, suit or proceeding to which such person may be made a party by reason of being or having been a Director or Officer of the Association, except as to matters as to which such person shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Association is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his duty as such Director or

Officer in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such Director or Officer may be entitled. All liability, loss, damage, costs and expense incurred or suffered by the Association by reason or arising out of or in connection with the foregoing indemnification provision shall be treated and handled by the Association as common expenses. Nothing contained in this Article shall, however, be deemed to obligate the Association to indemnify any member or owner of a condominium unit who is or has been a Director or Officer of the Association with respect to any duties or obligations assumed or liabilities incurred as a member or owner of a unit under or by virtue of the Declaration.

## ARTICLE VII

### Amendments

These By-Laws may be amended by the members of the Association, but no amendment shall be effective unless approved by owners representing at least seventy-five percent (75%) of the units. Any notice of any meeting for such purpose shall specify the nature and text of any proposed amendment or amendments; provided that these By-Laws shall at all times comply with the provisions of Colorado Rev. Stat. Ann. 38-33-106 (1973, as amended).

## ARTICLE VIII

### Mortgages

8.01. Notice to Association. Every Owner who transfers, leases or mortgages his unit shall notify the Association by giving the name and address of his mortgagee, to the President of the Association. The Association shall maintain such information in a book entitled "Mortgages of Units."

8.02. Notice of Default. The Association shall, upon request, report to any first mortgagee any assessment which remains unpaid for over thirty (30) days or any other default of an owner which remains uncured for over thirty (30) days.

## ARTICLE IX

### Miscellaneous

9.01. Proof of Ownership. Except for those owners who initially purchase a unit from Declarant, every person becoming an owner of a unit shall immediately furnish to the Board of Directors a photocopy or a certified copy of the recorded instrument vesting in that person such ownership, which instrument shall remain in the files of the Association. A member shall not be deemed to be in good standing nor shall he be entitled to vote at any annual or special meeting of members unless this requirement is first met.

9.02. Compliance. These By-Laws are intended to comply with the requirements of the Colorado Condominium Ownership Act. If any provisions of these By-Laws conflict with any provision of said Act, as said Act may be amended, it is hereby agreed and accepted that the provisions of such Act will apply.

9.03. Character of Association. This Association is not organized for profit. No member, member of the Board of Directors, Officer or person for whom the Association may receive any property or funds shall receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Association be paid as salary or compensation to, or distributed to, or inure to the benefit of, any of the Board



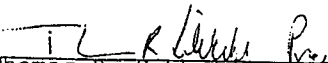
of Directors, Officers or members, except upon a dissolution of the Association; provided, however, (i) reasonable compensation may be paid to any member, manager, director, or officer while acting as an agent or employee of the Association for service rendered in effecting one or more of the purposes of the Association, and (ii) any member, manager, director or officer may, from time to time, be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of the Association.

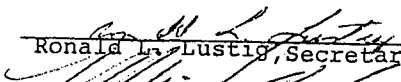
9.04. Conveyances and Encumbrances. Corporate property may be purchased, conveyed or encumbered for security of monies borrowed by authority of the Association and/or the Board of Directors. Conveyances or encumbrances shall be by instrument executed by the President or Vice President and by the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer, or executed by such other person or persons to whom such authority may be delegated by the Board.


9.05. Inspection of Records. Any owner or mortgagee of a unit may inspect the records of receipts and expenditures of the Board of Directors pursuant to Colo. Rev. Stat. Ann. 38-33-107 (1973, as amended) at convenient weekday business hours, and, upon ten (10) days' notice to the Board of Directors or Managing Agent, if any, and upon payment of a reasonable fee, not to exceed Twenty and no/100 Dollars (\$20.00), any owner 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 and/or an estoppel certificate.

9.06. Liability for Common Expenses Upon Transfer of Condominium Unit. The grantee of a unit shall be jointly and severally liable with the grantor for all unpaid assessments against the latter for his proportionate share of expenses up to the time of the grant or conveyance in accordance with the Declarations.

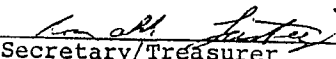
IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 1st day of April, 1983.

  
Thomas R. Sibbald, President

  
Ronald L. Lustig, Secretary/Treasurer

  
Marie A. Isernhagen

KNOW ALL MEN BY THESE PRESENTS: that the undersigned, Secretary of the Corporation, does hereby certify that the above and foregoing By-Laws were duly adopted by the Directors of said Corporation as the By-Laws of said Corporation on the 1st day of April, 1983, and that they do now constitute the By-Laws of said Corporation.

  
Secretary/Treasurer  
Ronald L. Lustig