

BY-LAWS
OF
PIONEER VILLAGE II ASSOCIATION
AMENDED AND APPROVED BY THE MEMBERS OF THE ASSOCIATION
MAY 7, 1998 LAST AMENDED: MARCH 10, 2018

ARTICLE I

Name and Location

The name of the corporation is Pioneer Village II Association, hereinafter referred to as the "Association". The Principal office of the corporation shall be located at 3191 Patterson Road, Grand Junction, Colorado, but meetings of members and directors may be held at such places within the State of Colorado, County of Mesa, as may be designated by the Board of Directors.

ARTICLE II

Definitions

Section 1. "Association" shall mean and refer to Pioneer Village II Association, its successors and assigns.

Section 2. "Owner" shall mean and refer to the owner of record, whether one or more persons or entities, of fee simple title to any Lot which is part of the Properties.

Section 3. "Properties" shall mean and refer to that certain property described as Pioneer Village II Subdivision.

Section 4. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 5. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

ARTICLE III

Meetings of Members

Section 1. Annual Meetings. The annual meeting of member of the association shall be held in the month of May at a day and time to be announced in the notice of the meeting.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth of all of the votes of the membership.

Section 3. 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, by mailing a copy of such notice, postage paid, at least 30 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the

Association, or supplied by such member to the Association for the purpose of the 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. A copy of the notice shall be posted on the association bulletin board.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, is 53 percent of the voting members in good standing. This means that when all 55 members within the HOA are in good standing, 29 total votes are needed to make quorum. If there are vacant properties with no voting member to represent those properties, the number of votes needed to make quorum shall be subtracted from 55 and multiplied by 53 percent to determine quorum. If a member is not in good standing because they have failed to pay their HOA dues or because they have not made arrangements to pay their HOA dues, said member shall not vote in the Annual Meeting and their vote shall be removed for achieving quorum, except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such 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 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and signed by the member and filed with the secretary. Business agenda items to be acted upon, in addition to the election of directors, shall be stated on the proxy with provision for the member to indicate approval or rejection of the item or items. Every proxy shall be revocable and shall automatically cease upon the presence in person of the member at a meeting for which the proxy applies.

ARTICLE IV

Board of Directors; Selection; term of Office

Section 1. Number. The affairs of this Association shall be managed by a Board of five directors. Beginning in 1995, three members will be elected to serve a two-year term and two members to serve a one-year term; and at each annual meeting thereafter members shall elect two or three members for a two-year term as required by the rotation. Previous time served on the board shall not eliminate anyone from consideration in the rotation.

Section 2. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining member of the Board and shall serve for the unexpired term of his predecessor.

Section 3. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performances of his/her duties.

Section 4. Action Taken Without A Meeting. The director shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

Nomination and Election of Directors

Section 1. Nomination Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting to the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The person receiving the largest number of votes shall be elected.

ARTICLE VI

Meeting of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as determined by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or make by a majority of the directors present as a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

Powers and Duties of the Board of Directors

Section 1. Powers. The Board of Directors shall have power to:

- A. Adopt and publish rules and regulations governing the 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;
- B. Suspend the voting rights and rights to use of the Common Area and facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty days for infraction of published rules and regulations;

- C. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of the By-Laws, the Articles of Incorporation, or the Declaration.
- D. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board of Directors; and
- E. Employ a manager, and independent contractor, or such other employee as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- A. Perform each and every obligation imposed the Declaration and the Articles of Incorporation;
- B. Manage each and all of the business affairs of the Association;
- C. Make reasonable rules and regulation for the Common Areas within the subdivision;
- D. Cause to be kept a complete record for 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 29 of the members who are entitled to vote.
- E. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed,
- F. As more fully provided in the Declaration to:
 - 1. Fix the amount of the monthly assessment in an amount sufficient to perform the duties of the Association and maintain a reasonable reserve;
 - 2. Foreclose the lien against any property for which assessments are not paid within thirty days after due date or to bring an action at law against the Owner personally obligated to pay the same.
- G. 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.
- H. Procure and maintain adequate liability insurance on property owned by the association;

- I. Cause all officers or employees having fiscal responsibilities to be bonded as it may deem appropriate.

ARTIVLE VIII

Officers and Their Duties

Section 1. Enumeration of Officers. The officers of the Association shall be president, vice president, a secretary/treasurer who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to tome by resolution create.

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. The officers of this Association shall be elected annually by the Board, and each shall hold office for one year unless he shall sooner resign, of 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 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. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of the Article.

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

- A. President. 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 all leases, mortgages, deeds, and other written instruments and shall sign all check and promissory notes.
- B. Vice President. 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. Secretary. The secretary shall record the votes and keep the minutes of all meeting and proceeding of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meeting of

the Board and of the members, keep appropriate current records showing the member of the Association together with their addresses, and shall perform such other duties as required by the Board.

- D. 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 all checks and promissory notes of the Association; keep proper books of accounts; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year, and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX

Committees

The association shall appoint and Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in the By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

Books and Record

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection from members of the Board.

ARTICLE XI

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 continuing lien upon the property which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty days after the due date, the assessment shall bear interest as provided in the Declaration, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclosure the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein nonuse of the common area.

ARTICLE XII

Corporate Seal

The Association shall have a seal in circular form having with its circumference the words: Pioneer Village II Association. The seal may be an impression seal or may be a scroll seal.

ARTICLE XII

Amendments

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of 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.