

Bylaws of Homeowners Association of Hawk Ridge, Inc.

Article I: Name

This organization shall be known as HOMEOWNERS ASSOCIATION OF HAWK RIDGE, INC., a non-profit Colorado corporation, hereinafter referred to as the “Association”.

Article II: Object

1. The charitable and social welfare purposes for which this non-profit Association is formed are, among other things:

(a) To promote the common good and general welfare of the owners and residents within the real property known as Hawk Ridge Subdivision, according to the plat thereof recorded in the real property records in the Office of the Clerk and Recorder of El Paso County, Colorado (the “Subdivision”);

(b) To own, improve, maintain and beautify within the Subdivision, any common areas (hereinafter referred to as “Common Areas”), access thereto being hereby extended to members of the general public for their use and enjoyment while within the Subdivision, to the extent such maintenance, improvement and beautification are not adequately being accomplished by cities, districts or other political subdivisions charged with such responsibility;

(c) To undertake the rights and obligations of the Declarant identified in and more fully set forth under the terms and conditions of the decree in Case No. 92CW055, Water Division 1, consolidated with Case No. 92CW98, Water Division No. 2 (the “Augmentation Plan”), including but not limited to acceptance of conveyance from said Declarant of all of the non-tributary Arapahoe and Laramie-Fox Hills Aquifer water underlying the Subdivision for possible use in the Augmentation Plan, and installing and operating any augmentation well which might be required; and

(d) To serve in support of zoning-type restrictions by the enforcement of any and all covenants, conditions, restrictions, liens and agreements applicable to the Common Areas, specifically including, but without limitation, the Declaration of Covenants, Conditions, Restrictions, and Lien for Hawk Ridge (the “Declaration”), as recorded or to be recorded in the Office of the Clerk and Recorder of the County of El Paso, State of Colorado;

all as more particularly expressed in the Association’s Articles of Incorporation.

2. All present or future owners, tenants, occupants, and any other person that might use the facilities of the Subdivision in any manner are subject to the regulations set forth in these Bylaws. The mere acquisition, rental or occupancy of any of the Lots of the Subdivision will signify that these Bylaws are accepted, ratified and will be complied with. The term “Lot” as used herein shall mean a platted lot or parcel of land within the Subdivision held under one ownership and intended or designed for one integrated use.

Article III: Membership, Voting, Quorum, Proxies

1. Membership. Membership in this Association shall be limited to record fee owners in the Lots, subject to the Declaration, as it may be amended from time to time. One membership in the Association shall be issued to the record owner of each Lot. Lots or parcels of land subdivided or combined in the manner provided in Paragraph 6.2(p) of the Declaration shall have the membership as provided in the Declaration. In the event any Lot is owned by two or more persons, whether by joint tenancy, tenancy in common or otherwise, the membership as to such Lot shall be joint and a single membership for such Lot shall be issued in the names of all owners, and they shall designate to the Association in writing at the time of issuance, one person who shall have the power to vote said membership. No membership shall be issued to any other person or persons except as they may be issued in substitution for outstanding memberships assigned to new record owners of Lots. In the event that an owner is in default in his obligation to a first mortgagee, the first mortgagee shall be entitled to act as a member instead of the Lot owner after first having given written notice to the Association of the fact and nature of the default.

The developer of the Subdivision, defined as the “Declarant” in the Declaration, shall have one membership in the Association for each Lot in the Subdivision owned by Declarant.

2. Transfer of Membership. A membership in the Association shall not be assigned, encumbered or transferred in any manner except as an appurtenance to transfer of title to the Lot to which the membership pertains; provided, however, that the rights of membership may be assigned to the holder of a mortgage, deed of trust, or other security instrument on a Lot as further security for a loan secured by a first lien on such Lot. A transfer of membership shall occur automatically upon the transfer of title to the Lot to which the membership pertains, but the Association shall be entitled to treat the person or persons in whose name or names the membership is recorded on the books and records of the Association as a member for all purposes until such time as evidence of a transfer of title, satisfactory to the Association, has been submitted to the Secretary. A transfer of membership shall not release the transferor from liability for obligations accrued incident to such membership prior to such transfer. In the event of a dispute as to ownership appurtenant to a Lot, title to such Lot, as shown in the records of the Clerk and Recorder of the County of El Paso, Colorado, shall be determinative.

3. Voting. Each member being present in person or by proxy shall be entitled to one vote for each membership held, per section III.1 above, by said member; and the Declarant, if present in person or by proxy, shall be entitled to one vote for each membership it has.

4. Quorum. The presence either in person or by proxy, of at least twenty-five percent (25%) of the membership of record shall constitute a quorum of the Association for all purposes unless the representation of a larger group shall be required by law, by the Declaration, by the Articles of Incorporation, or by these Bylaws, and in that event representation of the number so required shall constitute a quorum.

5. Proxies. Votes may be cast in person or by proxy; proxies must be filed with the Secretary before the appointed time of each meeting, and may be delivered by hand with signature affixed, or by email if such email is on record with the Secretary as a valid email pertaining to a particular membership.

(a) If more than one proxy is received by the Secretary for a single membership, the last proxy received prior to the meeting shall be the proxy in effect.

(b) Votes cast in person override any proxy received.

Article IV: Administration

1. General. The members of the Association shall have the responsibility of governing the Association through a Board of Directors, as herein provided.
2. Place of Meetings. Meetings of the Association shall be held at such place as the Board of Directors may determine.
3. Annual Meetings. The annual meeting of members of the Association shall be held on the second Tuesday in October , or at such other time as the membership may by majority vote approve, but not later than the second Tuesday of the month immediately preceding the month for which the annual budget to be approved would be in effect. At such meeting, the Board of Directors shall be elected in accordance with the requirements set forth herein. The members may also transact such other business of the Association as may properly come before them.
4. Special Meetings. Special meetings of the members for any purpose or purposes may be called by the President, by resolution of the Board of Directors, or upon a petition signed by a majority of the members of the Association. Such petition shall state the purpose or purposes of such proposed meeting.
5. Notice of Meetings. The President or Secretary shall give or cause to be given notice of the time, place, and in case of a special meeting, the purpose of each annual or special meeting by mailing, emailing or hand-delivering such notice at least ten days but not more than twenty days prior to such meeting, to each member of the Association at the respective addresses or email addresses of said members as they appear on the records of the Association.
6. Adjourned Meetings. If the number of memberships necessary to constitute a quorum shall fail to attend in person or by proxy at the time and place of meeting, the Chairman of the meeting, or a majority in interest of the membership present in person or by proxy, may adjourn the meeting from time to time until the necessary number of Association memberships shall be in attendance. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. All resolutions, votes, appointments or other business conducted at any adjourned meeting shall remain in effect when the meeting is reconvened.
7. Waiver of Notice. Any member may at any time waive any notice required to be given under these Bylaws, or by statute or otherwise. The presence of a member in person or at any meeting of the members shall be deemed such a waiver.
8. Action of Members Without a Meeting. Any action required to be taken, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Article V: Board of Directors

1. Number and Qualification. The Association shall be governed by a Board of Directors consisting of five (5) persons elected by the members of the Association.
2. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association, and may do all such acts and things as are not by law or by these Bylaws directed to be exercised and done by the members. The powers of the Board of Directors shall include, but not be limited to, all of the rights and duties of the Board of Directors as set forth elsewhere in these Bylaws, in the Articles of Incorporation, and in the Declaration, and shall include the power to promulgate such rules and regulations pertaining to such rights and duties as may be deemed proper and which are consistent with the foregoing. The Board of Directors may delegate such duties as appear in the best interests of the Association and to the extent permitted by law.

The Board of Directors may, on contract, delegate the routine operation and management of Association affairs to an Executive Director to be selected by and who is responsible to the Board of Directors. Further, the Board of Directors shall have the power to designate and remove personnel necessary for the operation, maintenance, repair, and replacement of the common areas.

At each annual meeting the Executive Director shall submit to the Board of Directors a comprehensive report on the activities of the Association for the preceding year.

3. Election and Term of Office. On odd numbered years, two members of the Board of Directors shall be elected by the members at the regular meeting of the members of the Association. On even numbered years, three members of the Board of Directors shall be elected by the members at the regular meeting of the members of the Association. Members of the Board of Directors shall serve a term of two years, starting on the 1st day of January following the election year. A member of the Board of Directors may serve as many sequential terms as they are elected. To effect transition to a five member board, the Board of Directors may elect two interim Directors prior to the annual meeting in October 2019. In October 2019, two new members of the Board shall be elected, taking office on January 1, 2020, replacing the two interim directors, and the terms of the other three Board members shall expire on January 1, 2021, with successors elected in October 2020.

4. Vacancies. Vacancies on the Board of Directors caused by any reason shall be filled for the unexpired term of office by vote of the majority of the remaining directors even though they may consist of less than a quorum, and each person so elected shall be a director until his or her successor is duly elected by the members of the Association at the expiration of the term.

5. Removal of Directors. At any regular or special meeting of the members, any one or more of the directors may be removed, either with or without cause, at any time by the affirmative vote of seventy-five percent of the entire membership of record, and a successor may then be elected to fill the vacancy thus created. Any director whose removal has been proposed by the members of the Association shall be given an opportunity to be heard at the meeting.

6. Compensation. No compensation shall be paid to directors for their service as directors. No remuneration shall be paid to a director for services performed by him or her for the Association in any

other capacity, unless a resolution authorizing such remuneration shall have been adopted by the Board of Directors before the services are undertaken.

7. Meetings. There shall be a regular annual meeting of the Board of Directors immediately following the annual meeting of the members of the Association, and the Board may establish regular meetings to be held at such other places and such other times as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings of the Board of Directors shall be given to each director, by mail or email to the address or email address on record with the Secretary,, at least ten days prior to the day named for the meeting.
8. Special Meetings. Special meetings of the Board of Directors may be called by the President on three days' notice to each director, given by mail or email to the address or email address on record with the Secretary, which notice shall state 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 upon the written request of at least fifty percent of the directors.
9. 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 such director 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.
10. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there be less than a quorum present, a majority of those present may adjourn the meeting from time to time.
11. Adjournments. The Board of Directors may adjourn any meeting from day to day or for such other time as may be prudent or necessary in the interest of the Association, provided that no meeting may be adjourned for a period longer than thirty days.
12. Action of Directors Without a Meeting. Any action required to be taken, or any action which may be taken, at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.
13. Executive Committee of Board of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint an Executive Committee of the Board. The number of members of the Executive Committee and the persons who shall be members thereof shall be determined by the Board, but the number of such members shall not be fewer than two. Unless limited by resolution of the Board, the Executive Committee shall have and exercise all the authority of the Board of Directors, except that such Committee shall not have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing or removing any member of such Committee or any officer or removing any member of such Committee or any officer or director of the Association; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Association; authorizing the voluntary dissolution of the association or revoking proceedings therefor; adopting a

plan for the distribution of assets of the Association; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such Committee. All of the provisions in these Bylaws with respect to notice of meetings of directors, quorum at such meetings, voting at such meetings and waivers of notice of such meetings shall be applicable to the meetings of the Executive Committee.

Article VI: Officers

1. Designation. The principal officers of the Association shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors. The directors may appoint an Assistant Secretary and an Assistant Treasurer, and such other officers as in the judgment of the Board may be necessary.
2. Election of Officers. The officers of the Association shall be elected by the Board of Directors at any meeting of the Board of Directors for which there is a quorum present. The names and offices of such elected officers shall be communicated timely to the Association members, via email or website updates, and at each regular annual meeting. Officers shall hold office at the pleasure of the Board.
3. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors present at a meeting, any officer may be removed, either with or without cause, and his or her successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.
4. President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall direct, supervise, coordinate and have general control over the affairs of the Association, and shall have the powers generally attributable to the chief executive officer of a corporation. The President shall preside at all meetings of the members of the Association.
5. Vice President. The Vice President shall take the place of the President in the order of their seniority and shall perform their duties whenever the President shall be absent or unable to act. If neither the President nor any Vice President is able to act, the Board of Directors shall appoint some other member of the Board to act on an interim basis. The Vice Presidents shall also perform such other duties as shall from time to time be imposed upon them by the Board of Directors.
6. Secretary. The Secretary shall be the custodian of the records and the seal of the Association and shall affix the seal to all documents requiring the same; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law, and that the books, reports and other documents and records of the Association are properly kept and filed; shall keep minutes of the proceedings of the members, Board of Directors and Executive Committee; shall keep at the principal office of the Association a record of the names and addresses of the members entitled to vote; and, in general, shall perform all duties incident to the office of the Secretary and such other duties as may, from time to time, be assigned by the Board of Directors or by the President. An Assistant Secretary may act in place of the Secretary in case of death, absence, inability or failure of the Secretary to act.
7. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Association; shall deposit all such funds in the name of the Association in such

depositories as shall be designated by the Board of Directors; shall keep correct and complete books and records of account and records of financial transactions and condition of the Association; shall submit such reports thereof as the Board of Directors may, from time to time, require; and, in general, shall perform all the duties incident to the office of Treasurer and such other duties as may, from time to time, be assigned by the Board of Directors or by the President. An Assistant Treasurer may act in place of the Treasurer in case of death, absence, inability or failure of the Treasurer to act.

8. Compensation. No compensation shall be paid to officers for their services as officers. No remuneration shall be paid to an officer for services performed by him or her for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been adopted by the Board of Directors before the services are undertaken.

Article VII: Indemnification of Officers and Directors

The Association shall indemnify every director or officer, his or her heirs, executors, administrators and representatives against all loss, costs and expenses, including counsel fees, reasonably incurred in connection with any action, suit or proceeding to which he or she may be made a party or by reason of being or having been a director or officer of the Association, except as to matters as to which he or she 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 Board of Directors may determine that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his or her 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 expenses incurred or suffered by the Association by reason of, arising out of, or in connection with the foregoing indemnification provisions shall be treated and handled by the Association as common expenses; provided, however, that nothing contained in this Article VII shall be deemed to obligate the Association to indemnify any member or owner of a Lot, who is or has been a director or officer of the Association, with respect to any duties or obligations assumed or liabilities incurred by him or her under and by virtue of the Declaration as a member or owner of a Lot covered thereby.

Article VIII: Corporate Seal

1. The Board of Directors shall provide a suitable corporate seal containing the name of the Association, which seal shall be in the custody and control of the Secretary.

2. The corporate seal shall be in circular form and shall have inscribed thereon the name of the Association and the word "Colorado" in the circle and the word "Seal" in the middle. If and when so directed by the Board of Directors, a duplicate seal may be kept and used by such officer or other person as the Board of Directors shall name.

Article IX: Miscellaneous

1. Contracts. The Board of Directors may authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of the Association, except as otherwise specifically required by the Articles of Incorporation or these Bylaws.
2. Auditing. At the close of each fiscal year, the Association's accountant or bookkeeper shall prepare a financial statement. The Association shall make such statement available for inspection by the members.
3. Inspection of Books. Financial reports such as are required to be furnished, and the membership records of the Association, shall be available at the principal office of the Association for inspection at reasonable times by any member, or by any individual or entity holding a first mortgage on a Lot. Upon ten days' notice to the Board of Directors or Executive Director and payment of a reasonable fee, any Lot owner shall be furnished a statement of account setting forth the amount of any unpaid assessments or other charges due and owing from such owner.
4. Fiscal Year. The fiscal year of the Association shall be determined by the Board of Directors and shall be subject to change by the Board of Directors should Association practice subsequently necessitate such change.
5. Budget. At each annual meeting of the members of the Association, the Board of Directors or the Executive Director shall present for approval a proposed budget for the operation of the Association during the forthcoming year. Said budget shall include such items of expense as shall be authorized from time to time by the Board of Directors.
6. Notices. All notices or demands intended to be served upon the Association, its Board of Directors or Executive Director, whether pursuant to the Declaration or not, shall be sent by registered or certified mail, postage prepaid, to the registered agent of the Association, as shown in the records of the Colorado Secretary of State, unless and until this Bylaw be amended to the contrary.

Article X: Assessments

The Board of Directors shall fix, levy and collect assessments in the manner and for the purposes specified in the Declaration, and the members shall pay assessments as therein provided.

Article XI: Amendment of Articles of Incorporation and Bylaws

Amendment by the Members. The Articles of Incorporation and these Bylaws may be amended by the affirmative vote of two thirds of the membership of the Association present or represented by proxy at the regular or special meeting. Amendments may be proposed by the Board of Directors or by petition signed by at least fifty-one percent of the membership. A statement of any proposed amendment shall accompany the notice of any regular or special meeting at which such proposed amendment shall be voted upon. The Articles of Incorporation and these Bylaws may not be amended insofar as such amendment would be inconsistent with the Declaration.

The foregoing Bylaws were adopted by the Board of Directors of Homeowners Association of Hawk Ridge, Inc., as of the 24th day of February, 2020.

BOARD OF DIRECTORS: