

**BYLAWS OF
LOMA LINDA SUBDIVISION HOMEOWNERS ASSOCIATION**

(Incorporates October 2003, August 2017, July 2018 and December 2022
Amendments)

Article I NAME AND LOCATION

The name of the Association is Loma Linda Subdivision Homeowners Association hereinafter referred to as the "Association." The principal office of the Association shall be located at Loma Linda Subdivision Homeowners Association, Archuleta County, Colorado 81147 but meetings of Members and Directors may be held at such places within the State of Colorado, County of Archuleta, as may be designated by the Board of Directors.

Article II DEFINITIONS

Section 1. "Association" shall mean and refer to Loma Linda Subdivision Homeowners Association, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall refer to:

- (a) All platted roads of the subdivision, until dedicated to and accepted by the Board of Commissioners of Archuleta County;
- (b) Those areas on the recorded plat designated as common areas.

Section 4. "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.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to Loma Linda Ltd., a California Limited Partnership, its successors and assigns.

Section 7. “Declaration” shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Archuleta County Clerk and Recorder.

Section 8. “Member” shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 9. “Good Standing” shall mean a Member who is current in their payment of assessments or other costs owed to the Association and who is in compliance with the Association’s governing documents. A Member would be deemed “not in compliance” if the Board has determined that such Member has covenant violations that need to be cured after such Member has received notice and an opportunity for a hearing.

Section 10. “Part Time” shall mean an Owner who does not live in the community for the majority of any calendar year.

Article III MEETING OF MEMBERS

Section 1. Annual Meetings

The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held during the months of July or August.

Section 2. Special Meetings

Special meetings of the Members may be called at any time by the President of the Association or by the Board of Directors, or upon written request of one-fourth of the Members who are entitled to vote.

Section 3. Notice of Meetings

Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary of the Association or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each Member entitled to vote thereat, addressed to the Member’s mailing address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. The Association shall also provide such notice of such meetings by email to all Members who so request and who have provided the Association with their email address. 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.

Section 4. Quorum

The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth 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 Bylaws. 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 in Good Standing may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot. A proxy may be rescinded in either of the following ways: (1) By a written rescission delivered to the Secretary of the Association prior to the meeting for which the proxy was intended; or (2) By the personal appearance of the Member granting the proxy at the meeting.

Article IV BOARD OF DIRECTORS:

Section 1. Number of Directors

The affairs of this Association shall be managed by a Board of not less than three and not more than five Directors, elected or appointed as outlined below who are Members in Good Standing of the Association. Co-owners may not serve on the Board at the same time.

Section 2. Terms of Office

Directors' terms shall be for three years and staggered so no more than two Directors' terms will expire each year. Terms are based on calendar years.

Section 3. Removal

Any Director may be removed from the Board, with or without cause, by a majority vote of the Members in Good Standing of the Association. In the event of death, resignation or removal of a Director, a successor shall be appointed by the remaining members of the Board after the vacancy has been posted on the bulletin board and after seeking input from the Members present at the next monthly Board meeting. The appointed Board member shall serve until the next annual election.

Section 4. Compensation

No Director shall receive compensation for any services rendered to the Association. However, Directors may be reimbursed for actual expenses incurred in the performance of their duties.

Section 5. 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 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 ELECTIONS OF DIRECTORS

Section 1. Nomination of Directors

- a) Nomination for election to the Board of Directors shall be made by a Nominating Committee and presented to the Membership at the Annual Meeting. Nominations may also be made from the floor at the Annual Meeting.
- b) The Nominating Committee shall consist of a Chairman and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors not less than 60 days prior to each Annual Meeting of the Members, to serve from the date of appointment until the new Board of Directors is duly elected. 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.
- c) All nominees, whether nominated by the Nominating Committee or from the floor, must meet the qualification requirement of Article V, Section 3. After invitation for additional names and hearing no further nominations from the floor, the nominations shall be declared closed for the forthcoming Election of Directors.

Section 2. Voting Procedures

Acceptable methods of voting are by voice, by show of hands, by mail, by electronic means, by proxy, by written ballot, or as otherwise determined by the Board of Directors. If secret balloting is required, the means of voting must protect the secrecy of the ballot.

Section 2.1 – Uncontested Director Elections

- (a) At each Annual Meeting of Members, when nominations are made for the office of Director, at the close of such nominations, if the election for

Director is uncontested, by majority vote of the Members in Good Standing present at the meeting or represented by proxy, if a quorum has been achieved, the Nominee may be elected as Director.

- (b) If an election is uncontested, a candidate may be elected by acclamation. Notwithstanding the above, uncontested elections of Board Directors shall be by secret ballot at the discretion of the Board or upon request of 20% of Members in Good Standing who are present at the meeting or represented by proxy.

Section 2.2 – Contested Director Elections

- (a) Votes for contested positions on the Board of Directors shall be taken by secret ballot.
- (b) An Election Committee, none of whom are Board Members, will be selected at the Annual Meeting by majority vote of those present. The Committee shall consist of three or more Members in Good Standing of the Association. This Committee will work with a neutral third party to oversee the security, neutrality, preparation, distribution, receipt, assignment of duties, verification, and counting of all ballots and will serve until the next Annual Meeting. In the event of a vacancy on the Committee, the Board may appoint a replacement.
- (c) Candidates may be present for the opening or verification of the ballots.
- (d) Not later than November 30 of each year, the counted ballots will be verified by the Election Committee and the results of the election may be shared with the owners via email and must be announced and recorded at the next regular Director's meeting.
- (e) The persons receiving the largest number of votes for each vacancy shall be elected to begin serving the next January 1. Cumulative voting is not permitted.

Section 3. Qualifications

Directors of the Association and candidates for that position shall be 21 years or older. Directors and candidates shall be Members in Good Standing. A minimum of three Directors shall be full-time residents of Loma Linda. If the Board consists of more than three Directors, only one may be a part-time resident.

Article VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings

The Board shall set a schedule of regular meetings by resolution, and no further notice is necessary to constitute regular meetings. Regular meetings of the Board of Directors shall be held at such times and places, as may be determined by the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at another date and time of the Board's choosing.

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 made by a majority of the Directors present at 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

- (a) The Board of Directors shall have power to:
- (b) 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;
- (c) suspend the voting rights and right to use of the recreational 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 60 days for infraction of published rules and regulations;
- (d) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- (e) 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
- (f) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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 of the Members who are entitled to vote;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
 - i. fix the amount of the annual assessment against each Lot at least 30 days in advance of each annual assessment period;
 - ii. send written notice of each assessment to every Owner subject thereto at least 30 days in advance of each annual assessment period; and
 - iii. foreclose the lien against any property for which assessments are not paid within 30 days after due date or to bring an action at law against the owner personally obligated to pay the same.
- (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 property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) cause the Common Area to be maintained;
- (h) review appeals from decisions of the Architectural Control Committee as set forth in the Declarations.

Article VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices

The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time 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 January 1 of each year.

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, 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 of any officer position, however occurring, may be filled by an affirmative vote of a majority of the Directors to serve for the remainder of the term of the officer replaced.

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 this 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 co-sign all checks and promissory notes.

(b) Vice-President

The Vice-President 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 by the Board.

(c) Secretary

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 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) 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 account; 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 presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

Article IX COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

The Architectural Control Committee shall have the responsibility, as set forth in the Declaration, to review any and all plans or specifications for the design and location of any dwelling, fence, or other structure to be built by any lot owner within the subdivision, and to enforce the provisions of the Declaration with respect to land use and property maintenance. The Architectural Control Committee shall have the power to:

- (a) adopt and publish rules, regulations and standards governing the construction of any fence, dwelling, or other structure to be erected or built on the properties or lots within the subdivision;
- (b) review the designs and specifications for any fence, dwelling, or other structure to be built upon the properties or upon any lot within the subdivision and to approve or disapprove said plans and specifications in whole or in part. In the event that any plans or specifications or any part thereof are disapproved by the Architectural Control Committee, the owner or person presenting such specifications to the Architectural Control Committee shall have the right to appeal the disapproval to the Board of Directors of the Association as set forth in the Declaration; and

- (c) enforce the provisions of the Declaration or any amendments thereto with regard to the maintenance and upkeep of any structures on any lots within the subdivision, and to enforce all use restriction as set forth in the Declaration or as subsequently adopted by the Association.

Article X BOOKS AND RECORDS

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 Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

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 a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within 30 days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 8% as of the 31st date of the delinquency, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose 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 by nonuse of the Common Area or abandonment of said property.

Article XII AMENDMENTS

Section 1.

These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members in Good Standing present in person or by proxy.

Section 2.

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

Article XIII MISCELLANEOUS


Section 1. Fiscal Year

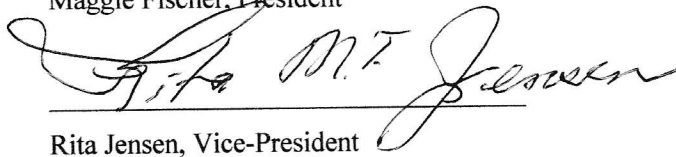
The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 2. Electronic Communications

Whenever the Governing Documents require that a document, record, or instrument be “written” or “in writing,” the requirement is deemed satisfied by an electronic record if the Board of Directors has affirmatively published regulations permitting an electronic record or document as a substitute for a written item.

These Bylaws are the original Bylaws with Amendments One, Two, Three, Four, and Five, duly adopted at a Members Meeting, held on the 13th day of December 2022.


Maggie Fischer, President


Rita Jensen, Vice-President


Bill Remien, Secretary