

**AMENDED AND RESTATED  
BYLAWS OF  
NORTHRIDGE ESTATES PROPERTY OWNERS ASSOCIATION, INC**

**RECITALS**

Northridge Estates Property Owners Association, Inc., a Colorado nonprofit corporation ("Association"), certifies that the Association and its Members intend to amend and restate the Bylaws currently in effect, as detailed below, and these Amended and Restated Bylaws supersede and replace the existing Bylaws, including all previous amendments thereto.

**ARTICLE I  
NAME, ADDRESS, PURPOSE, AND DEFINITIONS**

1. Name and Location. The name of the corporation is Northridge Estates Property Owners Association, Inc., hereinafter referred to as the "Association." The mailing address of the corporation shall be PO Box 1657, Grand Junction, CO 81502, 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.
2. Purpose. This Association is not organized for financial gain or profit for its Members. Its purpose is to maintain, preserve, and oversee architectural standards in Northridge Estates, and to promote the health, safety, and well-being of all residents in the Community.
3. Definitions. The definitions in the Declaration of Covenants, Conditions, and Restrictions and Colorado law apply to all capitalized terms in these Bylaws, unless stated otherwise.

**ARTICLE II  
MEMBERSHIP**

1. Memberships. There shall be available as many memberships in the corporation as there shall be subdivision lots within the Northridge Estates Filings 1, 2 and 3, a subdivision of Mesa County, Colorado, hereinafter "Subdivision". Each person or entity who owns a lot within the Subdivision is required by recorded covenants to become a member of the corporation and shall be deemed a member hereof. Each Owner may have as many

memberships as he/she shall own subdivision lots. Membership in the Association shall be appurtenant to, and may not be separated from, ownership of a Lot. Each membership shall be granted one vote regardless of the number of owners having an interest therein. No person or entity other than a Owner may become a member of the corporation.

2. Transfer of Membership. Once membership is established pursuant to Section 1 of this Article II, such membership in the corporation and the share of a member in the assets of the corporation shall not be transferred, pledged or alienated in any way except upon transfer of title to the owner's lot, and then only to the transferee with title to such lot. The corporation shall be entitled to treat the person or persons in whose name or names the membership is recorded on the books and record of the corporation as a member until such time as evidence of a transfer of title. The right to vote may not be severed or separated from the lot ownership to which it is appurtenant, and any sale, transfer or conveyance of such lot to a new owner or owners shall operate to transfer the appurtenant vote without the requirement of any express reference thereto in the instrument of conveyance.

3. Voting Rights. Where the vote of the members is required or permitted by the Governing Documents or Colorado law, any one of the co-owners of a membership present or represented by proxy shall be accepted automatically by the corporation as the agent and attorney in fact for other co-owners not present or represented by proxy, for the purpose of casting the percentage vote of that membership. The corporation may suspend the voting rights of a member for failure to comply with the Governing Documents.

4. Voting in Person. Voting at meetings may be by written ballot, electric means, voice, or by show of hands, as determined by the Board of Directors prior to the meeting or by a majority of the Members present at the meeting. Contested Board of Director positions shall be by secret written ballot.

5. Proxies. Voting by proxy shall be permitted. Proxies may be executed in writing by the owner or co-owner or his duly authorized attorney in fact and must be filed with the secretary before the appointed time of each meeting. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

6. Annual Meetings. A regular annual meeting of the Members shall be held during each fiscal year of the Association, at a time, date, and location determined by the Board. The absence of an annual meeting shall not be interpreted as a forfeiture or dissolution of the Association.

7. Special Meetings. Special meetings of the members may be called at any time by the President or by any member of the Board of Directors or by written request of ten

percent (10%) or more of the members and shall be held at a convenient location in Mesa County, Colorado, to be selected by the persons calling the meeting.

8. Budget Meetings. The Board of Directors must prepare and approve a proposed annual budget. Within 90 days – or within the time allowed by law – a summary must be sent to Members either by mail, delivery, or by posting it on the association’s website. A meeting must then be scheduled to review the proposed budget. This may be presented as part of a Regular or Special Meeting.

At the meeting, the proposed budget is automatically approved unless a majority of the total voting Members vote to reject it. If the meeting is only to consider the budget, a quorum is not required. However, if the meeting also includes other business, such as an Annual or Special Meeting, a quorum is needed for that other business, but not for the budget discussion. If the proposed budget is rejected, the last approved budget will remain in place until a new one is approved by the Members.

9. Notice of Meeting. Notices of annual, special, and budget meetings of the members must be given in writing and must state the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called. Such notices shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, by or at the direction of the president, or the secretary, or the persons calling the meeting, and shall be given to each member or co-owner of a membership entitled to vote at such meeting.

Any notice given pursuant to this Article II shall be deemed to be delivered when deposited in the United States mail addressed to such member or co-owner thereof at his/her address as it appears on the records of the corporation, with postage thereon prepaid. Notice of each meeting of the Members shall be physically posted in a conspicuous place if feasible and practicable at least 24 hours prior to any meeting of the Members.

10. Quorum. Twenty percent (20%) of the membership, represented in person or by proxy, shall constitute a quorum at any meeting of members. If a quorum exists, the action of a majority of the votes present or represented by proxy shall be the act of the members. If a quorum does not exist, a majority of the votes present in person or by proxy may adjourn the meeting from time to time without further notice other than announcement at the meeting

11. Mail-In Ballots. Written, mail-in ballots are permitted in lieu of a meeting or when a vote by Members or Board Members is required or permitted by law. When voting by written ballot instead of a meeting, the secretary shall mail or deliver written notice and a ballot to

all Members. The notice shall include a statement regarding the proposed action, a statement that Members are entitled to vote for or against the proposal, a date at least 10 days after the notice has been given by which all ballots must be received by the Association, the number of ballots required to meet the quorum requirement and the percentage of votes needed to carry the vote; and the time by which ballots must be received by the Association to be counted. The notice shall also include sufficient written information to allow each Member to make an informed decision on the matter.

12. Telephone or Electronic Attendance. Members may attend meetings by phone or other electronic means, as long as they can hear and be heard by all other Members during the discussion. Any Member attending this way will be counted as present and their vote will be recorded the same as if they were there in person.

### **ARTICLE III BOARD OF DIRECTORS**

1. Number. The Board of Directors shall consist of seven (7) members.

2. Qualification; Election; Term. Directors shall be members of the corporation, but need not be residents of the State of Colorado, and shall be elected by the members of the corporation at their annual meeting as provided above. Each director shall be elected for a three (3) year term, which term shall commence as of the annual meeting date on which he or she was elected and shall continue until the annual meeting date of the third year after the date of his/her election and thereafter until his or her successor is duly elected and qualified.

A Director shall become disqualified from serving on the Board of Directors if he/she is more than sixty (60) days delinquent in payment of any Assessment and is not in a qualified payment plan, is in violation of an provision of the Governing Documents for more than 60 days, has unexcused (no notice given) absences from three consecutive Board meetings, or has initiated or maintains and adversarial judicial proceeding of any type against the Association.

3. Resignation and Removal. Any director may resign by submitting a written notice to the Board stating the effective date of his/her resignation, and acceptance of the resignation shall not be necessary to make the resignation effective.

If a Director becomes disqualified to serve on the Board of Directors, as outlined in this article, the remaining board can vote at a board meeting to acknowledge the disqualification, and the board member shall be removed from their position.

The Members may remove one or more Board Members by a majority vote at any meeting of the members, that includes the removal of such officers in the meeting notice.

4. Vacancies. Any vacancy in the Board of Directors may be filled by an affirmative vote of a majority of the remaining directors, though less than a quorum, of the Board. A director selected to fill a vacancy on the Board must be qualified to hold the office of the vacant directorship and shall hold office for the unexpired term of his/her predecessor in office. Any directorship filled by reason of a vacancy may be filled by the Board of Directors for a term of office continuing only until the next election of directors.

#### **ARTICLE IV MEETINGS OF DIRECTORS**

1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually, at such time, place, and hour as may be determined by the Board.

2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two Directors, after not less than three (3) days' notice to each Director.

3. Notice of Board Meetings. Notice of Board Meetings are not required to be sent to all Owners, unless required by law. All meetings of the Board of Directors shall be open to attendance by Members, as provided by applicable Colorado law. Notice to Board Members may be provided by any method permitted under the Colorado Revised Nonprofit Corporation Act, including, but not limited to U.S. Mail, personal delivery, or email.

4. Quorum. At any meeting of the Board, a majority of the number of directors acting and qualified, shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically required by law, the Articles of Incorporation or these By-Laws. If a quorum does not exist, a majority of the votes present in person or by proxy may adjourn the meeting from time to time without further notice other than announcement at the meeting.

5. Director Voting by Proxy. For voting on a specific matter, a Director may authorize another Director to cast a vote on their behalf by executing a written proxy. The proxy must clearly state the Director's vote—either "yes" or "no"—on each specific issue for which the proxy is granted. The proxy shall be valid only for the designated issue(s) and shall not confer general voting authority.

6. Attendance by Telephone or Electronic Communication. A Director may join any Board of Directors meeting via telephone, video conference, or other electronic platforms that enable all participating Directors to listen and engage in conversation simultaneously during discussions. A Director attending through these means will be considered present for all purposes, including establishing a quorum and participating in votes.

7. Owner Participation. Prior to the Board taking action on any matter under discussion, Owners shall be given an opportunity to speak. The Board shall allow a reasonable number of Owners to speak on each side of the issue and may impose reasonable time limits on individual comments. In addition, the Board may, at its discretion, permit Owner comments at other times during the meeting as it deems appropriate.

8. Action of Directors Without a Meeting. The Board may take any action without a meeting by one of the following methods:

- a. Verbal Consent: If the majority of directors verbally agree to the action, it will be recorded in the minutes of the next meeting and confirmed at that time.
- b. Email/Written Consent: An email/written notice of the proposed action is sent to all directors. It must include a deadline to respond and a statement that not responding will count as abstaining and not objecting to taking action without a meeting. Each director can respond by the deadline with a vote in favor, vote against, abstain, no response, or demand the action not be taken without a meeting.

The action is approved if the majority of the board members vote in favor by the deadline, and if no director has objected via email/writing by that deadline. Any action taken under (a) or (b) has the same effect as if done at a meeting and becomes official at the end of the deadline stated in the notice.

## **ARTICLE V OFFICERS**

1. General. The officers of the corporation shall consist of a president, one or more vice presidents, a secretary and a treasurer, each of whom shall be appointed by the Board of Directors. The Board of Directors may appoint such other agents and employees as it may deem necessary or desirable. Officers shall be directors in the corporation. Any person may hold two or more offices simultaneously, except that the president shall not hold any other office.

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.
3. Terms of Officers. The Officers shall be elected for terms matching their Board of Director term, unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.
4. Officer Positions. The officer positions and duties are as follows:
  - a. President: The president shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall direct, supervise, coordinate and have general control over the affairs of the corporation, 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 corporation.
  - b. Vice President: Vice presidents may act in place of the president in case of his/her death, absence, inability or failure to act, and shall perform such other duties and have such authority as is from time to time delegated by the Board of Directors or by the president.
  - c. Secretary. The secretary shall be the custodian of the records and of the seal of the corporation and shall affix the seal to all documents requiring the same; shall see that all notices are duly given in accordance with provisions of these By-Laws and as required by law, and that the books, reports, and other documents and records of the corporation are properly kept and filed; shall keep minutes of the proceedings of the members and the Board of Directors; shall keep a record of the names and addresses of the owners and co-owners entitled to vote; and, in general, shall perform all duties incident to the office of secretary and such other duties as say, from time to time, be assigned to him/her by the Board of Directors or by the president. The Board may appoint one or more assistant secretaries who may act in place of the secretary in the case of death, absence, inability or failure to act.
  - d. Treasurer. The treasurer shall have charge, and custody of and be responsible for, all funds and securities of the corporation, shall deposit all such funds in the name of the corporation 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 corporation and 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 the treasurer, and such other duties as may, from time to time, be assigned to him/her by the Board of Directors or by the president. The Board may appoint one or more assistant treasurers who may act in place of the treasurer in case of his death, absence, inability or failure to act.

## **ARTICLE VI**

### **RIGHTS, POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

1. Powers and Duties. Subject to the limitations set forth in the Declaration and Colorado law, the Board shall possess all powers and duties necessary to act on behalf of the Association in all matters, manage the affairs of the Association, and operate and maintain the Community as a high-quality residential neighborhood. These powers and duties include, but are not limited to, the following:

- a. Exercise all powers granted to the Board by the Governing Documents or applicable law;
- b. Adopt and amend responsible governance policies, procedures, and enforcement provisions required by Colorado law, as well as Rules and Regulations;
- c. Enforce compliance with all Governing Documents, in whole or in part. However, nothing contained herein shall restrict, hinder or impede the right of any owner within the subdivision to enforce, in such owner's own name, the restrictive covenants appearing at the public record.
- d. Adopt and amend budgets, subject to the requirements of Colorado law;
- e. Maintain complete and accurate financial records of the Association;
- f. Pay all real and personal property taxes and assessments levied upon any property of the corporation.
- g. Hire and supervise agents, contractors, or employees as deemed necessary, and define their duties.
- h. Provide education to Owners on an annual basis;
- i. Levy and collect Assessments in accordance with the Governing Documents and exercise all collection rights available;
- j. Borrow funds and secure loans using future Assessments as collateral, to finance expenditures authorized under the Governing Documents; and execute all instruments necessary to evidence and secure such indebtedness, subject to any requirements set forth in the Declaration. Prior to borrowing funds and securing loans, the Board shall obtain at least fifty-one percent (51%) of Owner approval.
- k. Procure and maintain adequate insurance, as is required by Colorado law;



- l. Maintain Association Water and system;
  - m. Appoint committees as deemed appropriate in carrying out its purpose; and
  - n. Exercise all powers, duties, rights, and obligations of the Association not expressly reserved to the Members by the Governing Documents.
2. Manager. The Board may employ a managing agent, at compensation determined by the Board, to perform such duties and services as the Board may authorize, and delegate any of the powers and duties set forth in the Governing Documents. However, such delegation shall not relieve the Board, Officer, or its Members of their responsibilities under the Governing Documents or applicable Colorado law.
3. No Waiver. The failure of the Association, the Board, the managing agent, or any Owner to enforce any covenant, condition, easement, restriction, obligation, or other provision of the Governing Documents shall not be deemed a waiver, modification, or release of the right to enforce the same at any time thereafter.

## **ARTICLE VII AMENDMENTS**

These Bylaws may at any time and from time to time be amended, altered, or repealed by a vote of fifty-one percent (51%) of the members of the corporation at any annual or special meeting, provided that the notice of such meeting states that such amendment, alteration, or repeal is to be considered. No amendment of the Bylaws shall be contrary to or inconsistent with any provision of any recorded covenants, conditions, or building restrictions. These Bylaws may be amended by the Board of Directors, without Member approval, to comply with any statutory or judicial requirements.

## **ARTICLE VIII NON-PROFIT CORPORATION**

No dividends shall be declared or paid to any member of this corporation, nor shall any member, upon dissolution of the corporation, be entitled for any reason to receive a distributive or other share of assets then owned by the corporation, being expressly understood that this corporation is not formed for profit and is a corporation which does not contemplate pecuniary gain, profit or dividends for the members thereof, it being further understood that said corporation is organized and incorporated exclusively for the purposes and objects set forth herein and in the Articles of Incorporation. Upon the

dissolution of this corporation, all of its business, properties and assets shall go and be set over for the use, objects and purposes set forth herein and in the Articles of Incorporation.

## **ARTICLE IX MISCELLANEOUS**

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.
2. Conflict of Provisions. In the event of any conflict between the Declaration, the Articles of Incorporation, or these Bylaws of the Association, the Declaration shall prevail, unless such provision is contrary to law. Should there be any conflict between the Articles of Incorporation and these Bylaws of the Association, the Articles of Incorporation shall take precedence. Any provision that is contrary to law shall be deemed unenforceable and void.
3. Indemnification of Directors, Officers, Committee Members, and Volunteers. The Association will indemnify any current or former director, officer, committee member, or volunteer involved in legal proceedings (civil, criminal, administrative, or investigative) arising from their service to the Association, provided they:
  - a. Acted in good faith;
  - b. Acted in what they reasonably believed to be in the Association's best interests; and
  - c. In criminal matters, had no reason to believe their conduct was unlawful.

Being found liable or entering a plea does not automatically disqualify indemnification. However, indemnification is not allowed if the person was found liable to the Association in a case brought by or on behalf of the Association; or was found liable for receiving an improper personal benefit.

If the person is wholly successful in defending such a proceeding, the Association must reimburse all reasonable legal expenses, including attorney and expert witness fees. The Board of Directors is responsible for deciding whether a person requesting indemnification meets the required standard of conduct. This decision must be made by a majority vote of a quorum of Board Members who were not involved in the legal action. If such a quorum cannot be formed, or if the Board chooses to delegate the decision, the determination may instead be made by independent legal counsel selected by a majority of the full Board; or the voting Members of the Association, excluding those who are themselves seeking indemnification.

The indemnification rights described in this Article are not exclusive. Individuals may be entitled to additional or greater rights to indemnification through other sources, such as other governing documents, agreements, Colorado Common Interest Ownership Act (CCIOA), and the Colorado Revised Nonprofit Corporation Act.

4. Director and Officer Liability Insurance. The Association shall obtain and maintain insurance coverage for any individual who is or was a Director, officer, committee member, manager, or any person acting at the direction of the Board. Such insurance shall cover liability and defense expenses arising from any claim, action, suit, or proceeding brought against the individual by reason of actions taken on behalf of the Association or at the direction of the Board, regardless of whether the Association would otherwise be authorized to indemnify the individual under this Article.

By signing below, the Secretary of the Board of Directors of Northridge Estates Property Owners Association, Inc., a Colorado nonprofit corporation, certifies that these Amended and Restated Bylaws were duly adopted by the affirmative vote of a majority of the Members via mail-in ballot, in place of a regular or special meeting, and also met the quorum requirements.

NORTHRIDGE ESTATES PROPERTY OWNERS  
ASSOCIATION, INC.

By: \_\_\_\_\_  
Jitka Nelb Sinecka, Secretary

Date: \_\_\_\_\_