

AMENDED AND RESTATED BYLAWS

BROOKWOOD HOMEOWNERS ASSOCIATION

THIS AMENDED AND RESTATED 2011 DECLARATION OF BYLAWS, CONDITIONS, AND RESTRICTIONS is made and entered into this _____ day of _____, 2011 by the owners of lots according to the plat map within the Brookwood Subdivision, in Mesa County, Colorado The name of the Colorado Non Profit Corporation is Brookwood Homeowners Association. The principal address of the Brookwood Homeowners Association, P.O. Box 40241, Grand Junction, CO 81504.

ARTICLE I
NAME AND LOCATION

The name of the Colorado Non Profit Corporation is Brookwood Homeowners Association (the "HOA" or "Association"). The principal office and address of the corporation are Brookwood Homeowners Association, P.O. Box 40241, Grand Junction, CO 81504

ARTICLE II
DEFINITIONS, PURPOSES AND ASSENT

Section 2.01 Definitions. The definitions in the 2011 Declarations for the Brookwood Subdivision, as supplemented or restated from time to time and recorded in the office of the Clerk and Recorder of Mesa County, Colorado (collectively, the "2011 Declarations"), will apply to these By-Laws. All defined terms used in these By-Laws will have the same meaning as the defined terms used in the 2011 Declarations, unless the defined terms in these By-Laws or the context of these By-Laws clearly indicates otherwise.

Section 2.02 Purposes. The specific purposes for which the Association is formed are as follows:

- a. to provide for the operation, administration, use and maintenance of the Brookwood Subdivision, County of Mesa, State of Colorado ("the Property");
- b. to preserve, protect and enhance the values and amenities of such Property; and to promote the health, safety and welfare of the Owners and users of the Property.

Section 2.03 Assent. All present or future Owners, their families, tenants, guests and invitees, and any other person using or residing on a Lot or using the Common Area in any manner are subject to the 2011 Declarations and these By-Laws and any rules adopted by the Board of Directors. The acquisition or rental of any of the Lots will constitute ratification and acceptance of these By-Laws and an agreement to comply with those rules.

ARTICLE III
ASSOCIATION MEETINGS

Section 3.01 Place and Frequency of Meetings. The annual meeting of the Members will be held at least once each year prior to the end of the fiscal year. The Board of Directors will meet a minimum of four (4) times during the year and Special meetings of the Members that may be called at any time by the President. All meetings will be at such place within Mesa County, State of Colorado, as the Board of Directors may determine.

Section 3.02 Notice of Meetings. Written notice stating the place, day and hour of the meetings shall be delivered personally, electronically or by mail and will be posted in electronic form on the Association's website, in addition to the printed notice.

(a) The Notice for the annual meeting will be delivered not less than ten (10) or more than fifty (50) days before the date of the meeting.

(b) The Notice for Special Meeting will be posted on the Website and posted on the Community Bulletin board.

(c) The Notice Directors meetings will be posted on the website or in the community bulletin board.

Section 3.03 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.

Section 3.04 Quorum.

Except as otherwise provided in these By-Laws, a quorum is deemed present throughout any meeting of the Association if the following is present:

(a) Annual Meetings must have 20% of members entitled to cast votes or by proxy given at the beginning of the meeting for a Quorum.

(b) Special Meetings require a minimum of fifty (50%) entitled to cast (or proxies entitled to cast) a vote are present at the beginning of the meeting. . or another meeting can be called for within 60 days where the Quorum would then be one-half (1/2) of the required previous Quorum. Special meetings of the Board of Directors may be held when called by the President of the Association, or by any two (2) Directors.

(c) Directors Meetings A quorum is deemed present if three (3) Directors entitled to cast votes are present.

Section 3.05 Adjourned Meetings. If any meeting of the Members cannot proceed by reason of the fact that a quorum is not present, the President may adjourn the meeting to a later date which shall be within sixty (60) days from the time of the original meeting. If the meeting has to be reset to a later date then the quorum is half needed to conduct business.

Section 3.06 Unanimous Consent. Any action required or permitted to 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 greater than fifty percent (50%) of the Members entitled to vote with respect to the matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 3.07 Actions Binding on Members. A majority of votes intended to be cast by Members constituting a quorum in person or by proxy will be sufficient to make decisions binding on all Owners, unless a different number or method of voting is expressly required by statute or by the 2011 Declarations, the Articles or these By-Laws.

Section 3.08 Actions Binding on Directors. Every action taken by a majority of the Directors will be regarded as the act of the Board.

Section 3.09 Majority As used in these By-Laws, the term "majority" will mean those votes of Lot Owners, totaling more than fifty percent (50%) of the total number of qualified votes.

Section 3.10 Proxies. Any Member may cast such Member's vote in person or by proxy, but no proxy will be valid if it is not dated or if it purports to be revocable without notice. Further, no proxy will be valid after eleven (11) months from the stated date of its execution or until it is voluntarily revoked by Member upon notice. Finally, no proxy will be valid unless filed with a Member of the Board at or before the start of the meeting at which the proxy will be voted.

Section 3.11 Representative of Proxy by Non-Individual or Multiple Owners. If title to a Lot is held in whole or in part by more than one owner, a firm, corporation, partnership, association, limited liability company or other legal entity, the voting privilege appurtenant to that ownership may be

exercised only by a proxy executed on behalf of such party or parties, filed with the Secretary of the Association, and appointing and authorizing one person to attend all annual and special meetings of the Members and to cast the vote allocated to that Lot at the meeting. Each Owner may vote or register protest to the casting of votes by the other Owners of the Lot through a duly executed proxy, and if a majority of the Owners for a Lot cannot agree, then the Owners of such Lot will not be entitled to vote.

Section 3.12 Waiver of Notice. Waiver of notice of a meeting of the Members will be deemed the equivalent of proper notice. Any Member may waive, in writing, notice of any meeting of the Members, either before or after such meeting. Attendance at a meeting by a Member, whether in person or by proxy, will be deemed waiver by such Member of notice of the time, date and place of the meeting unless such Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting will also be deemed waiver of notice of all business transacted at the meeting unless objection to the calling or convening of the meeting, of which proper notice was not given, is raised before the business is put to a vote.

Section 3.13 Notices. Notices may be posted in electronic form on the Association's website, in addition to the printed notice. Notice to all owners who request it may be done by electronic form; electronic notice of a special meeting must be at least 24 hours before the meeting.

ARTICLE IV **BOARD OF DIRECTORS**

Section 4.01 Number, Qualification of the Board. The affairs of the Association will be managed by a Board of not less than three (3) and no more than five (5) Directors. The Directors will be Members of the Association or the delegates of Members appointed by proxy. **Directors** will reside in the subdivision for more than one (1) year.

Section 4.02 Election of Directors. Directors will be elected by the Members at each annual meeting of the Members. The Directors will elect the Officers at the first board meeting after new directors are elected.

Section 4.03 Voting Procedures Generally. At the election of any member of the Board by vote of the Members, cumulative voting is not allowed. Voting for contested seats of the Directors will be by secret written ballot.

Section 4.04 Director Terms. Directors shall serve three-year terms in which at least two (2) of the Board is elected each year, commencing on January 1st of the new fiscal year. The Board will identify in which year the directorships for each category of representation are subject to election.

Section 4.05 Exception for Terms The first year of these 2011 Declarations and Bylaws waives the three-year term as stated in 4.04. Whereas One Director will serve (1) year; One Director will serve (3) years and Three Directors will serve (2) years to start the rotation. This will also apply to any years that require a new 5 member board to be elected.

Section 4.06 Removal of Directors. Any Director may be removed, with or without cause, at any regular or special meeting of the Members or The Board of Directors by greater than fifty percent (50%) of the votes of the Members voting in person or by proxy at a meeting at which a quorum is present. A successor to any Director removed may be appointed at such meeting to fill the vacancy created by removal of the Director.

Section 4.07 Vacancies. Any vacancy occurring on the Board may be filled by the Board of Directors. The term of the Director so elected will be coincident with the term of the replaced Director.

Section 4.08 Compensation. No Director will receive compensation for any service rendered to the Association as a Director. However, any Director may be reimbursed expenses incurred in the performance of his duties as a Director.

Section 4.09 Dispute Resolution. In the event of any dispute involving the Association and a Member, the Member is invited and encouraged to meet with the Board of Directors to resolve the dispute informally and without the need for litigation. If the Member requests a meeting with the Board, the Board shall make a reasonable effort to comply with the Member's request.

ARTICLE V

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 5.01 General. The Board of Directors will have the powers and duties necessary for the administration of the affairs of the Association. Except as provided by these By-Laws, the 2011 Declarations or the Non Profit Act, the Board of Directors may do all such acts and things which are not specifically required to be done by the Members and may otherwise act in all instances on behalf of the Association. In general, to carry on the administration of the Association and to do all those things necessary and responsible in order to carry out the 2011 Declarations and the requirements of the Act.

Section 5.02 Specific Powers and Duties. Without limiting the generality of powers and duties set forth in Section 7.01 above, the Board of Directors will have the following powers and duties, in each case subject only to applicable requirements of the Non-Profit Act or the Act:

(a) To administer and enforce the covenants, conditions, restrictions, easements, uses, limitations, obligations and all other provisions set forth in the 2011 Declarations.

(b) To establish, make, amend from time to time and enforce compliance with such reasonable rules and regulations as may be necessary for the operation, use, and occupancy of the Property, subject to the provisions of the 2011 Declarations. A copy of such rules and regulations will be delivered or mailed, posted on the community bulletin board and electronically on the Website or mailed to each Member promptly after adoption.

(c) To keep in good order, condition and repair the Common Area and all items of common property. No approval of the Members is required for expenditures for these purposes, except as otherwise required by the 2011 Declarations or these By-Laws.

(d) As determined by the board of directors, to fix, determine, levy, and collect the annual assessments to be paid by each of the Members. Each Owner shall pay a late fee not more than 50% of the assessment commencing ten (10) days after such Annual Assessment is due

(e) To designate and remove personnel who provide services to the subdivision as necessary.

(f) To establish and maintain an adequate reserve fund from annual maintenance expenses or costs, or additional capital expenses. These must be replaced on a periodic basis with contribution from the Association. or is necessary to do so in order to meet increased operating or

(g) To levy and collect Assessments, fines, late charges, administrative fees, and violations.

(h) To collect delinquent assessments as provided in the 2011 Declarations.

(i) To enter into contracts within the scope of their duties and powers.

(j) To establish a bank account for the operating account of the Association and for all separate funds as required by the Board of Directors.

(k) No remunerations, gifts of value or perquisite shall be accepted by any Directors from vendors, independent contractors or others providing goods or services to the Association unless that it will benefit the subdivision.

(l) Any financial or other interest that the Manager or a member of the Board of Directors may have in any firm providing goods or services to the Association will be disclosed promptly to the Board of Directors.

Section 5.03 Rules. The Board of Directors may adopt or amend rules and regulations governing enforcement of the 2011 Declarations and the Common Areas at any time by a majority vote of the Directors present at any meeting of Directors.

Section 5.04 Bylaws The Board of Directors may adopt or amend these bylaws only by a vote of eighty (80%) Directors. Failure to do so will not change the bylaws.

ARTICLE VI

Accounts, Report, Financial Procedure

Section 6.01 Accounts and Reports. The following standards of performance will be followed unless the Board by resolution specifically determines otherwise:

(a) A segregation of accounting duties should be maintained, and disbursements by check in amounts greater than \$100.00 for non-budgeted items will require two signatures.

(b) Cash accounts of the Association will not be commingled with any other accounts.

(c) To prepare a budget before the close of each fiscal year of the Association and submit the budget to the Association as required by the 2011 Declarations.

(d) A balance sheet as of the last day of the Association's fiscal year and an operating statement for the fiscal year will be distributed to the Members. Financial statements for the preceding year prepared by the Association's accountant will be available to Owners and Mortgagees within 120 days after the end of the Association's fiscal year, and will be delivered to an Owner or Mortgagee upon written request and upon payment of a reasonable fee for copying.

An account status report reflecting the status of all accounts in an "actual" versus "approved" budget format with a budget report reflecting any actual or pending obligations that are in excess of budgeted amounts by an amount exceeding the operating reserves or 10% of a major budget category will be prepared for the Board periodically upon the Board's request and will be made available to all Members.

Section 6.02 Accounting To cause to be kept and maintained full and accurate books and records showing all of the receipts, expenses or disbursements and to permit examination thereof by Members or their Mortgagees. Requests shall be made 24 hours in advance and during business days. Such inspection may be made in person, or by agent or attorney, and the right of inspection includes the right to make extracts or perform audits. All of the foregoing shall be at the expense of the inspecting party. Any Member or holder of a First Mortgage shall be furnished a statement of the Member's account of unpaid assessments or upon ten (10) days notice to the Board of Directors and payment of a reasonable fee. A membership list may not be obtained.

ARTICLE VII **COMMITTEES**

Section 7.01 Committees The Board of Directors may appoint a Hearing Committee as described in the Board's "Procedures for Violations," and other committees as the Board deems appropriate in carrying out its purposes.

ARTICLE VIII **OFFICERS AND THEIR DUTIES**

Section 8.01 Enumeration of Officers. The Association shall have a president, a secretary, a treasurer, and such other officers as may be designated by the Board of Directors. An officer shall be a natural person who is eighteen (18) years of age or older. An officer must be a Lot Owner for at least one year. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of directors.

Section 8.02 Election of Officers. The election of officers will take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 8.03 Special Appointments. The Board may elect such other officers as the affairs of the Brookwood Homeowners Association may require and hold office for a limited time but may not cast a vote as an elected Director.

Section 8.04 Resignation and Removal. Any officer may be removed from office with or without cause by the Board by a majority vote of the Board or Members. Any officer may resign at any time by giving written notice to the Board President. Such resignation will take effect on the date of receipt of such notice.

Section 8.05 Duties. The duties of the officers are as follows:

(a) President.; The president 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 the general powers and duties that are usually vested in the office of president of a corporation, including, but not limited to, appoint committees, see that orders and resolutions of the

Board are carried out; sign all leases, and other written instruments; co-sign all documents for the Association; cause to be prepared and execute, certify and record amendments to the 2011 Declarations on behalf of the Association; and exercise and discharge such other duties as may be required of the President by the Board. Keep the corporate seal of the Association and place it on all papers requiring said seal. To address the Members at the annual meeting and to explain what the association is and how they benefit.

(b) Secretary. The Secretary will record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings . Place notices on the website and in the community bulletin area. Keep appropriate current records listing the Members together with their addresses; and perform such other duties as required by the Board.

(c) Treasurer. The Treasurer shall have the responsibility for the funds and shall be responsible for keeping a full and accurate account of all receipts and disbursements in the books belonging to the Association; to receive and deposit in appropriate bank accounts all moneys of the Association; disburse such funds as directed by resolution of the Board of Directors; sign all checks of the Association; to keep proper books of account in addition to but not limited to the following:

- i. Cause an annual audit of the Association books to be made by a public accountant at least once in every three fiscal years;
- ii. To prepare an annual budget and a statement of income and expenditures;
- iii. After the Boards adoption the proposed annual budget shall cause to be mailed, electronically sent or delivered to all Owners;
- iv. After the Board adopts the budget and set a date for a meeting the budget must be presented to the members within 90 days of the ending of the fiscal year. The budget shall be mailed, electronically posted, printed and delivered to all Owners.
- v. Budget and Balance Sheet will be presented to the Members as required by the 2011 Declarations at the annual meeting, and deliver or make copies available to each of the Members.

ARTICLE XV

OBLIGATION OF OWNERS

Section 1. Proof of Ownership. Any person upon becoming an Owner shall furnish the Association with an address for the mailing of all communications and if the Owner is more than one person, or a corporation, partnership or other entity shall designate the Member for such Lot. Each Owner shall deliver to the Association a photocopy or certified copy of the recorded instrument vesting that person with title. A Member shall not be deemed to be in good standing and shall not be entitled to vote at any annual or special meeting of Members unless these requirements are first satisfied.

Section 2. Liens. The Board of Directors, when giving notice to an Owner of default in paying an assessment or other default, shall send a copy of such notice to each First Mortgagee who has previously requested such notices in writing.

ARTICLE X
INDEMNIFICATION

To the extent permitted by law and consistent with the Articles of Incorporation, the Association will indemnify every member of the Board of Directors, and every officer, employee and agent of the Association and every person who serves at the request of the Association as a director, officer, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust or other enterprise or employee benefit plan against liability asserted against or incurred by such person in such capacity or arising out of that person's capacity as such. The indemnification permitted under this Article will not extend, in any event, to any act or omission occurring prior to the date of incorporation of the Association.

In the event of a settlement, indemnification will 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 such actions or omissions in the performance of such person's duties for the Association. The foregoing rights will not be exclusive of other rights to which or such member of the Board of Directors or officer or other person may be entitled. All liability, loss, damage, cost and expense arising out of or in connection with the foregoing indemnification provisions will be treated and handled by the Association as a Common Expense.

ARTICLE XI
NONPROFIT CORPORATION

The Association is not organized for profit. No Member of the Association, member of the Board of Directors, or person from who the Association may receive any property or funds or will receive or will be lawfully entitled to receive any pecuniary profit from the operations of the Association, and in no event will any part of the funds or assets of the Association be paid as a dividend or be distributed to, or inure to the benefit of, any member of the Board of Directors. Notwithstanding the foregoing the following will apply

(a) reasonable compensation may be paid to any Officer or Member (even if such Officer/Member is also a Director) acting as an agent or employee of the Association for services rendered in effecting one or more of the purposes of the Association; and

(b) any Member or Director may, from time to time, be reimbursed for their actual and reasonable expenses incurred in connection with the administration of the affairs of the Association, and any Director may be reimbursed for expenses incurred in the performance of their duties.

The undersigned members of the Board of Directors have executed these Amended By-Laws effective on the _____ day of _____, 2011.

X _____
Wini Stevenson, President

BROOKWOOD HOMEOWNERS ASSOCIATION

X _____
Boyd Cone, Vice President

X _____
Edward Cart, Treasurer

X _____
Edward Marlow, Secretary

X _____
Robert Visek

CERTIFICATION

THAT, I am the duly elected and acting secretary of Brookwood Homeowners Association, Inc., a Colorado non-profit corporation, and,

THAT, the foregoing Bylaws constitute the Amended Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the _____ day of _____, 2011.

IN WITNESS WHEREOF, I have hereunto subscribed my name this _____ day of _____, 2011.

X _____
Ed Marlow, Secretary

Affix Seal