

8/2007

CONSTITUTION AND BYLAWS
OF
PINEHAVEN PROPERTY OWNERS ASSOCIATION

CONSTITUTION

ARTICLE I—NAME

The name of this organization shall be: "Pinehaven Property Owners Association."

ARTICLE II—PURPOSE

PURPOSE OF ASSOCIATION: To continue, where the Developer's responsibility ceases, the enhancement and protection of said property for the creation and maintenance of a residential neighborhood possessing features of more than ordinary value; and to represent the property owners in all matters of mutual or community interest.

ARTICLE III—BOUNDARIES EXTENSION

Pinehaven may from time to time add other property to this Association, provided that such property is adjacent to the present Pinehaven development and is bound by protective covenants essentially the same as those presently in effect and on file for Pinehaven.

ARTICLE IV—MEMBERSHIP AND VOTING RIGHTS

This Association has been duly incorporated under the Colorado Non-Profit Act. Except as detailed below, eligibility for membership shall be limited to lot owners and/or persons purchasing a lot under contract in Real Property Plats entitled "Pinehaven Nos. 1 and 2" located in Huerfano County, Colorado.

Section 1. Membership is available to every person or entity who is a record owner of a fee or undivided interest in any lot in Pinehaven including persons or entities with a contract to purchase any such lot.

Section 2. Qualifications for membership: Ownership of an interest in any such lot and paid-up dues in the Property Owners Association. There shall be only one vote per member.

ARTICLE V—OFFICERS AND DIRECTORS

Section 1. The Board of Directors shall consist of seven members from the Association. Included on the Board of Directors will be three Association Officers.

Section 2. The Officers of the Association will consist of a President, Vice President, Secretary and Treasurer.

MEETINGS AND ELECTIONS:

Section 1. Elections will be held at an annual membership meeting to be held in July of each year. Members will be advised of the date, time and place thirty days prior to the meeting day.

Section 2. The Board of Directors shall consist of seven members of the Association. Included on the Board of Directors will be the four Association Officers and three members at large.

Section 3. At the initial meeting, two Directors shall be elected for a one-year term, one Director for a two-year term, and one Director for a three-year term. At subsequent annual meetings, one Director will be elected for a three-year term.

Section 4. The retiring President shall, for the following year, become an ex-officio member of the Board of Directors with full voting privileges. Should the incumbent president be re-elected, then a Director shall be elected for a one-year term to maintain a seven-members.

Section 5. Terms of Office: Officers may serve no more than three successive years in the same office.

No Board member (Officer or Director) may serve more than a total of six successive years. After completing such a period of service, a Board Member shall not be eligible for election to any office until after an interval of one year.

Section 6. These duly elected Officers and Directors shall assume their duties immediately following the vote at the annual meeting. Vacancies in all offices by death or resignation shall be filled by temporary appointment by the President and filled eventually by ballot vote at the next annual meeting.

MEETINGS:

Section 1. A meeting of the Board of Directors may be called at any time by the President or by the call of three Directors.

Section 2. A special meeting of the Association may be called by the President upon the approval of a majority of the members of the Board of Directors.

ARTICLE VII—QUORUM

Section 1. For meetings of the Board of Directors, four shall constitute a quorum.

Section 2. A special meeting of the Association may be called by the President upon the approval of a majority of the members of the Board of Directors.

ARTICLE VIII—FISCAL YEAR

The fiscal year shall be from August 1st through July 31st.

ARTICLE IX—DISSOLUTION

In the event of dissolution of this organization any undistributed assets shall be turned over to some similar organization in Cuchara valley.

ARTICLE X—AMENDMENTS

Any proposed amendment to the Constitution must be submitted in writing to the President at least sixty (60) days prior to an annual membership meeting. Such amendment must then be submitted in writing to the membership thirty (30) days prior to the annual meeting. In order to carry, the amendment must have a two-thirds (2/3) approval of the members present at the annual meeting.

BYLAWS

ARTICLE I – DUES AND ASSESSMENTS

Section 1. An annual assessment to each Association Member is necessary for the purpose of providing a general operating fund. The assessment shall be fixed by a majority vote of the members present at the annual meeting.

Section 2. It is the intent of the Association to restrict general assessment to a minimal rate, sufficient to provide only for very general services to the property owners.

Section 3. A fee or charge for a specific purpose may be proposed from time to time. This would be strictly optional and only for a desired service, such as trash removal, care of vacant properties, security, etc.

ARTICLE II—DUTIES OF BOARD AND OFFICERS

Section 1. The President shall preside at all Association meetings and shall implement all rules and objectives.

Section 2. The Vice President shall preside and serve in the absence of the President.

Section 3. The Secretary shall keep minutes of all meetings of the Association and the Board of Directors, including special reports, and provide all Board members with copies of such minutes within two weeks after each said meeting.

Section 4. The Treasurer shall collect and deposit all moneys of the Association in a bank account under the proper name of the association authorizing either the president or treasurer to sign checks for approved or budgeted expenditure of the association. Any bill in excess of \$50.00 must be approved by a second board member.

Any expense exceeding a line budgeted amount must be approved by the Board 15 days prior to the annual membership meeting. The treasurer shall provide a detailed written accounting of receipts and disbursements of the Association which shall be presented to the Annual Membership Meeting.

Section 5. The seven members of the Board of Directors shall have full and immediate control of all affairs of the Association.

ARTICLE III—COMMITTEES

Section 1. A Nominating Committee of three members will be appointed by the newly elected President at the annual meeting for the purpose of preparing a slate of Officers and Directors for the following year. Members of the Nominating Committee shall not be eligible for nomination. Of course, additional nominations may be made from the floor at the annual meeting.

Section 2. For the purpose of maintaining strict adherence to the building code in the Pinehaven Declaration of Protective Covenants, an Architectural Committee of a minimum of three members of the Association shall be appointed by the Board of Directors annually. Their basic duty is to approve or disapprove plans for the erection of buildings, structures or building additions prior to the beginning of the erection of same.

Section 3. The Board of Directors may appoint other committees as necessary. The President may appoint ad hoc committees when such committees are deemed necessary for the good of the community. In both cases, a time limit should be set for the duration of the committees.

ARTICLE IV—PARLIAMENTARY AUTHORITY

Business proceedings not provided for in the foregoing shall be governed by Robert's Rules of Order.

ARTICLE V—BY LAWS AMENDMENTS

Any proposed amendment to these Bylaws must be submitted in writing to the President at least sixty (60) days prior to an annual membership meeting. Such amendment must then be submitted in writing to the membership thirty (30) days prior to the annual meeting. In order to carry, the amendment must have a two-thirds (2/3) approval of the members present at the annual meeting.

*Note: Amendments to Article II were adopted July 23, 1988.