

BYLAWS

OF

EAST BAY CONDOMINIUMS HOMEOWNERS ASSOCIATION (A Colorado Nonprofit Corporation)

ARTICLE ONE: PLAN OF CONDOMINIUM OWNERSHIP

1.1 Association. The name of the corporation is East Bay Condominiums Association (the "Association") a nonprofit corporation, organized under the Colorado Nonprofit Corporation Act (the "Nonprofit Act"). The corporation was formed prior to July 1, 1992, and the Association has not elected to be operated in accordance with the Colorado Common Interest Ownership Act (the "Act") for all purposes pursuant to section 118 of the Act. These Bylaws are adopted for the administration, regulation and management of the affairs of the Association.

1.2 Purposes. The purposes for which the Association is formed are: (a) to promote the welfare, interests and be for the common benefit of the Owners of the Condominium Community and Members of the Association and their Guests; (b) to be and constitute the Association to which reference is made in the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF EAST BAY CONDOMINIUMS (the "Declaration") recorded in the real property records of the Summit County, Colorado Clerk and Recorder on June 26, 1985, at Reception No. 288052; (c) to govern, in accordance with the Act and Nonprofit Act, the Declaration, the Articles of Incorporation and the Bylaws of the Association, the residential community known as EAST BAY CONDOMINIUMS (the "Condominium Community"), located in Dillon, Colorado; and (d) to provide for the administration, maintenance, repair and reconstruction of the Common Elements of the said Condominium Community as provided in the Declaration.

1.3 Terms Defined in the Declaration. Terms used in these Bylaws which are defined in the Declaration shall have the same meaning and definition in these Bylaws as such terms have in the Declaration.

ARTICLE TWO: OFFICES

2.1 Principal Office. The Board of Directors, in its discretion, may fix and may change, from time to time, the location of the principal office of the Association.

2.2 Registered Office and Agent. The registered office of the Association shall be the same as the principal office. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE THREE: MEMBERSHIP AND VOTING RIGHTS

3.1 Membership. The Association shall have twenty-six members. There shall be one class of membership, consisting of every record Owner of a Unit subject to the Declaration.

Membership shall be appurtenant to and may not be separated from ownership of any Unit. Ownership of such Unit shall be the sole qualification for such membership. Where more than one person holds interest in any Unit, all such persons shall be Members.

3.2 Voting Rights. Members shall be entitled to one vote for each Unit owned. The vote for such Unit, the ownership of which is held by more than one Owner, may be exercised by any one of them, unless an objection or protest by any other holder of an interest of the Unit is made prior to the completion of the vote, in which case the vote for such Unit shall be exercised, as the persons holding such interest shall determine between themselves. In the absence of express notice to the Board of Directors of the designation of a specific person to cast a vote, the vote of a corporation may be cast by any officer of that corporation, the vote of a partnership may be cast by any general partner of that partnership, the vote of a limited liability company may be cast by any manager of that limited liability company, and the vote of a trust may be cast by any trustee of that trust.

3.3 Dissolution. The Association may be dissolved with the consent of Members to which at least 100% of the votes in the Association are allocated and with the consent of 100% of the Eligible Mortgagees.

ARTICLE FOUR: MEETINGS OF THE ASSOCIATION

4.1 Place of Meetings. Meetings of the Association shall be held at such place within Summit County, Colorado as the Board of Directors may determine.

4.2 Annual Meeting. Annual Meetings of the Association shall be held July of each year, on a date and at a time selected by the Board. The exact date will be set a year in advance of the meeting, and the date shall be posted on the Association's web site when the date is set. Any other meeting of the membership shall be a special meeting.

4.3 Special Meetings. Special Meetings of the Association may be called at any time by the President, or by any two members of the Board of Directors.

4.4 Notice of Meetings. Written notice of each meeting of the Association shall be given in a fair and reasonable manner. Notice shall be given as set forth below, at least thirty days before such meeting to each member entitled to vote there, addressed to the Members address last appearing on the books of the Association. 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.

4.5 Methods of Notice. Notice shall be given to each member entitled to vote at such meeting. Notice shall be given by mail, electronic mail ("e mail"), or other form of wire or wireless communication that is the equivalent of the foregoing, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting.

If mailed, such notice shall be deemed to be given and effective at the earliest of:
(a) the date received; (b) five days after deposit in the United States mail properly addressed to the member at the members address as it appears in the Association's current record of members, with

first class postage prepaid; or (c) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee or on the date of its rejection.

If notice is given by e mail or other similar form of wire or wireless communication, such notice shall be deemed to be given and to be effective when sent, and with respect to a telegram, such notice shall be deemed to be given and effective when the telegram is delivered to the telegraph company.

The Association shall maintain a website, and any notice shall also be given on the Association's website, which is at the present time www.srghoa.com.

No notice need be sent to any member if three successive notices mailed to the last known address of such member have been returned as undeliverable until such time as another address for such member is made known to the Association by the member. In order to be entitled to receive notice of any meeting, a member shall advise the Association in writing of any change in the member's mailing address as shown on the Association's books and records.

4.6 Quorum and Manner of Voting. The presence at a meeting of members of the Association and members' proxies to which a majority of the votes in the Association are allocated shall constitute a quorum for any action, unless a greater number is required by law, the Declaration, the Articles of Incorporation or these Bylaws.

Except for Budget Meetings; action on any matter, other than the election of Directors, is approved if there has been cast a greater number of affirmative votes in favor than negative votes in opposition by members who are entitled to vote thereon at a meeting at which a quorum is present, unless a greater number is required by law; the Declaration, the Articles of Incorporation or these Bylaws.

If such quorum is not present or represented by proxy at any meeting, the members present and entitled to vote shall have the 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 represented. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

4.7 Proxies. At all meetings of the Association, each member may vote by proxy by signing an appointment form appointing another member of the Association. A member may also appoint a proxy by transmitting or authorizing the transmission of an e-mail or telefax transmission providing a written statement of the appointment to the proxy. The proxy shall be filed with the property manager of the Association and the Secretary of the Association before or at the time of the meeting. The appointment of a proxy is effective when received by the Association and is valid only for the meeting described in the proxy.

4.8 Waiver of Meeting and Consent to Action. Whenever the vote of Members at an Association meeting is required by any provision of these Bylaws to be taken in connection with

any action of the Association, the meeting and vote of Members may be dispensed with and the action in question may be approved if all the Members eligible to vote concerning such matter consent in writing to dispense with the meeting and consent in writing to the action in question.

4.9 Action by Written Ballot. Any action that may be taken at any Annual or Special Meeting of members may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter.

The written ballot shall: (a) set forth each proposed action; and (b) provide an opportunity to vote for or against the proposed action. Approval by written ballot shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

All solicitations for votes by written ballot shall: (a) indicate the number of responses necessary to meet the quorum requirements; (b) state the percentage of approvals necessary to approve each matter other than election of directors; and (c) specify the time by which the ballot must be received by the Association in order to be counted.

4.10 Annual Budget Meetings. The Board of Directors shall cause to be prepared, at or near the commencement of each calendar year, a proposed Budget for such calendar year. Within thirty days after the adoption of any Budget by the Board, the Board shall send a summary of the Budget to each Owner, by ordinary first-class mail or e-mail. The budget shall be on the agenda for each annual meeting. Unless at that meeting, Owners to which at least two-thirds of the votes in the Association are allocated reject the Budget, the Budget shall be deemed ratified whether or not a quorum is present. In the event the Budget is rejected, the Budget last ratified by the Owners must be continued until such time as the Owners ratify a subsequent budget adopted by the Board of Directors.

ARTICLE FIVE: THE BOARD OF DIRECTORS

5.1 Number. The affairs of the Association shall be governed by a Board of Directors composed of five members.

5.2 Qualifications. Directors must be an Owner of a Unit within the Condominium Community or be such Owner's designated representative, or an officer of a corporate owner of a Unit, a partner in a partnership owning a Unit, a manager of a limited liability company owning a Unit within the Condominium Community, or a trustee of a trust owning a Unit within the Condominium Community.

5.3 Election and Term of Office. Directors shall be elected at the annual meeting of the Members of the Association, or, if necessary, at a special meeting called for that purpose. The term of each director shall be for two years, or if the Director was elected to fill a vacancy, for the remaining term of the predecessor. The terms of the five Directors shall be staggered, so that at

least one new member of the Board is elected or reelected each calendar year. There shall be no limitation on the number of terms that a Director may serve. There shall be no cumulative voting of Directors.

5.4 Removal of Directors. At any regular or special meeting of the Members duly called, any one or more of the Directors may be removed with or without cause by a majority vote of the Members of the Association, and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting.

5.5 Vacancies on the Board. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Members of the Association shall be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Any vacancy caused by the removal of a Director by vote of the Association may be filled by the vote of a majority of the remaining Directors but only with the approval, by vote or written consent, of a majority of the Members.

5.6 Succession upon Transfer of a Unit. Upon the transfer of any Unit, the seat on the Board of Directors held by the prior Owner or Owners of such Unit shall be deemed vacant and such vacancy shall be filled forthwith by Board in the manner described above.

ARTICLE SIX: MEETINGS OF THE BOARD OF DIRECTORS

6.1 Regular Meetings. Regular meetings of the Board of Directors shall be held as the needs of the Association dictate, but at least annually upon seven days' notice, at such place and hour as may be fixed from time to time by resolution of the Board. All special and regular meetings shall be open to all Members, and notice of the meeting shall be posted on the Association's web site at least four (4) days prior to the meeting.

6.2 Special Meetings. Special Meetings of the Board of Directors shall be held when called by the President or any three (3) Directors, after not less than two days' notice to the other Directors. Notice of the special meeting shall be posted on the Association's web site at least two (2) days prior to the meeting.

6.3 Purpose of Meetings. Neither the business to be transacted at, nor the purpose of, any Regular or Special Meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

6.4 Quorum. At all meetings of the Board of Directors, a majority of the Directors in person or by proxy shall constitute a quorum for the transaction of business and the votes of the majority of the Directors present or by proxy at a meeting which a quorum is present shall constitute a decision of the Board of Directors. Directors may participate by means of electronic or telephone conferencing. In the discretion of the chair, voting for any issue facing the Board may take place electronically, and evidence of the vote shall be kept in the minutes of the Board meeting immediately preceding the vote.

6.5 Proxies. A Director shall be entitled to vote by proxy at any meeting of the Directors, BUT NO PROXY VOTING IS ALLOWED IF MORE THAN TWO DIRECTORS HAVE GIVEN A PROXY.

6.6 Waiver of Notice. Any Director may waive notice of any meeting in writing. Attendance by a Director at any meeting of the Board of Directors shall constitute a waiver of notice. If all the Directors are present at any meeting, no notice shall be required and any business may be transacted at such meeting.

6.7 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, and any such action shall be included in the minutes of the preceding Board meeting.

ARTICLE SEVEN: POWERS AND DUTIES

The Board of Directors shall have the powers and duties necessary, desirable or appropriate for the administration of the affairs of the Association and for the operation and maintenance of the Condominium Community. The Board of Directors may do all such acts and things in the best interest of the Association including acts which are not specifically required to be done by the Members by the Colorado Revised Nonprofit Corporation Act or the Colorado Common Interest Ownership Act or otherwise by law, the Declaration, the Articles of Incorporation of the Association, or these Bylaws.

ARTICLE EIGHT: OFFICER AND THEIR DUTIES

8.1 Enumeration of Officers. The officers of the Association shall be a President and a Secretary-Treasurer, and such other officers as the Board of Directors may from time to time by resolution create.

8.2 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 Association. If the term of the existing President ends or is terminated at an annual meeting, the Board shall meet immediately following the Annual Meeting for the sole purpose of electing officers.

8.3 Term. The officers shall be elected annually by the Board of Directors and each shall hold office for the remainder of the officer's term on the Board unless such officer shall sooner die, resign or shall be removed or otherwise disqualified to serve.

8.4 Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Association and the Board of Directors; shall see that orders and resolutions of the Board of Directors are carried out; shall sign on behalf of the Association all leases, mortgages, deeds; notes and other written

instruments; and shall exercise and discharge such other duties as may be required of the President by the Board of Directors.

(b) Secretary-Treasurer. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Association; serve notice of meetings of the Board of Directors and of the Association; keep appropriate current records showing the Members together with their addresses; and shall perform such other duties as required by the Board of Directors. If the Association elects to have professional management, the Treasurer shall review the records to the manager to assure that the Association receives and deposits in appropriate bank accounts all monies of the Association, and disburses such funds as directed by the Board of Directors; signs all checks of the Association unless the Board of Directors specifically directs otherwise; keeps proper books of account; prepares an annual budget and a statement of income and expenditures to be presented to the Members at the regular Annual Meeting of the Association. The Secretary-Treasurer shall cause an audit of the Association's books to be made by an accountant if so directed by the Board of Directors, or upon the written request of members to which at least two-thirds of the votes in the Association are allocated, or if required by law.

ARTICLE NINE: ASSOCIATION DOCUMENTS

9.1 Execution of Instruments. All agreements, contracts, deeds, amendments to the Declaration, amendments to these Bylaws, leases, checks, notes and other instruments of the Association may be executed by the President or the Secretary-Treasurer of the Association or by any person or persons as may be designated by resolution of the Board of Directors.

9.2 Statement of Unpaid Assessments/Transfer Fees. Any officer having access to the books and records of the Association or the Association's managing agent may prepare, certify and execute a Statement of Unpaid Assessments, in accordance with §38-33.3-316 of the Act. The Association may charge a reasonable fee for preparing these Statements of Unpaid Assessments and for transferring a membership on the books and records of the Association. Any unpaid fees may be assessed as a Common Expense Assessment against the Unit for which the certificate or statement is furnished.

ARTICLE TEN: AMENDMENTS

These Bylaws may be amended by the Board of Directors, provided that any amendment to these Bylaws, before it shall be effective, shall be approved in writing by at least 67% of the Owners of the Units. These Bylaws shall comply at all times with the provisions of the Act. If any of the provisions of these Bylaws conflict with the Act, the provisions of the Act shall prevail.

ARTICLE ELEVEN: INDEMNIFICATION

11.1 General Provisions. The Association shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director or Officer of the Association, against expenses including attorney's fees,

liability, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person: (a) acted in good faith; (b) reasonably believed, in the case of conduct in an official capacity with the Association, that the conduct was in the best interests of the Association, and, in all other cases, that the conduct was at least not opposed to the best interests of the Association; and (c) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful.

However, no person shall be entitled to indemnification under this Paragraph 11.1 either: (a) in connection with a proceeding brought by or in the right of the Association in which the Director or Officer was adjudged liable to the Association; or (b) in connection with any other proceeding charging improper personal benefit to the Director or Officer, whether or not involving action in that person's official capacity, in which the Officer or Director is ultimately adjudged liable on the basis that the Director or Officer improperly received personal benefit.

Indemnification under this Paragraph 11.1 in connection with a proceeding brought by or in the right of the Association shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this Paragraph 11.1.

11.2 Successful Defense on the Merits: Expenses. To the extent that a Director or Officer of the Association has been wholly successful on the merits in defense of any proceeding to which he or she was a party; such person shall be indemnified against reasonable expenses, including attorney's fees actually and reasonably incurred in connection with such proceeding.

11.3 Determination of Right to Indemnification. Any indemnification under Paragraph 13.1 (unless ordered by a court) shall be made by the Association only as authorized in each specific case upon a determination that indemnification of the Director or Officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in Paragraph 11.1.

11.4 No exclusivity of Paragraph. The indemnification provided by this Paragraph shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Act, the Articles of Incorporation, or the Declaration.

ARTICLE TWELVE: MISCELLANEOUS

12.1 Inspection of Records. The Association shall make available to Members and their First Mortgagees current copies of the Declaration, Articles of Incorporation, Bylaws and other rules and regulations governing the Condominium Community and for any proper purpose the books, records and financial statements of the Association.

12.2 Financial Statements. Any mortgagee shall be entitled, upon written request, to an audited Financial Statement for the immediately preceding fiscal year, at such mortgagee's

expense. Any Financial Statements so requested shall be furnished within a reasonable time following such request.

12.3 Robert's Rules of Order. All Meetings of the Association and all meetings of the Board of Directors will be held in accordance with Robert's Rules of Order, as may modified to fit business practicality in the discretion of the President.

12.4 Minutes. At all Meetings of the Association and at all meetings of the Board of Directors, minutes shall be taken and kept in a permanent file and be available for review by the members.

12.5 Corporate Seal. The Board of Directors shall adopt a seal which shall have inscribed thereon the name of the Association and the words "Seal" and "Colorado."

12.6 Fiscal Year. The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, unless changed by the Board of Directors. The first year shall begin on the date of incorporation.

12.7 Waiver. No restriction, condition, obligation or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any past failure of the Association to enforce the same, irrespective of the number of prior violations or breaches.

IN WITNESS WHEREOF, the Association, by the written approval of more than 67% of the Members, at the Annual Meeting of the Association, has adopted the foregoing Bylaws as the bylaws of East Bay Condominiums Homeowners Association as of the 2nd day of July, 2016.

EAST BAY CONDOMINIUMS HOMEOWNERS
ASSOCIATION, a Colorado non-profit corporation

By: _____

President