

## **BYLAWS OF THE SNOWDANCE CONDOMINIUM ASSOCIATION, INC.**

### **ARTICLE I Membership**

- 1.1 Ownership** Ownership of a Condominium Unit shall confer upon the Owner, or Owners of the Unit, membership in the Snowdance Condominium Association, Inc. There shall be one (1) Association membership for each Condominium Unit, based upon the recorded ownership of such Condominium Unit. Where title to a Condominium Unit is held by more than one person or entity, the rights and privileges of that Association membership shall be exercised by the joint Owners in such manner as they may decide; provided, that at the time of issuance of the joint membership, the joint Owners shall designate one (1) joint Owner who shall have the power to vote on such matters as may come before the Association. In the event that an Owner is in default on his obligation to a first mortgagee, the first mortgagee shall be entitled to act in the member's stead, with respect to exercising the member's voting and other privileges; provided, that such first mortgagee shall first have given written notice to the Association of the fact and nature of the default.
- 1.2 Transfer of Membership** Transfer of membership shall occur automatically upon the transfer of title to the Condominium Unit to which the membership pertains, but the Association shall be entitled to treat the person or entity in whose name or names the membership is recorded in the Books and Records of the Association as a member for all purposes until such time as evidence of a transfer of title is submitted to the Secretary of the Association or to the Managing Agent thereof at the Association office by filing a copy of a Deed transferring title to the new owner. This instrument shall remain in the files of the Association. A member shall not be deemed to be in good standing, nor shall that member be entitled to vote at any annual or special meeting of the members, unless this requirement is first met.

### **ARTICLE II Meetings of Members**

- 2.1 Administration** The members of the Association shall have the responsibility of maintaining and operating the Condominium Property through an elected Board of Directors, as provided in these Bylaws.
- 2.2 Place of Meetings** Meetings of the Association shall be held at such place, within the State of Colorado, as the Board of Directors may determine.
- 2.3 Annual Meeting** The Annual Meeting of the Condominium Association shall be held within 120 days of the end of the current fiscal year on a date selected by the Board of Directors. At the Annual Meeting the Association members shall elect a Board of Directors and shall transact such other business of the Condominium Association as may be properly presented to the membership.
- 2.4 Special Meetings** Special meetings of the Association may be called by the President of the Board of Directors, or upon a petition signed by at least one-third (1/3) of the Condominium Unit Owners. Any such petition shall state the purpose for which the meeting is requested.
- 2.5 Notice of Meetings** The Condominium Association Secretary shall give written notice of the time, place and purpose of holding each annual or special meeting, by mailing or hand-delivering such notice at least ten (10) days but not more than twenty-five (25) days prior to such meeting to each member of the Condominium Association at the address of such member as it appears on the records of the Association.
- 2.6 Quorum** Except as otherwise provided in these Bylaws, the presence in person or by proxy of Condominium Unit Owners entitled to vote Fifty One per cent (51%) or more of all voting rights in the Snowdance Condominiums shall constitute a quorum. A majority vote of the voting rights present at a meeting, constituting a quorum, shall be necessary for the transaction of business.

- 2.7 **Proxies** At annual and special meetings of the Condominium Association, votes may be cast in person or by proxy. A proxy shall be in writing, be signed by all Owners of the Unit the vote of which is subject to the proxy, and be given only to another member, an authorized attorney-in-fact, or to a Security Holder of that Unit. Proxies shall be delivered to the Secretary prior to the meeting. A proxy shall be valid until a revocation in writing signed by all Unit Owners of such Unit is delivered to the Secretary.
- 2.8 **Adjourned Meetings** If at an annual or special meeting there are not present Association members sufficient to constitute a quorum, the Chair of the meeting, or a majority in interest of the members present in person or by proxy, may adjourn the meeting until such time as the necessary quorum is present.

### **ARTICLE III Board of Directors**

- 3.1 **Number and Qualifications** The Board shall consist of five (5) natural persons, elected by the members at an annual meeting. Each Director shall be a Unit Owner or the individual nominee of a Unit Owner which is other than an individual.
- 3.2 **Election and Term of Office** The persons who comprise the Board of Directors shall serve until the end of their elected terms or their resignation or removal. Newly elected Board members shall serve a term of two (2) years. Elections shall alternate between three (3) members and two (2) members.
- 3.3 **Removal of Directors** At a regular or special meeting of the Association members, one or more of the Directors may be removed, without cause, by a majority vote of a quorum, either in person or by proxy. Any Director whose removal will be the subject of Association action at a meeting shall have an opportunity to be heard at such meeting.
- 3.4 **Vacancies** Any vacancy occurring on the Board of Directors shall be filled by a majority vote of the remaining Directors, and the Director selected shall serve the unexpired term of his predecessor.
- 3.5 **Compensation** No compensation shall be paid to Board members for their service. Reimbursement for out-of-pocket expenses shall be approved by majority vote of the other Board members.
- 3.6 **Place and Notice of Directors' Meetings** The Board of Directors shall hold a regular annual meeting of the Board of Directors immediately following the annual meeting of the members of the Association. The Board of Directors may also establish such regular meetings to be held at such times and places as shall be determined by a majority of the Board of Directors. Five (5) days written notice shall be given to each member of the Board of Directors prior to the date of a regular Board meeting.
- 3.7 **Special Meetings** Special meetings of the Board of Directors may be called by the President, or by a majority of the Board members, on ten (10) days written notice to each Board member stating the time, place and purpose of the meeting.
- 3.8 **Quorum** A majority of the Board of Directors shall constitute a quorum for the transaction of business. Presence of any Director may be on-site or via electronic means such as teleconference to constitute said quorum. However, no Director shall be considered present by Proxy. If at any meeting of the Board a quorum is not present, then such Board meeting shall be adjourned until such time as a quorum is present.
- 3.9 **Powers and Duties** The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Condominium Association. The Board's powers and duties shall include, but are not limited to, the following:
- 3.9.1 Administration and enforcement of the covenants, conditions, restrictions, easements, and all other provisions set forth in the Condominium Declaration.
- 3.9.2 Establishment and enforcement of reasonable rules and regulations governing the use of the Units and the Common

Elements, including procedures for handling and settling disputes among Owners and among Owners and the Association. Such rules and regulations shall be effected and amended in the same manner as other actions of the Board of Directors. Each Owner shall receive a copy of such rules and regulations, and a copy of any amendments thereto.

- 3.9.3 Insuring and keeping insured all the Condominium Property against general liability, property damage and fire and other hazard losses.
- 3.9.4 Adoption of annual budgets for revenues, expenditures, and reserves, and collection of assessments for common expenses from Unit Owners. The total amount of any special assessments collected in any given year shall not exceed the operating budget for that particular year. The budget, expenditures and reserves available shall be presented to Unit Owners at the Annual Meeting. Charges may be imposed for late payment of assessments.
- 3.9.5 Hiring and terminating Managing Agents and other employees, agents and independent contractors necessary for the operation, maintenance, repair and replacement of the Common Elements. If a Managing Agent is employed, he shall submit to the Board of Directors each year prior to the annual meeting a comprehensive report of his activities. Such report shall be made available to Unit Owners.

#### **ARTICLE IV Officers**

- 4.1 **Officers** The officers of the Association shall be Board members and shall consist of a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may deem necessary. Any two or more offices may be held by the same person, except the offices of President and Secretary.
- 4.2 **Election of Officers** The officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting, and shall hold office at the pleasure of the Board.
- 4.3 **Removal of Officers** Any officer may be removed upon an affirmative vote of a majority of the members of the Board of Directors present at a regular or special meeting. Such removal may be either with or without cause, and such officer's successor may be elected at any regular or special meeting of the Board of Directors.
- 4.4 **President** The President shall be the principal executive officer of the Condominium Association and, subject to the control of the Board of Directors, shall direct, supervise, coordinate and have general control over the affairs of the Association, and shall have the powers generally attributable to the chief executive officer of a non-profit corporation. The President shall preside at all meetings of the members of the Association and of the Board of Directors.
- 4.5 **Vice President** The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis.
- 4.6 **Secretary** The Secretary shall be the custodian of the records of the Association; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law and that the books, reports, and other documents and records of the Association are properly kept and filed; shall keep minutes of the proceedings of the Regular and Special Meetings of Association Members and the Board of Directors including durable records of Board of Directors actions; shall keep at the registered office of the Association a record of the names and addresses of the Condominium Unit Owners, and in general shall perform all duties incident to the office of Secretary.
- 4.7 **Treasurer** The Treasurer shall have charge and custody of, and be responsible for, all funds of the Association; shall deposit all such funds in the name of the Association in such depositories as the Board of Directors designates; shall keep correct and

complete books and records of accounts, and records of the financial transactions and condition of the Association, and shall submit reports as directed by the Board of Directors; and, shall generally perform all the duties incident to the office of Treasurer.

**ARTICLE V Indemnification**

**5.1 Indemnification of Directors and Officers** The Association shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Colorado law and in accordance with the Declaration and Articles, as now enacted or hereafter amended.

**ARTICLE VI Miscellaneous**

**6.1 Inspection of Books and Records** Any Condominium Unit Owner or his mortgagee may inspect the records of receipts and expenditures of the Board of Directors at convenient weekday business hours. On ten (10) days written notice to the Board of Directors or the managing agent, and upon payment of Fifteen Dollars (\$15.00), any Owner, mortgagee, prospective mortgagee or prospective purchaser of a Condominium Unit may obtain from the Association a written statement setting forth the amount of unpaid assessments, if any, on a particular Condominium Unit.

**6.2 Non-Profit Corporation** As stated in the Articles of Incorporation of Snowdance Condominium Association, Inc., the Association is organized as a non-profit corporation according to the laws of Colorado.

**6.3 Restraints on Lease or Sale** There shall be no restrictions on the sale or lease of Condominium Units, nor any right of first refusal on sale, nor any other restraints on the free lien ability of the Condominium Units.

**6.4 Association-Owned Facilities** The Association may own one Condominium Unit and operate facilities such as a hot tub (spa), sauna, lobby or lounge area, office, laundry, storage, and common area restrooms, the maintenance of which is the responsibility of the Board of Directors.

**6.5 Fiscal Year** The fiscal year of the Condominium Association shall be determined by the Board of Directors and shall be subject to change by the Board of Directors as they may deem necessary.

**6.6 Amendments to the Bylaws** These Bylaws may be amended by the affirmative vote of two-thirds (2/3rds) of the members of the Association at a regular or special meeting. Amendments may be proposed by the Board of Directors or on petition signed by at least fifty-one percent (51%) of the Association members. A statement of any proposed amendment shall accompany the notice of a regular or special meeting at which such proposed amendment shall be voted on.

**Approved**

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President

\_\_\_\_\_  
Secretary

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Date