

BYLAWS OF QUARTZ CREEK PROPERTY OWNERS ASSOCIATION

ARTICLE I: PURPOSE AND POWERS

The purposes for which this corporation is organized and its powers are as follows:

Section 1. This corporation is organized for the mutual benefit of the owners of that certain real property (the "Property" herein) described in that certain deed recorded June 1, 1972, in Book 439 at Page 495 of the records of Gunnison County, Colorado.

Section 2. The corporation shall have the power to maintain, repair, remove snow from, and otherwise improve those certain public and private road easements and rights of way described in and affected by those certain plats recorded in Book 494 at Page 688, Book 494 at Page 689, and under reception Nos. 313301, 318133, 319905, 323953, 325814 and 328382 of the records of Gunnison County, Colorado, and those certain instruments recorded in Book 494 at Page 683, Book 496 at Page 696, Book 496 at page 701, Book 496 at Page 707, Book 503 at Page 731, Book 504 at Page 804, Book 506 at Page 208, Book 511 at Page 622, Book 514 at page 180, book 517 at Page 396, and Book 517 at page 399 of said records.

Section 3. The corporation shall own, hold and regulate for the benefit of the owners of all of the Property such stream and stream bottom easements and rights of way, water rights, water wells, well equipment, and well easements located within the Property as may be conveyed to it by any owner or owners of said properties and rights.

Section 4. The corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes; however, its members may be paid for services actually rendered to the corporation.

Section 5. The corporation shall have, enjoy and exercise all of the powers now or hereafter given to corporations not for profit under and by virtue of the laws of the State of Colorado, and shall have, enjoy and exercise all powers necessary or convenient for the advancement of the purposes of the corporation.

ARTICLE II: MEMBERSHIP

An Association member in good standing is as follows:

Section 1. Is an owner of property in the Quartz Creek development or other adjoining claims. (Approved at the annual meeting 7-1-95)

Section 2. Has paid annual dues, assessments, and fees, in full.

ARTICLE III: DUES

Section 1. The annual dues for the following calendar year of the Quartz Creek Property Owners Association shall be recommended by the Board of Directors. Dues for all properties shall be equal, regardless of ownership. (Approved at the annual meeting 7-5-08)

Section 2. The annual dues shall be set to meet the projected expenses of the following calendar year.

Section 3. Dues are to be paid no later than March 15th and are considered delinquent after that date. (Approved at the annual meeting 7-1-06).

Section 4. Any increase or decrease in dues shall be limited to no more than 7% per year, calculated since the date of the last dues change. The recommended dues amount shall be provided to all members for their consideration and vote. All members shall be notified via first class mail of the proposed dues via mail not more than 50 days or less than 10 days prior to the annual meeting. All members in good standing will be able to vote on the dues amount in one of three ways; in person at the annual meeting, via ballot prior to the meeting, or via proxy by designating another member or director to vote their proxy at the annual meeting. A majority of the returned ballots, proxies, and votes in person shall determine the outcome of the vote; however, not less than a quorum of 20% of the members in good standing shall be valid. Any proposed change in dues, increase or decrease, receiving a negative vote of the membership, shall cause dues to remain at the previous level for the upcoming year.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. The Board of Directors (Board) shall be the governing body of the Association and shall administer the Conditions (covenants), the Bylaws, and the Governance Policies of the Association in accordance with the laws of the United States, the State of Colorado, and the County of Gunnison.

Section 2. The Board members shall be elected by a vote of the majority of attendees, ballots, and proxies, subject to a quorum, at the Annual Meeting and installation take place at the end of that meeting.

Section 3. The Board shall consist of seven (7) members as follows:

- A. The four (4) Officers plus three (3) Members-at-Large
- B. Each member of the Board shall hold office for three years from the date of the annual meeting at which elected, or until his/her successors shall have been elected.
- C. The terms of no more than 3 directors shall expire at any one time.
- D. A Director may be re-elected for an additional term or terms.

ARTICLE V: OFFICERS

Section 1. The officers of Quartz Creek Property Owners Association shall be President, Vice-President, Secretary, and Treasurer.

Section 2. The Officers shall be appointed by the Board of Directors and shall hold office for one year from the date of the annual meeting, or until their respective successors have been appointed.

Section 3. If any vacancy occurs during the year in any of the offices, the Board of Directors may elect a successor who shall hold office for the unexpired term.

ARTICLE VI: COMMITTEES

The Board shall appoint committee chairmen and members for the following standing committees in addition to any other committees the Board deems necessary. Each committee shall be responsible to the Board for planning, administering, and reporting on its specific area. The committees are:

- Road Maintenance
- Water and Springs
- Fire Protection and Security
- Finance
- Membership and Publicity

ARTICLE VII: ANNUAL MEETING

Section 1. The Association shall hold at least one meeting per year which shall be held on the nearest Saturday to July 4th of each year.

Section 2. Not less than ten nor more than fifty days in advance of any regular meeting of the members, notice of the meeting will be sent by United States mail to the mailing address of each Owner and/or sent electronically by posting on the QCPOA website or via email.

Section 3. The annual meeting shall include, but not be limited to, the following agenda:

- A. Approval of minutes from the prior annual meeting
- B. Approval of the budget for the following calendar year
- C. Reports from Standing Committees
- D. Approval of dues, assessments, fees for the following calendar year
- E. Election of new directors
- F. Old business
- G. New business
- H. Motions from the floor

ARTICLE VIII: MEETINGS OF BOARD OF DIRECTORS

Section 1. Additional meetings may be called by the Board. Any member in good standing may attend any regular meeting of the Board or of the Association. Meeting date, time, and place shall be posted in advance on the QCPOA bulletin board located at the entrance to the properties on Chicago Park Road.

Section 2. Closed-door meetings of the Board may be held as needed.

Section 3. The President, or any two directors, may at any time call a meeting of the Board of Directors.

Section 4. A simple majority of the Board of Directors shall constitute a quorum to hold a meeting.

- A. Absentee proxies of Directors unable to attend shall be considered

in forming a quorum.

B. On any specific question, absentee Directors shall notify their vote to the Secretary.

ARTICLE IX: SPECIAL MEETINGS

Special meetings of the members may be called by the President of the Board of Directors, by a majority of the Board, or by property owners having twenty percent of the votes in the association. Electronic notice of a Special meeting shall be given as soon as possible but at least ten days before the meeting. All members in good standing may vote at any Special meeting of the members.

ARTICLE X: QUORUM

Section 1. A twenty percent (20%) attendance of the Association members in good standing is needed for a quorum. (Approved at the 7-1-06 annual meeting)

Section 2. Proxy and absentee votes of members unable to attend shall be considered in forming a quorum.

Section 3. The agenda to be covered at the annual meeting shall be sent to all Association members not more than fifty nor less than ten days prior to the meeting.

Section 4. All absentee ballots and proxy votes shall be given to the Secretary in writing or via email.

ARTICLE XI: VOTE

Each member in good standing of the Association shall be entitled to one vote per lot owned with respect to any Association matter. When more than one person or entity owns any Lot, their vote shall be exercised as they among themselves determine, but in no event will a split vote, or more than one vote, be cast with respect to any Lot. (Approved 4-25-07 as part of Amendment to Conditions)

ARTICLE XII: MOTIONS

Motions will be adopted or rejected by a majority vote of the Association members present at any meeting, provided a quorum is present.

ARTICLE XIII: BYLAWS

The Bylaws may be adopted or amended by a majority of the Association members present at any regular meeting of the Association, provided a quorum is present.

ARTICLE XIV: RULES

Roberts Revised Rules of Order shall govern all meetings.

The intent of this document is to replace all preexisting QCPOA By-Law documents, both dated and undated.

Adopted by the Membership of QCPOA on July 7, 2007.

Attest: _____
Carole Sue Rogers Secretary