

**BYLAWS OF
CHERRYHILL HOMEOWNERS' ASSOCIATION
Amended & Restated**

In compliance with the Bylaws of Cherryhill Homeowners' Association (the "Original Bylaws"), signed on February 16, 1999, and recorded with the Mesa County Clerk and Recorder Office at Reception No. 1894153, the Members of the Cherryhill Homeowners' Association (the "Association") have voted to approve these Amended and Restated Bylaws of Cherryhill Homeowners' Association (the "Amended and Restated Bylaws") by assent and affirmative vote of a majority of 75% of the allocated interests in the Association.

These Amended and Restated Bylaws shall replace the Original Bylaws in their entirety.

**ARTICLE I
Name and Location**

1. **Name.** The name of the Corporation is Cherryhill Homeowners' Association (the "Association").

2. **Location.** The principal mailing address of the Association is 667 Jubilee Court, Grand Junction, CO 81506, and meetings of Members and Directors may be held at such places within the City of Grand Junction, Colorado, as may be designated by the Board of Directors (the "Board"), or virtually.

**ARTICLE II
Definitions**

The Definitions contained in the Amended and Restated Declaration for Cherryhill Association are adopted and incorporated as if stated herein. Supplemental definitions may be added to these Bylaws from time to time, pursuant to Article XI of these Bylaws.

**ARTICLE III
Meeting of Members**

1. **Annual Meetings.** The annual meetings of Members for the election of Board members to succeed those whose terms expire and for the transaction of such other business as may come before the Board shall be held on a date determined by the Board of Directors. The date for such annual meeting shall not be a legal holiday.

2. **Special Meetings.** Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-half (1/2) of the votes in membership.

3. **Notice of Meeting.** Written notice of each meeting of Members, whether annual or special, shall be given not less than ten (10) days nor more than fifty (50) days prior thereto, to each Member of record entitled to vote at such meeting by mailing regular, United States Mail,

postage prepaid, addressed to each Member as the Member's name appears upon the books of the Association, or supplied by such Member to the Association for the purpose of notice, or by email to the email address in the Association's records as each Member elects. 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. **Voting.** Members of the Association shall have the right to vote the election of the Directors of the Association and upon all other matters properly brought to a vote of the Members by virtue of the Articles of Incorporation, the Bylaws, or the laws of Colorado. At least ten (10) days before every meeting of Members, the Secretary of the Association shall prepare a complete list of Members entitled to vote, arranged in alphabetical order, showing the address of each Member and the number of votes to which each is entitled, and shall be open to the inspection of any Member. If the list is requested by a Member, it may be delivered by hand, United States Mail, or emailed to the requesting Member's email address in the Association's records. Such list shall be produced and kept at the time and place of the meeting and shall be subject to the inspection of any Member who is present. Each Member shall have one (1) vote for each Lot owned. If fee simple title is held by more than one (1) person or entity, the owners shall determine how the one (1) vote attributable to that Lot shall be cast.

5. **Quorum.** The presence at the meeting of at least half of the Members entitled to cast, or of proxies cast, votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented.

6. **Proxies.** At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and no such proxy shall be valid after eleven (11) months from the date of its execution, unless the proxy provides for a longer period. Proxies shall automatically cease upon conveyance by the Member of his/her Lot.

7. **Good Standing.** Only Members of good standing, and who are current on assessments due to the Association, shall have the right to vote.

ARTICLE IV

Board of Directors, Selection, Election, Term of Office

1. **Number.** The affairs of this Association shall be managed by the Boards of Directors, and there shall be a minimum of three (3) Directors.

2. **Term of Office.** Directors shall serve for a period of two years.

3. **Nomination.** Nomination for election to the Board shall be made from Members, who may submit a written nomination to the Association. Nominees shall be a member of good standing.

4. **Election.** Election to the Board shall be by secret written ballot. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration.

5. **Removal.** Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignations, or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor.

6. **Compensation.** No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for his or her actual approved expenses incurred in the performance of his or her duties.

7. **Action Taken Without 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.

ARTICLE V

Meetings of Board of Directors

1. **Regular Meetings.** Regular meetings of the Board shall be held semiannually, at such a place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. Meetings may be held virtually.

2. **Special Meetings.** Special meetings of the Board shall be held when called by the President of the Association, or by two directors, after not less than three (3) days' notice to each director.

3. **Quorum.** A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VI

Powers and Duties of the Board of Directors

1. **Powers.** The Board of Directors shall have power to:

a. Adopt, publish, and amend policies, procedures, rules, and regulations concerning:

1. Collection of unpaid assessments;

2. Handling conflicts of interest involving board members;

3. Conduct of meetings;
 4. Enforcement of covenants and rules, including notice and hearing procedures and the schedule of fines;
 5. Inspection and copying of Association records by Owners;
 6. Investment of reserve funds;
 7. Procedures for the adoption and amendment of policies, procedures, and rules;
 8. Procedures for addressing disputes arising between the Association and Owners; and
 9. Any other matters concerning the Association permitted by Colorado law and consistent with the Association's Articles of Incorporation.
- b. After providing notice and a hearing, suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Voting rights may also be suspended for any infraction of published policies, rules, and regulations. Voting rights will be returned when the Member is no longer in default or the infraction is remedied;
 - c. Exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
 - d. Declare the office of a member of the Board to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board;
 - e. Employ a manger, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; provided however, that the duties of such manager, independent contractor, and other employees shall not include authority to collect, deposit, transfer, or disburse Association funds.
2. **Duties.** It shall be the duty of the Board of Directors to:
- a. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-half (1/2) of the Members who are entitled to vote;

- b. Supervise all officers, agents, contractors, and employees of the Association, and to see that their duties are properly performed;
- c. As more fully provided in the Declaration, to:
 - 1. Fix the amount of the annual assessment against each lot; and
 - 2. Send written notice of each assessment to every Owner subject thereto at least 45 days on advance of each annual assessment period;
- d. Issue, or cause an appropriate officer to issue, upon demand by any persons, a certificate or complete a status request setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates or completion of the status letter. If a certificate or statement or statement on the status letter states that an assessment has been paid, such statement shall be conclusive evidence of such payment;
- e. Procure and maintain adequate liability and hazard insurance on property owned by the Association and on the Board; and
- f. Cause the Common Area and the irrigation system to be maintained.

ARTICLE VII

Officers and their Duties

1. **Enumeration of Offices.** The officers of the Association shall be a President, who at all times shall be a member of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

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 Members.

3. **Term.** Every officer so elected or appointed shall continue in office until his successor shall be elected or appointed.

4. **Special Appointments.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

5. **Resignation and Removal.** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6. **Vacancies.** Any vacancy in any office may be filled by appointment by the Board. The appointed shall be a member of good standing. The officer appointed to such vacancy shall serve the remainder of the term of the officer replaced.

7. **Multiple Offices.** Any individual, except the President, may hold two (2) or more offices simultaneously.

8. **Duties.** The duties of the officers are as follows:

- a. **President.** The President shall be the chief executive officer of the Association, shall preside at all meetings of the Members and the Board, shall have general and active management of the operation of the Association, and shall see that all orders and resolutions of the Board are carried into effect.
- b. **Secretary.** The Secretary shall give, or cause to be given, notice of all meetings of the Members and Directors and shall attend all such meetings and keep a record of their proceedings. The Secretary shall be the custodian of the seal of the Association and shall have power to affix the same to all documents, the execution of which on behalf of the Association is authorized by these Bylaws, Articles of Incorporation, or the Board of Directors. The Secretary shall have charge of membership records of the Association and shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board or President.
- c. **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association and shall deposit all such funds in the name of the Association in such banks or other depositories as shall be selected by the Board. The Treasurer shall collect, receive, and give receipts for all monies or securities belonging to the Association. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time be assigned to the Treasurer by the Board or President.

ARTICLE VIII Committees

1. **Creation of Committees.** The Board of Directors may appoint committees as deemed appropriate in carrying out specific purposes for the Association.

ARTICLE IX Assessments

1. **Assessments.** The Association may levy assessments upon Members, by vote of the Board of Directors, for the purpose of funding any of the activities of the Association, which shall include, by way of example: payment of taxes on real and personal property; interest on monies borrowed; road and easement construction, surfacing, maintenance, and snow removal; operation

and maintenance of the irrigation water systems; operation and maintenance of the common lands and green belt areas; legal and accounting fees; managerial salaries; and any and all expenditures needed or required for the operation of the Association's affairs.

2. **Rate and Collection.** The collection of assessments shall be governed by the Association's Policy Regarding Collection of Unpaid Assessments, as amended from time to time. The rate of assessments shall be determined by the Board.

ARTICLE X Indemnification

1. **Indemnification.** The Association shall indemnify any and all of its Directors or officers, or former Directors or officers, against expenses actually incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties or party by reason of being or having been Directors or officers or a Director or officer of the Association, except in relation to matters as to which any such Director or officer, or former Director or officer, shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive by any other rights to which those indemnified may be entitled under these Bylaws, agreement, vote of Members, or otherwise.

ARTICLE XI Amendments

1. **Amendments.** The Association reserves the right to amend, alter, change, or repeal any provisions contained herein, or to add any provisions to, its Articles of Incorporation or its Bylaws from time to time by resolution adopted at any regular or special meeting by a majority of the Board of Directors in which quorum is present.

IN WITNESS WHEREOF, the undersigned officers of the Association have executed these Amended and Restated Bylaws of Cherryhill Homeowners' Association this 1st day of June, 2024, and certify that these Amended and Restated Bylaws have been approved by the affirmative vote of 75% of the Members of the Association, as required by the Original Bylaws.

CHERRYHILL HOMEOWNERS' ASSOCIATION

By: _____

Lincoln Hall, President

Date: June 1, 2024

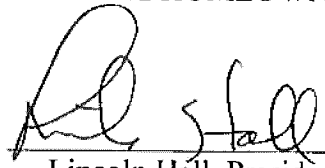
CERTIFICATION OF MEMBER APPROVAL:

I hereby certify that the foregoing Amended and Restated Bylaws for Cherryhill Subdivision was presented to the membership of the Association and was approved by written ballot by an affirmative "yes" vote of at least 18 of the 24 voting Members of the Association, constituting at least 75% of the members of the Association.


CHERRYHILL HOMEOWNERS' ASSOCIATION

ATTEST

By:


Lincoln Hall, President

By:


Karen Holt, Secretary