

BYL-LAWS
OF
SIXTH AVENUE WEST HOMEOWNERS ASSOCIATION
(Amended and Restated as of July 19, 2011)

I.

OBJECTS, PURPOSES AND POWERS

These articles, constituting the By-Laws of the Sixth Avenue West Homeowners Association, shall be construed in conformity with the intention of preserving, perpetuating and effecting the purposes and powers of this corporation, to wit:

- A. To promote the general welfare of its members in all community problems relating to health, education, recreation, safety, shopping facilities, zoning regulations, housing facilities, utility, sanitation, road and transportation services or facilities, and such other community matters that may be brought to its attention by the members; to promote the physical and moral well-being of its members and to foster goodwill and social relations in the community.
- B. To promote the proper aggregate social and cultural conditions that influence the life of an individual or community and to promote an ecologically conscientious community.
- C. In the advancement of the foregoing objects and purposes, to organize, promote, support or participate in such community activities necessary or convenient thereto.
- D. In the advancement of the foregoing objects and purposes, to own lease, operate, conduct or maintain such community buildings, centers, utilities, recreation facilities and equipment necessary or convenient thereto.
- E. To accept contributions for the advancement of its objects and purposes and to make charitable contributions and in general to exercise any activities as may be permitted under Colorado Revised Statutes, 1963, (as amended), Chapter 31, Article 24, Section 5, or any other applicable law or laws succeeding to such Article 24 hereafter enacted.

II.

OFFICES

The principal office of the Association in the State of Colorado shall be located in the County of Jefferson. The Association may have such other offices as the Board of

Directors may determine or as the affairs of the Association may require from time to time.

As a corporation, the Association shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office in the State of Colorado and the address of the registered office may be changed from time to time by the Board of Directors (defined herein in Article VI).

III.

MEMBERS

Section 1. Membership shall be open to any family owning and residing in single family residences on real property within The Sixth Avenue West Subdivision, Jefferson County, Colorado, (otherwise located in the West ½ of Section 7 Township 4, South Range 69 West). A family so qualifying for membership may become a member of the Association by payment of the annual dues and by membership card or by the records of the Membership Vice President of the Association.

Section 2. All members shall be entitled to equal rights and privileges and each family shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Membership in this association may be cancelled or suspended by the Board of Directors, by affirmative vote of a simple majority of all of the members of the Board, for cause, after an appropriate hearing. Upon written request signed by a former member whose membership has been cancelled or suspended, the Board of Directors, by the affirmative vote of a simple majority of the members of the Board present at a regular Board meeting, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 4. Membership in this Association is not transferable or assignable.

IV.

MEETINGS OF MEMBERS

(Amended and Restated)

Section 1. An annual meeting of the members shall be held in the month of October in each year, the time and place to be determined by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 2. Special meetings of the members may be called by the Board of Directors or not less than one-fifth of the members having voting rights upon written petition to the Board of Directors, which petition or petitions shall be verified by the circulator thereof.

Section 3. The Board of Directors may designate any place within the State of Colorado as the place of meeting for any annual or special membership meeting called by the Board of Directors. If no designation is made the place of meeting shall be the Kyffin Elementary School, 205 North Flora Way, Sixth Avenue West Subdivision.

Section 4. Written or printed notice stating the place, day, and hour of any meeting shall be delivered either personally or by mail to the mailing address of record of each member entitled to vote at such meeting, not less than five nor more than thirty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the principal purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association, with postage thereon prepaid.

Section 5. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of all members entitled to vote with respect to the subject matter thereof.

Section 6. Fifteen (15%) percent of the membership as of the date of any meeting, whether present in person or by proxy, shall constitute a quorum for the transaction of business at such meeting, and a majority vote of such quorum shall be sufficient on any matter properly before the membership. If a quorum is not present at any meeting of the members, a majority of the members present in person or by proxy may adjourn the meeting from time to time without further notice.

Section 7. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after thirty days from the date of its execution, provided however that in the event that it is necessary to adjourn a meeting because of lack of a quorum as provided in Section 6 above that the proxies shall be valid until a meeting which can transact business and can consider the purposes for which the proxies were executed is actually accomplished.

V.

INTENTIONALLY DELETED AS INAPPLICABLE

VI.

BOARD OF DIRECTORS
(Amended and Restated)

Section 1. The affairs of the Association shall be managed by its Board of Directors.

Section 2. The number of Directors who shall represent the entire Association shall be at least five (5) and not more than thirteen (13), all of whom shall be members in good standing of the Association as set forth in these Bylaws in Article III. Each Director shall be elected at the annual meeting of the membership to serve for one year or until their successor is elected, and their term of office shall begin at the close of the annual meeting at which they are elected or immediately after a reconvened special meeting for election of officers and directors. There shall be no limit to the number of terms a Director may serve. All members in good standing are eligible to hold elective office and

appointment to committees. However, only one member of a household may hold elective office at any one time.

Section 3. A regular annual meeting of the Board of Directors shall be held without other notice than these by-laws, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place within the State of Colorado as the place for holding any special meeting of the Board called by them.

Section 5. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written or oral notice delivered at the address as shown by the records of the Association. If mailed, such notice shall be deemed delivered when deposited in the United States mail so addressed, with postage thereon prepaid; if notice is given by telegram, such notice shall be deemed delivered when the telegram is delivered to the telegraph company. Any oral notice called for by this section can be given to an adult residing at the home address of the Director if not given to the Director personally. Any Director may waive notice of any meeting.

Section 6. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7. The President, with the approval of the Board of Directors, shall fill any vacancies on the Board of Directors. Any Director so appointed must be a member of the Association as set forth in these by-laws, and the member so appointed shall fill the position of Director until the next annual election at which time if the term is unexpired he may run if he desires for election as Director for the unexpired term. Any Director

may resign by filing a written resignation with the Secretary or President, however such resignation will not affect his membership rights in the Association. Further, any Director may be removed by a majority vote of the other Directors on the Board if he has failed to attend three successive meetings of the Board of Directors, but such removal shall be without to the membership rights of the Director so removed.

Section 8. The minutes of the meetings of the Board of Directors, bearing the seal of the Association, shall be distributed regularly to the members of the Association for the purpose of keeping the members informed of the activities of the Association

VII.

OFFICERS

Section 1. The officers of this Association shall be designated by the Board of Directors and shall be elected members of the Board of Directors and consist of the President, the Vice President, the Architecture and Planning Vice President, the Membership Vice President, the Secretary and the Treasurer.

Section 2. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the membership rights of the officer so removed (including both membership on the Board of Directors and the Association). Any Officer may resign by filing a written resignation with the President, Secretary or Membership Vice President, but such resignation shall be without prejudice to that person's right to remain as a Board member for the expiration of his term and is without prejudice to his general membership rights. If any officer is removed by the Board of Directors or voluntarily resigns as an officer his successor will be elected to the vacated position by the Board and will serve until his successor in turn is next duly elected.

Section 3. The President shall perform the duties usual and appertaining to this office, including the transaction of all usual, regular and ordinary business of the corporation, preside at all meetings of the Association and Board of Directors and perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. The Vice President, in case of absence of the President or his inability to attend, shall act as President with all the powers and duties incident thereto, and in all ways and manners generally aid and assist the President in performing and carrying out the duties of this office.

Section 5. The Architecture and Planning Vice President shall be custodian of the Master Plans, maps, charts, etc., for the Sixth Avenue West Subdivision, shall be custodian of names, addresses and membership of the various boards of directors of various special districts comprising Sixth Avenue West, and shall become a member of the Sixth Avenue West "Architectural Control Committee," as designated in the Protective Covenants of Sixth Avenue West – First Filing, and as so designated in the protective covenants of subsequent Protective Covenants, and as such shall be custodian of the Protective Covenants and exercise the powers and duties as a member of said committee.

Section 6. The Membership Vice President shall be custodian of the membership records of the Association, keep a register of the post office address and telephone number of each member, shall give due and proper notice of membership meetings, and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors, be custodian of the Association's records and of the seal of the Association and see that the seal of the Association is affixed to all documents requiring the same and in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

Section 8. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Board of Directors. Such funds shall be paid out only on the check of the corporation signed by the Treasurer and countersigned by any other authorized officer; the Treasurer shall further keep all accounts of the corporation, pay all bills

approved by any other officer, preserve all vouchers for all payments and perform such other duties as from time to time may be assigned to him by the president or the Board of Directors.

VIII.

COMMITTEES

The Board of Directors shall or may, by resolution adopted by a majority of the Directors in office, designate one or more committees, including an Executive Committee, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereof of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law. Other committees not having and exercising the authority of the Board of Directors in the management of the Association, including standing committees and working committees, may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Members of such committees shall be members of the Association and the President of the Association shall appoint the members thereof, and shall fill the vacancies thereon. A majority of the members of any committee shall constitute a quorum unless otherwise provided by the Board of Directors.

IX.

FISCAL YEAR AND DUES

Section 1. The fiscal year of the Association shall begin on the first day of May in each year and will end on the 30th day of April of each succeeding year.

Section 2. Annual dues shall be fixed by the Board of Directors for each member and shall be due and payable on the first day of May of each year. Dues may be paid in advance.

X.

SEAL

The Board of Directors shall provide an Association seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the state of "Colorado" and the word "SEAL".

XI.

AMENDMENTS

These by-laws may be amended by a majority vote of the members in good standing of the Association, present in person or by proxy, at any regular or special membership meeting, provided notice of the proposed amendment is set forth in the notice of the meeting.

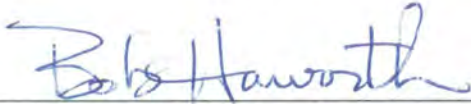
XII.

INDEMNIFICATION

Section 1. Each person who acts as a Director or officer of the Association shall be indemnified by the Association against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a Director or officer of the Association, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct, and except any sum paid for the Association in settlement of an action, suit or proceeding based on gross negligence or willful misconduct in the performance of his duties.

Section 2. The right of indemnification provided herein shall inure to each Director or officer whether or not he is such Director or officer at the time such costs or expenses are imposed or incurred, and in the event of his death shall extend to his legal representatives.

Resolved that the foregoing bylaws as amended by the membership and herein restated are hereby ratified by the Board of Directors of the 6th Avenue West Homeowners Association, Inc. as of this date, July 19, 2011.



Bob Haworth, President



Tammy Deitz, Vice President



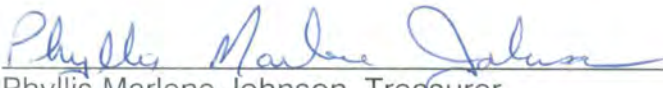
Wayne Taylor, Membership Vice President



John Snead, Architecture & Planning Vice President



Robert Nyland, Secretary



Phyllis Marlene Johnson, Treasurer



George Stapleton, Director