



996492 5/22/2009 10:25 AM Linda Daley
1 of 8 BYL R\$41.00 D\$0 00 Laplata County Clerk

**BY-LAWS of
PINE RIVER RANCHES LANDOWNERS ASSOCIATION, INC.
(as they existed in July 2007)
OFFICES**

1.1 PRINCIPAL OFFICE - The principal place of business of the corporation shall be in the State of Colorado.

1.2 OTHER OFFICES - The Corporation may have such other offices and places of business within or without the State of Colorado as the Board of Directors shall determine.

MEMBERSHIP

2.1 MEMBERS - Every person or entity who is a record owner, or contract purchaser under contract for deed, of a lot or lots in Pine River Ranches Subdivision No. 2 has membership in the Association and shall be eligible to vote upon the payment of the required assessment.

2.2 ASSOCIATE MEMBERS - Every person or entity who is a recorded owner, or contract purchaser under a contract for deed, of a lot or lots in Pine River Ranches Subdivision No. 1 and/or properties accessing through Pine River Ranches Subdivision No. 2 shall be eligible to use the roads and bridge of Pine River Ranches Subdivision No. 2 upon payment of the required annual assessment and by special written permission by the Board of Directors, renewable annually.

2.3 VOTING - Each owner shall be entitled to one vote which may be cast in person or by proxy. Owners of more than one platted lot shall be entitled to one vote for each lot so owned. When more than one person or entity holds an interest or interests in any lot all such persons or entities shall be members and the vote for such lots shall be exercised as they among themselves determine but in no event shall more than one vote be cast with respect to any such lot.

2.4 PLACE OF MEETINGS - Meetings of the membership of the corporation may be held at such place or places within or without the State of Colorado as shall be fixed by the Board of Directors and stated in the Notice of Meetings.

2.5 ANNUAL MEETING - An annual meeting of members for the election of Directors and the transaction of such other business as may properly come before the meeting shall be held, commencing in 1981, on the first Saturday in July, or within 30 days before or after such date as may be decided by the Board of Directors.

2.6 SPECIAL MEETINGS - Special Meetings of the membership for any purpose(s) may be called by the Board of Directors or by the President or by not less than one-third of the membership.

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2.7 ANNUAL ASSESSMENT - Annual Assessments shall be levied on a calendar year basis, and shall be decided by the Board of Directors. However, unless approved by a majority of the members at the annual meeting, as per section 2.9, the annual assessment shall not exceed \$190⁽⁰⁰⁾ full share. Any increase in assessment shall not exceed 20% per annum unless approved by a majority of the membership.

2.8 ASSESSMENT APPORTIONMENT -

(a) Annual Assessments shall be apportioned in a three tier system.

Tier A, (unimproved lots) shall pay 40% of the annual assessment.

Tier B, (improved lot with 6 months or less occupancy) shall pay 80% of the annual assessment.

Tier C, (improved lots with more than 6 months occupancy), shall pay 100% of the annual assessment.

(b) Special Assessments shall be apportioned equally to all members.

(c) Any winter road maintenance cost during any given assessment/fiscal year, above and beyond the limit set forth for such maintenance in the CC&Rs, Paragraph 24, dated 27-Dec.91, shall be divided and billed equally among those property owners or tenants who occupy property, and/or use the accesses to, within, or through Pine River Ranches Subdivision No. 2 during the time the maintenance is performed. These charges shall be treated in the same manner as a regular assessment, and collectible in the same manner (i.e., paragraph 3.8 of the By-laws).

(d) The property owner of record shall be liable for any non-owner occupants (renters, etc.) charges against their property.

2.9 NOTICE OF MEETINGS OF MEMBERS

(a) Annual Meeting - Written or printed notice stating the place, day, and hour of the meeting shall be given to each member not less than ten (10) days nor more than fifty (50) days before the date of the meeting, either personally or by mail, or at the direction of the President, or the Secretary.

(b) Special Meeting - Written or printed notice stating the place, day, and hour of the meeting and the purpose(s) for which the meeting is called shall be given to each member not less than three (3) days nor more than thirty (30) days before the date of the meeting, either personally or by mail, or at the direction of the President, or the Secretary, or by the person calling the meeting.

(c) It shall be the responsibility of each property owner to keep the association informed as to their current mailing address and telephone number.

2.10 QUORUM AND ACTION -

(a) At any duly held meeting of the members present, in person or by proxy, of at least 51% of such membership of record shall constitute a quorum, except as otherwise provided by law. If less than 51% of such membership is represented at a meeting, a majority of the membership so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which at least 40% of the membership shall be present or represented, any business may be transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

(b) A majority of the votes cast at a duly held meeting of members at which a quorum is present, in person or by proxy, shall be sufficient to act upon any matter which may properly come before the meeting, unless a greater vote is required by law, or the Articles of Incorporation, or by these By-laws on any question; provided, however, that in elections of Directors, those receiving the greatest number of votes shall be deemed elected even though not receiving a majority.

2.11 AUTHORIZE VOTING BY MAIL

PROXIES - At all meeting of the members, a member may vote by proxy executed in writing by another member. Such proxy shall be filed with the Secretary/Treasurer before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

DIRECTORS

3.1 GENERAL POWERS - The business and affairs of the Corporation shall be managed by its Board of Directors.

3.2 NUMBER AND TENURE - The number of Directors shall not be less than three (3) nor more than five (5) as determined by the members from time to time. Each Director shall hold office until the next annual meeting of members or until his successor shall have been elected and qualified.

(a) ANNUAL MEETING - The Annual Meeting of the Board of Directors shall take place immediately after the Annual Meeting of the members. No notice shall be required for this meeting.

(b) SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by the President or by the Secretary at the written request of two (2) or more Directors. Notice of special meetings shall state the purpose(s) thereof and may be mailed or delivered three days before such meeting, or given by telephone, fax, or e-mail (00) 24 hours before such meeting.

3.4 QUORUM AND ACTION - A majority of the Board of Directors shall constitute a quorum for the transaction of business. At any duly held meeting at which a quorum is present, the affirmative vote of a majority of the Directors present shall be the act of the Board of Directors on any question except where the act of a greater number is required by these By-laws, by the Articles of Incorporation, or by statute.

3.5 ACTION WITHOUT A MEETING - Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed by the majority of the Directors.

3.6 VACANCIES AND REMOVAL

(a) Vacancy - Any vacancy in the Board of Directors by reason of an increase of the number of Directors comprising the Board or removal of a Director shall be filled by a majority vote of the remaining Directors. The Director so elected shall serve only until the next election of Directors by the members at the next annual meeting.

(b) Any one or more of the Directors may be removed at any time by vote of the majority of the members of the corporation present in person or by proxy, at any annual meeting, or at any special meeting the notice of which refers to such removal.

3.7 COMMITTEES - The Board of Directors may designate, by a majority of the entire board, committees for such purposes and with such powers and authorities as may be provided by the Board. Committee members may be chosen from the board, members, or officers of the Corporation.

3.8 ANNUAL CHARGES

(a) Each member shall be liable for the payment of annual assessments or charges and special assessments for capital improvements. The Board shall set the annual assessments amount for each calendar year called the "assessment year". The annual assessment amount shall be determined, limited, and raised only in accordance with section 2.7 of the By-laws. The assessment year shall commence on the first day of January for each year. The annual assessment is to be used primarily for budgeted normal day-to-day operation of the Pine River Ranches Landowner Association, Inc., such as, but not limited to, road maintenance, bridge maintenance, upkeep (but not capital improvements) of common property belonging to Pine River Ranches Landowners Association, Inc., and necessary administrative expenses including, but not limited to, insurance, postage, stationary, and legal expenses.

(b) The annual assessment billing shall be mailed thirty (30) days prior to the due date (92). It will be due and payable January 1st of each assessment year, unless otherwise determined by the Board of Directors. The Pine River Ranches Landowners Association, Inc., shall mail a Notice of Delinquency to the owner of record of any lot on which the assessment has not been received by February 1st of the assessment year. If the assessment is still delinquent on March 1st of the assessment year, by using due process starting with the mailing of Notice of Intent to File a Lien, a lien shall be applied to the property in the amount of the assessment, plus a 25% penalty, plus all filing costs, collection and legal fees, and shall draw interest of 15% per annum until paid. Foreclosure of the Lien will be at the discretion of the Board of Directors.

3.9 SPECIAL ASSESSMENTS FOR CAPITAL IMPROVEMENTS - In addition to the annual assessments, the Board of Directors may levy in any assessment year, a special assessment applicable to that year only for the purpose of defraying in whole or in part the cost of any construction or reconstruction, unexpected repair or replacement of a described capital improvement upon the roads or common area, including the necessary fixtures and personal property related thereto, provided that such assessment shall have the assent of a majority of the vote of members who are voting in person or by proxy at an annual or special meeting duly called for this purpose, written notice of which shall be sent to all members and shall set forth the purpose of the meeting. If a long term capital expenditure becomes necessary, approval shall require a majority vote of all property owners.

4.0 ROAD IMPACT FEE - (96/97) For any work or improvement on any lot legally requiring a building permit, a non refundable assessment of 1.2%⁽⁰⁵⁾ of the value of said improvement (as determined by the La Plata County Building Department) will be due and payable by the lot owner to the Association prior to construction. This fee will be deposited into the General Fund to cover impacts to the road and bridge from construction traffic.

OFFICERS

4.1 EXECUTIVE OFFICERS - The Executive Officers of the Corporation shall be President, one or more Vice-Presidents, a Secretary/Treasurer, and an Assistant Secretary/Treasurer, all of whom shall be elected annually by the Board of Directors. All vacancies occurring among any of the Officers shall be filled by the Board until the next election of officers by the Board. Any officer may be removed and/or replaced by a two-thirds (2/3) affirmative vote of the entire Board of Directors.**

4.2 OTHER OFFICERS - The Board may appoint, remove and replace, or authorize the President to so approve, remove and replace such other Officers, with such powers and duties as shall be necessary.

4.3 THE PRESIDENT - The President shall preside at all meetings of membership and the Board of Directors. When the Board is not in session he/she shall have general

management and control of the business and affairs of the Corporation.

4.4 THE VICE-PRESIDENT - The Vice-President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President and shall exercise such other powers and perform such other duties as shall be prescribed by the Board of Directors.

4.5 THE SECRETARY-TREASURER -**

(a) The Secretary-Treasurer shall keep the minutes and a voice tape recording of all proceedings of the Board of Directors and of the members; he/she shall attend to the giving and servicing of all notices to the members and directors or other notices required by law or by the By-laws; he/she shall affix the seal of the Corporation to deeds, contracts, and other instruments in writing, requiring a seal, when duly signed or when so ordered by the Board of Directors; he/she shall have charge of the books and such other books and papers as the Board may direct; and he/she shall perform all other duties incident to the office of Secretary-Treasurer.

(b) The Secretary-Treasurer shall also have custody of all funds and evidences of indebtedness of the Corporation; he/she shall receive and give receipts for monies paid in the account of the Corporation and shall pay out of the funds on hand all bills, payrolls and other just debts of the Corporation of whatever nature upon maturity; he/she shall enter regularly in books kept by him/her for that purpose, full and accurate accounts of all monies received and paid out by him/her on account to the Corporation; and he/she shall perform all other duties as may be prescribed by the Board. He/she shall be bonded in a sum to be determined by the Directors from time to time.**

4.6 THE ASSISTANT SECRETARY-TREASURER - The Assistant Secretary-Treasurer shall, in the absence or disability of the Secretary-Treasurer, exercise the powers and perform the duties of the Secretary-Treasurer, and shall exercise such other powers and perform such other duties as shall be prescribed by the Board.

MISCELLANEOUS

5.1 RECORD DATE - In order to make a determination of eligibility to vote for any proper purpose, the Directors may fix in advance a record date for determination of membership, such date to be the date on which the particular action, requiring such determination of membership is to be taken.

5.2 WAIVER OF NOTICE - Any notice of meetings required to be given under these By-laws to member and/or Directors may be waived in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein. Attendance at any meeting by any person otherwise requiring notice shall constitute a waiver of such requirement unless such attendance is for the purpose of contesting the adequacy of such notice.

5.3 FISCAL YEAR - The fiscal year of the Corporation shall close annually on December 31st.

5.4 CHECKS - All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall be determined from time to time by resolution of the Board of Directors.

5.5 AMENDING BY-LAWS - These By-laws may be amended, when necessary, by a majority vote at any duly held annual meeting or special meeting.

5.6 DISSOLUTION PROVISION - Upon the dissolution of the Corporation, the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in accordance with Colorado law.

5.7 COVENANT ENFORCEMENT - Enforcement shall be as stipulated in paragraph 2 of the Covenants, Conditions, and Restrictions, dated 12-27-91.

5.8 DESIGN COMMITTEE- As authorized in paragraph 19 of the Covenants, Conditions, and Restrictions dated 12-27-91, a Design Committee consisting of 3 members in good standing, shall be appointed by the Board of Directors for staggered three (3) year terms. One committee member shall be appointed within 30 days after each annual meeting to replace senior member of the committee. The committee shall see that all construction and land use conforms to applicable Covenants, Conditions, and Restrictions. The committee shall keep the Board of Directors apprised of their actions at all times.

Alternatively, the Board of Directors may elect to by majority vote to serve as the Design Committee. (00)

5.9 RULES AND REGULATIONS REGARDING LOT 91 (LAKE) AND/OR OTHER COMMON PROPERTIES (authority paragraph 5 Covenants, Conditions, and Restrictions dated 12-27-91) -

- (a) Use by any lot owner, their family and/or accompanied guest.
- (b) Take only enough fish for one meal, but in any event no more than the legal limit as established by the Division of Wildlife. Catch and release using artificial lures or flies is encouraged.
- (c) Keep property clean and natural. Remove any trash, cans, bottles, discarded fishing line, etc., when leaving the property.
- (d) No motorized traffic permitted at any common property while wildlife are sitting on their nest or reproducing. Do not approach closer than 150 feet to any

reproducing wildlife or wildlife with babies.

(e) All dogs, when not on owner's property, shall be under direct voice and/or physical control and not allowed to run loose and rampant. The dog's actions shall not cause distress and/or damage to wildlife, other persons, pets, or property. Enforcement of this rule** shall be in accord with La Plata County or Division of Wildlife directives.

(f) The maximum speed limit on all roads in and serving the subdivision shall not exceed 20 MPH. Further, extreme caution should be used at all times due to children playing, residents with or without pets walking, jogging, etc., and wildlife in or crossing the roadways.

(g) Any use of the common properties is at user's risk. The Association and other property owners assume no responsibilities or liability for user actions, damages, or injuries.

6.0 UNUSUAL UTILIZATION OF THE BRIDGE (92) - The Board shall establish reasonable standards for the bridge relating to gross vehicle weight, axle-widths and speed limits, and no deviations therefrom shall be permitted. The owner or operator of any vehicle, trailer, or cargo that cannot conform to bridge railing clearance and wishes to cross the bridge, must post with the Pine River Ranches Association Treasurer a minimum amount of \$1,000.00. This is refundable if rail alteration or repairs made, if any, are restored to original conditions. Also, a properly signed indemnification shall be required to accompany the deposit. A Board designated property owner would be assigned at a rate of \$10.00 per hour**, with a minimum of one (1) hour, to observe and witness, also at user's expense. The user shall have the legal papers prepared in advance at his/her expense.**

APPROVED: This 11th day of May, 2009

(S) _____
Secretary Signature