

**DATED: January 19, 2010**

AMENDED BYLAWS  
OF  
MISSION VIEJO HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

The name of the organization shall be the Mission Viejo Homeowners' Association, Inc. (hereinafter referred to as the "Association").

ARTICLE II

Purpose

The purpose of this Association is to unite the unit owners of the Mission Viejo Subdivisions (hereinafter referred to as "Mission"), Aurora, Colorado; to encourage civic improvements within said area, to encourage community activities including, but not by way of limitation, the beautification, maintenance, and general appearance of vacant and improved lots, streets, parkways, entrances, open and recreational areas situated within the area and used in common by its residents; enhance the safety of the Mission; facilitate enforcement of any and all building restrictions, protective covenants, and to otherwise act in the interests of the members of the Association.

ARTICLE III

Members and Meeting of Members

- 3.1 Types of Membership: Membership in the Association shall be of four (4) kinds:
- a. Class A Owner/Occupant
  - b. Class B Owner/Non-Occupant
  - c. Class C Non-Owner/Occupant
  - d. Class D Nonvoting Business Membership.

Those persons eligible for membership in the Association shall be eighteen years of age or older, either own or reside in a single dwelling unit located within Mission Viejo proper, or the Quincy Creek sub-filing (limited to filing 1 block 1, lots 1-39 and all of blocks 2-4), or have business interests in or adjacent to Mission Viejo; and have timely paid such amounts of dues, donations, or have volunteered or are a paid participant in our Trash/Recycling Program as the Board of Directors or the Members shall direct.

3.2 Voting Rights: One vote can be exercised for each dwelling unit in all matters where the vote of the Members is required or permitted by statutes of the State of Colorado or by the Articles of Incorporation or these Bylaws. The vote shall be divided in half between the Class B and Class C members for any dwelling unit for which there is both a Class B and a Class C membership.

3.3 Annual Meeting: The annual meeting of the Members of the Association will be held in January of each year, or as soon thereafter as the meeting may be feasibly scheduled, commencing January 1986.

3.4 Semi-Annual Meeting: A semi-annual meeting of Members may be held in June of each year.

3.5 Special Meetings: Special Meetings of the Members may be called by the President, by majority of the Board of Directors, or by written request of Members having ten percent of the votes in the Association.

3.6 Notices: Notices of annual, semi-annual and special meetings of the Members must be given in writing not less than ten nor more than fifty days in advance of any meeting of the Members, and must state the time and place of the meeting and the items on the agenda. The notice shall be hand delivered or sent prepaid by United States mail to the mailing address of each Member or to any other mailing address designated in writing by the Member. If mailed, such notice shall be deemed delivered when deposited in the United States mail.

3.7 Place of Meetings: The place of the annual, regular or special meetings will be designated by the Board of Directors.

3.8 Quorum; Vote Required: Three percent (3%) of the Members shall constitute a quorum at any meeting of Members. If, at any meeting of the Members, there is not a sufficient number of Members present to constitute a quorum, then, at the direction of the Board of Directors, another meeting shall be called within thirty (30) days, at which meeting the quorum requirements shall be reduced to one percent (1%).

3.9 Record of Attendance, Votes and Approvals: The Secretary shall keep a record of the total number and types of votes allowable on any matter coming before the meeting, and the results of any vote at the meeting.

3.10 Voting by Proxy: There shall be allowed voting by proxy.

3.11 Dues: Dues shall be \$30.00 per year for Class A, B and C members. Class D (Business Memberships) will be \$150 per year. For Class A, B and C members, paid participation in the Association's Trash/Recycling Program will be recognized as constituting full membership so long as the Association's program is viable and any rebate program is benefiting the Association.

3.12 Voting: Voting may be by voice except for the election of directors which shall be by secret ballot. Except as otherwise provided herein, all questions shall be decided by majority vote.

## ARTICLE IV

### Board of Directors

4.1 Number: The Board of Directors, also referred to as the “Executive Board”, shall consist of seven Members. The number of directors may be increased by amendment of these Bylaws; provided, however that the number of directors shall not be reduced to fewer than seven, nor increased to more than eleven and, provided further, that no decrease in the number of directors by amendment of these Bylaws shall have the effect of shortening the term of any incumbent director. In the event that the number of directors is increased, the additional directorships shall be filled at the next succeeding annual, semi-annual, or special meeting of the Members.

4.2 Duties: The management, control, and government of the Association shall be vested in the Board of Directors. The Board of Directors shall preserve, protect, and promote the interests of the Association in accordance with the expressions of the Members.

4.3 Qualifications; Election; Term: Directors must be voting Members of the Association. No two Members residing in the same dwelling unit shall serve simultaneously on the Board. Directors shall serve for staggered terms to expire at the second annual meeting after their election or until their successors are duly elected and qualified. Each member shall be entitled to cast the number of votes for each position to be filled on the Board of Directors. No cumulative voting shall be permitted.

4.4 Notices; Waiver: Not less than five (5) days prior to any regular or special meeting shall be given to each director by the Secretary. Such notice may be given orally, in person or by telephone, or in writing, served on, mailed or telefaxed to each director. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

4.5 Quorum; Vote Required: At any meeting of the Board of Directors, fifty (50%) of the number of directors acting and qualified, shall constitute a quorum for the transaction of business. A quorum is deemed present throughout any meeting of the executive board if persons entitled to cast fifty percent of the votes on the board are present at the beginning of the meeting. The act of a majority of the directors at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.6 Action of Directors Without a Meeting: Any action required to be taken or any action which may be taken at a meeting of the directors may be taken without a

meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to votes with respect of the subject matter thereof.

4.7 Removal: At any meeting of Members, notice of which indicated such purpose, the entire group of directors or any lesser number, may be removed, with or without cause, by a vote of sixty-seven percent of all Members present and entitled to vote at any meeting of the Members at which a quorum is present.

4.8 Vacancies: Any vacancy occurring on the Board of Directors, whether by removal, resignation, death, or otherwise, shall be filled for the unexpired portion of any term, by the vote of a majority of the remaining directors, though less than a quorum of the board.

4.9 Meetings: The Board of Directors shall meet at least once each quarter. Special meetings of the Board may be called by the President or by any three (3) directors upon written request delivered to the Secretary of the Association.

4.10 Organization of the Board: At the organizational meeting of the Board of Directors, the Board shall elect from its members by majority vote, a President, one or more Vice-Presidents, a Secretary and a Treasurer, who shall serve in such offices for the ensuing year or until their successors are duly elected.

## ARTICLE V

### Officers

5.1 General: The officers of the Association shall consist of a President, one or more Vice-Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors to serve at the pleasure of the Board and for terms not exceeding one year as prescribed by the Board. The Board of Directors may appoint such other officers, agents and employees as it may deem to be in the interests of the Master Association. Officers must be voting Members of the Association. Any two or more of said offices may be held by the same person, except the offices of the President and the Secretary.

5.2 President: The President shall be the chief executive officer of the 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. The President shall preside at all meetings of the Board and the Members of the Association. The President, by and with the advise and consent of the Board, will appoint such non-elective officers, employees and committees as may be deemed necessary and shall be an ex officio member of all committees. The President is authorized to execute all instruments in the name of the Association.

5.3 Vice-President: Vice-President may act in place of the President in case of his death, absence, inability or failure to act and shall perform such other duties and

have such authority as is from time to time delegated by the Board of Directors or by the President.

5.4 Secretary: The Secretary shall be 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 the books, reports, and other documents and records of the Association are properly kept and filed; shall keep minutes of the proceedings of the Members, Board of Directors and executive committee; shall keep at the principal office of the Association a record of the names and addresses of the Members entitled to vote; and, in general, shall perform all duties incident to the Office of the Secretary and such other duties as may, from time to time, be assigned to him by the Board of Directors or by the President. The Board may appoint one or more Assistant Secretaries who may act in place of the Secretary in case of death, absence, inability or failure to act.

5.5 Treasurer: The Treasurer shall have charge and custody and be responsible for, all funds and securities of the Association shall deposit all such funds in the name of the Association in such depositories as shall be designated by the Board of Directors, shall keep correct and complete books and records of account and records of financial transactions and conditions of the Association and shall submit such reports thereof as the Board of Directors may, from time to time, require; and, in general shall perform all the duties incident to the office of Treasurer, and such other duties as may, from time to time, be assigned to him by the Board of Directors or by the President. The Board may appoint one or more Assistant Treasurers who may act in place of the Treasurer in case of his death, absence, inability or failure to act.

5.6 Removal of Officers: Any officer may be removed by a vote of 60% of the active Board of Directors, whenever, in their best judgment the interests of the Association will be served thereby.

5.7 Vacancies: A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

## ARTICLE VI

6.1 Contracts: The Board of Directors may authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of the Association, pursuant to Article II herein.

6.2 Inspection of Corporate Records: The records with respect to the list of Members of the Association, the books of account, the minutes of proceedings of the Members and Directors and of the executive committee and other committees of the Directors, and the Certificate of Incorporation or Bylaws shall be open to inspection, at any reasonable time, upon any proper purpose by which any Member or his agent or attorney, upon five days notice.

6.3 Compensation: No Officer or Director shall receive compensation for any services he may render to the Association. However, any Director may be reimbursed for his approved expenses incurred in the performance of his duties.

6.4 Committees: Committees may be designated and appointed by the President with and by the consent of the Board of Directors as deemed necessary and accountable to the Board of Directors

6.5 Procedures: Robert's Rules of Order shall generally govern the conduct of the meetings of the Association in all cases not covered by these Bylaws.

## ARTICLE VII

### Amendments

These Bylaws can be amended by majority vote of the eligible Members present in person or by proxy at any annual, semi-annual or special meeting of the Members.