

ARTICLE I - PREAMBLE

The Alpha Property Owners Association, Incorporated, hereinafter referred to as the Association and/or APOA, shall have as its purposes, goals and objectives:

- (1) Improve, protect and enhance the quality of life and preserve property values in the Pagosa Alpha subdivision.
- (2) Insure the proper and orderly development of the community represented by the Association.
- (3) Support the implementation and enforcement of the subdivision's Declaration of Restrictions.
- (4) Exercise the powers set forth in its Articles of Incorporation and granted it by law to do whatever is necessary, appropriate or incidental to the accomplishment of its stated purposes, goals, and objectives.

ARTICLE II - DEFINITIONS

The following terms as used in these Bylaws are defined as follows:

- (1) Association - The Alpha Property Owners Association, Inc., a Colorado not-for-profit corporation with the principal mailing address of: P. O. Box 2585, Pagosa Springs, CO 81147-2585 (effective 08/22/2020, principal mailing address is P.O. Box 3811, Pagosa Springs, CO 81147)
- (2) Board - The Board of Directors of the Alpha Property Owners Association, Inc.
- (3) Declarant - Fairfield Pagosa, Inc. a Delaware corporation, and/or its predecessors, successors and assigns, and no others.
- (4) Declarations - All of the declarations of restrictions, as supplemented and amended, which have been filed in Archuleta County in connection with the Alpha subdivision developed by the Declarant, including their associated plats.
- (5) Parcel- A parcel of land within the subdivision which has been subjected to the Declarations.
- (6) Owners
 - (a) Any person or legal entity who holds any fee simple title to any Parcel;
 - (b) Any person or legal entity who has contracted to purchase a Parcel pursuant to a written agreement, in which case the seller under said agreement shall cease to be the Owner while said agreement is in effect.
- (7) Good Standing - A member of the association shall be deemed to be in Good Standing if dues have been paid in full and if the member has complied with the Articles of Incorporation, the Declarations, these Bylaws, and the rules and regulations of the Board.
- (8) Member - A person or legal entity who shall by virtue of ownership have access to all Association services and privileges, subject to limitations, restrictions and obligations as provided in these Bylaws and by the Declarations.
- (9) Regular Vacancy - A vacancy of the Board which results from the expiration of a term of service of any member.
- (10) Irregular Vacancy - A vacancy on the Board which results from the removal from office, death, resignation or other inability to serve a full term by any member.

ARTICLE III - MEMBERSHIP

SECTION 1. Membership Classification - Membership in the Corporation shall consist of one class and shall be open to all property owners in the Alpha Subdivision, subject to the limitation of membership as set forth in Article III, Section 4 below.

SECTION 2. Member - The current owner(s) of each Parcel, subject to limitation of membership set forth in Article III, Section 4 below, shall, by virtue of ownership, be a member of the Association.

SECTION 3. Privileges and Duties of Members

- (a) Subject to the provisions in Article III, Section 6, Members in Good Standing shall have the right to vote in any and all official Association meetings.
- (b) Assessment - Members shall pay to the Association such sum/s as may be established from time to time by the Board as the annual dues assessment. Such sum/s shall be payable annually upon notification by the Treasurer. Dues shall not be refundable after 30 days from payment.
- (c) All books and records of the Association, except personnel files and attorney - client communication, may be inspected by any Member or his/her agent or attorney for any proper purpose at any reasonable time.
- (d) Members may bring guests to any open Association meeting. After attending two meetings as a guest, a property owner will be requested to join the association.

SECTION 4. Limitation on Membership - This is an association of both members and acreage. The aggregate acreage owned by each voting member shall be a matter of consequence i.e. the votes shall be counted by acreage with each acre totaling one vote. This shall make voting consistent with the Declaration of Restrictions (CC&Rs).

ARTICLE IV - ANNUAL MEETING OR DESIGNATED MEETINGS OF MEMBERS

SECTION 1. Place of Meetings - Meetings of the members of the Association shall be held within Archuleta County as stated in the notice of the meeting.

SECTION 2. Date of Annual Meeting - The date of the annual Association meeting shall be the last Saturday in July, unless it is changed by resolution of the Board.

SECTION 3. Procedure for calling a Meeting - Meetings of the Members of the Association shall be held annually and special meetings at other times as the Board may designate. Written notice of the place, date, and hour of the annual or special meeting designating the purpose for which the meeting has been called, shall be delivered not less than 30 days nor more than 60 days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when

deposited in the U.S. Mail, addressed to the person/persons entitled to such notice, as their names appear in the records of the Association with postage pre-paid; or, such notice may be published in the newsletter printed under auspices of the Association and distributed generally among its Members.

SECTION 4. Quorum - A quorum at a meeting of the Association shall be at least 1/2 plus one of the voting members. A vote of a majority of the ballots entitled to be cast at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon, unless a greater proportion is required by law or by these Bylaws. In the event a quorum does not exist, the meeting may be adjourned for up to forty-eight (48) hours to obtain a quorum. Should a quorum then fail to be obtained, the meeting shall be rescheduled in accordance with Section 3 above. The ballots of Members who have voted absentee may be counted in arriving at the voting Member quorum.

SECTION 5. Voting Privileges - A member in good standing shall have the right to vote at any meeting of the Association. Members of the Board shall be elected by the Association at the annual meeting. The privilege to vote shall be based upon acreage whereby one acre is equal to one vote i.e. each voting member shall vote the acreage they own.

SECTION 6. Absentee Ballot - Any voting member may vote by an absentee ballot. The official absentee ballot shall only be valid when returned to the Secretary/Treasurer in accordance with the election instructions accompanying the notice and call. Absentee ballots are to be received by the Secretary/Treasurer of the Association or his/her designee. Notification of official Association elections shall be included with the official absentee ballot.

SECTION 7. Proxy Voting - Proxy voting is prohibited

SECTION 8. Secret Ballot - Official Association elections shall be conducted utilizing such procedures as promulgated by the Secretary/Treasurer so as to assure the secrecy of a Member's vote.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1. Organization - The Board shall be composed of five persons to be elected by the Association membership.

SECTION 2. Qualifications - In order to serve on the Board, a person must:

- (a) Be a Member in Good Standing who owns a residence or property in the Pagosa Alpha subdivision and
- (b) Agree to attend all meetings of the Board.

SECTION 3. Terms of Office - The terms of office for the first elected board shall be one (1) year for one member, two (2) years for two (2) members and three (3) years for two (2) members. Thereafter, the term of office as a member of the Board shall be for three years. The terms shall be staggered so that in the first year, one (1) member is elected, in the second year, two (2) members are elected and in the third year, two (2) members are elected. No director shall serve more than two consecutive elected terms. Each shall hold office until his/her successor is determined.

SECTION 4. Removal from the Board

- (a) The entire Board or any lesser number may be removed with or without cause as provided for in the Colorado Nonprofit Corporation laws (Section 7-24-102, C.R.S., as Amended).
- (b) The Board may declare a vacancy prior to the expiration of term of office if a director who was duly elected or appointed fails to attend three consecutive regular meetings of the Board without the Board having entered upon its minutes an approval for an additional absence or absences, except that such additional absence or absences shall be excused for illness.

SECTION 5. The Conduct of Meetings-

- (a) Regular Meetings - The Board shall meet regularly at least every month in open session.
- (b) Location - Meetings shall be held in a facility located in Archuleta County
- (c) Quorum - A majority of the Board members shall constitute a quorum.
- (d) Roberts Rules of Order shall be adopted for the conduct of Association
- (e) Special Meetings - Special meetings may be called by the President as s/he deems necessary and must be called by the President at the request of any two Board members.
- (f) Exigencies - Any action required or permitted by law at a meeting of the members of the Board may be taken without a meeting if consented to unanimously and entered into the minutes of the next regular or special meeting.
- (g) Manner of Acting - The act of a majority of a quorum of the Board shall be the act of the Board.
- (h) Executive Session - At any Regular or Special Meeting, with an affirmative vote of the majority of the Board, an executive session, not open to the public, may be convened for consideration of matters, the public discussion of which would be detrimental to the organization. No adoption of any proposed policy, position, resolution, rule, regulation or formal action shall occur at any executive session which is not open to the public. The minutes of the meeting at which an executive session was authorized shall reflect the general topic discussion at the executive session.

SECTION 6. The Officers -

- (a) Officers - The Officers of the Association shall consist of a President, a Vice-President, a Secretary/Treasurer and such other officers as may be deemed

- necessary, each of whom shall be elected from within the Board at the organizational meeting following the annual election, for a term of one year.
- (b) President - The President shall preside at all Association Board of Directors meeting, and shall be vested with the powers and duties generally incident to the office of President of a non-profit corporation, except as otherwise determined by the Board or these Bylaws.
 - (c) Vice-President - In the absence of the President, the Vice-President has the power to act and shall thereupon be vested with the powers and duties of the President.
 - (d) Secretary/Treasurer - The Secretary/Treasurer shall be responsible for the Minutes of all Association business meetings. The Secretary/Treasurer shall mail or cause to be mailed all notices required under these Bylaws. The Secretary/Treasurer shall have custody of the corporate seal and shall maintain or cause to be maintained an up to date list of Members and their addresses and perform all other duties incident to the office of Secretary/Treasurer. The Secretary/Treasurer shall have the responsibility for the conduct of all Association elections. The Secretary/Treasurer shall have responsibility for the funds of the Association, and shall be vested with the powers and duties generally incident to the office of the treasurer of a non-profit corporation, except as otherwise determined by the Board of Directors or these Bylaws. These responsibilities of Secretary/Treasurer may be separated and assigned to two individuals upon approval by the board.
 - (e) Remuneration - All officers and directors shall serve without pay except that expenses incurred in the service of the Association may be reimbursed.
 - (f) Removal of Officers - Any officer of the Association may be removed from office upon majority vote of the full Board sitting in executive session.
 - (g) Additional Responsibilities - The duties, obligations, authority and responsibilities of all officers may be augmented, detailed or modified from time to time commensurate with the growth of the Association, upon enactment of written policy approved by the Board.

SECTION 7. Standing Committees -

- (a) General - The Board of Directors may establish such standing committees as it deems necessary. Standing committees are advisory to the Board of Directors and shall convene only at the direction of the Board of Directors. Chairpersons of standing committees shall be members of the Board of Directors and shall be appointed by action of the Board of Directors. The standing committee chairperson is responsible for appointing people to serve on the standing committee, and Members of Standing Committees must be Association Members in Good Standing.
- (b) Architectural Committee - An Architectural Committee shall be formed upon receipt of designation from Fairfield Communities, Inc. for APOA to administer the "Alpha Section - Pagosa Declaration of Restrictions." This permanent committee shall establish rules of operation and guidelines consistent with the said Declaration of Restrictions. In case of conflict or contradiction between

requirements of the Declaration of Restrictions and the bylaws of the APOA, the Declaration of Restrictions shall prevail.

SECTION 8. Ad Hoc Committees - The Board may create such ad hoc committees as may from time to time be necessary to conduct the affairs of the Association. The President shall appoint a member of the Association to chair any ad hoc committee.

SECTION 9. Vacancies

(a) Regular Vacancies

(1) The Board shall appoint a chairperson of an ad hoc nominating committee from among its members. This chairperson shall appoint two other members who shall comprise the nominating committee. This committee shall investigate qualifications and willingness of Members to stand for election to the Board. The Nominating Committee will provide a list of names in excess of the number of vacancies to be filled. These shall be presented for approval by the Board not less than ninety (90) days prior to the annual meeting.

(2) Additional nominations may be submitted by petition. This petition, signed by at least one sixth (1/6) of the Members in Good Standing must be submitted to the Association office not less than seventy-five (75) days prior to the annual meeting. The nomination petition must be accompanied by a personal statement from the candidate regarding qualification and willingness to participate as a board member.

(b) Irregular Vacancies - The Board shall appoint an individual to fill the vacant position until the next election.

(c) Individuals noted in Section 9 (a) and (b) above shall meet the qualifications noted in Section 2.

ARTICLE VI - BUDGET

SECTION 1. Formulation of the Budget - A draft budget, prepared by the Secretary/ Treasurer shall be presented to the Board of Directors at the May regular meeting. The Board of Directors shall adopt a final draft of the budget at the July annual meeting.

SECTION 2. Formulation of Assessment - The amount of annual assessment shall be reached by dividing the amount of expenditures in the approved budget, less funds from other sources, by the number of memberships as of May 1st of current year, as modified by Article III, Section 3, Paragraph (b). The annual budget approved by the Board shall include funds for the payment of premiums for the following insurance policies, which must be carried in the name of the Association as the insured:

(a) General liability in the amount of \$300,000 and directors and officers errors and omissions liability in the amount of \$1,000,000.

Unless a majority of the members in Good Standing voting in an official election vote to approve, the Association shall not be entitled to change the method of determining the assessments or dues.

ARTICLE VII - AMENDMENTS

SECTION 1. Procedure - The Bylaws of the Association may be amended by a two-thirds (2/3) vote of the voting Members present or voting absentee (voting their acreage) at a meeting called for such purpose. The procedure for calling a meeting shall be as set forth in Article IV, Section 3. Proposed changes to the Bylaws may be placed on the ballot by one of the following procedures.

- (a) The Board may place a proposed Bylaw amendment on the ballot by a majority vote. Such proposals may be made by individual Board members or by one or more Member(s) for review and approval by the Board. After approval of the proposed Bylaw change, the Board may as a whole recommend its adoption by the membership.
- (b) One or more Members may propose Bylaw changes to be placed on the ballot by petition. The Member(s) shall tender the proposed change to the Board for review and comment. Any proposed change shall be in accordance with the Articles of Incorporation, Declarations, and state and federal law. Within thirty (30) days of the date of submission to the Board of the proposed change, the Board shall approve the change as tendered or shall require changes to the format or content so that it complies with the existing format of the Bylaws and/or existing law and other governing documents. If changes to the proposed Bylaw amendment are necessary, the Member(s) who have submitted the change shall make such changes and submit the final version to the Board within thirty (30) days. If the necessary changes have been made, the Board shall approve the form of the amendment as tendered and so notify the Member(s) to begin soliciting signatures for the proposed change. The date on which the Board notifies the Member(s) of the approval of the Bylaw change shall be referred to as the 'Return Date'.
- (c) No petition for a Bylaw amendment shall be effective unless it is submitted to the Board within sixty (60) days of the Return Date with the requisite number of signatures.
- (d) Petitions submitted for Bylaw changes must be signed by at least one-fifth (1/5) of the Members in Good Standing.
- (e) The form of the petition to be circulated shall include the text of the proposed Bylaw change at the top and a notice that indicates that no one should sign the petition unless he or she is a Member in Good Standing of The Alpha Property Owners Association, Inc. The petition shall have space for each individual's signature, printed name, address, and date signed. Attached to each submitted petition shall be a signed, notarized and dated affidavit executed by the circulator of the petition, which shall include the circulator's printed name, address and date the affidavit was signed; that the circulator was a Member in Good Standing at the time the petition was circulated; that

the signer is the person who circulated it; and that each signature on the petition was executed in the circulator's presence and that to his or her belief each of the persons signing the petition was, at the time of signing, a Member in Good Standing. Members who do not reside in Archuleta County may execute a petition if their signature is notarized and said petition is timely returned to the circulator to be attached to and made a part of a single petition to be submitted with other petitions.

- (f) For a Bylaw amendment proposed by the Board to be placed on the ballot for the annual meeting as described in Article IV of the Bylaws, the amendment shall be finally approved by the Board no later than sixty (60) days before the annual meeting. If the Bylaw amendment is by petition, then the fully executed petition shall be submitted to the Board no later than seventy-five (75) days prior to the annual meeting. The Secretary shall review the signatures affixed to the petition within ten (10) days of its submission and make a determination as to whether the requisite number of Members in Good Standing have signed the petition. If the requisite number of signatures have not been placed upon the petition, the Secretary/Treasurer shall immediately notify the Member(s) submitting the petition that it failed to have the requisite number of signatures and that it has been rejected. If the requisite number of signatures are on the petition the amendment shall be placed on the ballot.
- (g) The Board, in its discretion, may call a special meeting for a vote on Bylaw amendments.
- (h) If a Bylaw amendment is approved by the membership, it shall become effective immediately, unless otherwise provided in the amendment.

ARTICLE VIII - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having the authority of the Board of Directors.

ARTICLE IX - NONDISCRIMINATION

The Officers, Directors, members and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation.

ARTICLE X - NONPROFIT OPERATION

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Members, Directors or Officers without full consideration. No member of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Members, Directors or Officers without violating this provision.

ARTICLE XI - MISCELLANEOUS

SECTION 1. Waiver of Notice. Whenever notice is required by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the Directors, Members or other person entitled to such notice, whether before or after the time stated therein, or his/her appearance at such meeting in person, shall be equivalent to such notice.

SECTION 2. Dissolution. In case of dissolution, any remaining assets of the Corporation shall be dispersed equally to the Alpha-Rock Ridge Metropolitan District, Inc. (ARMD) and the Upper San Juan Humane Society.

CERTIFICATION

I hereby certify that the foregoing Bylaws, consisting of 9 pages (as printed) including this page, constitute the Bylaws of the Alpha Property Owner's Association, Inc. adopted by the Board of Directors as of 08/22/2020.

Barbara Stokel, Secretary