# AMENDED AND RESTATED BYLAWS

# OF

# THE GRAND VIEW ESTATES ASSOCIATION

## ARTICLE I
## NAME AND LOCATION

The name of the corporation is The Grand View Estates Association. hereinafter referred to as the "Association." Capitalized terms used herein and not otherwise defined shall have the meanings given those terms in the Declaration (as that term is defined below). The principal office of the Association shall be located in the County of Weld, State of Colorado, as designated from time to time by the Board. Meetings of Members and directors will be held at the Association's principal office or at another place in the State of Colorado, County of Weld as fixed by the Board and specified in the meeting notice, or may be held virtually by electronic means or by conference call, as determined by the Board. If the meeting is held virtually by electronic means or by conference call, the place of the meeting is deemed to be the place or location of the host of the meeting. At such meetings, physical presence by members at the location of the host of the meeting may be restricted or prohibited. Attendance virtually or by electronic means or by conference call has the same effect as though the members were present in person.

## ARTICLE II
## DEFINITIONS

Section 1. "Association" shall mean and refer to The Grand View Estates Association, a Colorado nonprofit corporation and its successors.

Section 2. "Common Area" means all real property owned by the Association for the common use and enjoyment of the Owners, together with all improvements located thereon, but excluding the Lots. Common Area means the same as common elements in the Act. Common Area includes but is not limited to the Golf Course Property.

Section 3. "Declaration" refers to the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Grand View Estates applicable to the Community and recorded in the Office of the Clerk and Recorder of Weld County, Colorado.

Section 4. " Board" or "Board of Directors" means the body responsible for management and operation of the Association. The term has the same meaning as executive board as defined in the Act.

Section 5. "Lot" means and refers to any of the separately numbered lots or plots shown upon any recorded subdivision Plat of the Community, together with all appurtenances and improvements, with the exception of the Common Area and any public streets or rights-of-way.

Section 6. "Member" means any "Owner".

Section 7. "Owner" means the record titleholder of a Lot within the Community, but does not include a Mortgage Holder.

## ARTICLE III
## MEETING OF MEMBERS

Section 1. Annual Meetings. Annual meetings of the Members shall be held on the first Monday of the month of June at the hour of 6:00 o'clock p.m. or such other time or date as is designated by the Board. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. If for any reason the annual meeting is delayed or the election of directors does not take place at such annual meeting, the election of directors shall be held as soon thereafter as is convenient.

Section 2. Special Meeting. Special meetings of the Members may be called at any time by the president or by the Board, or upon written request of the Members who are entitled to vote 20% of all of the votes of the membership.

Section 3. Record Date. The "Record Date" for the determination of Members entitled to vote at a meeting of Members shall be the date on which notice of such meeting is mailed.

Section 4. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of the notice by U.S. mail, first-class postage prepaid, or by hand-delivery, at least 15 days before, but not more than 50 days before such meeting to each Member entitled to vote thereat, delivered to the Member's physical address appearing on the books of the Association as of the Record Date, or supplied by such member to the Association for the purpose of notice. The notice will also be physically posted in a conspicuous place in the Community, if feasible. In addition, if electronic means are available, notice will be sent by email to any member who requests email delivery and furnishes the Association with their email address at least 24 hours before the meeting. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose(s) of the meeting. No matters will be heard nor action adopted at a special meeting except as stated or allowed in the notice. Notice of an annual meeting need not include a description of the purpose(s) except with respect to: (a) an amendment or restatement to the Association's Declaration, Articles of Incorporation, or Bylaws; (b) any proposal to remove an officer or director from office; (c) any budget changes; or (d) any other purpose for which a statement of purpose is required by law or the Governing Documents.

Section 5. Quorum. The presence of the meeting of Members entitled to cast, or of proxies entitled to cast, one-fourth (l/4) of the total votes of the membership 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 thereat shall have power to adjourn the meeting to be reconvened at a later date or time until a quorum is present. No additional notice of the reconvened meeting is required if the original or prior meeting is adjourned for no more than 15 days. At reconvened meetings the presence, in person or by proxy, of one-tenth (1/10) of the total votes of the membership shall constitute a quorum until a quorum shall be present or be represented unless a higher quorum is otherwise required under the Declaration. Any business that could have been transacted properly at the original session of the meeting may be transacted at the reconvened meeting.

Section 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 terminate eleven months from when given unless otherwise specified in the proxy, and shall be revocable and shall automatically cease upon conveyance by the Member of such Member's Lot. A proxy is void if not dated.

Section 7. Action by Written Ballot or Electronic Means. In case of a vote by written ballot or electronic means in lieu of a meeting, the Association will mail or deliver written notice to all members at each member's address as it appears in the Association's records given for notice purposes. The notice will include:

(a) a proposed written resolution setting forth a description of the proposed action;

(b) a statement that members are entitled to vote by written ballot or electronic means for or against such proposal;

(c) a date at least 15 days after the date such notice will have been given, on or before which all votes must be received at the Association's office at the address designated in the notice; and

(d) the number of votes which must be received to meet the quorum requirement and the percentage of votes received needed to carry the vote. Voting by mail or electronic means will be acceptable in all instances in the Declaration, Articles of Incorporation, or these Bylaws requiring the vote of members at a meeting.

Section 8: Secret Ballots: Secret ballots will be used by the Association as required by Article V, Section 2. The Association may conduct elections of directors by written ballot or electronic means outside a meeting, in its sole discretion and pursuant to procedures it adopts; provided however, that any procedures adopted will provide that a system is established to maintain the secrecy of ballots in elections as required by these Bylaws.

## ARTICLE IV
## BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number & Qualifications. The affairs of this Association shall be managed by a Board of no less than three (3) directors and no more than five (5), who must be Members of the Association in Good Standing.

The exact number of directors may be changed by a duly adopted resolution of the Board of Directors; provided, however, staggered terms of directors will be preserved. The Board may only eliminate a director's position at the end of the director's term or if the position is vacant. If, as a result of removal or resignation, the total number of directors is fewer than three (3) the Board will be considered properly constituted until the vacancies are filled.

Section 2. Term of office. The terms will be staggered and at each annual meeting the Members shall elect as close as possible to one-half of the directors for a term of two years.

Section 3. Removal & Vacancies. Any director may be removed from the Board, with or without cause by a 67% vote of the Members entitled to vote present in person or by proxy at a meeting at which there is a quorum. If one or more directors is removed, the members at the meeting will elect a successor to serve for the unexpired term of their predecessor. Vacancies on the Board caused by any reason (other than removal) may be filled by a majority vote of the remaining directors even though the directors present at that meeting may constitute less than a quorum.

Section 4. Compensation. Directors may receive compensation for any services such directors render to the Association in the form of a waiver of up to 50% of the Annual Assessment to a maximum of $500 per year. However, any director may also be reimbursed for actual expenses incurred in the performance of such director's duties.

## ARTICLE V
## NOMINATION AND ELECTION OF DIRECTORS

Section l. Nomination. Nomination for election to the Board shall be made by a Nominating Committee. The Nominating Committee shall consist of two or more Members of the Association. The Nominating Committee shall be appointed by the Board prior to each annual meeting of the Members,. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members in Good Standing.

Section 2. 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. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VI
## MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board shall be held as needed to conduct business, but not less than quarterly, at such 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.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days' notice to each director by mail, email, or any other means permitted by law.

Section 3. Quorum. A majority of the 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.

Section 4. General. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board, need be specified in a notice or waiver of notice of such meeting.

Section 5. Action Taken without a 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 a majority of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## ARTICLE VII
## POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board shall have power to:

(a) adopt and publish Rules and Regulations governing the use of the Common Areas, the Golf Course property, common water system, and any facilities, and the personal conduct of the Members and their guests thereon. and to establish penalties for the infraction thereof;

(b) Levy reasonable fines for violations of the Governing Documents;

(c) suspend the voting rights and right to use the Golf Course property and any recreational facilities of and/or any services to a Member or other authorized user of the Golf Course Property during any period in which such Member or authorized user shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 90 days for infraction of published Rules and Regulations;

(d) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(e) by a majority vote of the Board, declare a director to no longer be in Good standing and the director's position on the Board to be vacant in the event such director shall be absent from three (3) consecutive regular meetings of the Board or such director is more than 30 days delinquent in the payment of any assessments to the Association;

(f) employ or engage a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties;

(g) authorize any officer or officers, agent or agents, to enter into contracts or execute and deliver instruments in the name of and on behalf of the Association: and

(h) open bank accounts in the name of the Association in which all funds of the Association shall be deposited. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by only such officer or officers, agent or agents, of the Association as are specifically authorized from time to time by resolution of the Board. All checks must be signed by two directors.

Section 2. Duties. It shall be the duty of the Board to:

(a) keep and maintain full and accurate books and records showing the Association's receipts, expenses, or disbursement;

(b) supervise all officers, agents and employees of this Association and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to fix the amount of the annual assessment against each Lot and provide notice to Owners pursuant to the budget ratification procedures.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate 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. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) cause the Common Areas and Golf Course Property, and common water system and all improvements thereon to be maintained pursuant to the Declaration.

## ARTICLE VIII
## OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and a secretary, and a treasurer, and may include a vice-president and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board following each annual meeting of the Members.

Section 3. Term. The officers of this Association each shall hold office for two (2) years unless they shall sooner resign or shall be removed or otherwise disqualified to serve.

Section 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.

Section 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 giving written notice to the Board, the president or the secretary. 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.

Section 6. 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 such officer replaces.

Section 7. Multiple offices. No person shall simultaneously hold more than one of any of the offices of the board, except in the case of special offices created pursuant to Section 4 of this Article (VVIII).

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

President:
(a) The president shall preside at all meetings of the Board; shall see that orders

and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign promissory notes along with another Director.

Vice-President:
(b) The vice-president, if appointed, shall act in the place and stead of the president in the event of the president's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of the vice-president by the Board.

Secretary:
(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, email addresses, and contact information, and shall perform such other duties as required by the Board.

Treasurer:
(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; shall co-sign all checks, co-approve all electronic payments, keep proper books of account; cause coordination of any audit called or requested in accordance with state law; and shall prepare an annual budget and a statement of income and expenditures. Updated statements shall be available to the membership at its regular annual meeting, and access provided to the Members.

## ARTICLE IX
## COMMITTEES

The Association shall elect an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board shall appoint other committees as deemed appropriate in carrying out its purpose. All such committees shall serve at the pleasure of the Board.

## ARTICLE X
## BOOKS AND RECORDS

The books, records and papers of the Association shall, during reasonable business hours, and by appointment with the Board, be subject to inspection by any Member. The Declaration. the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal offices of the Association, or available electronically.

## ARTICLE XI
## ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the Lot against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate set in the collection policy. and the Association may bring an action at law against the Owner personally obligated to pay the same and foreclose the lien against the Lot. interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment to the extent allowed in the Act. No Owner may waive or otherwise escape liability for the assessments by nonuse of the Common Areas or abandonment of their Lot.

## ARTICLE XII
## AMENDMENTS

Section I. These Bylaws may be amended by a vote by written ballot sent to all Members. Acceptance shall be by a majority of members voting at which at least a quorum is represented.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

## ARTICLE XIII
## INDEMNIFICATION

The officers, directors and employees of the Association shall be indemnified by the Association to the fullest extent permitted by the laws of Colorado, as they exist or may hereafter be amended, including circumstances in which indemnification is otherwise discretionary under Colorado law, in accordance with and subject to the limitations contained in these Bylaws of the Association from time to time in effect. Other agents of the Association may be indemnified by the Association as provided in these Bylaws of the Association from time to time in effect. The Association may, in its sole discretion, purchase and maintain insurance, in such amounts as the Board may deem appropriate, insuring the Association against loss resulting from indemnification, and insuring its directors, officers, employees and agents against loss, including costs and expenses, in connection with a claim asserted against them in such capacity or arising out of their status as such, whether or not the Association would have the authority to indemnify' them against such liability.

## ARTICLE XIV
## MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 3lst day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE XV
NOTICES

Unless otherwise required by law or the Governing Documents, all notices to the Association or the Board will be delivered to the Association's principal office registered with the Colorado Secretary of State, or to such other address the Board may designate by written notice to all members. Unless otherwise required by law or the Governing Documents, all notices to any member will be transmitted to the member's mailing or email address as it appears in the Association's records, newsletter or by posting on the Association's website, if any. Unless otherwise provided in the Governing Documents, all notices will be deemed to have been given when mailed or transmitted, except notices of change of address, which will be deemed to have been given when received.

**CERTIFICATION**

The provisions set forth in these Amended and Restated Bylaws supersede and replace the existing Bylaws and any amendments thereto. The officer signing below certifies these Amended and Restated Bylaws received the approval of at least a majority of Members voting at a meeting in person or by proxy at which there is a quorum.

This 21 day of April, 2026

**THE GRAND VIEW ESTATES ASSOCIATION**, a Colorado Nonprofit Corporation

By: Michelle Moore
Secretary