

BYLAWS (AMENDED AND RESTATED)

OF

LOGHILL VILLAGE HOME AND PROPERTY OWNERS ASSOCIATION

A Colorado Nonprofit Corporation

ARTICLE I

NAME AND LOCATION

The name of the corporation is Loghill Village Home and Property Owners Association. The principal address of the corporation shall be located at 115 Ponderosa Dr., Ridgway, CO 81432.

ARTICLE II

DEFINITIONS AND RULES OF CONSTRUCTION

Section 1. "Association" shall mean and refer to Loghill Village Home and Property Owners Association, a Colorado Nonprofit Corporation, its successors and assignees.

Section 2. "Loghill Village" shall mean and refer to the properties included within the 2004 Loghill Village Local Improvement District and Deerfield Subdivision, Ouray County, Colorado.

Section 3. "Lot " shall mean and refer to any plot of land shown on any recorded subdivision map of the properties within Loghill Village. "Unit" shall mean and refer to a condominium residential dwelling located on a Lot.

Section 4. "Property Owner" shall mean and refer to any person(s) or entity owning a Lot or a Unit. The term "Property Owner" includes his or her spouse.

Section 5. “Covenants“ shall mean and refer only to the Protective Covenants (including revisions) for Units I, II and IV as recorded by the Ouray County Clerk and Recorder.

ARTICLE III

PURPOSES

Section 1. GENERAL PURPOSE. The general purpose of the Association shall be the protection and enhancement of the community character of Loghill Village and of the desirability, attractiveness, and value of the properties in Loghill Village.

Section 2. SPECIFIC PURPOSES. The specific purposes of the Association may include:

1. Investigating and furthering community improvement projects in Loghill Village;
2. Furthering the proper application and enforcement of the Covenants;
3. Facilitating the election, organization, work and efforts of the Architectural Control Committees established under the Covenants;
4. Reviewing, commenting upon, and/or opposing or supporting such proposed projects within or in the vicinity of Loghill Village which the Board of Directors deems may have an impact on Loghill Village or its residents;
5. Facilitating the provision of community services in Loghill Village, such as mail delivery; and
6. Taking such other actions as the Board of Directors may deem appropriate to further the general and specific purposes of the Association.

ARTICLE IV

MEMBERSHIP

Membership in the Association shall be on a voluntary basis. Any Property Owner shall be eligible for membership. The rights of members are subject to: (a) the payment of the annual dues imposed pursuant to these bylaws; and (b) compliance with any applicable rules and regulations of the Association regarding the conduct of members, their families, their tenants, and the guests of any of them.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. REGULAR MEETINGS. A regular meeting of the members shall be held during the summer of each year at a time and place to be determined by the Board of Directors from time to time.

Section 2. SPECIAL MEETINGS. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon the written request of one-fourth of the members.

Section 3. NOTICE OF MEETINGS. At least ten days written notice of each meeting of the members shall be given by posting a notice of the meeting on the bulletin board at 115 Ponderosa Drive, Ridgway, Colorado or by mail to each member's most recent address as shown in the records of the Association.

Section 4. QUORUM. The presence at the meeting of the members of one-tenth of the membership (in person or by proxy) shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or by these bylaws. If, however, such a quorum shall not be present or represented by proxy, the members shall have the power to adjourn the meeting.

Section 5. VOTING. 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 be revocable. A member who is the sole Property Owner of a particular Lot or Unit shall be entitled to cast one vote for each Lot or Unit. If there is more than one member who is a Property Owner of a particular Lot or Unit, those members may collectively cast one vote only for that Lot or Unit, and fractional voting shall not be permitted.

ARTICLE VI

BOARD OF DIRECTORS; SELECTION AND TERM OF OFFICE

Section 1. NUMBER AND QUALIFICATIONS. A board of four directors shall manage the affairs of the Association. All Directors shall be members of the Association.

Section 2. TERM OF OFFICE. Directors shall serve a term of two years.

Section 3. REMOVAL. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

Section 4. COMPENSATION. No director shall receive compensation for any service he/she may render to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of his/her duties.

Section 5. ACTION TAKEN WITHOUT A MEETING. The Board shall have the right, without a meeting, to take any action which they could otherwise take at a meeting, by

obtaining the written approval of all of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VII

NOMINATION AND ELECTION OF DIRECTORS

Section 1. NOMINATION. Nomination for the election to the Board of Directors shall be made by the Nominating Committee. Nominations may also be made by any member in writing at least 60 days before the annual meeting of the Association. The Nomination Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members and serve until the close of such annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. ELECTION. Election to the Board of Directors 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. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VIII

MEETINGS OF DIRECTORS

Section 1. REGULAR. The Board of Directors shall hold regular meetings. A notice of the dates, times and places of these meetings shall be posted at the bulletin board at 115 Ponderosa Drive, Ridgway, Colorado and given to each director not less than

three days prior to the meetings. Should a 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 of Directors shall be held when called by the President of the Association or by any two directors after not less than three days notice to each director. Notice of the date, time and place of a special meeting shall be posted at the bulletin board at 115 Ponderosa Drive, Ridgway, Colorado not less than three days prior to the special meeting.

Section 3. QUORUM. Three directors shall constitute a quorum for the transaction of business.

ARTICLE IX

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. POWERS. The Board of directors shall have the power to:

1. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation.
2. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board.
3. Employ a manager, an independent contractor, or other such employees or agents as the Board deems necessary and to prescribe their duties.

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

1. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the

members or at any special meeting when such statement is requested in writing by one-fourth of the members.

2. Supervise all officers, agents and employees of this Association and to see that their duties are properly performed.
3. Fix the amount of annual dues.
4. To the extent practicable, maintain an insurance policy(ies) to protect the Association, the officers and directors of the Association, the Association's committees and members thereof, and such other agents and employees as the Board deems proper from liability arising from the performance of their duties to the extent permitted under the laws of the State of Colorado, including but not limited to insurance maintained to carry out the indemnification provisions of Section 3 of Article XIV.

ARTICLE X

OFFICERS AND THEIR DUTIES

Section 1. ENUMERATION OF OFFICES. The officers of this Association shall be a President, a Vice-President, a Secretary and a Treasurer and other such officers as the Board may from time-to-time by resolution create. Officers may but are not required to be members of the Board.

Section 2. ELECTION OF OFFICERS. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. TERM. The officers of this Association shall hold office for two years unless he/she shall sooner resign or be removed or otherwise disqualified to serve.

Section 4. SPECIAL OFFICES. The Board may elect such other officers as the affairs of the Association may require. Each such officer 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 by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified. Unless 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 he/she replaces.

Section 7. MULTIPLE OFFICES. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

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

PRESIDENT

The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written investments; and shall co-sign all promissory notes.

VICE-PRESIDENT

The Vice-President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him/her by the Board. The Vice President shall be the liaison between the various committees of the Association and the Board.

SECRETARY

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; 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; and shall perform such other duties as required by the Board.

TREASURER

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 of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account; and shall prepare a statement of income and expenditures to be presented to the membership at its regular meeting.

ARTICLE XI

COMMITTEES

Section 1. ARCHITECTUAL CONTROL COMMITTEES. The Architectural Control Committees (“ACCs”) of Loghill Village Units I, II and IV shall be committees of the Association. The Association shall facilitate the election of the members of each ACC and the performance of their duties in a manner consistent with the Covenants. The

Association shall manage, document and report the deposit and expenditure of funds generated by the ACCs. These funds shall be used at the direction of the ACCs for carrying out their duties unless specifically approved by a majority of the members of each ACC for other purposes. The ACCs shall establish procedures, standards and criteria consistent with the applicable Covenants. The Board of Directors shall appoint one or more members of the ACCs as ex-officio member(s) of the Board to serve in an advisory capacity without voting rights.

Section 2. NOMINATING COMMITTEE. The Nominating committee shall be responsible for nomination of candidates for the Board of Directors.

Section 3. COVENANT ENFORCEMENT COMMITTEE. The Board of Directors may create a Covenant Enforcement Committee. The duties of the Covenant Enforcement Committee are to review and make such recommendations to the Board with regard to legal enforcement of those provisions of the Covenants that are not within the responsibility of the ACCs. At the discretion of the Board of Directors a person may be hired to perform the duties of this committee.

Section 4. OTHER COMMITTEES. The Board, in its discretion, may from time to time create other Committees and appoint the members thereof when deemed necessary or appropriate

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in a circular form having within its circumference the words: LOGHILL VILLAGE HOME AND PROPERTY OWNER'S ASSOCIATION, a Colorado nonprofit corporation incorporated 1992.

ARTICLE XIII
AMENDMENTS

Section 1. AMENDMENT BY MEMBERS. The Bylaws may be amended at a regular or special meeting of the members by a vote of a majority of a quorum of the members present in person or by proxy.

ARTICLE XIV
MISCELLANEOUS

Section 1. FISCAL YEAR. The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year.

Section 2. RULES OF CONSTRUCTION. The use of the words he, him, she, or her shall not imply only a single gender. The singular includes the plural whenever the context so requires. In the case of any conflicts between the Articles of Incorporation and these Bylaws, the Articles shall control. Nothing in these bylaws shall be construed as an amendment to or attempt to modify the Covenants.

Section 3. INDEMNIFICATION. Each director and officer and committee member of the Association, and each person who shall serve at his/her/its request in any capacity on behalf of the Association, and such individual's personal representatives, shall be indemnified by the Association against all cost and expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she may be involved or to which she/he may be made a party by reason of his/her being or having been such director or officer or committee member or agent to the maximum extent permitted under the laws of the State of Colorado.

Section 4. BOOKS AND RECORDS. The books, records and documents of the Association shall at all times, during reasonable business hours, be subject to inspection by any Property Owner.

IN WITNESS WHEREOF, the undersigned Secretary of Loghill Village Home and Property Owners Association hereby certifies that the above Bylaws (Amended and Restated) of Loghill Village Home and Property Owners Association were approved by a vote of the majority of a quorum of the members responding by mail or present in person or proxy at the _____ (regular/special) meeting of the members held _____, 2006 at _____, Colorado.
