

SECOND AMENDED AND RESTATED BYLAWS
OF
SIXTH AVENUE WEST ESTATES MASTER ASSOCIATION
d/b/a MESA VIEW ESTATES

ARTICLE I.
INTRODUCTION AND PURPOSE

Section 1.1 These are the Second Amended and Restated Bylaws of the Sixth Avenue West Estates Master Association d/b/a Mesa View Estates (these "Bylaws"), which Association operates under the Colorado Revised Nonprofit Corporation Act (the "Nonprofit Act") and applicable portions of the Colorado Common Interest Ownership Act. These Bylaws restate and supersede in their entirety the Amended and Restated Bylaws adopted November 4, 2015 and any and all previously-adopted bylaws of the Association.

Section 1.2 The purposes for which the Association was formed are: to operate and govern the community known as Mesa View Estates; to provide for the administration, maintenance, preservation, and architectural review of the Lots and Common Area within the Sixth Avenue West Estates Community; and to promote the health, safety, welfare and recreation of the Owners within the Sixth Avenue West Estates Community.

ARTICLE II.
DEFINITIONS

Section 2.1 Terms Defined in Declaration. Any initially-capitalized terms used but not defined in these Bylaws shall have the meaning ascribed to such terms in the Amended and Restated Declaration for Sixth Avenue West Estates recorded September 15, 2006 at Reception No. 2006113008 in the office of the Clerk and Recorder of Jefferson County, Colorado (the "Declaration").

Section 2.2 Usage. Wherever the context of these Bylaws so requires:

- A. Words used in the singular shall include the plural and words used in the plural shall include the singular;
- B. References to any person include such person's successors and assigns but, if applicable;
- C. "Including,, is not limiting;

D. "Or,, has the inclusive meaning represented by the phrase "and/or,;,"

E. The words "hereof,, "herein,, "hereby,, "hereunder,, and similar terms in these Bylaws refer to these Bylaws as a whole and not to any particular provision of these Bylaws;

F. Article or Section references are to these Bylaws unless otherwise specified; and

G. References to any agreement, document or instrument (including these Bylaws), or statute means such agreement, document, instrument, or statute as amended or modified and in effect from time to time in accordance with the terms thereof and, if applicable, the terms hereof.

ARTICLE III. MEMBERSHIP

Section 3.1 Membership. Every person who is a record owner of a fee interest in any Lot subject to the Declaration shall be a Member of the Association as provided in Section 3.1 of the Declaration. Each Lot shall be entitled to cast one (1) vote which shall be cast as a single vote and shall not be subject to fractional voting. Cumulative voting is prohibited.

Section 3.2 Suspension of Voting Rights. During any period in which a Member shall be in default (which does not include when such Member is in compliance with an approved payment plan) in the payment of any Common Expense Assessment, including interest, late fees, attorney fees and costs, levied by the Association, the voting rights of such Member may be deemed suspended by the Board of Directors, without notice or hearing, until all such amounts have been paid. Such rights of a Member may also be suspended, after notice and the opportunity for a hearing, during any period of violation of any other provision of the Governing Documents.

Section 3.3 Transfer of Membership. Transfers of membership in the Association ("Membership") shall be made on the books of the Association only upon presentation of evidence, satisfactory to the Association, of the transfer of ownership of the Lot to which the membership is appurtenant. Prior to presentation of such evidence, the Association may treat the previous Owner of the Membership as the Owner of the Membership entitled to all rights in connection with the Membership.

ARTICLE IV. MEETINGS OF MEMBERS

Section 4.1 Annual Meetings. An annual meeting of the Members shall be held during each of the Association's fiscal years, at such time of the year and date as

determined by the Board and set forth in the notice of the meeting. At these meetings, the members of the Board (each a "Director") shall be elected by the Members, in accordance with the provisions of these Bylaws, the Declaration, and Articles of Incorporation. The Members may transact other business as may properly come before them at these meetings. Failure to hold an annual meeting shall not be considered a forfeiture or dissolution of the Association.

Section 4.2 Special Meetings. Calls for special meetings of the Members may be made by the President, by a majority of the members of the Board of Directors, or by the Association after receipt of a petition signed by Owners comprising at least twenty percent (20%) of the votes in the Association. The Association shall review any petition for a special meeting to determine if the persons signing are Owners/Members versus occupants or tenants. This review is no different than the check-in process that the Association uses for member meetings and submitted proxies. If the petition is for the removal of a Board member then the Board member sought to be removed must be named individually. Within thirty (30) days after a special meeting of the Members has been validly requested as provided herein, the Association, acting through the Board, shall set the date, time, and location for such meeting (and which date shall be not more than sixty (60) days thereafter).

Section 4.3 Record Date and Inspection. For the purpose of determining Members entitled to notice of, or to vote at, any meeting of the Members, or in order to make a determination of such Members for any other proper purpose, the Board of Directors may fix, in advance, a date as the record date for any such determination of Members. The record date shall not be more than fifty (50) days prior to the meeting of Members or the event requiring a determination of Members. Neither the Association, nor its officers shall be liable in any manner for refusing to permit any person to vote who is not a Member, duly authorized proxy or attorney-in-fact of such Member listed on the membership books as of the record date. The list of duly authorized voting Members as of the record date shall be available for inspection by all Members for at least ten (10) days before each meeting during usual business hours at the principal office of the Association.

Section 4.4 Notice of Meetings. Written notice of each meeting of Members shall be given by, or at the direction of, the Secretary or person authorized by the Board to call the meeting, by hand delivery or mailing a copy of such notice, postage prepaid, at least ten (10) days before, but not more than fifty (50) days before such meeting, together with any other means permitted or required by Section 308(1) and Section 308(2)(b) of the Act to each Member entitled to vote, addressed to the Member's last address on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. No matters shall be heard nor action adopted at a special meeting except as stated or allowed in the notice.

Section 4.5 Place of Meetings. Meetings of the Members shall be held in the Sixth Avenue West Estates Community, or in any other location in the Denver metropolitan area,

and may be adjourned to a suitable place convenient to the Members, as may be designated by the Board or the President.

Section 4.6 Quorum of Members. A Quorum of the Members eligible to vote at any meeting, in person or by proxy, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, and these Bylaws. If the required Quorum is not present, the Members who are present shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting to a later date until a Quorum shall be present or represented (but which adjournment shall not extend for more than 60 days).

Section 4.7 Voting. At all meetings of Members, each Member eligible to vote may vote as provided elsewhere in this Article and as provided in Article V(A) of the Articles of Incorporation. If only one of several Owners of a Lot is present at a meeting of the Association, the Owner present is entitled to cast the vote allocated to such Lot. If more than one of the Owners is present, the vote allocated to the Lot may be cast only in accordance with the agreement of a majority of those Owners. Majority agreement exists if any one of the Owners casts the vote allocated to the Lot without protest being made promptly to the person presiding over the meeting by another Owner of the Lot. The vote of a corporation or business trust may be cast by any officer of that corporation or business trust in the absence of express notice of the designation of a specific person by the Board of Directors or bylaws of the owning corporation or business trust. The vote of a partnership may be cast by any general partner of the owning partnership in the absence of express notice of the designation of a specific person by the owning partnership. The vote of a limited liability company may be cast by any individual holding 50% or more of the direct or indirect membership interests in the limited liability company in the absence of express notice of the designation of a specific person by the limited liability company. The vote of a non-business trust may be cast by any trustee of the trust in the absence of express notice of the designation of a specific person by the trust. The Secretary may require reasonable evidence that a person voting is qualified to vote. Votes allocated to Lots owned by the Association may not be cast.

Section 4.8 Proxies for Member Meetings. The vote allocated to a Lot may be cast under a proxy duly executed by an Owner. All proxies shall be in writing and filed with the Secretary, or other designee of the Association, not less than one (1) business day before the meeting on a form duly authorized by the Board of Directors. If a Lot is owned by more than one person, each Owner of the Lot may vote or register protest to the casting of the vote by the other Owners of the Lot through a duly executed proxy. An Owner may revoke a proxy given under this section by actual notice of revocation to the person presiding over a meeting of the Association. A proxy is void if it is not dated. A proxy terminates eleven (11) months after its date, unless it specifies a shorter term or a specific purpose, or upon sale of the Lot for which the proxy was issued. The Association may make available to Members a form of proxy, but

such form shall not be mandatory provided a submitted form otherwise complies with these Bylaws and the requirements of the Nonprofit Act.

Section 4.9 Majority Vote. The vote of more than fifty percent (50%) of Members represented at a meeting at which at least a Quorum is present shall constitute a majority and shall be binding upon all Members for all purposes except where a higher percentage vote is required in the Declaration, these Bylaws, the Articles of Incorporation, as amended, or by law.

Section 4.10 Order of Business and Rules at Meeting. The Board may establish the order of business and prescribe reasonable rules for the conduct of all meetings of the Board or Members.

Section 4.11 Waiver of Notice. Any Member may, at any time, waive notice of any meeting of the Members in writing, and the waiver shall be deemed equivalent to the receipt of notice. Attendance at the meeting shall constitute a waiver of notice unless attendance is for the express purpose of objecting to the sufficiency of the notice.

Section 4.12 Voting Procedures. Subject to any requirements of the Act or the Nonprofit Act, voting may be by voice, by show of hands, by mail, by electronic means, by written ballot, or as otherwise determined by the Board of Directors. In the discretion of the Board of Directors, voting may be conducted by a combination of any of the foregoing methods.

Section 4.13 Action by Written Ballot. Any action by the Members that may be taken at any annual or special meeting of Members may be taken without a meeting (or after such a meeting) and through electronic means or written ballot, if the following requirements are met:

A. a written ballot is distributed to every Member entitled to vote on the matter, setting forth each proposed action and providing an opportunity to vote for or against each proposed action;

B. the solicitation for votes by written ballot (i) indicates the number of responses needed to meet the Quorum requirements for authorization or rejection of the proposed action (if applicable); (ii) states the percentage of votes needed to authorize or reject each matter, other than election of the Board of Directors; (iii) specifies the time by which a ballot must be received by the Association in order to be counted; and (iv) is accompanied by written information sufficient to permit each person casting such ballot to reach an informed decision on the matter; and

C. the number of votes cast by written ballot in favor or against the proposed action equals or exceeds the number of votes in favor or against that would be

required to authorize or reject the action at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot.

A written ballot delivered to the Association pursuant to this Section, may not be revoked. Action taken under this Section has the same effect as action taken at a meeting of Owners and may be described as such in any document.

ARTICLE V. BOARD

Section 5.1 Number and Qualification. The affairs of the Association shall be governed by a Board of Directors which shall consist of at least five (5) members, elected or appointed as provided below (the "Board,,"). As of the date hereof, there are (and shall continue to be unless changed by an amendment to these Bylaws), seven (7) members of the Board. Only Eligible Residents, (A) whose Lots are current in either (i) the payment of Assessments or (ii) an approved Assessment payment plan, (B) who are not involved in adversarial litigation with the Association, and (C) are otherwise in good standing with the Association, may be elected to, or appointed to fill a vacancy on, the Board. Only one (1) Eligible Resident per Lot shall be permitted to serve on the Board at a time. Any Director whose Lot becomes delinquent in the payment of Assessments or who defaults on the terms of any approved Assessment payment plan shall be deemed ineligible to participate on the Board (including, without limitation, voting) until such Assessment or payment plan obligations come current. Any Director failing to satisfy items (B) or (C) above at any time during his or her term shall be deemed to have resigned from the Board. In the case where through removal or resignation, the total number of Board members is less than three (3), the Board will be considered properly constituted until such vacancies are filled. The number of members of the Board may be increased or decreased by amendment of these Bylaws. An "Eligible Resident" shall be an individual whose primary residence is located on a Lot and who is either (a) an Owner, (b) a majority shareholder of an Owner that is a corporation, (c) a general partner of an Owner that is a partnership, (d) the holder of a direct or indirect interest in an Owner that is a limited liability company or who is the manager of such limited liability company, (e) a trustee of an Owner that is a business or other form of trust, or (f) the legal spouse also residing on a Lot of any person who qualifies under (a) through (e) above.

Section 5.2 Term Limits. Each elected Director may be elected to no more than two (2) consecutive terms, except that a Director elected or appointed to fill a vacancy on the Board may serve for two (2) consecutive terms following the expiration of the Director's initial partial term. A person who has served the successive term limits described herein shall be eligible to serve again after a minimum of a three-year hiatus.

Section 5.3 Election. Election to the Board of Directors shall be by written or electronic ballot pursuant to Section 4.12 and 4.13. Votes for contested positions on the Board of Directors shall be taken by secret ballot. If there is only one (1) candidate for each vacancy to be filled, voting may be by acclamation of the Members. The persons receiving the largest

number of votes shall be elected. If there is a tie for the largest number of votes received, another round of balloting shall then occur.

Section 5.4 Term of Office for Directors. The term of office of Directors shall be three (3) years or until such time as a successor is elected. The terms of the Directors shall be staggered.

Section 5.5 Removal/Resignation of Directors.

A. Resignation. Any Director may resign at any time by giving written notice to the President, to the Secretary, or to the Board of Directors stating the effective date of such resignation. Acceptance of such resignation shall not be necessary to make the resignation effective.

B. Removal. One or more Directors may be removed at a special meeting of Members called for that purpose pursuant to Section 4.2 of these Bylaws, with or without cause, by a vote of a majority of the Members present in person or by proxy. Notice of a special meeting of the Members to consider removal of the Director(s) shall be provided to every Member of the Association, including the Director(s) sought to be removed, as set forth in these Bylaws. In addition to such other information required to be included in a notice to Members, such notice shall (i) individually identify the Director(s) sought to be removed and (ii) shall solicit candidates to replace such Director(s) in the event the vote to remove is successful. Each Director sought to be removed shall have the right to be present at the special meeting of the Members and shall be given the opportunity to speak to the Members prior to any vote to remove being taken. Voting on the proposed removal shall be conducted at or following the special meeting of the Members in any manner permitted under Section 4.12 or Section 4.13 above. In an election of multiple Directors, that number of candidates equaling the number of Directors to be elected, having the highest number of votes cast in favor of their election, are elected to the Board. In the discretion of the Board, voting for the successor Director may be included on the same ballot on which the question of removal of the Director is included or may be undertaken by a separate ballot or at a separate special meeting of the Members or by a written ballot process. In the event of the removal of more than one Director, the candidates to serve as replacement Directors receiving the highest number of votes equal to the number of open positions shall be elected to the Board (such that candidates shall not be required to run for an individual removed Director's Board seat), with the person receiving the highest number of votes elected to the seat with the longest remaining term.

Section 5.6 Vacancies. Vacancies on the Board caused by any reason (other than removal) may be filled by appointment by a majority vote of the remaining Board at any time after the occurrence of the vacancy, even though the Directors present at that meeting may constitute less than a required quorum of the Directors. Each person so appointed shall be a Director who shall serve for the remainder of the unexpired term.

Section 5.7 Compensation. No Director shall receive compensation for any service they may render as a Director to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of Association duties.

ARTICLE VI. MEETINGS OF DIRECTORS

Section 6.1 Regular Meetings. Regular meetings of the Board of Directors shall be held at such time, place and hour as may be fixed by the Board. The Board may set a schedule of regular meetings by resolution, and no further notice is necessary to constitute regular meetings. All regular meetings of the Board shall be held within the Community or the Denver metropolitan area unless all Directors consent in writing to another location.

Section 6.2 Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days' notice to each Director. The notice, shall be delivered in a manner whereby confirmation of delivery of the notice is received (email shall be deemed received upon sending unless actual notice of non-delivery is received and posting of a notice on a Director's home front door shall be deemed received if there is evidence of actual posting), and shall state the time, place and purpose of the meeting. All special meetings of the Board shall be held within the Community or the Denver metropolitan area unless all Directors consent in writing to another location.

Section 6.3 Waiver of Notice. Any Director may waive notice of any meeting in writing. Attendance by a Director at any meeting of the Board shall constitute a waiver of notice. If all the Directors are present at any meeting, no notice shall be required, and any business may be transacted at such meeting.

Section 6.4 Quorum. At all meetings of the Board a majority of the Directors shall constitute a quorum for the transaction of business, unless there are fewer than three (3) Directors, in which case all Directors must be present to constitute a quorum. The votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute a decision of the Board unless there are fewer than three (3) Directors, in which case, unanimity of the Directors is required to constitute a decision of the Board. If at any meeting there shall be less than a quorum present, a majority of those present may adjourn the meeting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation, the Declaration, or these Bylaws.

Section 6.5 Proxies for Board Meetings. For the purposes of determining a quorum with respect to a particular proposal and for the purposes of casting a vote for or against that proposal, a Director may execute, in writing (a printed email shall satisfy the writing requirement), a proxy to be held by another Director. The proxy shall specify either a yes, no, or abstain vote on each particular issue for which the proxy was executed. Proxies

which do not specify a yes, no, or abstain vote shall not be counted for the purpose of having a quorum present nor as a vote on the particular proposal before the Board.

Section 6.6 Consent to Corporate Action. The Directors shall have the right to take any action in the absence of a meeting, which they could otherwise have taken at a meeting, by obtaining the written vote of all of the Directors, with at least a majority of the Directors approving the action, provided that those Directors who vote “no,, or abstain from voting have waived notice of meeting in writing. Any action so approved shall have the same effect as though taken at a meeting of the Directors. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

Section 6.7 Electronic and Telephone Communication in Lieu of Attendance. A Director may attend a meeting of the Board by using an electronic or telephonic communication method whereby the Director may be heard by the other Directors and may hear the deliberations of the other Directors on any matter properly brought before the Board. The Director’s vote shall be counted and the presence noted as if that Director were present in person on that particular matter.

ARTICLE VII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 7.1 Powers and Duties. The Board may act in all instances on behalf of the Association, except as provided in, the Declaration, these Bylaws, the Articles of Incorporation, the Act, or the Nonprofit Act. The Board shall have, subject to the limitations contained in the Declaration, the Act, and the Nonprofit Act the powers and duties necessary for the administration of the affairs of the Association and of the Community, and for the operation and maintenance of the Community as an attractive and desirable residential property, including the following powers and duties:

- A. Exercise any of the powers conferred by the Declaration, Bylaws or Articles of Incorporation;
- B. Adopt and amend Rules and Regulations, which may include penalties for infraction of the Governing Documents;
- C. Adopt and amend budgets (subject to any requirements of the Declaration) for revenues, expenditures, and reserves.
- D. To keep and maintain, or cause the managing agent to keep and maintain, full and accurate books and records showing all of the receipts, expenses, or disbursements of the Association;
- E. Collect Assessments as provided by the Declaration, these Bylaws, or pursuant to any Rules and Regulations;

F. Employ a managing agent, an independent contractor, or such other employees as it deems necessary, and prescribe their duties.

G. Initiate, prosecute, defend or intervene in litigation or administrative proceedings or seek injunctive relief of violations of the Declaration, these Bylaws or any Rules and Regulations, and, in the Association's name, on behalf of the Association or two (2) or more Owners, on matters affecting the Community;

H. Make contracts, open bank accounts, and incur liabilities in the name of the Association;

I. Acquire, hold, encumber, and convey, in the Association's name and in the ordinary course of business, any right, title or interest to real estate or personal property, pursuant to the requirements set forth in the Declaration, the Articles of Incorporation, or the Act;

J. Borrow funds and secure such loans with an interest in future assessments upon the written consent of a majority of all Member votes entitled to be cast;

K. Provide for the indemnification of the Association's Officers and Directors and maintain Directors' and Officers' liability insurance;

L. Accept as a resignation of a member of the Board of Directors the absence of such member from three (3) consecutive regular meetings of the Board of Directors, which absences have not been excused;

M. Supervise all Officers, agents, and employees of the Association, and see that their duties are properly performed;

N. Procure and maintain adequate liability and hazard insurance on property owned by the Association;

O. Cause all Officers or employees having fiscal responsibilities to be insured and/or bonded, as it may deem appropriate;

P. Exercise for the Association all powers, duties, rights, and obligations in or delegated to the Association and not reserved to the Members by other provisions of these Bylaws, the Articles of Incorporation, the Declaration, the Act, or the Nonprofit Act.

Section 7.2 Managing Agent. As provided above, the Board may employ a licensed managing agent for the Community, at a compensation established by the Board, to perform duties and services authorized by the Board. Licenses, concessions and contracts may be

executed by the managing agent pursuant to specific resolutions of the Board and to fulfill the requirements of the budget. Regardless of any delegation to a managing agent, the members of the Board shall not be relieved of responsibilities under the Declaration, the Articles of Incorporation, these Bylaws or Colorado law. The Board shall have the authority to delegate any of the powers and duties set forth in this Article to a managing agent.

Section 7.3 No Waiver. The omission or failure of the Association or Members to enforce the covenants, conditions, easements, uses, limitations, obligations, or other provisions of the Declaration, these Bylaws, or the Rules and Regulations shall not constitute or be deemed a waiver, modification, or release thereof, and the Board or the managing agent shall have the right to enforce the same at any time.

ARTICLE VIII. OFFICERS AND THEIR DUTIES

Section 8.1 Enumeration of Offices. The Officers of the Association shall be a President, Vice-President, Secretary, and Treasurer who shall at all times be members of the Board of Directors, and such other Officers as the Board may from time to time create by resolution, including one (1) or more Assistant Secretaries and Assistant Treasurers, who are not required to be Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 8.2 Election of Officers. The officers shall be elected for a one (1) year term at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 8.3 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 8.4 Resignation and Removal. Any Officer may be removed from office with or without cause by a majority of the Board of Directors. 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 receipt of such notice or at any later time specified therein. Acceptance of such resignation shall not be necessary to make it effective.

Section 8.5 Vacancies. A vacancy in any office may be filled by appointment by the Board by majority vote of the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer such person replaces.

Section 8.6 Duties. The duties of the Officers are as follows:

A. President. The President shall have all of the general powers and duties which are incident to the office of president of a Colorado nonprofit corporation

including, but not limited to the following: preside at all meetings of the Board of Directors; see that orders and resolutions of the Board are carried out; sign all leases, mortgages, deeds and other written instruments; co-sign checks and promissory notes; and direct, supervise, coordinate and have general control over the day-to-day affairs of the Association.

B. Vice President. The Vice President shall take the place of the President and perform the President's duties whenever the President is absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other Director to act in the place of the President on an interim basis. The Vice President shall also perform other duties imposed by the Board of Directors or by the President.

C. Secretary. The Secretary shall record the votes and maintain 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, and perform such other duties incident to the office of Secretary or as required by the Board.

D. Treasurer. The Treasurer shall be responsible for Association funds and securities and for keeping full and accurate financial records. The Treasurer shall cause all monies of the Association to be received and deposited in appropriate bank accounts; shall cause to be disbursed such funds as directed by resolution of the Board of Directors; shall cause to be kept proper books of account; shall cause the signing of checks and promissory notes of the Association; shall cause to be prepared an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting; and cause to be delivered a copy of each to the Members present at such annual meeting. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board of Directors.

E. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

Section 8.7 Delegation. The duties of an Officer may be delegated to the managing agent or another Board member; *provided however*, the Office shall not be relieved of any responsibility under this Section or under Colorado law.

ARTICLE IX. COMMITTEES

Section 9.1 Designated Committees. The Board may appoint such standing and *ad hoc* committees as deemed appropriate in carrying out its purposes. Without limiting the foregoing, the Board shall appoint an Architectural Committee as required by Section 6.3 of the Declaration. Committees shall have authority to act only to the extent designated in the Governing Documents or as delegated by the Board.

ARTICLE X. BOOKS AND RECORDS

Section 10.1 Records. The Association or its managing agent, if any, shall keep and supply records in accordance with the Mesa View Estates Policy and Procedure: Inspection and Copying of Association Records Policy in effect, the provisions of which are hereby incorporated herein by reference and shall remain in effect until such time as such policy and procedure is specifically replaced, repealed, or otherwise amended by the Board.

ARTICLE XI. AMENDMENTS

Section 11.1 Bylaw Amendments. These Bylaws may be amended by a majority of the Directors present at any regular meeting or at any special meeting of the Board of Directors, if at least thirty (30) days' prior written notice is given to all Members of the intention to amend the Bylaws at such meeting, or at any regular meeting or special meeting of the Members by a majority vote of all Members then eligible to vote at such meeting.

ARTICLE XII. INDEMNIFICATION

Section 12.1 Obligation to Indemnify.

A. The Association shall indemnify Board and committee Members consistent with the requirements of the Nonprofit Act.

Section 12.2 No Limitation of Rights. The indemnification provided in this Article shall not be deemed exclusive of nor a limitation upon any other rights to which those indemnified may be entitled under any agreement or vote of the Members or disinterested members of the Board of Directors, or otherwise, nor by any rights which are granted pursuant to the Act and the Nonprofit Act.

Section 12.3 Association Professional Liability Insurance. The Association shall purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, the manager, committee members, or anyone acting at the direction of the Board, covering defense and liability expenses arising out of any action, suit or proceeding asserted against such person by virtue of such person's actions on behalf of the

Association or at the direction of the Board, whether or not the Association would have the power to indemnify such person against such liability under provisions of this Article.

**ARTICLE XIII.
MISCELLANEOUS**

Section 13.1 Fiscal Year. The Board has the right to establish and, from time to time, change the fiscal year of the Association. Until changed by the Board, the Association shall operate on a calendar year fiscal year.

Section 13.2 Notices. All notices to the Association or the Board shall be delivered to the office of the managing agent, or, if there is no managing agent, to the address of the Association as set forth in the records of the Colorado Secretary of State or to such other address as the Board may designate by written notice to all Owners. Except as otherwise provided, all notices to any Owner shall be mailed to the Owner's address as it appears in the records of the Association. All notices shall be deemed to have been given when mailed, except notices of changes of address, which shall be deemed to have been given when received.

Section 13.3 Conflicts. In the case of any conflicts between the Declaration and these Bylaws, the terms of the Declaration shall control. In the case of any conflicts between the Articles of Incorporation and these Bylaws, the terms of the Articles of Incorporation shall control. In the case of any conflicts between any rules and regulations and these Bylaws, the terms of these Bylaws shall control.

Section 13.4 Waiver. No restriction, condition, obligation or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of Sixth Avenue West Estates Master Association d/b/a Mesa View Estates, a Colorado nonprofit corporation, and that these Bylaws were properly adopted by a vote of the Directors present at a meeting of the Board held on October 18, 2016.

SIXTH AVENUE WEST ESTATES
MASTER ASSOCIATION d/b/a Mesa View
Estates, a Colorado nonprofit corporation

By: 
Secretary