



BY-LAWS
OF
AUTUMN CREEK PROPERTY OWNERS ASSOCIATION, INC.
(Revisions, July 11, 2009, July 14, 2018)

Article I. OFFICES

The name of the corporation is Autumn Creek Property Owners Association, Inc., a Colorado non-profit corporation, hereinafter referred to as the "Association". The principal office of the Association in the State of Colorado shall be at PO Box 411, Canon City, CO 81215, County of Fremont.

The Association may have such other offices, either within or without the State of Colorado, as the Board of Directors may designate or as the business of the Association may require from time to time.

Article II. MEMBERS

SECTION 1. The Developer when referred to in these By-Laws is Spring Creek Mountain Ranch LLC, a Limited Liability Company DBA Autumn Creek. Owners when referred to in these By-Laws are those parties who purchased a tract or tracts in certain real estate known as Autumn Creek subject to the Declaration of Protective covenants recorded at reception #650412 in the records of the Clerk and Recorder of Fremont County, Colorado on 07/18/96. **Should the deeded owner of the parcel(s) be a registered corporation then the Principal of the Corporation, shall be the qualified Member. Should the deeded owner be a legal trust then the owner of the trust, shall be the qualified Member. If the trustee is a family member of the owner of the trust, then they may alternately be the qualified Member,**

SECTION 2. Annual Meeting.

The annual meeting of the Members shall be determined by the Board of Directors. The purpose of the meeting shall be to elect Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting of the Members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as conveniently may be.

SECTION 3. Special Meetings.

Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than ten percent of all the Members of the Association.

SECTION 4. Place of Meetings.

The Board of Directors may designate any place, either within or without the State of Colorado unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State of Colorado, unless otherwise prescribed by statute, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Association in the State of Colorado.

SECTION 5. Notice of Meeting.

Written notice stating the place, day and hour of the meeting and, in case of special meetings, the purpose or purposes for which the meeting is called shall, unless otherwise prescribed by statute, be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary or the persons calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his/her address as it appears on the books of the Association, with postage thereon prepaid, but if three successive letters mailed to the last known address of any member of record are returned as undeliverable, no further notices to such member shall be necessary until another address for such member is made known to the Association.

SECTION 6. Quorum.

A majority of the Members of the Association entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members. If less than a majority of the Members are represented at a meeting, a majority of the members so represented may adjourn the meeting without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The Members present at a duly organized meeting may continue to transact business until adjournment, in spite of the withdrawal of enough members to leave less than a quorum.

SECTION 7. Majority of Quorum.

Unless otherwise expressly provided in these By-Laws or the Declaration, any action which may be taken by the Association, may be taken by a majority of a quorum of the Members of the Association. This includes the election of the Directors.

SECTION 8. Proxies.

At all meeting of Members, a Member may vote in person or by proxy executed in writing by member or by his/her duly authorized attorney in fact and substantiated by legal documentation.

Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Interest(s) held by a personal representative, guardian or conservator may be voted by him/her, either in person or by proxy, without a transfer of such membership into his/her name. Membership standing in the name of the trustee may be voted by him/her, either in person or by proxy, but no trustee shall be entitled to vote a membership held by him/her without a transfer of such membership into his/her name. Legal documentation must be provided to the Secretary of the Association before or at the time of the meeting.

SECTION 9. Informal Action by members.

Unless otherwise provided by law, any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the membership, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

SECTION 10. Membership Participation at Board of Directors Meetings.

All meetings of the Board of Directors are open to every association member, or to any person designated in writing by a member as the member's representative, and all members or designated representatives so desiring shall be permitted to attend, listen and speak at an appropriate time during the deliberations and proceedings. The Board may place reasonable time restrictions on that person speaking during the meeting, but shall permit a member or designated representative to speak before the Board takes formal action on an item under discussion, in addition to any other opportunities to speak. The Board shall provide for a reasonable number of persons to speak on each side of an issue. All regular meetings of the Board of Directors shall include an Open Forum to allow members and designated representatives the opportunity to speak on any topic of interest to the Association that is not on the meeting agenda. The Board may place a time limit of no less than three (3) minutes on those persons speaking during the Open Forum. Any person desiring to speak shall register their name and topic of interest with the Secretary prior to the start of the meeting.

Article III. BOARD OF DIRECTORS

SECTION 1. General Powers.

The business and affairs of the Association shall be managed by its Board of Directors.

SECTION 2. Number, Tenure and Qualifications.

The number of Directors of the Association shall be no less than three or more than ten **elected from qualified members in good standing**. The number of Directors shall be set at any special or annual meeting of Directors. Directors will be elected annually for a staggered two-year term.

Each Director shall hold office until his/her successor shall have been elected and qualified.

SECTION 3: Conflict Of Interest:

No Director shall vote on any item that provides a personal or professional financial gain to that board member or his/her relatives and business associates. A Director may discuss such items prior to Board vote, but must recuse themselves from the actual vote.

SECTION 4. Regular Meetings.

A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as, the annual meeting of Members. The Board of Directors may, by resolution, fix the time and place for the holding of additional regular meetings without other notice than such resolution.

SECTION 5. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place for holding any special meeting of the Board of Directors called by them.

SECTION 6. Telephone Meetings.

Members of the Board of Directors or any committee designated by the Board may participate in any meeting of the Board or Committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

SECTION 7. Notice.

Notice of any special meeting shall be given at least three days previously thereto by written notice delivered personally or mailed to each Director at their address, or e-mail address (with confirmation of receipt by the Director). If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. 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.

SECTION 8. Quorum.

A majority of the number of Directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than

such majority is present at a meeting, a majority of the Directors present may adjourn the meeting.

SECTION 9. Manner of Acting.

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Members of the Board of Directors may participate in any meeting of the Board of Directors by written proxy, which may be presented before or at the time of the meeting.

SECTION 10. Action Without a Meeting.

Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by all of the Directors. E-mail is an acceptable means for providing consent and signature.

SECTION 11. Vacancies.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of Directors by the Members.

SECTION 12 Compensation.

Board Directors are not compensated and personal expenses for meeting attendance are not reimbursable. Directors may still serve the Association in other capacities and receive compensation therefore.

SECTION 13. Presumption of Assent.

A Director of the Association who is present at a meeting of the Board of Directors at which action or any Association matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by meeting before the adjournment thereof or shall forward such dissent by mail or e-mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 14. When deemed necessary, the Board may appoint committees to carryout duties

that serve the needs of the Association. Committees may include, but not be limited to, Roads, Architecture, Covenants and Land Health.

Article IV. OFFICERS

SECTION 1. Number. The officers of the Association shall be a President, a Vice-President, if elected by the board of Directors, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of the President and Secretary. The officers of the Association shall be natural persons of the age of eighteen years or older.

SECTION 2. Election and Term of Office.

The officers of the Association to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal.

Any officer or agent may be removed by the Board of Directors whenever in its judgment, the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President.

The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. He shall, when present, preside at all meetings of the Members and of the Board of Directors, unless a different Chairman has been otherwise designated or elected. He may sign, with the Secretary or any other proper officer of the Association thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to

some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice-President.

In the absence of the President or in the event of death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 7. Secretary.

The Secretary shall: (a) keep the minutes of the proceedings of the Members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the association and see that the seal of the Association is affixed to all documents the execution of which on behalf of the Association under its seal is duly authorized; (d) keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. Treasurer.

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of these duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Article V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts.

The Board of Directors may authorize any officer(s) or officer's(s) agent, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2. Loans.

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, drafts, etc.

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 such officer (s) or officer's agent(s) of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits.

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, savings institutions, trust companies or other depositaries as the board of Directors may select.

Article VI. FISCAL YEAR

The fiscal year of the Association shall begin on January 1, and end on December 31 in each year.

Article VII. CORPORATE SEAL

The Board of Directors shall provide an Association seal which shall be either circular in form and shall have inscribed thereon the name of the Association and the sate of incorporation and the word "Seal", or shall be a rubber seal in substantially the same form as provided above.

Article VIII. WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or Director of the Association under the provisions of the By-Laws or under the provisions of the Colorado Corporation Code, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article IX. AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors, subject to the rights of Members to repeal or amend By-Laws as provided by law.