

BYLAWS OF STRAWBERRY ACRES HOMEOWNERS' ASSOCIATION

ARTICLE I NAME AND LOCATION

The name of the corporation is Strawberry Acres Homeowners' Association, a nonprofit corporation (Association). The principal office of the corporation shall be P.O. Box 40121, Grand Junction, Colorado 81504, but meetings of members and directors may be held at such places within the State of Colorado, County of Mesa, as may be designated by the Board of Directors.

ARTICLE II DEFINITIONS

Section 1. "Association" shall mean and refer to Strawberry Acres Homeowners' Association, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, a copy of which appears in the corporate minute book, and any additions that are subsequently brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part

of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to Charles D. Reicks, Charlotte A. Reicks, and Systematics Corporation, its successors and assigns, if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded on December 2, 1977, in Book 1129, Page 25, in the office of Mesa County Clerk and Recorder, Mesa County, Colorado

Section 8. "Member" shall mean and refer to those person entitled to membership as provided in the Declaration.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular meeting of the Members shall be held each year at a date and time to be determined by the Board of Directors of the Association (Board).

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president of the Association or a majority of the Board of Directors, or upon request of the members who are entitled to vote twenty percent (20%) of all the votes of the Class "A" membership.

Section 3. 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, postage prepaid, hand delivering or electronically sending a copy of such notice. Such notices shall specify the place, date and hour of the meeting, and in the case of a special meeting, the purpose of the meeting. Notice shall be given as provided by law, policy, procedure, rule or regulation of the Association prior to the meeting and shall specify the time, place, and agenda of the meeting.

Section 4. Quorum. One-tenth (1/10) of the Members represented in person or by proxy shall constitute a quorum at any meeting of the Members for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. If a quorum is not present or represented at any meeting, the Members entitled to vote shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented. Every decision made by a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members. By way of example, if there were 91 Members in the Association, 10 Members would constitute a quorum. A vote by 6 of the 10 Members would be a binding decision of the Members.

Section 5. Proxies. At all meetings of Members, each Member entitled to vote may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a mandatory Board of nine (9) directors, who shall be Members of the

Association. These nine directors will consist of five (5) Board Members and four (4) Quorum members.

Section 2. Term of Office. At the first annual meeting, the Members shall elect three (3) directors for a term of one year, three (3) directors for a term of two years, and three (3) directors for a term of three years, and at each annual meeting thereafter, the Members Eligible to Vote shall elect three (3) directors for a term of three years. No Member may serve in the same position longer than a term of three (3) years, but he can serve in the same position after setting out at least one year.

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 successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association- However, any director or person appointed by the Board to provide services for the Association may be reimbursed for his actual expenses incurred in the performance of his duties provided a) such services are pre-approved by the Board and b) receipts showing expenses are rendered with reimbursement request.

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

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board may be made by a Nominating Committee, if, in its discretion, the Board determines that a Nominating Committee would be useful or efficient. Nominations may also be made from the floor at the annual meeting. If the Board appoints a Nominating Committee, it shall consist of a Chairman who shall be a member of the Board, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board as it, in its discretion, shall determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board may be by voice vote, show of hands, secret written ballot, or any other manner that Board shall deem appropriate. 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 at least one time per year, at such place, time and date as determined by the Board. Agendas for the meetings of the executive board, whether regulator

or special, shall be made reasonably available for examination by the members prior to such meetings.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by any director of the Association. Written, electronic, or verbal notice of such meetings shall be given to each director not less than three (3) days prior to such special meetings.

Section 3. Quorum. A majority of the number of 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.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.

(b) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member 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 60 days for infraction of published rules and regulations;

(c) Exercise for the Association all power, 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;

(d) Declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board: and

(e) Employ a manager, an independent contractor, or such other employees as it deems necessary, and to prescribe their duties.

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

(a) Keep 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-half {1/2) of the members who are entitled to vote;

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

(c) As more fully provided in the Declaration, to:

(1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; and

(2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) Issue or 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 officers or employees having fiscal responsibilities to be bonded, as it may deem necessary or appropriate; and

(g) cause the common area to be maintained.

Section 3. Indemnification and Limited Liability: The liability of a director or officer to the Corporation or to its members shall be eliminated and directors and officers of the Corporation shall be indemnified for any liabilities to the fullest extent permitted by the laws of the State of Colorado.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of officers. The officers of the Association shall be a president, vice president/irrigation director and vice president/mechanical director, who shall at all times be members of the Board, a secretary and a treasurer, and such other offices as the Board may from time to time by resolution create.

Section 2. Special Appointments. The Board may elect other offices 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 3. 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 replaces.

Section 4. 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 5. Duties. The duties of the officers 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 all checks and promissory notes.

Vice-President/Irrigation Director

(b) 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, shall oversee the association irrigation system, and shall exercise and discharge such other duties as may be required of him by the Board.

Vice-President/Mechanical Director

(c) The vice-president/mechanical director shall act in the place and stead of the president or vice-president/irrigation director in the event of his/her absence, inability or refusal to act, shall oversee the mechanical needs of the association, and shall exercise and discharge such other duties as may be required of him by the Board

Secretary/Activities Chairperson

(d) The secretary shall record the votes and keep the minutes of the 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; service notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses. Will post minutes of all meetings on the web page, will coordinate and direct all planned activities and/or fund raising events, 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 sign all checks and promissory notes of the Association; keep proper books of account; cause an audit or review of the Association books to be made by a public accountant not less often than once every three (3) years; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE IX COMMITTEES

The Board may appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board may appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X
BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, 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 office of the Association, where copies may be purchased at reasonable cost.

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 property 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 of eight percent (8%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments by non-use of the Common Area or abandonment of his Lot.

ARTICLE XII
CORPORATE SEAL

The Board may adopt a corporate seal of such design, as it deems appropriate.

ARTICLE XIII

AMENDMENTS

Section 1. These bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members, present in person or by proxy. The Board & Quorum may also amend these Bylaws by a majority vote.

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 XIV

MISCELLANEOUS

Section 1. Fiscal year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 2. Safety. In conjunction with Article XII of the Declaration of Covenants, trailers, boats, recreational vehicles, remodel dumpsters, storage containers, and any other item owned or rented may not be parked on the street or common area but must be kept on the user's lot.

***Exception: fourteen days parking allowed but must have written approval from the board beyond that time.

Section 3. Trash. In conjunction with Article XVII of Declaration of Covenants trash of all kinds must be deposited in sanitary containers and be disposed of weekly.

Section 4. Weed control. In conjunction with Article XVIII of the Declaration of Covenants, weeds shall not be allowed to grow over six (6) inches high on any portion of any property.

Section 5. Fines. Violations of the above sections (2, 3, 4) will result in fines if homeowners fail to remedy the problem when notified by certified mail by the Board. Fines will not exceed the actual cost of remedying the problem and failure to pay the fines will result in a lien being place on the property.

These Bylaws constitute the original Bylaws of the Association dated 1977, the 2006 resolution as adopted by the Board incorporating amendments and any additional amendments put forth by the board and quorum on this date.

In witness whereof, we, being all of the directors and quorum members of the Strawberry Acres Homeowners Association, have hereunto set our hands this 21st day of March, 2010.