

AMENDED AND RESTATED  
BY-LAWS  
OF  
GREENBROOK TOWNHOUSE ASSOCIATION, INC.

ARTICLE I  
NAME AND LOCATION

The name of the corporation is the GREENBROOK TOWNHOUSE ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be located at such location as determined from time to time by the Board of Directors. Meetings of members and directors may be held at such places within the State of Colorado, County of Arapahoe as may be designated by the Board of Directors.

ARTICLE II  
PURPOSE  
(Plan of Ownership)

Section 2.1. The Greenbrook Townhouse Association, Inc., shall be a nonprofit corporation.

Section 2.2. The purpose for which the Association is formed is to operate and govern the Common Interest Community known as Greenbrook Townhouses which has been submitted to the provisions of The Declaration of Covenants, Conditions and Restrictions of Greenbrook Townhouse Association, Inc. (hereinafter referred to as the "Declaration") recorded or to be recorded in the Arapahoe County, Colorado land records. The definitions set forth in the Declaration shall also be applicable to these Bylaws.

Section 2.3. All present and future Owners, tenants, guests or any other persons who might use in any manner the facilities of the Property are subject to the regulations set forth in these Bylaws. The mere acquisition or rental of any of the Lots or the mere act of occupancy of any of the Lots will signify that these Bylaws are accepted, ratified, and will be complied with.

ARTICLE III  
MEETINGS OF MEMBERS

Section 3.1 Annual Meetings.

An annual meeting of the Members shall be held in the month of October during each of the Association's fiscal years at such time and date as determined by the Board and set forth in the notice. At these meetings, the Directors shall be elected by ballot of the Members, in accordance with these Bylaws, the Declaration and the 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 work a forfeiture or dissolution of the Association.

### Section 3.2 Special Meetings.

Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fifth (20%) of the votes of the membership.

### Section 3.3 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 a copy of said notice, postage prepaid, at least fifteen (15) days, but not more than thirty five (35) days before such meeting to each Member entitled to vote at such meeting, addressed to the Member's address last appearing 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. 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.

### Section 3.4 Quorum.

The presence of one-tenth (1/10) of the Members entitled to cast votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. For purposes of counting as a quorum, presence at a meeting may be in person, or by proxy. If such a quorum shall not be present or represented at any meeting, the Members entitled to vote at such meeting shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or be represented.

### Section 3.5 Proxies.

At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary or designee of the Association. An Owner may revoke a proxy given under this section only by actual notice of revocation to the person presiding over a meeting of the Association. A proxy is void if it is not dated or purports to be revocable without notice. A proxy terminates eleven months after its date, unless it specifies a shorter term or a specific purpose. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

### Section 3.6 Voting.

At all meetings of Members, each eligible Member may vote in person or by proxy. If

only one of the several Owners of a Lot is present at a meeting of the Association, the Owner present is entitled to cast the vote allocated to the 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 only if any one of the Owners casts the vote allocated to the Lot without protest being promptly made to the person presiding over the meeting by another Owner of the Lot. The vote of a corporation or other business entity may be cast by any officer or manager of that corporation or business entity in the absence of express notice of the designation of a specific person by the board of directors or managers of the owning corporation or business entity. 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 moderator of the meeting may require reasonable evidence that a person voting on behalf of a corporation, partnership or business trust Owner is qualified to vote.

#### Section 3.7 Majority Vote.

When more votes are cast in favor of any proposition, other than the election or removal of a Director, than are cast against the same proposition at any meeting where a quorum is present, the vote 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 or by law.

#### Section 3.8 Action by Written Ballot

Any action that may be taken at any annual, regular, or special meeting of Members may be taken without a meeting if the Association delivers a written ballot to every Member entitled to vote on the matter. The written ballot shall set forth each proposed action, and provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than election of directors; specify the time by which a ballot must be received by the Association in order to be counted; and be accompanied by written information sufficient to permit each person to reach an informed decision on the matter.

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

#### Section 4.1 Number of Directors

The affairs of the Association shall be managed by a Board comprised of a minimum of three (3) and a maximum of nine (9) Directors. In the case where through removal or

resignation, the total number of Board members is less than seven (7), the Board will be considered properly constituted until such vacancies are filled. The number of Directors may be increased above the maximum or decreased below the minimum by amendment of these Bylaws, subject, however to the limitations of the Articles of Incorporation. Directors shall be Members, which in the case of Members who are not natural persons, may include the officers, directors, partners and members of each such Members.

#### Section 4.2 Term of Office.

At each annual meeting the Members shall elect the same number of directors as there are directors whose terms are expiring. The terms of office of Directors shall be three (3) years.

#### Section 4.3 Removal.

Directors, or the entire Board of Directors, may be removed at any annual meeting or any special Members' meeting called for that purpose, with or without cause, by a vote of a majority of the Members present in person or by proxy. Directors sought to be removed shall have the right to be present at such meeting and shall be given the opportunity to speak to the Members prior to a vote to remove being taken. The Members, by a majority vote, shall then elect such new members of the Board to replace those members removed and designate the unexpired term to which each new member is elected.

#### Section 4.4 Vacancies.

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

#### Section 4.5 Compensation.

No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

### ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

#### Section 5.1 Nomination.

Nomination for election to the Board of Directors shall be made by a Nominating Committee. The Nominating 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 to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at the 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 in no event less than the number of vacancies that are to be filled. Such nominations may be from among members of the Committee. Nominations may also be made from the floor at the annual meeting.

#### Section 5.2 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 cast 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 6.1 Regular Meetings.

Regular meetings of the Board of Directors shall be held no less frequently than ten times per year, without notice, at such place and hour as may be fixed from time to time by a resolution of the Board. Should circumstances warrant that meeting shall be held at the same time on another day that month.

#### 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 Directors, after not less than three (3) days notice to each Director.

#### Section 6.3 Quorum.

At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. If, at any meeting, there shall be less than a quorum present, a majority of those present may adjourn the meeting.

#### Section 6.4 Meetings: Open Attendance; Executive Sessions

All regular and special meetings of the Board of Directors, or any committee thereof, shall be open to attendance by all Members or their representatives. Executive sessions may be held by the Board of Directors, subject to the Provisions of C.R.S. § 38-33.3-308, as amended, of the Colorado Common Interest Ownership Act. No rule or regulation of the Board of Directors, or any committee thereof, shall be adopted during an executive

session. The minutes of all meetings at which an executive session was held shall indicate that an executive session was held, and the general subject matter of the executive session.

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

The Board may act in all instances on behalf of the Association, except as provided in the Declaration and these Bylaws or the Colorado Nonprofit Corporation Act. The Board shall have, subject to the limitations contained in the Declaration, and the Act, the powers and duties necessary for the administration of the affairs of the Association and of the Greenbrook Community, and for the operation and maintenance of the Common Interest Community, including, without limitation, the following powers and duties.

### Section 7.1 Powers.

- (a) Adopt and publish rules and regulations governing the use of the Units, 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 of a Member and/or suspend, after notice, the right to use of the recreational facilities 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 sixty (60) days for the failure to comply with the published Rules and Regulations of the Association or with any other obligations of the Members under the Declaration or Bylaws;
- (c) 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, the Articles of Incorporation or the Declaration;
- (d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- (e) Subject to the provisions set forth in the Declaration, employ a certified property manager, an independent contractor, independent management company or other such employees as they deem necessary and prescribe their duties, provided that any agreement for professional business must provide for termination by either party with or without cause and without payment of a termination fee upon thirty (30) days prior written notice, and shall have a maximum term of one (1) year.
- (f) Impose a reasonable charge for the late payment of Assessments and, after notice and hearing, levy reasonable fines or Default Assessments for a violation of the Declaration, Bylaws, Rules and Regulations of the Association;

- (g) Grant easements for any period of time, including permanent easements, and grant leases, and licenses for no more than one (1) year, through or over the Common Areas;
- (h) Institute, defend or intervene in litigation or administrative proceedings or seek injunctive relief for violations of the Declaration, Bylaws or Rules and Regulations in the Association's name, on behalf of the Association or two (2) or more of its Owners, on matters affecting the Greenbrook Community;
- (i) Make contracts, open bank accounts and incur liabilities;
- (j) Cause additional improvements to be made as a part of the Common Areas;
- (k) 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.

#### Section 7.2 Duties.

It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its actions and corporate affairs and to present a statement thereof to the Members at the annual meeting of Members or at any special meeting when such statement is requested in writing by one-fifth (20%) of the Members who are entitled to vote;
- (b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) As more fully provided in the Declaration to:
  - (1) Adopt and amend budgets for revenues, expenditures and reserves;
  - (2) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
  - (3) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period and;
  - (4) Foreclose the lien against any Lot for which assessments are not paid within ninety (90) days after the due date or 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 of 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 required pursuant to the provisions set forth in the Declaration; provide for the indemnification of the Association's Officers and members of the Board and maintain Directors' and Officers' liability insurance;

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

(g) Cause the Common Area and portions of the exteriors of the Residences situated on a Lot to be maintained as provided in the Declaration;

(h) Cause a review of the Association's books and accounts to be conducted by an independent accountant or Certified Public Accountant, not less than once each fiscal year; and cause a complete audit of the Association's books and accounts to be conducted by a certified or public accountant or as otherwise required by law not less than every third fiscal year, and to file the appropriate financial reports required by local, state, and federal governments

#### ARTICLE VIII RIGHTS OF THE ASSOCIATION

This Association may exercise any and all rights or privileges given to it under the Declaration, the Articles of Incorporation or these Bylaws, or as may otherwise be given to it by law.

#### ARTICLE IX OFFICERS AND THEIR DUTIES

##### Section 9.1 Enumeration of Offices.

The officers of this Association shall be a President and Vice President, who shall at all times be a member of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create.

##### Section 9.2 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 9.3 Term.

The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.



#### Section 9.4 Special Appointments.

The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

#### Section 9.5 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 receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 9.6 Vacancies.

A vacancy in any office may be filled by appointment of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

#### Section 9.7 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 9.4 of this Article.

#### Section 9.8 Duties.

The duties of the officers are as follows:

- (a) President. The President shall: preside at all meetings of the Board of Directors; see that the orders and resolutions of the Board are carried out; sign all leases, mortgages, deeds, checks and other written instruments, provided, however that in the President's absence any two Officers may sign such leases, mortgages, deeds, checks and other written instruments.
- (b) Vice-President. The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- (c) Secretary. The Secretary shall: record the votes and 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 as required by the Board.

(d) Treasurer. The Treasurer shall: receive and deposit in appropriate bank accounts all monies of the Association and disburse such funds as directed by resolution of the Board of Directors; sign all checks and promissory notes of the Association, provided however, that in the Treasurer's absence any two Officers may sign checks and promissory notes; keep proper books of account; cause an annual statement of the Association financial records to be prepared at the completion of each fiscal year; and 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 the same to the Members.

#### Section 9.9 Delegation

The duties of any Officer may be delegated to the Manager or another Board member, provided, however, that the Officer shall not be relieved of any responsibility under this Article or under Colorado law.

### ARTICLE X COMMITTEES

The Board shall appoint an Architectural Control Committee as provided in the Declaration and a Nominating Committee as provided in these Bylaws. In addition, the Board of Directors may appoint any other standing or ad hoc committees as deemed appropriate in carrying out its purpose. Committees shall have authority to act only to the extent designated in the Governing Documents or delegated by the Board.

### ARTICLE XI BOOKS AND RECORDS

The Association shall make available to Owners, First Mortgagees and insurers or guarantors of any such First Mortgage, current copies of the Declaration, Articles of Incorporation, these Bylaws, the rules and regulations, books, records and financial statements of the Association. "Available" shall mean available for inspection, upon request, during normal weekday hours or under other reasonable circumstances.

### ARTICLE XII ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay assessments to the Association, which assessments are secured by a continuing lien upon the Lot against which the assessment is made. Any assessment or portion thereof which is not paid when due shall be delinquent, and the Association may bring an action at law against the Owner personally obligated to pay the same, or foreclose the lien against such Owner's Lot, and in the event a judgment is obtained, such judgment shall include interest and late charges on the assessments, as provided, and a reasonable attorneys' fee to be fixed by the Court, together with the costs of the action. No Owner may waive or

otherwise escape liability for the assessments provided for in the Declaration by non-use of the Maintenance Property or abandonment of his Lot.

ARTICLE XIII  
CORPORATE SEAL

The Association shall have a seal in circular form and within its circumference the words:

GREENBROOK TOWNHOUSE ASSOCIATION, INC.

ARTICLE XIV  
AMENDMENTS

Subject to the provisions of the Declaration, these Bylaws may be amended at a regular or special meeting of the Members, by a majority vote of a quorum of members present in person or by proxy.

ARTICLE XV  
CONFLICTS OF PROVISIONS

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

ARTICLE XVI  
INDEMNIFICATION

The Association shall indemnify every director, officer, agent and employee, and any former director, officer, agent and employee against all loss, costs and expenses, including attorney's fees, reasonably incurred in connection with any action, suit, or proceeding to which such person may be made a party by reason of being or having been such a director, officer, agent or employee of the Association, except for matters in which such person shall be finally adjudged to be liable for gross negligence or fraud. Any such indemnity shall be limited to and may only be paid out of the insurance proceeds provided by an insurer furnishing officers and directors errors and omissions insurance coverage, and any other insurance protecting the Association from liability because of the negligent acts of its servants, including insurance covering motor vehicles or public liability, property damage, medical and other similar coverage, it being the intent and purpose of this provision to limit all payments or settlements in indemnification to the actual proceeds of insurance policies. No indemnification shall be provided for acts constituting gross negligence, nor for fraud, nor for more reprehensible conduct. In the event of settlement, the settlement shall be approved by the insurance carrier and paid for by the insurance carrier out of the insurance proceeds. The foregoing rights shall not be exclusive of other rights to which such director, officer, agent or employee may be entitled.

ARTICLE XVII  
MISCELLANEOUS

Section 17.1 Fiscal Year.

The Board has the right to establish and, from time to time, change the fiscal year of the Association. As of the date these Bylaws are adopted, the fiscal year begins on January 1, and ends on December 31 of each year.

Section 17.2 Notices.

All notices to the Association or the Board shall be delivered to the office of the manager, or, if there is no manager, to the office of the Association, 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 change of address which shall be deemed to have been given when received.

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of Greenbrook Townhouse Association, Inc., a Colorado nonprofit corporation, and that the foregoing Amended and Restated Bylaws constitute the Bylaws of said Association, as duly adopted by a vote of a majority of the Members present at a meeting at which a quorum was present, said meeting being held on the 3<sup>rd</sup> day of April, 2004

Susan J Meade  
Secretary, Greenbrook Townhouse Association

IN WITNESS WHEREOF, we, being all of the Directors of Greenbrook Townhouse Association, Inc. have hereunto set our hands this 26<sup>th</sup> day of May 2004.

Barbara Kennedy, President  
Bob [unclear], Vice President  
Blanche V. Smith - Membership Relations  
June J. Sader - ARCHITECTURAL CONTROL