

BYLAWS
OF
VAN AIRE SKYPORT CORPORATION
(Fifth Amendment) Ratified ____ January, 2020

Introduction.

These Amended and Restated Bylaws are adopted for the regulation, management and governance of the affairs of the Association (“Bylaws”). The Association was organized as a Colorado nonprofit corporation under Colorado law to act as the Association for the Van Aire Skyport community.

Purposes.

The purposes for which the Association is formed are set forth in the Articles, as clarified and supplemented by the following:

- (a) to protect the value and desirability of the Van Aire Skyport community and the Lots
- (b) to further the interests of the residents of the community and Members of the Association;
- (c) to operate and govern the community;
- (d) to provide for the administration, maintenance, preservation and architectural review of the Lots and Common Areas within the community; and
- (e) to promote the health, safety, welfare and recreation of the Owners within the community.

ARTICLE I
Name and Location

In accordance with the requirements and guidance provided by C.R.S. §38-33.3-301, and the Colorado Revised Nonprofit Corporation Act, Van Aire Skyport Corporation, hereinafter referred to as the “Corporation”, is constituted as a nonprofit corporation. The principal office address of the Corporation is registered with the Colorado Secretary of State. The mailing address of the Corporation is the mailing address registered with the Colorado Secretary of State.

ARTICLE II
Definitions

Section 1. “Assessments” shall mean those annual rates (due and payable quarterly commencing with January 1st of each year) established by the Board of Directors. Such assessments shall be used to carry out the purposes of the Association and as otherwise allowed for under the

Declaration or under the Colorado Common Interest Ownership Act, *C.R.S. §38-33.3-101 et. seq.*

Section 2. “Association” or “Corporation” shall mean and refer to Van Aire Skyport Corporation, a Colorado nonprofit corporation, its successors and assigns.

Section 3. “CCIOA” shall mean the Colorado Common Interest Ownership Act, *C.R.S. §38-33.3-101 et. seq.*, as it may be amended.

Section 4. “Common Area” shall mean all real property including but not limited to leases, improvements, easements, right of way and mineral interests, owned by the Corporation for the common use and enjoyment of the Owners, and any easements, not including the Lots.

Section 5. "Declaration" or “Protective Covenants” shall mean and refer to the Protective Covenants of Van-Aire Subdivision as amended, recorded _____.

Section 6. “Director” shall mean a Member of the Board of Directors.

Section 7. “Executive Board” or “Board of Directors” shall mean the body, regardless of name, designated in the Governing Documents to act on behalf of the Association.

Section 8. “Governing Documents” shall mean the Declaration, the Maps, the Articles of Incorporation, the Bylaws and Rules and Regulations of the Corporation, as they may be amended

Section 9. “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 10. “Member” shall mean any Owner and refers to every person or entity which holds a Membership in the Corporation as provided in Article III of these Bylaws. “Member” and “Owner” may be used interchangeably.

Section 11. “Owner” shall mean the owner of record title, whether one or more persons or entities to any Lot which is a part of the Property, including contract sellers, but excluding those having an interest merely as security for the performance of an obligation.

Section 12. “Properties” shall mean and refer to that certain real property described in the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of the Corporation.

ARTICLE III **Membership and Rights Thereof**

Section 1. Membership and Voting. Every person who is an Owner shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot. Ownership of a Lot shall be the sole qualification for Membership. Votes shall be

allocated as follows: Each Member shall be entitled to one vote. However, when more than one person holds an interest in any Lot or Lots, all such persons shall be Members of the Corporation, but the vote for such Lot or Lots shall be exercised as they among themselves determine, but in no event shall they be entitled to more than one vote, even if they own more than one Lot. Fractional and cumulative voting are prohibited.

Section 2. Right to Enjoyment. Each Member shall be entitled to the use and enjoyment of the Common Area and facilities as provided in the Protective Covenants. Any Member may delegate his rights of enjoyment of the Common Area and facilities to Members of his family who reside with him or to his tenants or contract purchasers who reside on his Lot, provided that no Member shall be reimbursed for any privilege which he may delegate or grant to others by virtue of his Membership.

Section 3. Rights and Duties of Members.

- (a) Each Member of the Corporation shall have the right to attend any and all Board meetings. If a Member wishes to present a particular matter to the Board at such meeting, he may submit a request to place such matter on the agenda at least two (2) days prior to the Board meeting, or he may speak regarding the topic in open forum.
- (b) Each Member of the Corporation shall have the right to examine the corporation's financial records and books upon request made under Section 317 of CCIOA or as part of the Association annual disclosures required pursuant to (Section 209.4 of CCIOA).
- (c) Each Member of the Corporation shall have the right to petition the Board of Directors for redress of any problem which results from disregard or violation of any express provisions contained in the Protective Covenants.
- (d) Each Member of the Corporation shall have the right to vote for the Board of Directors at a general election held annually for vacancies, unless her/his voting privileges have been suspended pursuant to these Bylaws. Further, each Member shall be entitled to vote exclusively for one Director who must live within a geographical section established in these Bylaws and for one at large Board Director when their vacancies arise. Voting Members may exercise their right to recall a Director of the Board by obtaining a petition with 20% of the voting Members' signatures calling for a Director's resignation. A recall election shall then take place.
- (e) Each Member of the Corporation shall have the right to full enjoyment and use of his individual Lot and the Common Areas and facilities; this right shall only be infringed when the rights of other Members are being violated by the Member's use or enjoyment his premises of Common Areas, or rules and regulations, Declaration, or Bylaws. No noxious or offensive trade or activity shall be carried on the Common Areas or within any Lot situated thereon, nor shall anything be done thereon which may be or may become an annoyance to the neighborhood or the other owners.

(f) The Board of Directors shall have only those rights and powers granted in these Governing Documents and Colorado law. All other rights are specifically reserved to the Members of the Corporation.

(g) Members' Duty to Inform. Any Member of the Corporation who conveys his Lot to another shall have the duty to inform the Board of such transaction, and to provide the name and address of the new Owner.

ARTICLE IV **Meeting of Members**

Section 1. Annual Meetings. In accordance with the requirements and guidance provided by C.R.S. §38-33.3-308 (1), Annual meetings of the Members shall be in the month of January of each year at a time, date, and location to be announced by written notice per Section 4, Article IV of these bylaws. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first weekend day following which is not a legal holiday

Section 2. Order of Business. The Board may establish the order of business for all meetings of the Members. Failure to strictly follow Robert's Rules of Order shall not invalidate any action taken at a meeting of the Members. A typical order of business would be:

- (a) Roll call and certification of proxies
- (b) Proof of Notice of Meeting (or Waiver of Notice)
- (c) Review and approval of minutes of preceding meeting
- (d) Reports of Officers, if any
- (e) Reports of Committees, if any
- (f) Unfinished business
- (g) Election or appointment of Election Officials*
- (h) Election of Directors*
- (i) New business
- (j) Adjournment

*If applicable to the particular meeting.

Section 3. Special Meetings. Special meetings of the Members may be called at any time by the President, by any two (2) Directors, or upon written request of 20% of the Members. Notice shall be mailed, postage prepaid to each voting Member's last known address, by email to all Members who have made their email address available to the corporation, posting on the Corporation's website, and/or by posting said notice at a voting Member's residence on the Van Aire Skyport Subdivision at least ten (10) days prior to the specified meeting but not more than fifty (50) days prior to such special meeting. In the case of special meetings, items (a) through (d) of Section 2 above shall be applicable and thereafter the agenda shall consist of the items specified in the notice of the special meeting.

Section 4. Notice of Meetings. Notice of each meeting of the Members shall be physically posted in a conspicuous place if feasible and practicable at least 24 hours prior to any meeting of the Members. Written notice of each meeting of Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of the notice, postage prepaid, or by personal delivery, no less than ten (10) days before, but not more than fifty (50) days before the meeting to each Member, addressed to the Member's address last appearing on the books of the Association, or supplied by a Member to the Association for the purpose of notice.

In addition to mailing, but not in lieu of, notice may also be sent by any other means permitted by the Colorado Revised Nonprofit Corporation Act, including, but not limited to, facsimile and e-mail delivery. If the Association has the ability to give electronic notice, the Association shall e-mail notice of the Members' meeting to any Member who requests, and who provides his or her e-mail address to the Association in addition to the above specified delivery of notice. Any such e-mail notice shall be given at least 24 hours prior to the meeting. The 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 in the notice.

Section 5. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, twenty-five percent (25%) of the vote of the Members entitled to vote shall constitute a quorum for any action except the following, which shall require a quorum of fifty percent (50%) of the eligible voting Members:

- (a) dedication, transfer or mortgage of any part of the Common Area;
- (b) increase in annual assessment of more than 3% or more than the increase in the most recent Consumer Price Index published by the U.S. Department of Labor or any successor index thereto;
- (c) amendments to the Protective Covenants or the Articles of Incorporation, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented by proxy.

Section 6. Voting. In accordance with the requirements and guidance provided by C.R.S. §38-33.3-310, if only one of the multiple Owners of a Lot is present at a meeting of the Association, such Owner is entitled to cast the vote allocated to that Lot. If more than one of the multiple Owner are present, the vote allocated to that Lot may be cast only in accordance with the agreement of a majority in interest of the Owners, unless the Declaration expressly provides otherwise. There is majority agreement if any one of the multiple Owners casts the votes allocated to that Lot without protest being made promptly to the person presiding over the meeting by any of the other Owners of the Lot.

- (a) Votes for contested positions on the Executive Board shall be taken by secret ballot.

(b) At the discretion of the Board or upon the request of twenty percent (20%) of the Lot Owners who are present at the meeting or represented by proxy, if a quorum has been achieved, a vote on any matter affecting the common interest community on which all Lot Owners are entitled to vote shall be by secret ballot.

(c) Ballots shall be counted by a neutral third party or by a committee of volunteers. Such volunteers shall be Lot Owners who are selected or appointed at an open meeting, in a fair manner, by the chair of the Board or another person presiding during that portion of the meeting. The volunteers shall not be Board Members and, in the case of a contested election for a Board position, shall not be candidates.

(d) The results of a vote taken by secret ballot shall be reported without reference to the names, addresses, or other identifying information of Owners participating in such vote.

(e) The Association is entitled to reject a vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the Lot Owner.

(f) The Association and its officer or agent who accepts or rejects a vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation in good faith and in accordance with the standards of this section are not liable in damages for the consequences of the acceptance or rejection.

(g) Any action of the Association based on the acceptance or rejection of a vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation under this section is valid unless a court of competent jurisdiction determines otherwise.

(h) Proxies. Votes allocated to a Lot may be cast pursuant to a proxy duly executed by a Lot Owner. A proxy shall not be valid if obtained through fraud or misrepresentation. Unless otherwise provided in the Governing Documents, appointment of proxies may be made substantially as provided in section 7-127-203.

(i) If a Lot is owned by more than one person, each Owner of the Lot may vote or register protest to the casting of votes by the other Owners of the Lot through a duly executed proxy. A Lot Owner may not revoke a proxy given pursuant to this section except 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 provides otherwise.

(j) Suspension of Voting Rights. Voting rights may be suspended for non-payment of Assessments. If, after the 25th day of the quarterly assessment month, or the date on which a fine is formally levied and the offending Member notified; a Member shall be considered in default. Written notice of such default shall be sent to the delinquent Member. If the Member fails to bring the assessment up to date within 15 days after

being notified of the default status, her/his voting rights until such assessment has been paid. Written notice of the suspension shall be given to the affected Member.

Section 7. Conduct of Meetings. All meetings of the Corporation may, but shall not be required to be conducted with reference to Robert's Rules of Order (most recently revised). At an appropriate time determined by the Board, but before the Board votes on an issue under discussion, Unit Owners or their designated representatives, shall be permitted to speak regarding that issue. The Board may place reasonable time restrictions on persons speaking during the meeting. If more than one person desires to address an issue and there are opposing views, the Board shall provide for a reasonable number of persons to speak on each side of the issue.

Section 8. Minutes. The Secretary/Treasurer will be responsible to ensure that complete and accurate minutes of every meeting of the Corporation are recorded. The minutes shall include all topics discussed, regardless of whether any action, or no action, was taken regarding such topic. A draft (unapproved) version of the minutes shall be posted to the Membership via email no later than fifteen (15) days following the date of each meeting.

Section 9. Budget Meetings. Meetings to consider proposed budgets shall be called in accordance with the CCIOA as follows:

- (a) The Association is to prepare and approve a proposed budget at least annually based upon the anticipated cash requirements of the Association for the upcoming fiscal year.
- (b) The Board shall be responsible to ensure that all excess and/or reserve funds are invested in a variety of long and short-term investments so as to provide maximum return consistent with maximum security. A reasonable fraction amount to be determined by the Board shall be placed in relatively liquid investments to provide for unplanned contingencies.
- (c) Within 90 days after the Association's adoption of the proposed budget, or such longer time as allowed by the CCIOA, the Association must mail or otherwise deliver, including posting the proposed budget on the Association's website, a summary of the proposed budget to all Members, and set a date for a meeting to consider the proposed budget. The meeting must occur within a reasonable time after mailing or other delivery of the summary, or as allowed in the Bylaws.
- (d) Notice for the meeting at which the budget will be considered must be mailed not less than 10 days nor more than 50 days before the meeting, or such longer time as allowed by the Act.
- (e) At the meeting, unless Members holding at least a majority of the votes entitled to be cast in the Association vote to reject the proposed budget, the proposed budget becomes the approved budget of the Association.

(f) A quorum is not required at the meeting if the meeting is just a budget meeting. If the meeting is also an annual or special meeting at which other business is to be conducted, a quorum is required for other business to be conducted at the annual or special meeting, but not for consideration of the budget.

(g) In the event the proposed budget is rejected by a majority vote, the budget last ratified is continued until such time as a subsequent budget proposed by the Association is ratified.

Section 10. Action by the Members. The Board shall be elected by the Members, from the candidates submitted pursuant to the nomination procedures set forth in these Bylaws. On all other proposed actions of the Members, the vote of Members holding a majority of the votes cast shall be binding upon all Members for all purposes except where a higher percentage vote is required in the Governing Documents, as amended, or by law. Prior to such vote, the Members shall use good faith efforts to reach a consensus on any item before the Members for consideration.

ARTICLE V **Board of Directors – Selection – Term of Office**

Section 1. Number. The affairs of this Corporation shall be managed by a Board of five (5) Directors. In the case where through removal or resignation, the total number of Board Members is less than five, the Board will be considered properly constituted until such vacancies are filled.

All Directors shall be Members of the Corporation, but no more than (1) Member may serve from any one Lot at any one time and geographical Director's seats may only be voted upon by voting Members residing in a particular geographical section. In the event a Lot Owner holds a Lot or Lots in more than one geographical section, he must elect to vote, one vote, in one geographical section. Depending on the number of geographical sections set by the Membership, all other Board Members shall be Members-at-large, voted on by all eligible voting Members.

Section 2. Term of Office. The Members of the Board of Directors shall have staggered terms to permit the election of at least one Director at each annual meeting. Each Director shall serve a term of two years.

Section 3. Removal and Term of Successor. Any Director (geographical or at-large) may be removed from the Board, with or without cause, by a majority vote of the Members of the Corporation at an annual or special meeting at which there is a quorum. In the event of death, resignation, or removal of a Director, his successor may be appointed by the Board to serve the remainder of the absent Director's term. Alternatively, the Board may choose to hold an election at a special meeting by the voting Members of the Corporation from a list supplied by the Nomination Committee or from nominations from the floor. The newly elected Board Member shall serve the unexpired term of his predecessor.

Section 4. Compensation. With the exception of the Secretary/Treasurer, whose compensation shall be determined by the Board of Directors annually, no Director shall receive compensation in any form or fashion for any service s/he may render to the Corporation. However, any Director may be reimbursed for his actual costs for expenses incurred in the performance of her/his duties.

Section 5. Action Taken Without Meeting. The Directors shall not have the right to take any action in the absence of a properly called Board meeting unless such action is required by an emergency situation, in which case said emergency action shall be ratified at a later regular Board meeting. Any action approved without such a meeting shall be deemed an unauthorized and ultra vires action for which the Directors so approving shall be personally responsible.

ARTICLE VI **Nomination and Election of Directors**

Section 1. Nomination. Nomination for election of Directors at-large shall be made by a Nominating Committee. Nominations for Directors at-large may also be made from the floor at the annual or special meeting, and all geographical Board Members shall be nominated from the floor by eligible geographically qualified voting Members. The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board of Directors, and two (2) or more Members of the Corporation. The Nominating Committee shall be appointed by the Board of Directors at each annual meeting of the Members, to serve from the close of such annual meeting until the appointment of a new Nominating Committee at 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 of Directors as it shall, in its discretion, determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from among Members of the Corporation and may only be made from Members of the geographical sections for those Directors who are to hold a geographical seat.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot, unless the position is uncontested. At such election the voting Members or their proxies may cast, in respect to each vacancy, only the number of votes they are entitled to exercise under the provisions of the Protective Covenants and by Article III., Section 2 of these Bylaws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VII **Meeting of Directors**

In accordance with the requirements and guidance provided by C.R.S. §38-33.3-308 Section (2), and Section (3), meetings of the Board of Directors shall be conducted as follows:

Section 1. Regular Meetings. Regular meetings of the Board shall be held within the first month of each Quarter commencing at a date, time, and location to be set by the President, on the premises of the Corporation. The Board shall post upon the bulletin Boards, the website, and via email to the Membership of the Corporation, the place of the regular Board meetings, at least

three (3) days in advance. In the event said meeting falls on a legal holiday, the date of the meeting shall be the next day which is not a legal holiday. All meetings of the Board shall be open to the Members of the Corporation.

Section 2. Special Meetings of the Board of Directors. Special meetings of the Board shall be held when called by the President of the Corporation, by any two (2) Directors, after not less than three (3) days written notice to each Director. The Board shall give notice of the special meeting as set forth in Section 1 above, unless the special meeting is of an emergency nature, in which case the Board shall post the place and time of said meeting without regard to the three-day advance notice rule.

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 quorum is present shall be regarded as an action of the Board. Any absent or abstaining Director who disagrees with such action of the Board may file with the Secretary a written dissent to the action within five (5) days after the Board decision.

Section 4: Electronic Participation.

(a) Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call.

(b) Any action required or permitted to be taken by the Board at a meeting may be taken without a face-to-face meeting if consent in writing, setting forth the action so taken, shall be agreed upon by the majority of a quorum. For purposes of this section an email transmission from an email address on the corporate record constitutes a valid writing. The intent of this provision is to allow the Board to use email to approve actions, as long as a quorum of Directors gives consent. This provision shall not be used as a means of avoiding regularly scheduled quarterly meetings of the Board.

ARTICLE VIII **Powers and Duties of the Board of Directors**

Section 1. Powers: The Board may act in all instances on behalf of the Association, except as provided in the Governing Documents or CCIOA. Each Director must exercise such powers and perform his or her duties as a Director in good faith, prudently, and in the best interest of the Association. The Board shall have, subject to the limitations contained in the Governing Documents, 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 common areas, including the following powers and duties:

(a) Adopt and amend Bylaws and rules and regulations; The Board shall send copies of any proposed rules and regulations, unless they are necessary to cover an emergency situation, to each voting Member of the Corporation as the first step toward adoption. Thirty (30) days thereafter, said rules and regulations shall become effective unless written objection(s) thereto is/are made by ten (10) or more voting Members. Upon receipt of ten (10) or more objections, the Board shall immediately provide for a balloting procedure, which procedure may be by mail or ballot box and thereby will enable all voting Members to decide by majority whether the proposed, challenged rules, or regulations shall be adopted.

(b) Adopt and amend budgets for revenues, expenditures, and reserves and collect assessments for common expenses from Lot Owners; such expenditures shall remain within the terms of the most recently approved budget, which may not deviate an amount of \$5,000.00 or more beyond any individual budgeted item, without first calling a special meeting of the Membership for approval by a majority of eligible voters present at the special meeting. Such \$5,000.00 spending limitation shall be increased three percent (3%) annually commencing upon the first anniversary of the approval of these Bylaws.

(c) Hire and terminate managing agents and other employees, agents, and independent contractors;

(d) Institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more Lot Owners on matters affecting the common interest community;

(e) Make contracts and incur liabilities;

(f) Impose charges for late payment of assessments, recover reasonable attorney fees and other legal costs for collection of assessments and other actions to enforce the power of the Association, regardless of whether or not suit was initiated, and, after notice and an opportunity to be heard, levy reasonable fines for violations of the Declaration, Bylaws, and rules and regulations of the Association.

(g) The Association may not levy fines against a Lot Owner for violations of Declarations, Bylaws, or rules of the Association for failure to adequately water landscapes or vegetation for which the Lot Owner is responsible when water restrictions or guidelines from the local water district or similar entity are in place and the Owner is watering in compliance with such restrictions or guidelines. The Association may require proof from the Owner that the Owner is watering the landscape or vegetation in a manner that is consistent with the maximum watering permitted by the restrictions or guidelines then in effect.

(h) Impose reasonable charges for the preparation and recordation of amendments to the Declaration or statements of unpaid assessments;

- (i) Provide for the indemnification of its officers and Executive Board and maintain Director's and officers' liability insurance;
- (j) Exercise any other powers conferred by the Declaration or Bylaws;
- (l) Exercise all other powers that may be exercised in this state by legal entities of the same type as the Association; and
- (m) Exercise any other powers necessary and proper for the governance and operation of the Association.
- (n) Any managing agent, employee, independent contractor, or other person acting on behalf of the Association shall be subject to this article to the same extent as the Association itself would be.
- (o) Decisions concerning the approval or denial of an Owner's application for architectural or landscaping changes shall be made in accordance with standards and procedures set forth in the Declaration or in duly adopted rules and regulations or Bylaws of the Association, and shall not be made arbitrarily or capriciously.
- (p) Regulate the use, maintenance, repair, replacement, and modification of common elements;
- (q) Declare the office of a Member of the Board to be vacant for the following reasons only: malfeasance or misfeasance in office, absence from three (3) consecutive, duly called, regular Board meetings or for any other reason permitted by law.
- (r) Employ independent contractors for the ordinary maintenance and upkeep of the Common Areas, provided, however, that if major work at a cost of greater than \$5,000.00 is required in the aggregate, such must be approved by fifty percent (50%) of the voting Membership. Such \$5,000.00 spending limitation shall be increased 3% annually commencing upon the first anniversary of the approval of these Bylaws.
- (s) To carry out in a reasonable and competent manner the duties enumerated in Section 2 herein so as to protect the fiscal and ownership interests of the Corporation Members and provide for safe and proper use of the runways and aircraft operation.
- (t) The Board shall post an expenditure and balance of account statement bi-monthly within 10 days of each Board meeting and each annual Membership meeting on the Corporation bulletin Board, or corporate website, and via email as applicable.
- (u) Notwithstanding the provisions of Article IX, Section 8 (c) (2), below, the Board may from time to time commission an external audit of the Corporation's books by an accredited CPA firm.

(v) To call for executive session matters set forth in Article III, Section 4, supra, emergency situations, and guidelines set forth in C.R.S. 38-33.3-308, 3 and 4.

Section 2. Executive Session: The Members of the Board of Directors, or any committee thereof, may hold an executive or closed-door session and may restrict attendance to Executive Board Members and such other persons requested by the Executive Board during a regular or specially announced meeting or a part thereof. Matters for discussion in executive or closed session are limited to:

- (a) Matters pertaining to employees of the Association or the managing agent's contract or involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee of the Association;
- (b) Consultation with legal counsel concerning disputes that are the subject of pending or imminent court proceedings or matters that are privileged or confidential between attorney and client;
- (c) Investigative proceedings concerning possible or actual criminal misconduct;
- (d) Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure;
- (e) Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy;
- (f) Review of or discussion relating to any written or oral communication from legal counsel.

ARTICLE IX **Officers and Their Duties**

Section 1. Enumeration of Officers. The officers of this Corporation shall be a president and vice-president who shall at all times be Members of the Board of Directors; and a secretary/treasurer, and such other officers as the Board may from time to time by resolution create, provided that any and all officers must be Members of the Corporation during their term.

Section 2. Appointment of Officers. The appointment of officers shall take place at the first meeting of the Board of Directors after the annual meeting of the Members of the Corporation following the election of the Board of Directors.

Section 3. Term. The officers of this Corporation shall be appointed annually and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or shall otherwise be disqualified to serve.

Section 4. Special Appointments. The Board may appoint such other incidental officers as the affairs of the Corporation may require, each of who shall hold office for such period, have such limited authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office only for cause by the Board, or by 51% of the voting Members. Any officer may resign at any time by giving written notice to the Board, the president or the secretary/treasurer. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any Director's office shall be filled by a majority vote at a special meeting for that geographic region following the procedures as defined in Article VI, Sections 1 and 2. A special meeting for officers-at-large will include the full voting Membership. An elected Director shall serve the remaining term of the Director he replaced. Officers who are not Directors shall be appointed to a vacancy and shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. No person shall simultaneously hold more than one office.

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

(a) President. The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments involving the Common Areas or facilities and shall cosign all checks and promissory notes.

(b) Vice President. The vice-president shall act in the place and stead of the president in the event of the president's absence or inability to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary/Treasurer

1. The secretary/treasurer shall accurately record the votes and accurately keep the minutes of all meetings and proceedings of the Board and of the Membership. The secretary/treasurer shall post unapproved minutes of all Membership and Board meetings no later than fourteen (14) days after each such meeting. He/she shall also serve notice of meetings of the Board and of the Membership as is required by the Governing Documents; keep appropriate current records showing the Members of the Corporation together with their addresses; and shall perform such other duties as required by the Board and the Governing Documents.

2. The secretary/treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Corporation; keep proper books of account; prepare and post bimonthly,

fully itemized statements of income and expenditures; cause an annual audit of the Corporation books to be made either by a public accountant or a three (3) person Committee composed of Members of the Corporation who are not presently serving on the Board of Directors. The method of the audit and or the Members of the audit committee are to be chosen at each annual meeting. The Audit shall be made at the completion of each fiscal year. The secretary/treasurer shall prepare an annual budget to be represented to the Membership at its regular annual meeting, and delivery copies of each to the Members.

ARTICLE X
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification. Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that they are or were a Director, officer, fiduciary or agent of the Corporation or is or were serving at the request of the Corporation as a Director, officer, fiduciary or agent of the Corporation (hereinafter a "Proper Person"), shall be indemnified by the Corporation against expenses (including attorney's fees and costs), judgments, penalties, fines and amounts paid in settlement reasonably incurred in connection with such action, suit or proceeding if it is determined as set forth below that they conducted themselves in good faith and that they reasonably believed, in the case of conduct in their official capacity with the Corporation, that their conduct was in the Corporation's best interest, or

- (a) In all other cases (except criminal cases) believed that their conduct was at least not opposed to the Corporation's best interest,
- (b) Or with respect to criminal proceedings had no reasonable cause to believe that their conduct was unlawful.
- (c) A person will be deemed to be acting in their official capacity while acting as a Director or officer of the Corporation.
- (d) No indemnification shall be made under this Article to a Director with respect to any claim, issue or matter in connection with a proceeding by or in the right of a Corporation in which the Director was adjudged liable to the Corporation or in connection with any proceeding charging improper personal benefit to the Director, whether or not involving action in their official capacity, in which they are adjudged liable on the basis that personal benefit was improperly received.

Section 2. Right to Indemnification. The Corporation shall indemnify any Proper Person who has been wholly successful on the merits or otherwise, in defense of any action, suit, or proceeding referred to in Article IX, Section 1 above against expenses (including attorney's fees and costs) reasonably incurred by them in connection with the proceeding without the necessity of any action by the Corporation other than the determination that the defense has been wholly successful.

Section 3. Effect of Termination of Action. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person seeking indemnification did not meet the standards of conduct described above.

Section 4. Insurance. The Corporation shall purchase and maintain insurance on behalf of any person who is, or was, a Director or officer of the Corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify the Director or officer against liability.

ARTICLE XII **Committees**

The corporation shall appoint a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XIII **Books and Records**

Section 1. The books and records, and papers of the Corporation kept by the Secretary/Treasurer and shall at all times, during reasonable hours, be subject to inspection by any Member. The Protective Covenants, the Articles of Incorporation, and the Bylaws of the Corporation shall be available for inspection by any Member at the principal office of the Corporation, where copies may be purchased at a reasonable cost to cover duplication only.

ARTICLE XIV **Assessments**

In accordance with the requirements and guidance provided by C.R.S. §38-33.3-209.5 Section (5) and C.R.S. §38-33.3-315, the Corporation shall utilize the following process in levying and collecting assessments.

Section 1. As more fully provided in the Declaration, each Member is obligated to pay to the Corporation annual and special assessments which are secured by the 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 accrue interest from the date of delinquency at the rate of eight percent (8%) per annum, and the Corporation 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 attorney's fees of any such action shall be added to the amount of such assessment. No Owners may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

Section 2. The annual assessment may be determined by the Board of Directors provided that each annual assessment is not increased more than

- 1) three percent (3%) above the annual assessment of the previous year or
- 2) more than the percentage increase over the previous year's assessment as established by the Consumer Price Index most recently published by the U.S. Department of Labor, Washington, D.C., or any successor index thereto; whichever increase is greater.

Section 3. The annual assessment may be increased above that provided for in Section 2 of this Article by a vote of fifty percent (50%) approval of the voting Member at a meeting duly called for that purpose.

Section 4. In addition to the annual assessment authorized above the Corporation may levy, in an assessment year, a special assessment applicable to that fiscal year only for the purpose of defraying, in whole or in part, the cost of any construction, reconstruction, repair or replacement of a capital improvement upon the Common Area, including fixtures and personal property related thereto and necessary legal fees provided that any such assessment shall have the assent of two-thirds (2/3) of the voting Members present at the meeting.

Section 5. Written notice of any meeting called for the purpose of taking any action authorized under Sections 3 or 4 shall be sent to all Members not less than 15 days nor more than 50 days in advance of the meeting. No such subsequent meeting shall be held more than 50 days following the preceding meeting.

Section 6. Both annual and special assessments must be fixed at a uniform rate for all Lots and may be collected on a quarterly basis.

ARTICLE XVI **Amendments**

These Bylaws may be amended, in accordance with Article VIII, Paragraph (a) of these Bylaws.

ARTICLE XVII **Miscellaneous**

Section 1. Waiver of Notice: Whenever notice is required by law, by the Articles of Incorporation or by these Bylaws, a waiver in writing signed by the Director or other person entitled to said notice, whether before, at or after the time stated therein, shall be equivalent to such notice.

Section 2. Fiscal Year: The fiscal year of the Corporation shall be established by the Board of Directors.

Section 3. Conflicts: In 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 Protective Covenants and these Bylaws, the Protective Covenants shall control; and in the case of any conflict between CCIOA and these Bylaws, CCIOA shall control.

Section 4. Definitions: Except as otherwise specifically provided in these Bylaws, all terms used shall have the same definition as in the Colorado Revised Nonprofit Corporation Act.

CERTIFICATION

By signature below, the secretary of the Board of Directors certifies these Amended and Restated Bylaws received the approval in writing by _____ of the Owners in the Association.

VAN AIRE SKYPORT CORPORATION,
a Colorado nonprofit corporation

By: _____
Secretary

Date: _____