

**PINE MEADOWS HOMEOWNERS ASSOCIATION SPECIAL MEETING**  
**Owners Meeting Held via Teleconference**  
**May 1, 2018 10:00 AM (Mountain Time)**

**Call to Order**

Owners present via teleconference were: Bud Storey, Cyndi Coester, Gabriel Bustamante, Ken Sherlock, Sherry Reese, William Gibbs, Amy Dobbins—Proxy to Cyndi Coester, Chris Lakenmann (arrived 10:09), Anita Cody-- HOA property manager of Property Management of Telluride was also present. A quorum was present with 7 of 13 owners represented.

Bud called the meeting to order at 10:00 AM MT

Meeting was noticed via email and via USPS regular post.

**Amendment of Bylaws:**

Motion was made by Sherry to adopt the Amendment to the Bylaws. Cyndi seconded the motion, Chris Laukenmann arrived at 10:09 and did have some comments-- 7(a) may be 3 or 5 as well as reiterated that fractional units are to not have more than 1 vote. All were in favor.

**AMENDMENT TO THE BYLAWS**  
**OF THE PINE MEADOWS HOMEOWNERS ASSOCIATION, INC., A**  
**COLORADO NONPROFIT CORPORATION**

Effective Date: \_\_\_\_\_, 2018

*This is an Amendment to the Bylaws of The Pine Meadows Homeowners Association, Inc., a Colorado nonprofit corporation (“Association”), which was duly adopted by the Association and made effective as of the Effective Date.*

1. **References to Declarant.** Any and all references to the Declarant in these Bylaws is hereby deleted and all such rights and/or interests of Declarant under these Bylaws are hereby terminated and extinguished.

2. **Amendment to Section 4.13.** Section 4.13 of the Bylaws is hereby amended and restated in its entirety and shall henceforth provide as follows:

*Action by Written Ballot. A vote on any action that may be taken at an annual, regular or special meeting of Members may be taken without a meeting of the Members, provided that the Association shall deliver a written ballot to every Member entitled to vote on the matter by e-mail or mail, which sets forth each proposed action and provides an opportunity to vote for or against each proposed action by responding to the Association. All solicitations for votes by written ballot shall be mailed or e-mailed and shall indicate the number of responses needed to meet quorum requirements, state the percentage of approvals necessary to approve each matter, specify the time by which the response ballot must be received by the Association in order to be counted, specify the approved methods of submitting ballots, and be accompanied by written information regarding the matter to be voted upon. Ballots must be received by the Association no later than 21 calendar days from the date of the ballot, unless a different time is specified by the Board and reflected in the ballot. The Association and the Members must send their ballots in accordance with the provisions of these Bylaws concerning Notices. Approval by written ballot shall be valid when the number of votes cast by the ballot equals or exceeds the quorum required at a meeting authorizing the action and the number of approvals equals or exceeds the number required to*

approve the matter at a meeting. After the time to respond to the ballot has expired, the Association will tally the results and notify the Members of the results within 15 days, unless a different time is specified by the Board.

3. **Amendment to Include New Section 4.14.** New Section 4.14 is hereby included in the Bylaws and shall henceforth provide as follows:

Each Member may participate in the annual meeting or a special meeting by telephone, internet conferencing or similar arrangement, as determined by the Association, which shall be arranged by the Association. Participation of a Member by telephone, internet conferencing or similar arrangement shall constitute attendance by the Member in the Association meeting for all purposes, including, without limitation, for establishing a quorum.

4. **Amendment to Include New Section 4.15.** New Section 4.15 is hereby included in the Bylaws and shall henceforth provide as follows:

**Election of Board Members.** Cumulative voting for Board members shall not be permitted.

5. **Amendment to Include New Section 4.16.** New Section 4.16 is hereby included in the Bylaws and shall henceforth provide as follows:

**Member Addresses for Notices.** A Member shall provide written notice to the Association if they wish to receive notices by United States mail only; otherwise, any notices given by the Association may be sent at the option of the Association by either (1) United States Mail (postage prepaid), or (2) e-mail. Notices include, but are not limited to, any notice required to be given by law, or otherwise given by the Association under these Bylaws or any other governing document of the Association to any Member, or any other written instrument to be given to any Member. Notices may be mailed or e-mailed to such Member mailing address or e-mail address of the Unit as shown upon the Association's records. The Member is responsible for updating the Association records if their contact information changes. If more than one Member owns a particular Unit, then any notice or other written instrument may be addressed to all of such Members and may be mailed or e-mailed in one mailing or e-mail message in accordance with the foregoing. Any notice or other written instrument given by the Board in accordance with the foregoing will be deemed to have been given on the date that it is mailed or e-mailed.

6. **Amendment to Include New Section 4.17.** New Section 4.17 is hereby included in the Bylaws and shall henceforth provide as follows :

**Rules at Meeting.** The Board may prescribe reasonable rules for the conduct of all meetings of the Board and Members. In the absence of such rules, Robert's Rules of Order shall be used.

7. **Amendment to Section 5.4.** Section 5.4 of the Bylaws is hereby amended and restated in its entirety and shall henceforth provide as follows:

**Number and Qualification.**

(a) The affairs of the Community and the Association shall be governed by a Board which shall consist of not less than three (3) persons and not more than five (5) persons, as determined from time to time by the Board. Each Board member shall be elected and represented in the manner provided for in the Declaration. Except for the replacement of a resigning and expelled Board member as provided herein, Board members shall be elected by the Members as provided for in the Declaration. A member of the Board must be a Member. If any Unit is owned by a partnership or corporation, any officer, partner or employee of that Member shall be eligible to serve as a Board member and shall be deemed to be an Member for the purposes of these Bylaws. At any meeting at which

*Board members are to be elected, the Members may, by resolution, adopt specific procedures for conducting the elections, which are not inconsistent with these Bylaws or the Corporation Act.*

- (b) The Board members shall be elected in staggered terms, each term running for two years.*
- (c) The Board shall elect the officers. The Board members and officers shall take office upon election.*

8. **Amendment to Section 5.5.** *Section 5.5 of the Bylaws is hereby deleted.*

9. **Amendment to Section 6.5.** *Section 6.5 of the Bylaws is hereby amended and restated in its entirety and shall henceforth provide as follows:*

*6.5 **Notice of Directors' Meeting.** In the case of all meetings of Directors for which notice is required, notice stating the place, day and hour of the meeting shall be delivered not less than three nor more than 50 days before the date of the meeting, by mail, email, facsimile, telegraph, telephone or personally, by or at the direction of the persons calling the meeting, to each member of the Board of Directors. If mailed, such notice shall be deemed to be delivered at 5:00 p.m. on the second business day after it is deposited in the mail addressed to the Director at his home or business address as either appears on the records of the Association, with postage thereon prepaid. If telegraphed, such notice shall be deemed delivered at 5:00 p.m. on the next calendar day after it is deposited in a telegraph office addressed to the Director at either such address, with all charges thereon prepaid. If by telephone, such notice shall be deemed to be delivered when given by telephone to the Director or to any person answering the phone who sounds competent and mature at this home or business phone number as either appears on the records of the Association. If given personally, such notice shall be deemed to be delivered upon delivery of a copy of a written notice to, or upon verbally advising, the Director or some person who appears competent and mature at his home or business address as either appears on the records of the Association. If sent by email or facsimile, such notice shall be deemed delivered when sent. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.*

10. **Amendment to Section 6.6.** *Section 6.6 of the Bylaws is hereby amended and restated in its entirety and shall henceforth provide as follows:*

*At any Board meeting, a Board member will be absent from the meeting who has otherwise been provided with information on an item coming before the Board and has become familiar with the subject matter, may provide the Board with a directed proxy directing the Board how to record the Board members' vote on a particular matter and, thereupon, the Board shall so record the vote. A Board member shall not grant a general proxy to any person and any such general proxy shall be rejected by the Board. A Board member may not revoke a proxy given pursuant to this provision except by actual notice of revocation to the person presiding over a meeting of the Board. A proxy is void if it is not dated or purports to be revocable without notice. A proxy shall terminate one month after its date, unless a different termination date is otherwise set forth on its face. Proxies shall be filed with the Secretary of the Association at or before the appointed time of each meeting. Proxies shall conform to C.R.S. Section 7-127-203.*

11. **Amendment to Section 6.13.** *Section 6.13 of the Bylaws is hereby amended and restated in its entirety and shall henceforth provide as follows:*

*If all the Board members, separately or collectively consent in writing, including by email, to any action taken or to be taken by the Association, and the number of the Board members constitutes a quorum, that action shall be a valid Association corporate action as though it had been authorized at a meeting of the Board. The Secretary shall file these consents with the minutes of*

*the meetings of the Board.*

12. **Amendment to Include New Section 6.14.** New Section 6.14 is hereby included in the Bylaws and shall henceforth provide as follows:

**Telephone Communication in Lieu of Attendance.** A Board member may attend and fully participate in a meeting of the Board by using an electronic or telephonic communication method whereby the Board member may be reasonably heard by the other members and may hear the deliberations of the other members on any matter properly brought before the Board. The Board member's vote shall be counted and the presence noted as if that Board member were present in person on that particular matter. The Board member shall be counted as being present for purposes of establishing a quorum.

**APPROVAL AND EXECUTION**

**IN WITNESS WHEREOF**, having secured the requisite approvals of the members of the Association, the foregoing Amendment to the Bylaws of The Pine Meadows Homeowners Association, Inc., a Colorado nonprofit corporation stand approved and enacted by the Association. The undersigned, as President of the Association, certifies these amendments to the Bylaws were adopted and made effective as of \_\_\_\_\_, 2018.

The Pine Meadows Homeowners Association, Inc., a Colorado nonprofit corporation

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Meeting was adjourned by Ken at 10:15 Am MT

MINUTES APPROVED AT DECEMBER 12, 2019 OWNERS MEETING