

Bylaws of Deer Run

DEER RUN AT NOR'WOOD HOMEOWNERS ASSOCIATION

VERSION 5

OCTOBER 23, 2017

BYLAWS
OF
DEER RUN AT NOR'WOOD HOMEOWNERS ASSOCIATION

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BYLAWS

OF

DEER RUN AT NOR'WOOD HOMEOWNERS ASSOCIATION

ARTICLE I.

OFFICES

Section 1.1 Business Office. The principal office of Deer Run at Nor'Wood Homeowners Association, a Colorado nonprofit corporation (the "Association"), shall be located in Colorado Springs, Colorado.

Section 1.2 Registered Office. The registered office of the Association required by the Colorado Nonprofit Corporation Act to be maintained in Colorado may be, but need not be, the same as the principal office, and the address of the registered office may be changed from time to time by the Board of Directors or by the officers of the Association. The current registered office is listed on the Association's Web Site.

ARTICLE II.

MEMBERS

Section 2.1 Membership. The Association shall have one class of voting Members. The qualifications for and terms of membership, and the rights, powers and privileges, including voting rights, of the Members, shall be as set forth from time to time in the Declaration of Covenants, Conditions, Restrictions and Easements for Deer Run at Nor'Wood, including amendments thereto (the "Declaration").

Section 2.2 Assessments. Members shall be obligated to pay Assessments to the Association as provided in the Declaration.

Section 2.3 Suspension and Termination of Membership. A Member who fails to pay any assessment or other amount owed to the Association within ten (10) days after written notice of such failure to pay is delivered to such Member shall be automatically suspended from membership until all such dues and assessments are fully paid, at which time such Member shall be automatically reinstated. During any period of suspension a Member shall not be entitled to exercise the rights and privileges of membership, including without limitation the right to vote.

Section 2.4 Transfer of Membership. Membership in the Association is nontransferable except in connection with the transfer of the Member's Lot. Members shall have no ownership rights or beneficial interests of any kind in the assets of the Association, except as expressly provided in the Declaration.

Section 2.5 Annual Meeting of Members. An annual meeting of the Members shall be held on a date established by the Board of Directors in the month of November in each year, at the time and place, within the City of Colorado Springs, Colorado, determined by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in Colorado, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for the annual meeting of the Members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of the Members as soon thereafter as may be convenient. Failure to hold an annual meeting as required by these bylaws shall not work a forfeiture or dissolution of the Association or invalidate any action taken by the Board of Directors or officers of the Association.

Section 2.6 Special Meetings. Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Board of Directors, and shall be called by the President at the request of Members having at least twenty percent of the votes entitled to be cast at such meetings.

Section 2.7 Place of Meeting. Each meeting of the Members shall be held at such place within Colorado Springs, Colorado, as may be designated in the notice of meeting, or, if no place is designated in the notice, at the registered office of the Association in Colorado.

Section 2.8 Notice of Meeting. Except as otherwise prescribed by statute, written notice of each meeting of the Members stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally, by private commercial delivery service, by first class, certified or registered mail, or via email or other electronic methods, by or at the direction of the President, or the Secretary, or the other officer or person calling the meeting, to each Member entitled to attend such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to each Member at such Member's address as it appears in the records of the Association, with postage thereon prepaid. Any Member may waive notice of any meeting before, at or after such meeting. The attendance in person or by proxy of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.9 Proxies. At each meeting of the Members, a Member entitled to vote thereat may vote by proxy executed in writing by the Member or by such Member's duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 2.10 Quorum. Except as otherwise required by the laws of Colorado or the Articles of Incorporation, ten percent (10%) of the Members entitled to vote shall constitute a quorum at each meeting of the Members, and, except as otherwise expressly provided in the Declaration, the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the Members represented at a meeting at which a quorum is present and entitled to vote on the subject matter shall be the act of the Members provided, however, that an affirmative vote of two-thirds of the Members represented at a meeting at which a quorum is present and entitled to vote thereon shall be required to amend the Articles of Incorporation or to adopt a plan of merger, consolidation or liquidation. If less than a quorum of the Members are represented at a meeting, a majority of the Members so represented may adjourn the meeting from time to time for a period not to exceed sixty days at any one adjournment without further notice other than an announcement at the meeting. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. Notwithstanding the absence of a quorum at a meeting held pursuant to Section 7.4 of the Declaration to consider the Association's annual budget, Common Assessments or Special Assessments, the proposed annual budget, Common Assessment or special Assessment, as the case may be, shall be deemed ratified at that meeting unless it is rejected by a majority of the Members of the Association, as provided in Section 7.4 of the Declaration.

Section 2.11 Voting. Each voting Member is entitled to one vote on each matter submitted to a vote of the Members entitled to vote thereon either at a meeting thereof or pursuant to Section 2.13. Cumulative voting shall not be allowed.

(a) The right to vote of any Member which is a corporation or unincorporated association may be exercised by such officer, agent or proxy as the Bylaws, Constitution or other governing instrument of such corporation or association may prescribe or, in the absence of such provision, as the Board of Directors of such corporation or association may determine.

(b) Members may vote by mail, but only in connection with the election of Directors, for or against a proposed amendment to the Articles of Incorporation, and for or against a proposed plan of merger, consolidation or liquidation. Election of any directors by mail shall require at least a majority of the votes which all Members are entitled to cast in the election. To amend the Articles of Incorporation or to adopt a plan of merger, consolidation or liquidation by mail vote shall require the affirmative vote of at least two-thirds of the votes which all Members are entitled to cast on such question.

Section 2.12 Committees. The Members at any time and from time to time may establish one or more other committees of Members for any appropriate purposes and may dissolve any such committee. Either the Members of the Association or the members of the committee shall elect a chairperson who shall preside at all meetings of the committee and generally supervise the conduct of the committee's affairs. Rules governing procedures for meetings of any such committee and for the conduct of such committee's affairs shall be as established by

the committee.

Section 2.13 Action without a Meeting. Any action required or permitted to be taken at a meeting of the Members or any committee thereof may be taken without a meeting if a consent in writing or email, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Members entitled to vote thereon.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 General Powers. The Board of Directors shall manage the business and affairs of the Association, except as otherwise provided in the Colorado Nonprofit Corporation Act, Colorado Common Interest Ownership Act, Articles of Incorporation or these Bylaws.

Section 3.2 Directors. The number of directors of the Association shall be at least three but not more than seven as determined by the Members or the Board of Directors from time to time. Any action of the Members or Board of Directors to increase or decrease the number of directors, whether expressly or by resolution or by implication through the election of additional directors, shall constitute an amendment of these bylaws effecting such increase or decrease. Directors shall be elected by the Members at each annual meeting of the Members. Each director so elected shall hold office for two years, or until such director's earlier death, resignation or removal. A director may serve a maximum of two consecutive terms (4 consecutive years). Directors must be at least eighteen years old and members of the Association. Directors shall be removable in the manner provided by the statutes of Colorado.

Section 3.3 Vacancies. Any director may resign at any time by giving written notice to the President or to the Secretary of the Association. A director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If a vacancy in the Board of Directors occurs because of the death, resignation or removal of a director, it may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office or by an election at a meeting of the Members called for that purpose, and a director so chosen shall hold office until the next election of directors and thereafter in accordance with the term limits described in Section 3.2..

Section 3.4 Regular Meetings. A regular meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of the Members, or as soon as practicable thereafter at the time and place determined by the Board, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution the time and place within the City

of Colorado Springs, Colorado, for the holding of additional regular meetings.

Section 3.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within the City of Colorado Springs, Colorado, as the place for holding any special meeting of the Board called by them.

Section 3.6 Notice. Notice of each meeting of the Board of Directors stating the place, day and hour of the meeting shall be given to each director at such director's address via email, text messaging or other electronic message, telephone or U.S. mail at least five days prior thereto. The method of notice need not be the same as to each director. The foregoing notice requirements do not apply to regular meetings of the Board of Directors for which the time and place have been established by resolution of the Board of Directors, provided that all directors have actual notice of such resolution. No notice is required for such regularly scheduled meetings. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 3.7 Presumption of Assent. A director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.8 Quorum and Voting. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No director may vote or act by proxy at any meeting of directors.

Section 3.9 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of directors incurred on behalf of the Association at the direction of the Board may be paid or reimbursed by the Association.

Section 3.10 Executive and Other Committees. By one or more resolutions adopted by a majority of the directors then in office, the Board of Directors may designate from among its Members an executive committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all

of the authority of the Board of Directors, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the Board from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

Section 3.11 Meetings by Other Methods. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone, Skype, video conferencing or similar communications methods by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 3.12 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent, in writing and setting forth the action so taken, shall be signed by all the directors entitled to vote on the subject matter. Such consent (which may be signed in counterparts, or emails) shall have the same force and effect as a unanimous vote of the directors or committee members.

ARTICLE IV.

OFFICERS AND AGENTS

Section 4.1 Number and Qualifications. The elected officers of the Association shall be a President, a Vice- President, a Secretary and a Treasurer. The Board of Directors may also elect such other officers, assistant officers and agents, including additional Vice-Presidents, assistant secretaries and assistant Treasurers, as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of President and Secretary. All officers must be at least eighteen years old.

Section 4.2 Election and Term of Office. The elected officers of the Association shall be elected by the Board of Directors annually at the first meeting of the Board held after each annual meeting of the Members. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until such officer's successor shall have been duly elected and shall have qualified, or until such officer's earlier death, resignation or removal. An officer may serve a maximum of two consecutive two year terms (4 consecutive years).

Section 4.3 Compensation. The officers of the Association shall not receive any compensation for their services as officers. The Association shall reimburse the officers for expenses incurred on behalf of the Association upon approval by the Board of Directors, and no officer shall be prevented from receiving a salary by reason of the fact that such officer is also a director of the Association.

Section 4.4 Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 4.5 Vacancies. Any officer may resign at any time by giving written notice to the President or to the Board of Directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.6 Authority and Duties of Officers. The officers of the Association shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the President, the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. The President shall, subject to the direction and supervision of the Board of Directors: (i) be the chief executive officer of the Association and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the Members and of the Board of Directors; (iii) see that all orders and resolutions of the Board of Directors are carried into effect; and (iv) perform all other duties incident to the office of President and as from time to time may be assigned to such office by the Board of Directors.

(b) Vice-President. The Vice-President or Vice-Presidents shall assist the President and shall perform such duties as may be assigned to them by the President or by the Board of Directors. The Vice-President (or if there is more than one, then the Vice-President designated by the Board of Directors, or if there be no such designation, then the Vice-Presidents in order of their election) shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the President.

(c) Secretary. The Secretary shall (i) keep the minutes of the proceedings of the Members, the Board of Directors and any committees of the Members or the Board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the Association; (iv) keep at the Association's registered office or principal place of business within or outside Colorado a record containing the names and addresses of all Members; and (v) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such office by the President or by the Board of Directors. Assistant Secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

(d) Treasurer. The Treasurer shall (i) be the principal financial officer of the Association and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors (ii) receive and give receipts and a quittances for moneys paid-in on account of the Association, and payout of the funds on hand all bills, payrolls and other just debts of the Association of whatever nature upon

maturity; (iii) be the principal accounting officer of the Association and as such, in conjunction with accountants hired by the Association, if any, prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the Association and the results of its operations; (iv) upon request of the Board, make such reports to it as maybe required at any time; and (v) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such office by the President or the Board of Directors. Assistant Treasurers, if any, shall have the same powers and duties, subject to the supervision by Treasurer.

Section 4.7 Surety Bonds. The Board of Directors may require any officer or agent of the Association to execute to the Association a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the Association of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Association.

Section 4.8 Personnel and Managing Agents. The Board of Directors may designate or engage personnel necessary or appropriate for the management, maintenance, and repair of the "Common Properties" and "Yards," as defined in the Declaration, and may remove the same. The Board of Directors may contract with outside parties to perform its Obligations with respect to the Common Areas or the Yards and to collect assessments. The Board of Directors may engage the services of a manager or a managing agent or both and may delegate to the manager or the managing agent any or all of the powers and duties granted to the Board of Directors except the Board of Director's responsibilities to exercise a general supervision over the affairs of the Association. As required by Section 306 (3) of the Colorado Common Interest Ownership Act, Section 38-33.3-.306 (3). Colorado Revised Statutes, if the Members or Board of Directors delegates powers of the Board or officers relating to the collection, deposit, transfer or disbursement of Association funds to any other person or any managing agent such person or managing agent shall:

- (a) maintain fidelity insurance coverage or a bond in an amount not less than \$50,000.00 or such higher amount as the Board of Directors may require;
- (b) maintain all funds and accounts of the Association separate from the funds and accounts of other associations managed by the managing agent and maintain all reserve accounts of the Association separate from operational accounts of the Association; and
- (c) present to the Association annually an accounting of Association funds and a financial statement prepared by the managing agent, a public accountant or a certified public accountant.

ARTICLE V.

INDEMNIFICATION

Section 5.1 The Association shall indemnify all directors, officers and their heirs, personal representatives and administrators, against all loss, costs and expense, including counsel fees, reasonably incurred by them in connection with any action, suit or proceeding to which they may be made parties by reason of being or having been directors or officers of the Association, except as to matters where they or any of them shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Association is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his or her duty as such director, officer or committee member in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such director, officer or committee member may be entitled. All liability, loss, damage, costs and expense incurred or suffered by the Association by reason or arising out of or in connection with the foregoing indemnification provisions, to the extent not covered by insurance, shall be treated and handled by the Association as common expenses. Nothing in this Article shall be deemed to obligate the Association to indemnify any Member who is or has been a director or officer of the Association, with respect to any duties or obligations assumed or liabilities incurred by such Member under the Declaration by virtue of the Member's ownership of a Lot.

ARTICLE VI.

MISCELLANEOUS

Section 6.1 Account Books, Minutes, Etc. The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Members, Board of Directors and committees. All books and records of the Association may be inspected by any Member or director, or such person's authorized agent or attorney, for any proper purpose at any reasonable time.

Section 6.2 Fiscal Year. The fiscal year of the Association shall be as established by the Board of Directors.

Section 6.3 Conveyances and Encumbrances. Property of the Association may be assigned, conveyed or encumbered by such officers of the Association as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the

Association shall be authorized only in the manner prescribed by applicable statute.

Section 6.4 Conflicts of Interest. If any person who is a director or officer of the Association is aware that the Association is about to enter into any business transaction directly or indirectly with such person, any member of such person's family, or any entity in which such person has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or trustee, such person shall: (a) immediately inform those charged with approving the transaction on behalf of the Association of such person's interest or position; (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the Association; and (c) not be entitled to vote on the decision to enter into such transaction.

Section 6.5 Loans Prohibited. No loans shall be made by the Association to any of its directors, officers or Members. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Association for the amount of such loan until it is repaid.

Section 6.6 Amendments to Bylaws. These bylaws may be altered, amended or repealed, and new bylaws may be adopted upon approval of a majority of all the members of the Board of Directors then in office and voting at a meeting at which a quorum is present and of which notice has been given in accordance with these bylaws provided, however, that no change to these bylaws shall limit or repeal the voting rights of any Member unless such change is adopted by the affirmative vote of a majority of the Members and unless the Declaration is also amended accordingly in accordance with the requirements of the Declaration.

Section 6.7 Amendments to Declaration. The Declaration may be amended as provided in the Declaration. Any amendments to the Declaration which require the approval of the Association, its Members or its Board of Directors may be executed, certified and recorded by the President or a vice- President, provided that the signature of the President or vice- President on the amendment is attested to by one other officer of the Association.

Section 6.8 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 6.9 Definitions. Capitalized terms used in these Bylaws and not expressly defined herein shall have the meanings set forth in the Declaration.

END

Appendix 1: Board of Director's Policy Manual

TBS

Appendix 2: Solar System Installation Guidelines

TBS

Appendix 3: Landscaping Guidelines

TBS