

**SECOND AMENDED AND RESTATED BYLAWS
OF
DOUBLE DIAMOND CONDOMINIUM ASSOCIATION, INC.**

**ARTICLE 1
INTRODUCTION**

These are the Second Amended and Restated Bylaws of Double Diamond Condominium Association, Inc., a Colorado nonprofit corporation, which shall operate under the Colorado Nonprofit Corporation Act, as amended, and the Colorado Common Interest Ownership Act, as amended (the "Act").

These Second Amended and Restated Bylaws replace and supersede the Association's First Amended and Restated Bylaws dated January 26, 2021 as well as the Association's original Bylaws dated December 18, 1996 and recorded December 19, 1996 at Reception No. 309550 in the real property records of the Clerk and Recorder of San Miguel County, Colorado.

Terms which are defined in the Declaration of Condominium for Double Diamond Condominium (the "Declaration") shall have the same meaning herein.

**ARTICLE 2
EXECUTIVE BOARD**

Section 2.1 Number and Qualification.

(a) The affairs of Double Diamond Condominium and the Association shall be governed by an Executive Board which shall consist of five (5) persons at least twenty-one (21) years of age, the majority of whom shall be Owners. The Association recognizes that the Board has consisted of five (5) Directors for several years, and to the extent required, this prior Board composition is ratified. The Association operates on a calendar fiscal year. Effective for the election preceding the 2022 fiscal year and all elections thereafter, all Directors shall be Owners, except that any duly elected Directors at that time may serve out their term. The term "Owner" shall mean and refer to the record owner, whether one or more persons, firms, associations, corporations or other legal entities, of the fee simple title to any Unit, but the term "Owner" shall not mean or refer to any lessee or tenant of the Owner. Members of the Board may be referred to as "Directors." If any Condominium Unit is owned by a partnership, corporation or other business entity, any officer, partner, employee or other authorized agent of that Condominium Unit Owner shall be eligible to serve as a member of the Executive Board and shall be deemed to be a Condominium Unit Owner for the purposes of the preceding sentence. The Unit Owner shall provide the Association with appropriate evidence that the proposed Board member is an authorized agent of the business entity. Effective for the election preceding the 2022 fiscal year and all elections thereafter, only one (1) individual per Unit may run for office and serve on the Executive Board, except that any duly elected Directors at that time may serve out their term. If there is more than one (1) Owner or authorized agent of the Unit Owner, those persons shall agree among themselves which individual will be running for a Seat on the Board. Executive Board members shall be elected by the Condominium Unit Owners. At any meeting at which

Board members are to be elected, the Condominium Unit Owners may, by resolution, adopt specific procedures for conducting the elections which are not inconsistent with these Bylaws or the Colorado Nonprofit Corporation Act.

(b) The term of office of each Director shall be three (3) years or until such time as a successor is elected. The terms of the Directors shall be staggered. Directors may serve successive terms.

(c) The Executive Board shall elect the officers. The Board members and officers shall take office upon election.

(d) At any time after the Owners are entitled to elect a member of the Executive Board, the Association shall call a meeting and give not less than ten (10) nor more than fifty (50) days' notice to the Owners for this purpose. This meeting may be called and the notice given by any Condominium Unit Owner if the Association fails to do so.

(e) Effective for the election preceding the 2021 fiscal year, the terms of the Board Seats shall be as follows:

Seat	Term
Seat One	through conclusion of the Owners meeting preceding the 2024 fiscal year
Seat Two	through conclusion of the Owners meeting preceding the 2023 fiscal year
Seat Three	through conclusion of the Owners meeting preceding the 2022 fiscal year
Seat Four	through conclusion of the Owners meeting preceding the 2022 fiscal year
Seat Five	through conclusion of the Owners meeting preceding the 2024 fiscal year

(f) Director Qualifications and Solicitation of Director Candidates. **Exhibit A** attached hereto and made a part hereof sets forth Director qualifications. These requirements are effective for the election preceding the 2021 fiscal year and all elections thereafter. Approximately sixty (60) calendar days prior to the annual Owners meeting, the Association shall issue a written Board Candidate Form, in the form attached to **Exhibit A**, informing the Owners which Board Seats are up for election at the upcoming meeting. The Form shall require that Owners interested in running for a seat on the Board complete and return the Form to the Association by a date certain. After such return date, nominations for election to the Board for such vote shall be closed for such meeting. Candidates will then be required to complete and return the Board Bio and Background Check Forms attached to **Exhibit A**, to provide biographical information, a

candidate statement and to submit to a background check including history of criminal, civil and other misconduct as well as a financial credit check. The Board shall review background check information and confirm in good faith which candidates are competent to run for a Seat on the Board. In making its recommendations, the Board can and should consider the Director qualification factors set forth in **Exhibit A**. Recommendations concerning each candidate's qualifications must occur by a lawful action of the Board. Any candidate not recommended by the Board shall be given an opportunity to be heard pursuant to the Association Notice and Hearing procedure as well as the additional resolution procedures set forth in **Exhibit A**. Once these procedures are exhausted, the slate of candidates, including any applicable adverse recommendations, shall thereafter be presented to the Owners for vote along with the Notice, Agenda and other meeting materials for the annual Owners meeting, along with a mail ballot for use by the Owners. The Owners may utilize the mail ballot or vote in person at the meeting, however, the Association shall, in accordance with Colorado law, maintain such votes confidential. This Board Candidate solicitation process may also be utilized for election of Directors by mail ballot alone. This Board Candidate solicitation process shall also be utilized to solicit Director candidates in the event any Board seats are vacated prior to expiration of the term and the Board elects to appoint a Director to serve out the unexpired term. Effective for the election preceding the 2022 fiscal year and all elections thereafter, candidates will also be required to provide proof of Ownership status verifying they are authorized to run for a Seat on the Board.

Section 2.2 Powers and Duties. The Executive Board may act in all instances on behalf of the Association, except as provided in the Declaration, these Bylaws or the Act. The Executive 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 Double Diamond Condominium including, but not limited to, the following powers and duties:

(a) Adopt and amend Bylaws and rules and regulations consistent with the Act and these Bylaws, except that any amendments to these Bylaws requiring Owner approval under the Act, including amendments pursuant to C.R.S. sec. 38-33.3-303(3)(a), shall require approval of the Owners pursuant to secs. 3.9 through 3.11 below;

(b) Adopt and amend budgets for revenues, expenditures and reserves;

(c) Collect assessments for Common Expenses from Owners;

(d) Hire and discharge managing agents;

(e) Hire and discharge employees, independent contractors and agents other than managing agents;

(f) Institute, defend or intervene in litigation or administrative proceedings or seek injunctive relief for violations of the Association's Declaration, Bylaws or rules and regulations in the Association's name, on behalf of the Association or two or more Owners on matters affecting Double Diamond Condominium;

- (g) Make contracts and incur liabilities;
- (h) Regulate the use, maintenance, repair, replacement and modification of Common Elements;
- (i) Cause additional improvements to be made as a part of the Common Elements;
- (j) Acquire, hold, encumber and convey, in the Association's name, any right, title or interest to real estate or personal property, but Common Elements may be conveyed or subjected to a security interest only pursuant to Section 312 of the Act;
- (k) Grant easements for any period of time, including permanent easements, and grant leases, licenses and concessions for no more than one year, through or over the Common Elements;
- (l) Impose and receive a payment, fee or charge for services provided to Condominium Unit Owners and for the use, rental or operation of the Common Elements, other than Limited Common Elements described in Subsections 202(l)(b) and (d) of the Act;
- (m) Impose a reasonable charge for late payment of assessments and, after notice and hearing, levy a reasonable fine for a violation of the Declaration, Bylaws or rules and regulations of the Association;
- (n) Impose a reasonable charge for the preparation and recording of amendments to the Declaration or statements of unpaid assessments;
- (o) Provide for the indemnification of the Association's officers and the Executive Board and maintain directors' and officers' liability insurance;
- (p) Exercise any other powers conferred by the Declaration, the Articles of Incorporation for the Association, the Act or these Bylaws;
- (q) Exercise any other power that may be exercised in the state by a legal entity of the same type as the Association;
- (r) Exercise any other power necessary and proper for the governance and operation of the Association; and
- (s) By resolution, establish committees of Board members permanent and standing, to perform any of the above functions under specifically delegated administrative standards as designated in the resolution establishing the committee. All committees must maintain and publish notice of their actions to Condominium Unit Owners and the Executive Board. However, actions taken by a committee may be appealed to the Executive Board by any Owner within forty-five (45) days of publication of notice of that action, and the committee's action must be ratified, modified or rejected by the Executive Board at its next regular meeting.

Section 2.3 Manager. The Executive Board may employ a Manager for Double Diamond Condominium, at a compensation established by the Executive Board, to perform duties and services authorized by the Executive Board. The Executive Board may delegate to the Manager only the powers granted to the Executive Board by these Bylaws under Section 2.2, Subdivisions (c), (e), (g) and (h). Licenses, concessions and contracts may be executed by the Manager pursuant to specific resolutions of the Executive Board and to fulfill the requirements of the budget. Regardless of any delegation to a Manager or Managing Agent, the members of the Executive Board shall not be relieved of responsibilities under the Declaration, the Articles of Incorporation, these Bylaws or Colorado law.

Section 2.4 Removal of Board Members. The Condominium Unit Owners, by a two-thirds (2/3) vote of all persons present and entitled to vote, at any meeting of the Condominium Unit Owners at which a quorum is present, may remove any member of the Executive Board with or without cause.

Section 2.5 Vacancies. Vacancies in the Executive Board, caused by any reason other than the removal of a Board member by a vote of the Condominium Unit Owners, may be filled at a special meeting of the Executive Board held for that purpose at any time after the occurrence of the vacancy, even though the Board members present at that meeting may constitute less than a quorum. These appointments shall be made in the following manner:

(a) The Association shall follow the Director candidate solicitation process set forth in these Bylaws.

(b) The Board shall then by majority vote appoint a replacement Director.

Each person so elected or appointed shall be a member of the Executive Board for the remainder of the term of the Board member so replaced.

Section 2.6 Regular Meetings. The first regular meeting of the Executive Board following each annual meeting of the Condominium Unit Owners shall be held within ten (10) days after the annual meeting at a time and place to be set by the Condominium Unit Owners at the meeting at which the Executive Board shall have been elected. No notice shall be necessary to the newly elected Board members in order to legally constitute such meeting, provided a majority of the Board members are present. The Executive Board may set a schedule of additional regular meetings by resolution, and no further notice is necessary to constitute regular meetings.

Section 2.7 Special Meetings. Special meetings of the Executive Board may be called by the president or by a majority of the Board members on at least three business days' notice to each Board member. The notice shall be hand-delivered or mailed and shall state the time, place and purpose of the meeting.

Section 2.8 Location of Meetings. All meetings of the Executive Board shall be held within San Miguel County, Colorado unless all Board members consent in writing to another location.

Section 2.9 Waiver of Notice. Any Executive Board member may waive notice of any meeting in writing. Attendance by a Board member at any meeting of the Executive Board shall constitute a waiver of notice. If all the Board members are present at any meeting, no notice shall be required, and any business may be transacted at such meeting.

Section 2.10 Quorum of Board Members. At all meetings of the Executive Board, a majority of the Board members shall constitute a quorum for the transaction of business, and the votes of a majority of the Board members present at a meeting at which a quorum is present shall constitute a decision of the Executive Board. If, at any meeting, there shall be less than a quorum present, a majority of those present may adjourn the meeting. At any adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice. A Director may appoint another Director to vote on such appointing Director's behalf under a proxy duly executed by such appointing Director.

Section 2.11 Consent to Corporate Action. If all the Executive Board members or all members of a committee established for such purposes, as the case may be, severally or collectively consent in writing 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 corporate action as though it had been authorized at a meeting of the Executive Board or the committee, as the case may be. The secretary shall file these consents with the minutes of the meetings of the Executive Board.

Section 2.12 Telephone Communication in Lieu of Attendance. A Board member may attend a meeting of the Executive Board by using an electronic or telephonic communication method whereby the Board member may be heard by the other members and may hear the deliberations of the other members on any matter properly brought before the Executive 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.

ARTICLE 3 CONDOMINIUM UNIT OWNERS

Section 3.1 Annual Meeting. Annual meetings of Condominium Unit Owners shall be held in San Miguel County, Colorado at such date as shall be set forth in the notice. At these meetings, the Executive Board members shall be elected by ballot of the Condominium Unit Owners, in accordance with the provisions of Article 2 of the Bylaws. The Condominium Unit Owners may transact other business as may properly come before them at these meetings.

Section 3.2 Budget Meeting. Meetings of Condominium Unit Owners to consider proposed budgets shall be called in accordance with the Act. The budget may be considered at annual or special meetings called for other purposes as well.

Section 3.3 Special Meetings. Special meetings of the Association may be called by the president, by a majority of the members of the Executive Board or by Condominium Unit Owners comprising twenty (20%) percent of the votes in the Association.

Section 3.4 Place of Meetings. Meetings of the Condominium Unit Owners shall be held at the Property or may be adjourned to a suitable place convenient to the Condominium Unit Owners, as may be designated by the Executive Board or the president.

Section 3.5 Notice of Meetings. The secretary or other officer specified in the Bylaws shall cause notice of meetings of the Condominium Unit Owners to be hand-delivered or sent prepaid by United States mail to the mailing address of each Condominium Unit or to the mailing address designated in writing by the Condominium Unit Owner, not less than ten (10) nor more than fifty (50) days in advance of a meeting. No action shall be adopted at a meeting except as stated in the notice.

Section 3.6 Waiver of Notice. Any Condominium Unit Owner may, at any time, waive notice of any meeting of the Condominium Unit Owners in writing, and the waiver shall be deemed equivalent to the receipt of notice.

Section 3.7 Adjournment of Meeting. At any meeting of Condominium Unit Owners, a majority of the Condominium Unit Owners who are present at that meeting, either in person or by proxy, may adjourn the meeting to another time.

Section 3.8 Order of Business. The order of business at all meetings of the Condominium Unit Owners shall be as follows:

- (a) Roll call (or check-in procedure);
- (b) Proof of notice of meeting;
- (c) Reading of minutes of preceding meeting;
- (d) Reports;
- (e) Election of inspectors of election (when required);
- (f) Election of members of the Executive Board (when required);
- (g) Ratification of budget (if required and noticed);
- (h) Unfinished business; and
- (i) New business.

Section 3.9 Voting.

(a) Each Condominium Unit shall have the number of votes allocable to such Unit as set forth in Exhibit "B" to the Declaration. If only one of several Owners of a Condominium Unit is present at a meeting of the Association, the Owner present is entitled to cast the vote or

votes allocated to the Condominium Unit. Only one party may vote per Unit. If more than one of the Owners are present, the votes allocated to the Condominium Unit may be cast only in accordance with the agreement of a majority in interest of the Owners. There is majority agreement if any one of the Owners casts the vote or votes allocated to the Condominium Unit without protest being made promptly to the person presiding over the meeting by another Owner of the Condominium Unit. If a co-Owner of a Condominium Unit objects to another co-Owner's vote on behalf of that Condominium Unit, then such Condominium Unit's votes shall not be counted.

(b) Votes allocated to a Condominium Unit may be cast under a proxy duly executed by a Condominium Unit Owner. If a Condominium Unit is owned by more than one person, a proxy for said Unit must be signed by all of said Owners. A Condominium Unit 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 one year after its date, unless it specifies a shorter term.

(c) The vote of a corporation or business trust may be cast by any officer of that corporation or business trust in the absence of express notice of the designation of a specific person by the Executive Board or Bylaws of the owning corporation or business trust. 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.

(d) Votes allocated to a Condominium Unit owned by the Association may not be cast.

Section 3.10 Quorum. Except as otherwise provided in these Bylaws, the Condominium Unit Owners present in person or by proxy at any meeting of Condominium Unit Owners representing no less than fifty (50%) percent of the total votes of all of the members, shall constitute a quorum at that meeting.

Section 3.11 Majority Vote. A majority of the votes allocable to the Condominium Units owned by Owners present in person or by proxy at a meeting at which a quorum shall be present shall be binding upon all Condominium Unit Owners for all purposes except where a higher percentage vote is required in the Declaration, these Bylaws or by law. In addition, the Owners may act by mail ballot under the same voting rules as an Owners meeting, specifically, with a quorum of at least fifty (50%) percent of the total votes of all of the members required, and a majority of those participating voting for the matter.

Section 3.12 Unit Owner Addresses for Notices. Unless an Owner shall have notified the Association by registered or certified mail of a different address, any notice required to be given, or otherwise given by the Association under these Bylaws to any Owner or any other written instrument to be given to any Owner, may be mailed to such Owner in a postage prepaid envelope and mailed by first class, registered or certified mail to the address of the Unit shown

upon the Association's records as being owned by such Owner. If more than one Owner owns a particular Unit, then any notice or other written instrument may be addressed to all of such Owners and may be mailed in one envelope in accordance with the foregoing. Any notice or other written instrument given by the Association in accordance with the foregoing will be deemed to have been given on the date that it is mailed.

Section 3.13 Rules at Meeting. The Executive Board may prescribe reasonable rules for the conduct of all meetings of the Executive Board and Owners. In the absence of such rules, Robert's Rules of Order shall be used.

ARTICLE 4 OFFICERS

Section 4.1 Designation. The principal officers of the Association shall be the president, the vice president, the secretary and the treasurer, all of whom shall be elected by the Executive Board. The Executive Board may appoint an assistant treasurer, an assistant secretary and other officers as it finds necessary. The president and vice president, but no other officers, must be members of the Executive Board. Any two offices may be held by the same person, except the offices of president and secretary. The office of vice president may be vacant.

Section 4.2 Election of Officers. The officers of the Association shall be elected annually by the Executive Board at the organizational meeting of each new Executive Board. They shall hold office at the pleasure of the Executive Board.

Section 4.3 Removal of Officers. Upon the affirmative vote of a majority of the Board members, any officer may be removed, either with or without cause. A successor may be elected at any regular meeting of the Executive Board or at any special meeting of the Executive Board called for that purpose.

Section 4.4 President. The president shall be the chief executive officer of the Association. The president shall preside at all meetings of the Condominium Unit Owners and of the Executive Board. The president shall have all of the general powers and duties which are incident to the office of president of a nonprofit corporation organized under the laws of the State of Colorado, including but not limited to the power to appoint committees from among the Condominium Unit Owners from time to time as the president may decide is appropriate to assist in the conduct of the affairs of the Association. The president may fulfill the role of treasurer in the absence of the treasurer. The president may cause to be prepared and may execute amendments, attested by the secretary, to the Declaration and these Bylaws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

Section 4.5 Vice President. The vice president shall take the place of the president and perform the president's duties whenever the president is absent or unable to act. If neither the president nor the vice president is able to act, the Executive Board shall appoint some other Board member to act in the place of the president on an interim basis. The vice president shall also perform other duties imposed by the Executive Board or by the president.

Section 4.6 Secretary. The secretary shall keep the minutes of all meetings of the Condominium Unit Owners and the Executive Board. The secretary shall have charge of the Association's books and papers as the Executive Board may direct and shall perform all the duties incident to the office of secretary of a nonprofit corporation organized under the laws of the State of Colorado. The secretary may cause to be prepared and may attest to execution by the president of amendments to the Declaration and the Bylaws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

Section 4.7 Treasurer. The treasurer shall be responsible for Association funds and securities, for keeping full and accurate financial records and books of account showing all receipts and disbursements and for the preparation of all required financial data. This officer shall be responsible for the deposit of all monies and other valuable effects in depositories designated by the Executive Board and shall perform all the duties incident to the office of treasurer of a nonprofit corporation organized under the laws of the State of Colorado. The treasurer may endorse on behalf of the Association, for collection only, checks, notes and other obligations and shall deposit the same and all monies in the name of and to the credit of the Association in banks designated by the Executive Board. Except for reserve funds described below, the treasurer may have custody of and shall have the power to endorse for transfer, on behalf of the Association, stock, securities or other investment instruments owned or controlled by the Association or as fiduciary for others. Reserve funds of the Association shall be deposited in segregated accounts or in prudent investments, as the Executive Board decides. Funds may be withdrawn from these reserves for the purposes for which they were deposited, by check or order, authorized by the treasurer, and executed by two Board members, one of whom may be the treasurer if the treasurer is also an Executive Board member.

Section 4.8 Agreements, Contracts, Deeds, Checks, etc. Except as provided in Sections 4.4, 4.6, 4.7, and 4.9 of these Bylaws, all agreements, contracts, deeds, leases, checks and other instruments of the Association shall be executed by any officer of the Association or by any other person or persons designated by the Executive Board.

Section 4.9 Statements of Unpaid Assessments. The treasurer, assistant treasurer, a manager employed by the Association or, in their absence, any officer having access to the books and records of the Association may prepare, certify, and execute statements of unpaid assessments, in accordance with Section 316 of the Act. The Association may charge a reasonable fee for preparing statements of unpaid assessments. The amount of this fee and the time of payment shall be established by resolution of the Executive Board. Any unpaid fees may be assessed as a Common Expense against the Condominium Unit for which the certificate or statement is furnished.

ARTICLE 5 ENFORCEMENT

Section 5.1 Abatement and Enjoinment of Violations by Condominium Unit Owners. The violation of any of the rules and regulations adopted by the Executive Board or the breach of any provision of the Declaration or these Bylaws shall give the Executive Board the right, after

notice and hearing, except in case of an emergency, in addition to any other rights set forth in the Declaration and these Bylaws:

(a) To enter the Condominium Unit or Limited Common Element in which, or as to which, the violation or breach exists and to summarily abate and remove, at the expense of the defaulting Condominium Unit Owner, any structure, thing or condition (except for additions or alterations of a permanent nature that may exist in that Condominium Unit) that is existing and creating a danger to the Common Elements contrary to the intent and meaning of the provisions of the documents controlling the Property. The Executive Board shall not be deemed liable for any manner of trespass by this action; or

(b) To enjoin, abate or remedy by appropriate legal proceedings, either at law or in equity, the continuance of any breach.

Section 5.2 Fine for Violation. By resolution, following notice and hearing, the Executive Board may levy a fine of up to One Hundred Dollars (\$100.00) per day for each day that a violation of the Declaration, these Bylaws or the Rules and Regulations persists after notice and hearing.

ARTICLE 6 INDEMNIFICATION

The Board members and officers of the Association shall have the liabilities, and be entitled to indemnification, as provided in Colorado Nonprofit Corporation Act or in the Associations' Articles, the provisions of which are incorporated by reference and made a part of this document.

ARTICLE 7 RECORDS

Section 7.1 Records and Audits. The Association shall maintain financial records. The cost of any audit shall be a Common Expense unless otherwise provided in the Documents.

Section 7.2 Examination. All records maintained by the Association or the Manager shall be available for examination and copying by any Condominium Unit Owner, any holder of a Mortgage encumbering a Condominium Unit or its insurer or guarantor, or by any of their duly authorized agents or attorneys, at the expense of the person examining the records, during normal business hours and after reasonable notice.

Section 7.3 Records. The Association shall keep the following records:

(a) An account for each Condominium Unit, which shall designate the name and address of each Condominium Unit Owner, the name and address of each Mortgagee who has given notice to the Association that it holds a Mortgage on the Condominium Unit, the amount of each Common Expense assessment, the dates on which each assessment comes due, the amounts paid on the account and the balance due;

(b) An account for each Condominium Unit Owner showing any other fees payable by the Condominium Unit Owner;

(c) A record of any capital expenditures in excess of Three Thousand Dollars (\$3,000.00) approved by the Executive Board for the current and next two succeeding fiscal years;

(d) A record of the amount and an accurate account of the current balance of any reserves for capital expenditures, replacement and emergency repairs, together with the amount of those portions of reserves designated by the Association for a specific project;

(e) The most recent regularly prepared balance sheet and income and expense statement, if any, of the Association;

(f) The current operating budget adopted pursuant to Section 315(1) of the Act and ratified pursuant to the procedures of Section 303(4) of the Act;

(g) A record of any unsatisfied judgments against the Association and the existence of any pending suits in which the Association is a defendant;

(h) A record of insurance coverage provided for the benefit of Condominium Unit Owners and the Association;

(i) A record of any alterations or improvements to Condominium Units or Limited Common Elements which violate any provisions of the Declaration of which the Executive Board has knowledge;

(j) A record of any violations, with respect to any portion of Double Diamond Condominium, of health, safety, fire or building codes or laws, ordinances, or regulations of which the Executive Board has knowledge;

(k) A record of the actual cost, irrespective of discounts and allowances, of the maintenance of the Common Elements;

(l) Balance sheets and other records required by local corporate law;

(m) Tax returns for state and federal income taxation;

(n) Minutes of proceedings of incorporators, Condominium Unit Owners, Board members, committees of Board members and waivers of notice; and

(o) A copy of the most current versions of the Declaration, Articles of Incorporation, Bylaws, rules and regulations and resolutions of the Executive Board, along with their exhibits and schedules.

ARTICLE 8 MISCELLANEOUS

Section 8.1 Notices. All notices to the Association or the Executive 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 Executive Board may designate by written notice to all Condominium Unit Owners and to all holders of Mortgages encumbering Condominium Units who have notified the Association that they hold a Mortgage on a Condominium Unit. Except as otherwise provided, all notices to any Condominium Unit Owner shall be sent to the Condominium Unit Owner's address as it appears in the records of the Association. All notices to holders of Mortgages on the Condominium Units shall be sent, except where a different manner of notice is specified elsewhere in the Declaration or these Bylaws, by registered or certified mail to their respective addresses, as designated by them in writing to the Association. All notices shall be deemed to have been given when mailed, except notice of changes of address, which shall be deemed to have been given when received.

Section 8.2 Fiscal Year. The Executive Board shall establish the fiscal year of the Association.

Section 8.3 Waiver. No restriction, condition, obligation or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

Section 8.4 Office. The principal office of the Association shall be on Double Diamond property or at such other place as the Executive Board may from time to time designate.

Section 8.5 Working Capital. A working capital fund is to be established in the amount of three months' regularly budgeted initial Common Expense assessments, measured as of the date of the first assessment, for all Condominium Units as they are created in proportion to their respective Allocated Interests in Common Expenses. Any amounts paid into this fund shall not be considered as advance payment of assessments. Each Condominium Unit's share of the working capital fund may be collected and then contributed to the Association. Until paid to the Association, the contribution to the working capital shall be considered an unpaid Common Expense Assessment.

Section 8.6 Reserves. As a part of the adoption of the regular budget the Executive Board shall include an amount which, in its reasonable business judgment, will establish and maintain an adequate reserve fund for the replacement of improvements to the Common Elements and those Limited Common Elements that it is obligated to maintain, based upon the project's age, remaining life and the quantity and replacement cost of major Common Element improvements.


ARTICLE 9
AMENDMENTS TO BYLAWS

Section 9.1 Consistent with the Act, the Bylaws may be amended only by vote of two-thirds of the members of the Executive Board, following notice and comment to all Condominium Unit Owners, at any meeting duly called for such purpose. As set forth above, any amendments to these Bylaws requiring Owner approval under the Act, including amendments pursuant to C.R.S. sec. 38-33.3-303(3)(a), shall require approval of the Owners pursuant to secs. 3.9 through 3.11 above.

Section 9.2 No amendment of the Bylaws of this Association shall be adopted which would affect or impair the validity or priority of any Mortgage covering any Condominium Unit or which would change the provisions of the Bylaws with respect to institutional Mortgagees of record.

ATTEST: Certified to be the Bylaws adopted by a vote of at least two-thirds of the members of the Executive Board, after notice to and comment by all Condominium Unit Owners, and with approval of the Owners pursuant to secs. 3.9 through 3.11 and 9.1 above.

Double Diamond Condominium Association, Inc., a Colorado nonprofit corporation

By: 
Bill Carr, President

Dated: 2-19-2021

Exhibit A
to the Second Amended and Restated Bylaws of
Double Diamond Condominium Association, Inc.
Director Qualifications

1. Background. Members of the Board of Directors (“**Directors**”) have a fiduciary duty to the Association and all owners within the Community (“**Owners**”). The Association’s purpose is to preserve, enhance and protect the values of the properties of members. Directors oversee the collection and expenditure of Owners’ funds for community maintenance and improvements, including operational funds and significant capital reserve funds.

2. Governance. The Association is governed by the Colorado Common Interest Ownership Act, C.R.S. sec. 38-33.3-1-1 et seq. (“**CCIOA**”) as well as the Colorado Revised Nonprofit Corporation Act, C.R.S. sec. 7-121-101, et seq. (“**Nonprofit Act**”). The Association is responsible for the governance, maintenance and operation of the Community.

3. Duties. In addition to their fiduciary duty, Directors owe a duty to the Association and the Owners to perform their obligations in accordance with the authority granted to them by statute and in the Association’s governing documents. Under CCIOA, the Nonprofit Act and the Governing Documents, Directors have a duty of care, duty of loyalty, duty to avoid improper conflicts of interest, duty of confidentiality, duty to make informed decisions, duty to avoid unlawful distributions of Association assets.

4. Director Qualifications. Recognizing the position of trust and confidence Directors occupy, the Association requires Directors to meet the following qualifications:

a. Directors. Directors shall also be adults aged twenty-one (21) years or older.

b. Good Standing. Directors shall be in good standing with the Association. This is defined as the Unit such Director is representing not being delinquent in assessments or in violation of the Governing Documents.

c. Participation. Directors shall actively participate in Board meetings. Continued absence from Board meetings will disqualify Directors from continued service.

d. Personal Qualifications. The following factors, considerations and conditions are grounds to disqualify any candidate from seeking office and/or holding any position on the Board, and the existence of any one of which is sufficient to disqualify:

1. Being convicted of any felony in any state or country.

2. Being convicted of any misdemeanor or gross misdemeanor which:
a. is a crime of violence,

- b. has any element which is an act of violence
- c. is a crime involving fraud, theft, or dishonesty
- d. is a crime of trespass or burglary
- e. is a crime involving violation of a restraining order

3. Delinquency in the payment of any and all financial obligations to the HOA including but not limited to: monthly HOA dues, assessments, fines, attorneys fees, cost, assessments, and damage repair caused by any candidate or his/her occupants and guests.

4. Non-conformity with any provision of the Colorado Common Interest Ownership Act (“CCIOA”), the HOA Declarations, the HOA Bylaws or any Board Resolutions.

5. Being delinquent in the payment of any San Miguel County real estate taxes, business licenses or Town of Telluride taxes regarding any Unit owned by the candidate.

6. Refusing to submit to a background check conducted by or on behalf of the HOA.

7. Possessing personal or business underwriting risks or factors which would cause any HOA insurer to cancel, not issue, or substantially raise the premiums for any HOA-held insurance policies, such a D & O, fidelity, flood and general liability.

8. Deemed to be unfit to serve after taking some or all of the following factors into considerations:

- a. History of violation of CCIOA, HOA Declarations, Bylaws or Resolutions.
- b. History of confrontational or uncivil behavior.
- c. Hostility toward anyone based on race, gender, religion, marital status, national origin, ethnicity, age, language, or sexual preference.
- d. Current or past instances of criminal behavior.
- e. Violations or Town of Telluride or San Miguel County ordinances, laws, rule and regulations regarding landlord obligations.
- f. Allowing unsafe conditions in and around the Owner’s Unit(s).
- g. Violating Town of Telluride, San Miguel County and State of Colorado laws regarding open fires, grills, fire lanes and other public safety laws.
- h. A material disregard of Association rules.
- i. Unpermitted entry into any Unit.
- j. Having engaged in conduct rising to the level of moral turpitude. Moral turpitude is defined as an act or behavior that gravely violates the sentiment or accepted standard of the Community or a quality of dishonesty or other immorality.

e. Exercise Duty of Care. Directors shall exercise a high duty of care to the Association and the Owners. Directors shall (1) act in good faith; (2) using the care an ordinarily prudent person in a like position would exercise under similar circumstances;

and (3) in a manner the Director reasonably believes to be in the best interests of the Association.

f. Duty of Undivided Loyalty and to Avoid Improper Conflicts of Interest. Directors shall adhere to their duty to act for the Association's benefit and not for their personal benefit. A Director shall not use the Director's position for individual personal advantage. CCIOA and the Nonprofit Act place strict limits on conflicting interest transactions. The duty of loyalty requires Directors to exercise their powers in the Association's best interests. A conflict of interest is present whenever a Director has a material personal interest in a proposed contract or transaction to which the Association may be a party. This interest can occur either directly or indirectly. The Director may be personally involved with the transaction, or may have an employment or investment relationship with an entity with which the Association is dealing, or it may arise from some family or business relationship. A conflict of interest may result from a Director performing services for the Association (e.g., a landscape contractor, banker, insurance agent, attorney or real estate broker). The Association Policy #2, Handling of Conflicts of Interest Involving Board Members, sets forth procedures for handling conflicts of interest. Importantly, Directors shall disclose all conflicts of interest to their fellow Directors and to the Owners.

g. Duty of Confidentiality. Directors are also prohibited from disclosing information about the Association's financial and other activities to the public. A Director should treat as confidential all matters involving the Association unless there has been general public disclosure or the information is a matter of public record or common knowledge. Individual Directors are not spokespersons for the Association. Disclosure of Association information should be made only after Board approval.

h. Duty to Make Informed Decisions. The "Business Judgement Rule" requires Directors work to become reasonably informed prior to making decisions. Before making decisions affecting the Association, Directors can and should consult professionals, including, as appropriate, architects, engineers, contractors, property managers, attorneys and accountants. Directors should also be familiar with the terms of all Association Governing Documents and should enforce these provisions fairly among all Owners.

i. Duty to Avoid Unlawful Distributions of Association Assets. CCIOA and the Nonprofit Act impose personal liability on a Director who votes for or assents to a distribution of Association assets made in violation of these laws or the Association Governing Documents.

j. Civility. Directors shall conduct themselves in a professional manner. Directors shall maintain civility among themselves and with the Owners. Directors should engage in discourse concerning Association matters. However, Directors shall not engage in disruptive, argumentative or unprofessional conduct.

k. No Discrimination. Directors shall refrain from discriminating against Owners on the basis of race, color, religion, gender, familial status, disability or national origin.

5. Background Checks. As set forth on the Board Candidate Form, Board Bio and Candidate Form and Consent to Background Check Form, all attached hereto, Director candidates must agree that the Association will be entitled to conduct a background check including history of criminal, civil and other misconduct as well as a financial credit check.

6. Recommendation. The Board shall make a good faith recommendation concerning whether a candidate is qualified to serve as an Association Director. Any such recommendation must occur by a fair, objective and lawful application of all factors and laws.

7. Appeal Procedure / Level One. Any candidate not recommended by the Board (hereinafter the "Subject Candidate") shall, at the request of the Subject Candidate issued in writing to the Association within five (5) business days of the date the Subject Candidate is notified of the Board's recommendation, be given an opportunity to be heard pursuant to the Association Notice and Hearing Procedure. If the Subject Candidate does not timely issue the request for hearing, the initial Board recommendation shall be final. Following a timely requested hearing before the Board, the Board may reverse its recommendation or affirm its recommendation. The Board's recommendation to recommend or not recommend shall be conveyed to the general membership but shall not remove the Subject Candidate from the slate of approved candidates unless either the Board or the Subject Candidate seeks to have the Board's recommendation reviewed by the general membership as set forth in Section 8, below.

8. Appeal Procedure / Level Two. In the event the Subject Candidate wishes to further appeal the Board's recommendation, the Subject Candidate may in writing and within five (5) business days of the date the Subject Candidate is notified of the Board's recommendation after the Notice and Hearing process, request a vote of the Owners. In addition, in the event the Board wishes to have the Board's recommendation reviewed by the general membership, the Board also may in writing and within five (5) business days of the date the Subject Candidate is notified of the Board's recommendation after the Notice and Hearing process, request a vote of the Owners. If either or both the Board and/or the Subject Candidate timely requests a vote of the Owners, the Owners shall be provided qualification information by the Association and the Subject Candidate, including all background check and other information presented to the Board. An Owners meeting shall be promptly scheduled, and the Owners shall vote concerning whether the Subject Candidate shall be eligible to run for a Seat on the Board. As set forth in Bylaws sec. 3.10, Owners representing no less than fifty (50%) percent of the total votes of all of the members shall constitute a quorum at the meeting. As set forth in Bylaws sec. 3.11, the decision of the majority of the votes allocable to the Owners present in person or by proxy at such meeting shall be final, non-appealable and binding on the Association and the Subject Candidate.

Double Diamond Condominium Association, Inc.
Board Candidate Form

To: All Double Diamond Owners:

The purpose of this form is to solicit Owners interested in serving as a Director on the Double Diamond Condominium Association, Inc. ("HOA") Board. There are five (5) Director Seats. The initial Director Seats are staggered to provide for continuity. After the initial election, all Seats will carry a term of three (3) years. After the election, the Directors decide among themselves who will serve as President, Vice President and Secretary/Treasurer.

Seat One is currently vacant and is up for election. The individual elected to this Seat will serve through the conclusion of the Owners meeting preceding the 2024 fiscal year.

Seat Two is currently occupied by Bill Carr and is up for election. Mr. Carr is currently serving as HOA President. The individual elected to this Seat will serve through the conclusion of the Owners meeting preceding the 2023 fiscal year.

Seat Three is currently occupied by Fred Bruno and is up for election. The individual elected to this Seat will serve through the conclusion of the Owners meeting preceding the 2022 fiscal year.

Seat Four is currently occupied by John Balmain and is up for election. The individual elected to this Seat will serve through the conclusion of the Owners meeting preceding the 2022 fiscal year.

Seat Five is currently occupied by George Norcross and is up for election. The individual elected to this Seat will serve through the conclusion of the Owners meeting preceding the 2024 fiscal year.

If you are interested in serving on the HOA Board, please complete and return the form on the following page.

Director responsibilities include regular telephonic Board meetings as needed. In addition, there are regular Board decisions made via telephonic and written communication concerning various management and owner issues. The Board President presides at the Board and Owners meetings, and the remaining Directors help run the meetings and set the agenda. The Board also works closely with management to review and approve the annual budget.

Candidates who declare an interest in running for a Seat on the Board will be required to provide bio information and will be required to consent to the HOA performing a background check, including criminal history as well as financial credit. After a candidate completes and returns this form, the HOA will provide forms for the candidate to provide a bio and campaign statement and a consent to background check.

I am interested in serving as a Director on the HOA Board, and wish to run for a Seat on the Board. After the election, Directors will be appointed at random to the various Seats.

Unit owned: _____

Signature: _____

Dated: _____

Type/Print Name: _____

If applicable:

Title and name of entity for whom signing: _____

PLEASE RETURN THIS FORM TO:

Anita Cody
Property Management of Telluride, LLC
627 West Colorado Avenue (FedEx/UPS)
PO Box 2520 (mail)
Telluride, Colorado 81435
tel 970.369.1275 / fax 970.708.7610
E-mail: info@propertymanagementoftelluride.com

Please return this form for receipt by December 31, 2020. PLEASE TAKE NOTICE THAT, AFTER THIS DATE, BOARD CANDIDATE NOMINATIONS WILL BE CLOSED. BOARD CANDIDATE FORMS RECEIVED AFTER THIS DATE WILL NOT BE UTILIZED FOR THIS ELECTION.

**Double Diamond Condominium Association, Inc.
Board Candidate Consent to Background Check**

The undersigned, having declared an interest in running for a Seat on the Board, hereby provides the following consent to a background check.

The undersigned, having declared an interest in running for a Seat on the Board, hereby consents to the HOA performing a background check on the undersigned, including criminal history as well as financial credit.

Unit owned: _____

Signature: _____

Dated: _____

Type/Print Name: _____

If applicable:

Title and name of entity for whom signing: _____

PLEASE NOTE THAT YOU WILL ALSO NEED TO COOPERATE WITH THE FIRM RETAINED BY THE HOA TO PROVIDE INFORMATION AND AUTHORIZATION TO PERFORM THE BACKGROUND CHECK. PLEASE ALSO NOTE THAT AS PART OF THIS PROCESS YOU WILL NEED TO PROVIDE INFORMATION TO THE BACKGROUND CHECK FIRM INCLUDING YOUR SOCIAL SECURITY NUMBER AND DATE OF BIRTH. YOU SHOULD NOT PROVIDE THIS INFORMATION VIA E-MAIL.

PLEASE RETURN THIS FORM TO:

Anita Cody
Property Management of Telluride, LLC
627 West Colorado Avenue (FedEx/UPS)
PO Box 2520 (mail)
Telluride, Colorado 81435
tel 970.369.1275 / fax 970.708.7610
E-mail: info@propertymanagementoftelluride.com

Please return this form for receipt by February 15, 2021. PLEASE TAKE NOTICE THAT THE PROVISION OF THIS COMPLETED FORM BY THIS DATE AND COOPERATION WITH THE FIRM RETAINED BY THE HOA TO PROVIDE INFORMATION AND AUTHORIZATION TO PERFORM THE BACKGROUND CHECK ARE REQUIRED TO RUN FOR A SEAT ON THE BOARD. CANDIDATES WHO DO NOT TIMELY RETURN THIS COMPLETED FORM AND THEN TIMELY COOPERATE IN THE BACKGROUND CHECK PROCESS WILL NOT BE CONSIDERED FOR ELECTION TO THE BOARD.

Double Diamond Condominium Association, Inc.
Board Candidate Form

To: All Double Diamond Owners:

The purpose of this form is to solicit Owners interested in serving as a Director on the Double Diamond Condominium Association, Inc. ("HOA") Board. There are five (5) Director Seats. The initial Director Seats are staggered to provide for continuity. After the initial election, all Seats will carry a term of three (3) years. After the election, the Directors decide among themselves who will serve as President, Vice President and Secretary/Treasurer.

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If you are interested in serving on the HOA Board, please complete and return the form on the following page.

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Candidates who declare an interest in running for a Seat on the Board will be required to provide bio information and will be required to consent to the HOA performing a background check, including criminal history as well as financial credit. After a candidate completes and returns this form, the HOA will provide forms for the candidate to provide a bio and campaign statement and a consent to background check.

I am interested in serving as a Director on the HOA Board, and wish to run for a Seat on the Board. After the election, Directors will be appointed at random to the various Seats.

Unit owned: _____

Signature: _____

Dated: _____

Type/Print Name: _____

If applicable:

Title and name of entity for whom signing: _____

PLEASE RETURN THIS FORM TO:

Anita Cody
Property Management of Telluride, LLC
627 West Colorado Avenue (FedEx/UPS)
PO Box 2520 (mail)
Telluride, Colorado 81435
tel 970.369.1275 / fax 970.708.7610
E-mail: info@propertymanagementoftelluride.com

Please return this form for receipt by December 31, 2020. PLEASE TAKE NOTICE THAT, AFTER THIS DATE, BOARD CANDIDATE NOMINATIONS WILL BE CLOSED. BOARD CANDIDATE FORMS RECEIVED AFTER THIS DATE WILL NOT BE UTILIZED FOR THIS ELECTION.