

Date Adopted 4/7/91
As amended to May 2004

**BYLAWS
OF
SAMPSON RIDGE ROAD
ASSOCIATION, INC.
(Aka Sampson Road Association, Inc.)**

I. NAME

The Sampson Ridge Road Association, Inc. is a non-profit Colorado Corporation. Also known as Sampson Road Association, Inc.

II. PURPOSE

The Association shall own the right to use the Road (l) on behalf of and in trust for its Members and shall have the responsibility for the maintenance and improvements to the Road. The Association shall also be responsible for the assessment, collection and dispersal of the funds necessary to accomplish and administer these purposes. The Association will provide an open forum for communication and community action for its Members.

The Road is a private road and exists solely for use of the Landowners, their invitees and their guests. No public access is permitted.

III. MEMBERSHIP

Each Landowner whose property has access to the Road shall have the right to become a Member. Those Members on whose property the Road crosses must convey the access rights appurtenant to their land as described in Exhibit B(1) to the Association. Any Landowner who has an alternate access and chooses not to use Sampson Road must agree not to use Sampson Road in writing and must put up a permanent barrier across all the parcel's entrances.

Each Landowner shall be a Member of the Association upon his or her declaring such or exercising the right to vote at a duly called meeting of the Association. However, any Landowner who states he or she is not a member of the Association shall cease to be a Member. Such declared non-member who desires to be restored as Member must request such change in status in writing. Such request will be acted upon at the next General Meeting of the membership. Membership shall be restored only for good cause. Only one restored membership shall be allowed per Landowner. Such restoration shall be effective the next General Meeting.

The Association will be comprised of two classes of Members as follows:

Improved Landowners - Are those Landowners on whose property there is a permanent, inhabitable dwelling.

Unimproved Landowners - Are those Landowners who have no permanent, inhabitable dwelling on their property.

IV. OFFICERS AND DIRECTORS

1 (a) The Officers shall consist of a President, Treasurer and Secretary.

1 (b) The Board of Directors will also serve as the Officers of the Association.

1 (c) An Alternate shall be elected.

1 (d) The Directors and Alternate must all be Members.

1 (e) A reasonable effort will be made to have one Unimproved Landowner as an officer of the Association.

PRESIDENT: Serves for one year. Elected if there is no Alternate to assume the post. . Presides over all meeting.

- . Responsible for the agenda for all Association meetings.
- . Represents the Association in public and private encounters.

TREASURER: Elected for one year.

- . Responsible for all financial activities including billing.
- . Collection of dues and assessments.
- . Payment of accounts.
- . Maintain necessary records.
- . Provide records for audit committee.

SECRETARY: Elected for one year.

- . Responsible for recording and maintaining all minutes and non-financial records.
- . Notify the Members of all meetings at least 14 days in advance.
- . Send a copy of the minutes and Treasurer's report to each Member within 21 days.

ALTERNATE: Elected for one year.

- . Assumes the duties of any Director who is unable to complete his/her term.
- . Assumes the Office of President automatically at the next election even if the

Alternate had to assume an unexpired office.

- . The Alternate is not an Officer of the Association and as such as no vote as an

Officer of the Association other than the office, which he assumes. .

- . The Alternate should attend all meetings of the Officers.

If the number of Officers should fall below three and there is no Alternate, a special election will be held within 30 days.

1. The Officers will carry out the instructions of the Association. The Emergency Fund can only be used on the Road on behalf of the Association by a majority vote of the Officers in a road emergency.

2. A petition for the recall of an Officer must be signed by 51% or more of responding Members. The recall must be passed by a simple majority of those voting. Written proxies are permitted.

3. The Officers will prepare a proposed budget(s) covering the Association's coming Fiscal Year for the approval by the Members at the Annual General Membership Meeting in September. It will clearly show a separation between the General Budget and the Snow Plowing Budget. Copies of the proposed budget are to be sent to all Members in advance of the meeting.

4. No Officer or member of the family can be a paid contractor of the Sampson Road Association.

V. VOTING

A quorum for Directors/Officers will be all three Directors/Officers. A quorum for a general Association meeting will be seven (7) voting Members in person.

Each Member will have one (a) vote per assessment.

On all questions, except for changes to the By-Laws and Capital Improvements and petition(s) for Director recall, a simple majority of the Members in attendance, those represented by proxies and those represented by returned mail ballots, will carry the vote.

Changes to the By-Laws must have the approval of two-thirds of the members that respond to the notice. The notice of the proposed changes must be sent to all members by Certified Mail, Return Receipt Requested, or hand delivered to members.

Capital improvements must have the approval of two-thirds of the members affected by the change. Capital Improvements that affect the location of the Road must also have the written approval of the Landowner(s) on whose property the change is to take place.

Only those Members in good standing shall be voting Members. A Member in good standing must have paid in full all dues and assessments.

VI. MEETINGS

There shall be at least two general membership meetings per year. One meeting shall be held in the Spring and one in the Fall. The Annual Business Meeting shall be held in the month of September, for the election of Officers, approval of the budget and to transact such other business as may come before the meeting.

Questions can be included on the next Association agenda by written request of any Member. They must be submitted 60 days before the Meeting to the President.

The Officers shall meet at least once prior to the Annual Meeting and once again before April 15. Other meetings of the Officers may be called upon request of any Officer. All meetings must be open with minutes and Treasurer's reports sent to all Members. The 21-day notice can be waived if there is an emergency involving the Road.

Ten (10) or more Members may petition for a General Meeting.

VII. COMMITTEES

The President shall have the authority to appoint committees.

AUDIT COMMITTEE: The audit committee shall be elected at the annual meeting or if vacant, appointed by the President. They shall review the Financial records and procedures prior to the following Annual Business Meeting and provide a written report to the Association.

VIII. STANDARDS

Because the Association is responsible for the condition of the Road, it has the final say on all maintenance and on all improvements subject to the approval of the Members.

The Association will maintain the Road when there is snow or ice on it such that a 4wheel drive car can negotiate it. At most other times it is to be negotiable by an average 2-wheel drive car.

The Association will maintain the entire Road to the same standard.

No work shall be done on Sampson Road without written approval from a Member of the Board.

The Association may install water tanks for fire-fighting purposes at locations and in the capacity as recommended by the Intermountain Canyon Fire Department. The Association's yearly budget shall include a separate amount for such purpose each year as determined at the September General Meeting until the desired capacity is

reached.

The ASSOCIATION, pursuant to the last sentence of paragraph one, II. PURPOSE, page 1 of these BYLAWS which states: "The ASSOCIATION will provide an open form for communication and community action for its Members," (Underlining provided), has adopted the following amendment:

The trash container lease held by the ASSOCIATION on the property of THE SAMPSON COMMUNITY CLUB shall be controlled and maintained by the ASSOCIATION in keeping with the terms of the lease. The funds for such work will be charged by billings to the trash container users. Such funds will be held and disbursed from the ASSOCIATION'S bank account as needed. The TREASURER will maintain and administer the trash containers pursuant to the lease (including billing and collecting from the users; payments to, contacts with and relationships with the trash company; payments to and relationships with THE SAMPSON COMMUNITY CLUB; and the adding and subtracting of users of the trash containers).

[The immediately above addition to the BYLAWS was adopted by vote in the summer of 2003].

Mailboxes: The SRA shall on behalf of and in trust for its members have the responsibility for the maintenance and improvements of the mailboxes. The Association shall also be responsible for the assessment, collection and dispersal of the funds necessary to accomplish and administer these purposes. The funds will be administered through the snowplow budget and account.

IX. INSURANCE

The Association will obtain a reasonable amount of liability insurance as determined by its members to protect its elected Directors/Officers and adequate insurance to protect its Members in suits involving the Road.

X. DUES AND ASSESSMENT

There will be two budgets: One for general maintenance and one for snow plowing.

All Landowners, whether Members or not, are obligated to pay Dues and Assessments into the General Budget. These Dues and Assessments must be paid within 60 days of billing.

Interest will be assessed on all overdue bills not to exceed 20% per annum as determined by the Members.

In addition, all Improved Landowners, whether Members or not, are obligated to pay Snow Plowing Assessments into the Snow Plowing Budget. (Unimproved Landowners do not support the Snow Plowing Budget.) These

Assessments must be paid within 60 days of billing. Interest will be assessed on all overdue bills not to exceed 20% per annum as determined by the Members.

The Association Board may assess snow plowing to Unimproved Landowners where the property is using the Road during the snow months, such as building, land for sale, etc. Such Unimproved Landowner may appeal an assessment at the next General Meeting.

Snow plowing bills shall be sent out in October following the September General Meeting.

The Officers shall submit their proposed budget at least 30 days prior to the September General Meeting. This shall include:

- 1. General Budget Total Expense**
- 2. Flat Membership Fee**
- 3. Improved Property Owners - Unimproved Property Owners Ratio**

Distances are to be established by the existing zones indicated on the survey map (attachment 1).

In addition, the Officers shall submit the amount of Snow Plowing Assessment for Improved Landowners.

1. For Landowners who are Members and who do not pay their bills within 180 days, the Association (with the Members' approval in a duly constituted Association meeting) has the right to file a lien on the Member's property in the same manner as a Mortgage Lien. The prevailing party in any such action shall be entitled to recover its costs including attorney fees.

2. Landowners who are not Members and who do not pay their bills within 180 days can be sued by the Association (with the Members' approval in a duly constituted Association meeting) for such contribution and reimbursement of costs and attorney's fees in connection with such action.

Flat Membership Fees: Fees will be paid equally by all Landowners. Fees will cover administrative costs and insurance needed to run the Association.

Assessments: Each Assessment will be based on the zones shown in Attachment 1. Land that is unimproved will be assessed at a reduced rate at a ratio to be agreed on in the September General Meeting.

Snow Plowing Assessments: Snow Plowing funds will be kept in a separate budget and will be supported by all improved landowners. Unimproved Landowners will not be billed for snow plowing.

Assessments for capital improvements will be paid equally by all Landowner(s) that are affected. The Association has the authority to assess for future Capital Improvements.

Maintenance and basic dues bills shall be sent out in January following the September General Meeting.

The fiscal year of the Association shall be the calendar year.

The Association will maintain a minimum balance from fees and assessments to act as the Emergency Fund.

XI. DEFINITIONS

Landowner	A person or persons or entity that owns a parcel of land that has access to the Road1.
Representative	Must be 18 years or older unless he/she is the Landowner. If the representative is not on the original lease, she/she must provide proof to the Secretary at the start of the meeting written proof from the Landowner whom they are representing.
Access	The farthest entrance measured along the Road to a parcel or parcels of land all owned by the same Landowner and are contiguous and having only one improved parcel, will have only one assessment. (A Landowner having two or more non-contiguous parcel would have an assessment for each parcel and thus a vote for each assessment.) If there is no access road onto the property from the Road, then the measurement will include the zone to the properties' access point.
Precedence	The original draft of these By-Laws shall not take precedence over the Court Order.

- NOTES:
1. Established by Court Order of Judge Gaspar F. Perricone dated May 14, 1986, Civil Action No. 79 CV 1085, Jefferson County, State of Colorado
 2. Also known as "Phillipsburg Deermont Road" in Note I.