

**BYLAWS OF  
THE JASPER ASSOCIATION**

ARTICLE I  
Objects of Associations

1. This Nonprofit Association is formed for the purpose of exercising all powers and rights and performing all duties and obligations provided by the Declaration of Covenants and Restrictions, Town of Cornwall, Rio Grande County, Colorado, as amended and recorded in records of Rio Grande County, Colorado, each original and amended.
2. All present or future owners, tenants, or any other person who might use in any manner the facilities located within the subdivision are subject to the regulations set forth in these Bylaws. The mere acquisition or rental of any parcel of property in the subdivision or the mere act of occupancy of any dwelling or other structure or area within the subdivision will signify that the Bylaws are accepted and ratified and will be complied with.

ARTICLE II  
Membership, Voting, Quorum, Proxies

1. Membership. Ownership of a Lot within the subdivision is required to qualify for membership in this Association. Any person, upon becoming an Owner or Joint Owner of a Lot shall automatically become a member of this Association and be subject to these Bylaws. Such membership shall terminate without any formal Association action whenever such person ceases to own a Lot, but such termination shall not relieve or release any such former owner from any liability or obligation incurred under or in any way connected with this Association during the period of such ownership and membership in this Association, or impair any rights or remedies which the Board of Directors of the Association or others may have against such former Owner and member arising out of or in any way connected with owners and membership and the covenants and obligations incident thereto. No certificates of stock shall be issued by the Association.
2. Voting. One Owner of each Lot (as determined by the owners of the lot) shall be entitled to a single vote on all questions submitted to the membership. Cumulative voting in the election of Directors of the Association shall not be permitted.
3. Quorum. Either the presence in person or by proxy of members representing one-tenth of the Lots in the subdivision at any meeting of owners shall constitute a quorum.
4. Proxies. Votes may be cast in person or by proxy. Proxies must be filed with the Secretary of the Jasper Board of Directors before the appointed time of each meeting. Proxy forms will be located on the Jasper Association Page for member use. Proxy forms may be mailed or emailed to the Jasper Association Board of Directors or delivered in person prior to the meeting.

ARTICLE III  
Board of Directors

1. Number and Qualification. The affairs of the Association shall be governed by a Board of Directors composed of nine (9) members of the Association.
2. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the performance and administration of all rights and obligations conferred upon the Association by the aforesaid Declaration and the Articles of Incorporation. The Board of Directors may do all such acts and things except those which are directed to be exercised and done by members by law, by these bylaws, by the Articles of Incorporation of the Association, Declaration of Covenants and Restrictions or by the aforesaid Declaration.
3. Election and Term of Office. The Board of Directors shall be composed of nine (9) members who are to be elected at the annual meeting. Subsequently, each year three new members will be elected to the Board to serve for one (1) term or three (3) consecutive years to replace those members retiring from the Board. Pursuant to CRS 38-33.3-303, the executive board may fill vacancies in its board membership for the unexpired portion of any term.
4. Organizational Meeting. The first meeting of the newly elected Board of Directors shall be held within ten (10) days after the commencement of their term . The meeting shall take place at a date, time, and location determined by the Directors at the Annual Owners' Meeting. No notice is required to the newly elected Directors, to legally constitute the meeting, providing a majority of the Board of Directors are present in person.
5. Regular Meetings. Regular meetings of the Board of Directors will be held not less than quarterly at a time and place as shall be determined by a majority of Directors. Notice of the regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone, or electronic communication, at least ten (10) days prior to the day named for such meeting. Notice of the regular meetings of the Board of Directors shall be posted to the Jasper Association website. Meetings may be held by telephone, email, or on-line meeting platform.
6. Special Meetings. Special meetings of the Board of Directors may be called by the President, or by the President or Secretary on the written request of at least two (2) Directors, on three (3) days' notice to each Director, given personally or by mail, telephone, or electronic communication, in which notice shall state the time, place, and purpose of the meeting. Special meetings may be held by telephone, email, or on-line meeting platform. In the event of such a meeting, the meeting shall be recorded and transcribed with such transcription being posted to the Jasper website and:
  - A. All issues acted upon, being either passed or rejected, will be by a majority of the Board of Directors.
  - B. All such written documentation shall be recorded in the minutes of the next regular meeting and posted to the Jasper member website.
7. Board of Directors' Quorum. At all meetings of the Board of Directors, a majority of Directors (entitled to cast votes on that board) are present at the beginning of the meeting or grant their proxy shall constitute a quorum for the transaction of business. The acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the

Board of Directors, there shall be less than a quorum present, the majority of those present shall adjourn the meeting. A quorum of the Board of Directors shall not overrule a quorum made by the members.

#### ARTICLE IV Meetings of Members

1. Place of Meeting. Meetings of the members of the Association will be held at such places as the Board of Directors may determine, and not less than once a year.
2. Annual Meeting. Annual meetings of the Association shall be held on such day and month, as may be determined by the Board of Directors. Notices of such meetings shall be sent prepaid by United States mail, to the mailing address of each member or to any other mailing address designated in writing by the member, not less than ten or more than fifty days in advance of any meeting of the Association Members. The notice shall state the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the declaration or bylaws, any budget changes, and any proposal to remove an officer or member of the executive board. At such meeting there shall be elected by ballot of the members, a Board of Directors in accordance with the provisions contained herein and in accordance with the provisions of Article III, paragraph 3, of these Bylaws.
3. Proxy. Votes of members may be cast in person or by proxy in accordance with Article II Section 4 contained herein.

#### ARTICLE V Officers

1. Designation. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer.
2. Election. The officers of the Association shall be elected annually by the Board of Directors at the Organizational Meeting. Should vacancies not be filled, one person may hold concurrently any two offices, except the offices of President and Secretary. The office of Vice President need not be filled.
3. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors (entitled to cast votes on that board), or a quorum of the members of the Association, any officer may be removed, either with or without cause.
4. Resignation of Officers. Upon resignation of an officer, the Board will fill a vacancy with a current active member of the Board of Directors in accordance with the process outlined in Article V, paragraph 2, of these Bylaws.
5. President. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Association and of the Board of Directors. The President shall have all of the general powers and duties, which are usually vested in the office of president of an association, including, but not limited to, the power to appoint committees from among the members from time to time as the President may, in the President's discretion, decide is appropriate to assist in the conduct of the affairs of the Association or as may be established by the Board of by the members of the Association at any regular or special meetings.

6. Vice President. The Vice President shall have all the powers and authority and perform all the functions and duties of the President in the absence of the President or in the event of the President's inability for any reason to exercise such powers and functions or to perform such duties.
7. Secretary. The Secretary shall keep all the minutes of the meetings of the Board of Directors and the minutes of all meetings of the members of the Association; the Secretary shall transcribe, record and/or digitize such records and make them available on the Jasper website.

The Secretary shall compile and keep up to date a complete roster of the members of the Association and their last known addresses. Members shall have the responsibility of notifying the Secretary of the name and correct address of the person(s) or owner(s) qualified as a member of the Association. The Secretary will accept these notices of change via mail and/or electronic communication including but not limited to; email and change request forms and use these notices to update the roster. Notices of any meeting, assessment or other action of the Association given in accordance with such roster as may be reasonably maintained by the Secretary shall be valid for all purposes.

8. Treasurer. The Treasurer shall have responsibility for association funds and shall be responsible for keeping full and accurate accounts of all receipts and disbursements within the digital accounting software belonging to the Association. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit, of the Association in such depositories as designated by the Board of Directors. Withdrawals of such deposits shall be made in accordance with the "Jasper Association Financial Policy and Procedures". Treasurer is responsible for working with and providing all necessary documentation to the Board CPA.

#### ARTICLE VI

##### Indemnification of Officers and Directors

No member of the executive board and no officer shall be liable for actions taken or omissions made in the performance of such member's duties except for wanton and willful acts or omissions.

#### ARTICLE VIII

##### Amendments

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meetings of the Board.

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted, at any time, by a quorum of the members at any meeting of owners.

IN WITNESS WHEREOF, the undersigned Board of Directors of The Jasper Association has hereunto set their hands this 16<sup>th</sup> day of May, 2026.

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President  
Jeremy Renfrow

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Vice President  
Susan Kane

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Secretary  
Jonathan Graber

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Treasurer  
Bill Nabers

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Director  
Donny Mullins

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Director  
John McClanahan

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Director  
Earl Browning

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Director  
Justin Gollhofer

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Director  
Vacant

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