

**Bylaws of
Southmoor Park Home Owners Association, Inc.
Revised January 2019**

**Article I
Definitions**

Section 1. The words “said property” as used in these Bylaws shall be deemed to mean the following described real estate situate in the City and County of Denver and State of Colorado, and more particularly described as follows:

All of the real property shown on that certain map entitled “Southmoor Park,” filed in the Office of the County Clerk and Recorder of the City and County of Denver, State of Colorado, on the 31st day of October, 1960, in Map Book 24 at Pages 8 and 9, together with any and all other real property which may hereafter, through the operation of conditions, covenants, restrictions, easements, reservations or charges pertaining to the same, be placed under or submitted to the jurisdiction of this corporation by resolution of the Board of Directors of this corporation.

Section 2. The words “building site” wherever used in these Bylaws shall be deemed to mean a building site as defined in any declaration of conditions, covenants, restrictions, easements, reservations or charges affecting the portion of said property in which the building site is located.

**Article II
Membership**

The members of this corporation shall be:

- a. All persons who are owners of record or residents of any building site in said property.
- b. When a building site is owned of record in joint tenancy or tenancy in common or if there is more than one resident living on said property, the membership as to such building site shall be joint and the right of such membership (including the voting power arising therefrom) shall be exercised only by the joint action of all owners of record or residents of such building sites.
- c. Any person claiming to be a member of this corporation shall establish his right of membership to the satisfaction of the Secretary of this corporation.
- d. Membership in this corporation shall lapse and terminate when any member shall cease to be the owner of record or resident of a building site.

Article III Voting Rights

In all matters which shall come before the members of this corporation, and in all corporate matters, the voting power of the members of this corporation shall be equal, according to the following rules:

- a. Except as provided in (c) of this Section, each member in good standing of this corporation shall have at least one vote.
- b. Except as provided in (c) of this Section, each member in good standing of this corporation residing in or owning of record one or more building sites shall have the right to the number of votes equal to the total number of building sites of which he/she is the owner or resident of record.
- c. When a building site is resided in or owned of record by more than one individual, the several owners or residents shall collectively be entitled to one vote only.

Article IV Property Rights

Each member of this corporation shall have an interest in all of the property owned by this corporation as is represented by the ratio of the number of votes to which said member is entitled to the total number of votes in this corporation. Such interest is and shall be appurtenant to the building sites in all said property which qualify such person for membership in this corporation.

Article V Corporate Powers

The corporate powers of this corporation shall be vested in, exercised by, and under the authority of, and the business and affairs of this corporation shall be controlled by a board of five directors. The directors, other than those named in the Articles of Incorporation, shall be members of the corporation. Three of said directors shall constitute a quorum for the transaction of business.

Article VI Directors

Section 1. Each director shall serve for a term of two (2) years. Three directors shall be elected to serve commencing in the even numbered years and two shall be elected to commence serving in the odd numbered calendar years. Members of the board shall hold office until their respective successors shall have been elected by the corporation.

Section 2. Election to the Board of Directors shall be by written ballot, except if the number of candidates equal the number of positions to be filled, the election may be by voice. The persons receiving the largest number of votes shall be elected. The newly elected directors shall assume office at the beginning of the fiscal year for which they are elected.

Section 3. The president may appoint two (2) election judges who shall be members of the corporation to monitor and assist in the election of board members.

Section 4. Vacancies in the Board of Directors shall be filled by the majority vote of the remaining directors for the unexpired term at any board meeting following the resignation or removal of a director.

Article VII Powers of Directors

The Board of Directors shall have power:

- a. To call special meetings of the members whenever it deems it necessary, and it shall call a meeting at any time upon written request of twelve (12) members.
- b. To elect and/or appoint and remove at pleasure all officers, agents and employees of the corporation and prescribe their duties. The board shall not have the power to remove elected directors from the board.
- c. To conduct, manage, and control the affairs and business of this corporation, and to make rules and regulations not inconsistent with the laws of the State of Colorado or the Bylaws of this corporation for the guidance of the officers and management of the affairs of the corporation.
- d. To establish, levy and assess, and collect charges or assessments as they may deem proper to carry out the purpose contained in the Articles of Incorporation.
- e. To exercise for the corporation all powers, duties and authorities vested in or delegated to this corporation or which it may lawfully exercises.

Article VIII Duties of Directors

It shall be the duty of the Board of Directors:

- a. To cause to be kept a complete record of all of their minutes and acts, and of the proceedings of the members, and present a full statement at the regular annual meeting of the members, show in detail the assets and liabilities of the corporation, and generally the condition of its affairs. A similar statement shall be presented at any other meeting of the members when twelve (12) members are present.
- b. To supervise all officers, agents, and employees of this corporation, and to see that their duties are properly performed.

Article IX Directors' Meetings

Section 1. A regular meeting of the Board of Directors shall be held at least quarterly and at other times as required for the timely transaction of business.

Section 2. Notice of each meeting of the Board of Directors shall be provided to the directors at least three (3) days prior to holding the meeting when called by the president, the vice-president, or upon the written request of any two directors.

Section 3. Special meetings of the Board of Directors shall be held when called by the president, vice-president, secretary, or treasurer, or upon the written request of any two directors.

Section 4. Written notice of each special meeting of the Board of Directors shall be delivered personally to the directors or given or sent to each director, at least three (3) days before the time for holding said meeting, by email or by letter, postage thereon fully prepaid addressed to the director. Each director shall register his mailing and email address with the secretary, and notices of meetings shall be mailed to him/her at such address.

Section 5. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors. In the absence of a quorum, the majority of the directors present may adjourn from time to time until the time fixed for the next regular meeting of the board.

Article X Meetings of Members

Section 1. The annual meeting of the members shall be held by April 30th of each year and shall commence between 5pm and 8 pm and within a five (5) mile radius of the neighborhood.

Section 2. Special meetings of the members for any purpose may be called at any time by the president, vice-president, secretary, treasurer, the Board of Directors, by any two or more members thereof, or upon written request of twelve (12) members.

Section 3. Written notice of each meeting of the corporation shall, at least fifteen (15) days before the time for holding each meeting, be given or sent to each member by letter, postage thereon fully prepaid addressed to the member or by hand delivery to their home. Notice of each annual or special meeting of the members shall specify the place, date, hour of the meeting, and the general nature of the business to be transacted.

Section 4. Twelve (12) members entitled to vote in person or be represented by proxy shall constitute a quorum to transact business. In the absence of a quorum, any meeting of the members may be adjourned from time to time by a vote of the majority of the members present, but no other business may be transacted.

Article XI Officers

Section 1. The officers of this corporation shall be a president, vice-president, secretary and treasurer who shall at all times be members of the Board of Directors.

Section 2. The officers of this corporation shall be elected by the Board of Directors when they take office. Terms of officers shall be one (1) year. Existing officers may continue in their positions should the newly constituted board so choose.

Section 3. The Board of Directors may appoint such other agents as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

Section 4. Any officer may be removed from office either with or without cause by a majority of the directors at any time in office at any annual, regular or special meeting of the board. Any officer may resign at any time by giving a written notice to the Board of Directors, or to the president or the secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice, or at any later time specified therein, and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 5. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointment to such office.

Article XII

Duties of Officers

Section 1. The president shall:

- a. Preside over all meetings of the members and of the Board of Directors.
- b. Sign as president all deeds, contracts and other instruments in writing which have been first approved by the Board of Directors.
- c. Call the directors together whenever he/she deems it necessary and shall have, subject to the advice of the Board of Directors, general supervision, direction and control of the business affairs of the corporation, and generally shall discharge such other duties as may be required of him/her by the Board of Directors.

Section 2. The vice-president shall act in the place and stead of the president in the event of the president's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the board.

Section 3. The secretary shall:

- a. Keep a record of all meetings and proceedings of the Board of Directors and of the members.
- b. Keep proper books.
- c. Serve notices of meetings of the Board of Directors and the members required either by law or by the Bylaws of this corporation.
- d. Keep appropriate records showing the members of this corporation together with their addresses as furnished by such members.

Section 4. The treasurer shall:

- a. Receive and deposit in such bank or banks as the Board of Directors may, from time to time, direct, all of the funds of the corporation, which funds shall be withdrawn by such officer or officers as the Board of Directors shall, from time to time, designate.
- b. Register on behalf of the corporation as needed with the State of Colorado.

Article XIII

Books and Papers

The books, records and such papers as may be placed on file by the vote of the members of the Board of Directors shall at all times, during reasonable business hours, be subject to the inspection of any member.

Article XIV

Proxies

Section 1. At all corporate meetings of members, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing, signed and dated by the property owner or resident, and filed with the Secretary prior to the annual meeting or special meeting of the membership.

Article XV
Parliamentary Authority

The latest edition of Roberts Rules of Order Newly Revised shall govern the proceedings of this corporation in all cases to which it is applicable and in which it is not inconsistent with these Bylaws and Articles of Incorporation.

Article XVI
Amendments

These Bylaws may be amended at an annual or special meeting by two-thirds vote of the members present and voting in person or represented by proxies, provided the amendment(s) has been included in the call of the meeting and sent to each member.

Article XVII
Dues and Assessments

Section 1. The amount of special assessment to be assessed against each building site shall be such sum as may be decided upon by the vote of the members at an annual or special meeting. A two-thirds affirmative vote of the members present and voting in person or represented by proxies is required to adopt any special assessments.

Section 2. The date on which members' dues are payable is the 1st of June of every year. Unless said dues are paid on or before the 30th of June, the member shall not be deemed to be in good standing and shall lose voting privileges until dues are paid in full.

Section 3. The board may not increase the annual dues to an amount in excess of \$100 per year without the consent of membership.

Article XIX
Fiscal Year

The fiscal year of this corporation shall begin on the 1st day of July and end on the 30th day of June.