

HIGH PINES OWNERS' ASSOCIATION, INC.
SPECIAL BOARD MEETING MINUTES
November 14, 2011

I. Meeting Called to Order

Jim Hadley called the meeting to order at 6:00 PM at his home. Members present included

- Jim Hadley, Director and President
- Chris Taylor, Director, Vice President, and Treasurer (and Chairman of the Nominating Committee)
- Mary Scott, Director and Secretary
- Joe Berube, Nominating Committee Member
- Susan Berube, Nominating Committee Member
- Ron Scott, Nominating Committee Member

II. Agenda

- Nominating Committee slate of candidates
- Changes to the Association Bylaws
- Actions to be completed prior to the next Board meeting on December 12, 2011
- Annual Membership meeting date

III. Nominating Committee Slate of Candidates

The board made an assumption that the general membership will approve an amendment to the Bylaws allowing for a minimum of four (4) and a maximum of six (6) directors. Based on this assumption, the following Members have volunteered for and are proposed by the Nominating Committee for election:

- For Director and President:
 - Dion Kearney
 - Bob Linza
- For Director and Vice President: Joe Berube
- For Director and Secretary: Laura Warner
- For Director and Treasurer: Chris Taylor

The Board unanimously approved the Nominating Committee's slate of candidates. A ballot will be provided in notice of the general membership annual meeting (to include short biographies if possible). For those not able to attend the meeting, instructions will be provided to submit votes directly to the Secretary or to submit votes by proxy in accordance with current Bylaws procedures.

IV. Changes to the Association Bylaws

Attachment 1 represents proposed changes to the Bylaws. A summary of the major changes will be provided in the notice of the general membership annual meeting with

instructions. The ballot for candidates will include an option to approve or disapprove changes to the Bylaws for those unable to attend the meeting.

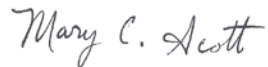
V. Actions to be Completed Prior to the Board's December 12 Meeting

- Preparation of the annual meeting announcement to include date, place, and ballot for candidates and Bylaws changes
- Board review of proposed Bylaws changes
- Draft announcement of Membership annual meeting
- Ballot with candidate biographies (short paragraph) and Proposed Bylaws changes
- Treasurer's report (with format that is user friendly)
- Proposed budget for calendar year 2012 (the Board consensus is that the proposed budget will be presented to the general Membership for approval)

VI. Annual General Membership Meeting Date and Location

Recommend Tuesday, January 31, 2012, 7:00 PM at Mary Scott's residence.

Respectfully submitted,



Mary C. Scott
Secretary

Attachment: Proposed Changes to the Bylaws

BYLAWS OF THE HIGH PINES OWNER'S ASSOCIATION INC.

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ARTICLE I. NAME AND LOCATION

The name of the corporation is the High Pines Owner's Association, hereinafter referred to as the "Association." The Association is a nonprofit corporation, organized pursuant to Colorado Nonprofit Corporation Act and the Colorado Common Interest Ownership Act. ~~The initial principal office of the corporation shall be 30 Elm Avenue Colorado Springs, Colorado, 80906. The principal office of the corporation shall be located in Monument, Colorado.~~ Meetings of ~~members~~ Property Owners and ~~directors~~ Directors may be held at such places within, El Paso County, State of Colorado, ~~pursuant to designation as may be designated~~ by the Board of Directors.

ARTICLE II. DEFINITIONS

Section 1. "Association" shall mean the High Pines Owner's Association, Inc., a Colorado nonprofit corporation formed in accordance with its Articles of Incorporation and these Bylaws. ~~its successors and assigns.~~ "Association" shall mean and include any association with which the "Association" merges.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Property Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon ~~any~~ a recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Property Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation. Property Owners may also be referred to as "Owner."

Section 6. "Articles of Incorporation" shall mean and refer to the Articles of Incorporation, recorded in the ~~office~~ Office of the Secretary of State for the State of Colorado.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions, Easements and Changes affecting the Real Property known as High Pines applicable to the Properties recorded in the office of County Recorder, El Paso County, Colorado.

Section 8. "Member" shall mean and refer to those ~~persons entitled to membership~~ Property Owners of the Association and as provided in the Declaration. "A ~~member~~ Member in good standing" is one who is not delinquent in payment of any and all Association assessments for which the Property Owner is responsible. ~~The Developer shall be shall be a member, so long as he has an interest in the Property. Those Members holding an interest in any one Lot shall be collectively entitled to one vote for said Lot. The vote for each Lot shall be exercised by the Property Owners thereof as they may among themselves determine, but in no event shall more than one vote be cast with respect to any one lot. If the Property Owners cannot agree among themselves, the Property Owner whose name appears first on the deed be entitled to cast the vote.~~

ARTICLE III. MEETINGS

Section 1. Annual Meetings. The annual meeting of the ~~members~~ Members shall be held ~~on the last Monday in January of each year~~ on a date established by the Board of Directors. ~~If the day for the annual meeting of the members is a legal holiday, the meeting will be held the same hour on the first day following which is not a legal holiday.~~

Section 2. Special Meetings. Special meetings of the ~~members~~ Members may be called at any time by the President or by the Board of Directors, or upon written request of one fourth of the ~~members~~ Members who are entitled to vote.

Section 3. Notice of Meetings. Written notice of each meeting of the ~~members~~ Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, at least twenty (20) days before such meetings to each ~~member~~ Member entitled to vote ~~there at~~, addressed to the ~~member's~~ Member's address last appearing on the books of the Association, or supplied by such ~~member~~ Member to the Association for the purpose of such notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. ~~The conduct of the meeting shall be as outlined in "Roberts Rules of Order"~~

Section 4. Quorum. The presence at the meeting of ~~members~~ Members entitled to cast, or of proxies entitled to cast, of one-tenth (1/10) of the votes of the ~~members~~ Members shall constitute a quorum for any action except as provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the ~~members~~ Members entitled to vote, who are in attendance, ~~thereat~~ shall have power to adjourn

the meeting ~~from time to time~~, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

Section 5. Proxies and Proxy Solicitation.

a. Proxies. At all meetings of ~~members~~ Members, each ~~member~~ Member in good standing is entitled to vote in person, or if not present, through a person (representative) whom he or she designates to hold his or her proxy. Only proxies issued by the Association's Secretary will be accepted. Proxies must be filed with the Association's Secretary not later than the starting time of the annual or special meeting. Upon validation of the proxies, the Secretary will issue each representative a voting certificate showing the number of votes the representative may cast. Every proxy is revocable, is valid for only the specific purpose indicated thereon, for the one meeting for which granted, and shall cease upon conveyance by the ~~member~~ Member of his or her lot.

b. Proxy Solicitation. Any person or group desiring to solicit proxies shall register this intention in writing to the Association's Secretary not later than four weeks prior to the Annual Meeting or two weeks prior to a Special Meeting. Violation of this provision will result in invalidation of any proxy thus solicited.

ARTICLE IV. BOARD OF DIRECTORS; ~~SELECTION~~ SELECTION; TERM OF OFFICE

Section 1. Number. Initially, ~~The Board of Directors shall have one (1) Director. At such time as at least a majority of the Patio Home Lots and the One Half Acre Lots are inhabited by Members, the number of Directors shall increase to three (3), at the next annual election. At, such time as the developer, no longer has title to any of the property, he shall cease to be a Member. All Directors must then be Members.~~ The Board of Directors shall consist of a minimum of four (4) and a maximum of six (6) Directors. Four of the Directors will be elected into one (1) of four (4) officer positions: President, Vice-President, Secretary, and Treasurer (see Article IX).

Section 2. Term of Office. ~~At the next annual meeting following the increase in the number of Directors to three (3), the Members shall elect (3) Directors: one (1) Director for a term of one (1) year, one (1) Director for a term of two (2) years; and one (1) Director for a term of (3) years and at each annual meeting thereafter the Members shall elect one (1) Director for a term of one (1) year.~~ With the exception of the Director elected as Vice President, each Director is elected to a one (1) year term. The Vice President is elected for three (3) years: a one (1) year term as Vice President; a one (1) year term as President; and a one (1) year term as an ex-officio voting Director. There is no limitation on the number of consecutive terms to which a Director may be elected.

Comment [R1]: For transition elections occurring in January 2012, elections will involve a President for two (2) years: a one (1) year term as President; and a one (1) year term as an ex-officio voting Director.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the ~~members~~ Members of the Association. In the event of death, resignation, or removal of a Director, his successor shall be appointed by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he or she may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his or her duties, provided that reimbursement for such expense is approved by a majority of the Directors. ~~For the provision of other necessary services, the Directors may employ Officers and or Directors to provide those services. Provided the compensation is reasonable, such employment shall not be deemed a conflict with the above stated provisions nor shall it be deemed a prohibited conflict of interest transaction.~~

Section 5. Indemnification. The Association shall indemnify and defend its ~~directors~~ Directors, ~~officers~~ Officers, and ~~committee~~ Committee ~~volunteers~~ Volunteers (whether serving at the time of enactment of this amendment to the By-laws or in the past or future) from any claims, lawsuits, expenses, or liabilities arising from such persons' acts or omissions in performing their rights or duties on behalf of the Association. Such indemnification and defense shall include the fullest protection allowed by applicable law and statute, including without limitation, the most protective provisions, which shall apply to all persons, of C.R.S. 7-129-102 et.seq., C.R.S. 7-128-402, C.R.S. 13-21-115, 13-21-116 and C.R.S. 38-33.3-311(1), provided however, nothing in this indemnification and defense shall affect or impair any insurance coverage applicable to such persons, including without limitation any insurer's duty, to defend and to pay any claim.

ARTICLE V. NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nominations for election to the Board of Directors shall be made by a Nominating Committee, and nominations shall be for a specific Officer position as provided in Article IX of the Bylaws. One additional Director at large without Officer affiliation may be nominated provided the total number of Directors does not exceed six (6). The nomination of ~~members~~ Members in good standing may also be made from the floor at the Annual Meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more ~~members~~ Members in good standing. The Nominating Committee shall be appointed in July of each year to enable it to complete its work by 1 December, and ~~will~~ shall serve until announcement of results of the subsequent election. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies to be filled. Such nominations shall be made only from among ~~members~~ Members in good standing. A representative cross-section of the ~~membership~~ Membership will be sought.

Section 2. Election. Election to the Board of Directors shall be by ballot cast at the Annual Meeting. Voting at the Annual Meeting shall be only by ~~members~~ Members in good standing; ~~members~~ Members present voting in person and those absent by proxy as covered in Article III, Section 5. Only the official Association ballot will be used. The persons receiving the largest number of votes shall be elected. In the event of a tie, the winner shall be selected by lot.

ARTICLE VI. MEETINGS OF DIRECTORS

Section 1. ~~Regular Meetings.~~ ~~Regular meetings~~ Meetings of the Board of Directors shall be held ~~monthly without~~ with notice, at such place and hour as may be ~~fixed from time to time~~ agreed to in advance or by resolution of the Board. ~~Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.~~

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the association, or by any two Directors, after not less than one (1) days' notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Action Taken without a Meeting. The Directors shall have the right to take any action in the absence of a meeting ~~which they could take at a meeting~~ provided a reasonable effort is made to contact all Directors and written approval of ~~the action is given by five (5)~~ by two (2) or more Directors. If the ~~officer~~ Officer requesting such approval considers the matter to be of sufficient urgency, a telephone vote of approval by ~~five (5)~~ two (2) or more Directors will be deemed as sufficient. Any action so approved shall have the same effect as though taken at a meeting of the Directors and shall be duly recorded.

ARTICLE VII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

a. adopt and publish rules and regulations and interpret and enforce the Declaration, Bylaws and rules and regulations in all manner and forms permitted or authorized by law or statute.

b. suspend the voting rights ~~and right to use of the recreational facilities of a member~~ Member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations.

c. exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the ~~membership~~ Membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declarations.

d. declare the office of a ~~member~~ Member of the Board of Directors to be vacant in the event such ~~member~~ Member shall be absent without cause from three (3) consecutive regular meetings of the Board of Directors; and

e. employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties and responsibilities.

Section 2. Duties. It shall be the duty of the Board of Directors to:

a. ~~cause to be kept~~ keep a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such a statement is requested in writing by one-tenth (1/10) of the members who are entitled to vote;

b. supervise all ~~officers~~ Officers, agents, and employees of this Association, and to see that their duties are properly performed;

c. as ~~more fully~~ provided in the Declaration, ~~to~~:

(1) fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period.

(2) send written notice of each assessment to every ~~owner~~ Property Owner subject thereto during the month prior to each annual assessment period (January 1 to December 31); and

(3) not earlier than thirty (30) days after the due date (1 January) to file and record a lien against any property for which assessments are unpaid and at the option of the Board to foreclose the lien if payment is not received within six months after the due date.

(4) issue, or cause an appropriate ~~officer~~ Officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

ed. procure and maintain adequate liability and hazard insurance on property owned by the Association;

fe. cause all ~~officers~~ Officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

gf. cause the Common Area to be maintained in a manner deemed appropriate by the Board.

ARTICLE VIII. CONDUCT OF ELECTIONS

Section 1. The Board of Directors shall govern the conduct of all elections and shall render all interpretations and make all decisions as to controversies or other matters arising in the conduct of such elections. It is the responsibility of the Board to assure accurate results and to protect the Association members from any impropriety in the conduct of elections.

Section 2. The Board will appoint a Judges Committee prior to the election.

Section 3. Following the election the Judges Committee will count the ballots and proxies cast and will set aside any ballots or proxies which are defective, spoiled, or otherwise improperly cast or voted. The Judges Committee will provide all election returns and a certificate of returns to the Secretary of the Association no later than two days after the election.

Section 4. The Secretary shall submit all election returns and the certificate of returns to the Board at a meeting to be held as soon as practicable after receipt of the report of the Judges Committee. The Board shall examine the election returns, canvass the votes and proxies, and announce the results as soon as practicable. Election materials will be preserved for at least 45 days.

Section 5. If upon completion of canvass of the votes the Board believes sufficient question of the validity or accuracy of the election results exists, it shall have the power to conduct a recount of the votes and proxies cast. The Board may require the production before it of such witnesses, documents, records, or other evidence pertaining to the propriety of any vote or proxy cast or

counted, and may correct the canvass in accordance with its findings based on the evidence presented.

Section 6. Action to contest the election of any person or the results of election on any question may be instituted by any member to the Board within thirty days after the results are canvassed, but not thereafter.

ARTICLE IX. OFFICERS AND THEIR DUTIES

Section 1. Enumeration-Election of Officers. The ~~election of officers~~ Officers occurs simultaneously with the election of Directors at the annual membership meeting (see Article III, Section 1) of this Association shall be a President, a Vice President, a Secretary, and a Treasurer, who shall at all times be members of the Board of Directors, and other such officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. ~~The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.~~

Section 3. Term. ~~The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified, or is unable to serve.~~

Section 4. Special Appointments. The Board may appoint such other ~~officers~~ Officers as the affairs of the Association may require, each of whom shall hold office for such period, not to exceed one year, and have such authority and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any ~~officer~~ Officer may be removed from office by the Board. Any ~~officer~~ Officer may resign at any time giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on 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 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The ~~officer~~ Officer appointed to such vacancy shall serve for the remainder of the term of the ~~officer~~ Officer he or she replaces.

Section 7. Multiple Offices. ~~The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.~~

Section 85. Duties. The duties of the ~~officers~~ Officers are as follows:

a. President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; and shall co-sign all checks and promissory notes or other instruments obligating the Association.

b. Vice-President. The Vice President shall act in the place and stead of the President in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

c. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the ~~members~~ Members; keep the corporate seal of the Association, and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the ~~members~~ Members, and shall perform such other duties as required by the Board. The Secretary is authorized to co-sign checks.

d. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; keep appropriate current records showing the members of the Association together, -with their addresses; furnish a financial statement following the completion of each fiscal year which shall be available to ~~members~~ Members in the Association's office; and shall prepare an annual budget for approval by the Members at the and a statement of income and expenditures to be available to the ~~membership~~ Members at its ~~regular~~ annual meeting.

ARTICLE X. COMMITTEES

The Association Board of Directors shall appoint an Architectural Control Committee, when necessary, as provided in the Declaration, at its first meeting following each annual meeting of the ~~members~~ Members, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XI. BOOKS AND RECORDS

The books, records, and papers of the Association, plus the Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any ~~member~~

Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XII. ASSESSMENTS

As more fully provided in the Declaration, each ~~member~~ Property Owner is obligated to pay the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from due date (1 January) at the rate of eight percent (8%) per annum, and the Association may bring an action at law against the Property Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his or her Lot.

ARTICLE XIII. CORPORATE SEAL

The Association may have, but is not required to have, a seal in circular form having within its circumference the words, "High Pines Owner's Association, Inc.--Colorado"

ARTICLE XIV. AMENDMENT OF BYLAWS

Section 1. These Bylaws may be amended at a regular or special meeting of the ~~members~~ Members called for that purpose by a vote of a majority of ~~the lots present in person~~ Property Owners eligible to vote, who are present, or by proxy.

Section 2. In the case of any conflict between the Amended Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Section 3. Invalidation of any of these covenants or restrictions by judgment, court order, or legislative enactment will in no way serve to invalidate any other remaining Articles or Sections.

ARTICLE XV. MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, the undersigned Board of Directors of the High Pines Owner's Association, set s to these Amended Bylaws, as amended by the vote of the ~~membership~~ Membership at the Annual Meeting of _____, 2012.

President

Secretary