

**HIGH PINES OWNERS' ASSOCIATION, INC.**  
**2012 General Membership Meeting**  
**January 31, 2012**

**I. Call to Order/Welcome**

Members gathered at Mary and Ron Scott's home, 20396 High Pines Drive, for a social period between 6:30 and 7:00 PM.

President Jim Hadley called the meeting to order at 7:00 PM

**II. Attendees**

- Jim Hadley, President and Director
- Chris Taylor, Vice President, Treasurer, and Director
- Mary Scott, Secretary and Director
- Carrie Johnson, Property Manager
- Ed Jones
- Dion and Karen Kearney
- Ray and Debbi Jahaaski
- Joe and Susan Berube
- Bonnie Sepelak
- Donna Ballard
- Joe and Celes Todd
- Jennifer Mueller
- Tony McKenzie
- Bob Groschen
- Paul and Mary Pirog
- Sherry and Bob MacDonald
- Matt Beverly
- Bob Linza
- Ron Scott
- See enclosure A for more detail

**III. Agenda**

The agenda included the following items:

- Review/approval of the 2011 Annual General Membership Meeting Minutes (Mary Scott, Secretary)
- Review of the 2011 Treasurer's Report (Chris Taylor, Treasurer)
- General discussion of relevant activities during 2011 (Jim Hadley and Carrie Johnson)

- Approval agenda
  - 2012 Annual Operating Budget
  - Proposed Amendments to HOA Bylaws
  - Election of New Directors/Officers
- Election results
- Induction of new Directors/Officers
- Comments from new President
- New Business

#### **IV. 2011 General Membership Meeting Minutes**

Mary Scott, Secretary, asked if there were any questions regarding the 2011 General Membership Meeting Minutes (see enclosure B). There was some discussion from Members who were not present at the February Meeting, seeking additional clarification.

- There was a question about upkeep for Lots 53, 55, and 59. Carrie said these lots are bank-owned, and mowing is provided and paid for by the banks upon request.
- There was a similar question about another unoccupied, bank-owned property (i.e., 20364 High Pines Drive). Carrie explained the property is in a unique court custodial status and the Association is not allowed access.
- There was a question regarding snow removal. Carrie checked into a private arrangement and for liability reasons, the county would not support a private contract. The county has a priority system for our neighborhood and it is a number three priority (i.e., the lowest of three priorities), mostly due to the number of children living in the neighborhood.

Once the questions were answered, Jim Hadley made a motion to approve the minutes. Bob Groschen seconded the motion, and the minutes were unanimously approved.

#### **V. 2011 Treasurer's Report**

Chris Taylor, Treasurer, provided a description of his methodology for assembling the Treasurer's Report for 2010 and 2011 (see the Balance Sheet at enclosure C, page C-2; and Income Statement at enclosure C, page C-3). He entertained questions from the Membership regarding certain categories on the report. Chris's CPA-based Treasurer's Report provides a solid foundation and benchmark for future Treasurer's Reports.

There was some discussion about the fence extension requirement from the county along County Line Road. The plat states that High Pines will complete the fence in a timely manner.

Carrie also explained that the trees along the fence are irrigated and that the High Pines Patio Association has agreed to pay for the cost of the water in exchange for our Association mowing the common areas around the detention ponds and Piney Hill Point.

Chris also explained changes in operating procedures that were approved by the Board of Directors at their January 11, 2012 meeting:

The Treasurer will have responsibility for all funds of the High Pines HOA, including deposits and disbursements. The HOA business manager (currently Carrie Johnson) will continue to prepare checks for any approved expenditures, which checks will require the signature of the Treasurer.

At the same Board meeting, Jim Hadley recommended the High Pines HOA retain Carrie Johnson as the business manager for the calendar year 2012. This action was supported by the entire Board of Directors.

A Member asked that more distance of the fence be completed at one time if this would be cost effective. Joe Berube made a motion to finish the High Pines entry wall not to exceed the amount budgeted and to delay further extension along County Line Road for the time being. Bob Groschen seconded the motion. Members approved the recommendation.

A Member asked for clarification on the amount budgeted for an HOA website. Chris Taylor volunteered to develop and maintain the website. There were some concerns about long-term consequences in terms of content, privacy, and sustainability. It was recommended that a committee be formed to examine the issues and implications of such a website. Tony McKenzie made a motion that a committee be formed to study the website initiative. Chris Taylor seconded the motion, and the Members approved the motion.

## **VI. General Discussion of Relevant Activities during 2011**

There was no further discussion beyond what has been recorded during earlier portions of the meeting.

## **VII. Approval Agenda**

- ***Proposed 2012 Annual Operating Budget***

Chris Taylor entertained questions about the proposed annual operating budget (last column in the Income Statement at enclosure C, page C-3).

- Members suggested the budgeted funds for landscaping focus more on completing the wall and adjoining areas along the entryway on High Pines Drive.
- Members suggested that an HOA website is a good idea and the new Board should take this on as an action item to ensure reasonable updating, privacy, and sustainability.

With the above considerations to be kept in mind by the new Board of Directors, Ron Scott moved that the proposed budget be approved. Bob Linza seconded the motion and the proposed budget was unanimously approved by the Membership.

- ***Proposed Amendments to HOA Bylaws***

Tony McKenzie expressed a concern regarding the removal or resignation of an elected Vice President in the Proposed Amended HOA Bylaws at enclosure D. Since the Vice President is essentially elected for a three-year term on the Board (Vice President, President, and Ex Officio Voting Member of the Board), the Bylaws should provide for a newly elected Vice President at the next annual Membership Meeting. Ron Scott proposed the following amendments (in bold underlined text) to the proposed amended Bylaws:

- Article IV, Section 3 be amended to read “Any Director may be removed from the Board, with or without cause, by a majority vote of the 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. **In the event that the Director to be removed is the President, the Vice President becomes the President and the Vice President position remains vacant until the next election. In the event that the Director to be removed is the Vice President, this position may be filled by the Board for the remainder of the year. In either event, at the next annual Membership meeting, all four officer positions must be determined by election.**
- Article IX, Section 3 to read: “In the event that the Officer to resign or to be removed is the President, the Vice President becomes the President and the Vice President position remains vacant until the next election. **In the event that the Officer to resign or to be removed is the Vice President, this position may be filled by the Board for the remainder of the year.**

**In either event, at the next annual Membership meeting, all four officer positions must be determined by election.**

Tony McKenzie made a motion that the proposed amendment to the amended Bylaws be approved. Joe Berube seconded the motion, and the proposed amendments with addition two modifications were unanimously approved by the Membership. The approved amended Bylaws are at enclosure E.

- ***Election of New Directors/Officers***

Running for President and Director: Dion Kearney and Bob Linza

Running for Vice President and Director: Joe Berube

Running for Secretary and Director: Bonnie Sepelak

Running for Treasurer and Director: Chris Taylor

#### **VIII. Induction of New Directors/Officers**

Twenty two of the 62 eligible property owners voted. The following individuals were elected:

President and Director: Bob Linza

Vice President and Director: Joe Berube

Secretary and Director: Bonnie Sepelak

Treasurer and Director: Chris Taylor

As the outgoing President, in accordance with the amended HOA Bylaws, Jim Hadley will remain as an Ex Officio voting Director on the Board of Directors for 2012.

#### **IX. General Comments by Bob Linza, New President**

Bob thanked everyone attending for their support and expressed a commitment to be responsive to HOA Membership. Bob also suggested that an architectural committee be formed. He will work with Members to form such a committee. Bob also indicated that he wants the new Board to meet with outgoing Board members within the next couple weeks to encourage a smooth transition.

#### **X. New Business**

For the next annual Membership meeting, Joe Berube suggested renting the Woodmoor Barn to accommodate more HOA members at the meeting. Bob Linza indicated he would also be willing to host the meeting at his home.

Joe Berube indicated the advertizing sign on Lot 61 may not be in accordance High Pines Covenants, and suggested that the sign be made smaller. There was general consensus among Members attending to make the sign smaller.

Ray Jahaaski expressed a concern about the presence of building materials positioned on Lots 61 and 63. He recommended that they be used or removed. Bob said he would follow up on this issue.

## **XI. Adjournment**

The meeting adjourned at 9:00 PM.

**Respectfully submitted,**



**Mary C. Scott**  
**Secretary**

### **Enclosures:**

- A. Meeting Attendees
- B. Approved Minutes of the 2011 General Membership Meeting
- C. Treasurer's Report: Balance Sheet for 2009, 2010, and 2011; 2011 and 2011 Income Statement; and 2012 Operating Budget
- D. Proposed Amended HOA Bylaws
- E. Approved Amended HOA Bylaws

## ENCLOSURE A

### MEETING ATTENDEES

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#### Sign In Roster

Name: Ed Jones

Street Address: 20348 High Pines Dr.

Email: EJones@AwebT.com

Phone: 719-964-5528

Name: Dion & Karen Kearney

Street Address: 20280 Melanie Ann Ct

Email: Kearneyshack@aol.com & Karenshut@msn.com

Phone: 438-1488

Name: Ray & Debbie Jahaaski

Street Address: 20470 Kenneth Laine Dr.

Email: jahaaski@comcast.net

Phone: 445-0496

Name: Joe & Susan Berube

Street Address: 20217 Kenneth Laine Dr

Email: Jberube483@msn.com

Phone:

Name: Bonnie Sepelak

Street Address: 20272 KENNETH AVE

Email: Sepelak.bonnie@synthes.com

Phone: 661-5144

C. Iris Taylor

Carrie

Name: Donna Ballard

Street Address: 20279 melanie Ann Ct

Email: donnaJean77@hotmail.com

Phone: 719/4810213

Name: Jim Hadley

Street Address: 1498 Dark Pine Ct

Email: JBHA 3840 @ AOL.COM

Phone: 481-0721

Name: Joe & Celea Todd

Street Address: 20325 Kenneth Lainer Dr

Email: Jmtoddpmf@yahoo.com

Phone: 637-0895

Name: Jennifer Mueller & Byron Mueller

Street Address: 20218 Kenneth Lainer Dr.

Email: fofteemama@gmail.com

Phone: 475-2767

Name: Tony MCKENZIE

Street Address: 20380 High Pines Dr.

Email: tonymckenzie@comcast.net

Phone: 719-481-8827

Name: Bob Groschen

Street Address: 1607 Plowman Dr

Email: rpgroschen@comcast.net

Phone: 408-9240

Name: PAUL & MARY P. ROG

Street Address: 1442 DARK PINE CT

Email: MAP.ROG@GMAIL.COM

Phone: 719-559-2035

Name: Sherry and Bob MacDonald

Street Address: 1441 Dark Pine Ct

Email: bobandsherrymac@gmail.com

Phone: (719) 481-1578

Name: MATT BEJERLY

Street Address: 20235 KENNETH LAINER

Email: C-ZUCKER1019@YAHOO.COM

Phone:

Name: BOB LINZA

Street Address: 20220 HIGH PINES DR

Email: boblinza@aol.com

Phone: 719-487-1050/641-7093(C)

## **ENCLOSURE B**

### **APPROVED MINUTES OF THE 2011 GENERAL MEMBERSHIP MEETING**

#### **I. Call to Order/Welcome**

The Board President, Jim Hadley, called the meeting of High Pines Homeowners Association General Membership to order at 7:00 PM, Thursday, February 17, 2011.

#### **II. Attendees**

- Jim Hadley, President
- Mary Scott, Secretary
- Carrie Johnson, High Pines HOA Manager
- Ron Scott
- Barbara Hadley
- Chris and Holly Taylor
- Joseph and Susan Berube
- Debbie Hall
- Ed Jones
- Bob Linza
- Vern and Jennie Neumann
- Sharon Ehlenbach
- Sue Golden
- Jennifer Raulie
- Joe and Celes Todd

#### **III. Agenda**

The Agenda included the following items:

- A Review of the Board of Directors Meeting Minutes, January 27, 2011
- A copy of the Treasurer's Report for FY 2010
- A copy of the Operating Budget for FY 2011
- Governance issues
- Property maintenance and upkeep
- Snow removal operations
- Piney Hill Point Road

#### **IV. Discussion**

- **BOD Meeting Minutes**
  - There appears to be no need to change current annual Association dues of \$240.00. Dues will remain payable no later than February 28. Carrie will notify

owners who are delinquent that a lien will be placed on their property. After a warning, a lien will be filed.

- **Treasurer's Report**

- The treasurer's report was prepared and presented by Carrie Johnson.
- The board approved the report.

- **Budget**

- The board discussed the budget in general and emphasized that landscaping has been budgeted and will take place (from north to south) along the northwest corner of County Line Road and High Pines Drive (about 45 feet).

- **Governance Issues**

- The Board of Directors is in transition. There are currently two Directors: Jim Hadley and Mary Scott. Jim is serving as President, and Mary as Secretary.
- The Board requires one more Director.
- Susan Berube nominated Chris Taylor as a member of the Board of Directors and as Vice President. Ron Scott seconded the motion. Chris was approved unanimously.
- The Board will address Treasurer requirements in accordance with the Bylaws of the High Pines Owners Association, Inc.
- In accordance with the Bylaws, a Nominating Committee will be appointed effective July 2011 to develop a slate of candidates for election to the Board. Candidates must be a "member" as defined in the Declaration of Covenants, Conditions and Restrictions (i.e., a property owner in High Pines). Once the Board is elected, the Directors of the Board will elect, in accordance with the Bylaws, the Association Officers which consist of President, Vice President, Secretary, and Treasurer. All Officer positions are required to be Directors of the Board. Joe and Susan Berube, and Ron Scott volunteered to serve on the Nominating Committee. A Director of the Board will chair the Nominating Committee as required by the Bylaws.
- There was a general discussion regarding the role Carrie Johnson carries out as a manager for the Association. Carrie is not a member of the Board; she is employed by the Board and carries out responsibilities as determined by the Board. Carrie has been with the Association since its inception in 2001 and has established important working relationships with county officials.
- Jim Hadley closed this discussion with the requirement for the Board to closely review the Bylaws and to determine any necessary corrective actions to ensure compliance.

- **Property Maintenance and Upkeep**

- Some of the members attending the meeting expressed their concern that empty lots were unsightly due to refuse such as chunks of concrete.

- Carrie Johnson responded that owners are responsible for maintaining their lots, and that the HOA mows common use areas and empty lots twice a year.
- **Snow Removal**
  - Many of those in attendance expressed disappointment that the county is very slow in removing snow in our area. One of the members had invited Mr. Jared Clarke, to present his proposal to provide snow removal services for about \$300 per visit. He will send his proposal to Jim Hadley for consideration.
  - Meanwhile, Ron Scott suggested we consult with the County (e.g., Commissioner Glenn, as suggested by Joe Berube) to see if they would be willing to incorporate Mr. Clarke's proposal as an outsourcing initiative to be funded by the County.
- **Piney Hill Point Private Road**
  - Residents on Piney Hill Point Private Road, who are members of the High Pines Patio HOA, have noticed vehicle owners from the High Pines HOA speeding on this road. They have requested assistance from our HOA with speed bumps.
  - After some discussion members voted not to provide financial assistance.

## V. New Business

- **Landscaping for Track C**
  - Although \$3,800.00 is allocated in the budget for Track C landscaping, members voted not to spend this money for now.
  - Debbie Hall suggested that repairing cracks in pavements with asphalt would be a better use of the \$3,800.00. Vern Neumann seconded the motion. Members approved.
- **High Pines Entry Signage**
  - Debbie Hall suggested we upgrade the entry signage to the neighborhood. This will need to be proposed next year with options and cost estimates.
- **Neighborhood Roads**
  - There was a question about when the county will resurface neighborhood roads. Carrie will check with the County to find out details.
- **Curbs and Sidewalks**
  - There also was a question about curbs and sidewalks. Carrie explained that new subdivision development is required to incorporate sidewalks and curbs. High Pines was developed before this requirement was established. Bob Linza said engineering costs just to design the project would exceed our budgeting capacity.
- **Emails**
  - Some members in attendance expressed a desire to have access to email addresses of members in the neighborhood. Mary Scott offered to look into how to approach this idea to encourage participation while protecting privacy.

**VI. Adjournment**

The meeting adjourned at 9:30 PM.

**Respectfully submitted,**

A handwritten signature in cursive script that reads "Mary C. Scott".

**Mary C. Scott**  
**Secretary**

## ENCLOSURE C

### **TREASURER'S REPORT: BALANCE SHEET FOR 2009, 2010, AND 2011; 2010 AND 2011 INCOME STATEMENT; AND 2012 OPERATING BUDGET**

To the Board of Directors

January 20, 2012

High Pines Home Owners Association

Monument, CO

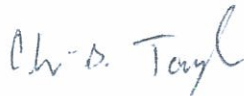
I have compiled the accompanying statement of financial position of High Pines HOA as of December 31, 2011, and the related statements of activity for the year then ended. I have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or provide any assurance about whether the financial statements are in accordance with U.S. generally accepted accounting principles.

Management is responsible for the preparation and fair presentation of the financial statements in accordance with U.S. generally accepted accounting principles and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

My responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

Management has elected to omit substantially all of the disclosures ordinarily included in financial statements prepared in accordance with U.S. generally accepted accounting principles. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the organization's assets, liabilities, net assets, revenue, and expenses. Accordingly, the financial statements are not designed for those who are not informed about such matters.

Yours very truly,



Chris G Taylor, CPA

# High Pines HOA

## Balance Sheet

|                                | <u>31-Dec-09</u>       | <u>31-Dec-10</u>        | <u>31-Dec-11</u>        |
|--------------------------------|------------------------|-------------------------|-------------------------|
| ASSETS                         |                        |                         |                         |
| Current Assets                 |                        |                         |                         |
| Checking Account               | \$ 3,426.92            | \$ 10,721.71            | \$ 14,404.90            |
| Savings Account                | <u>2,698.56</u>        | <u>2,701.09</u>         | <u>2,703.09</u>         |
| Total Cash                     | 6,125.48               | 13,422.80               | 17,107.99               |
| Accounts Receivable            | <u>-</u>               | <u>-</u>                | <u>2,060.00</u>         |
| Total Current Assets           | 6,125.48               | 13,422.80               | 19,167.99               |
| <br>TOTAL ASSETS               | <br><u>\$ 6,125.48</u> | <br><u>\$ 13,422.80</u> | <br><u>\$ 19,167.99</u> |
| LIABILITIES & EQUITY           |                        |                         |                         |
| Equity                         |                        |                         |                         |
| Opening Equity                 | \$ 25,461.53           | \$ 25,461.53            | \$ 25,461.53            |
| Retained Earnings              | (18,559.63)            | (19,336.05)             | (12,038.73)             |
| Net Income (Loss)              | <u>(776.42)</u>        | <u>7,297.32</u>         | <u>5,745.19</u>         |
| Total Equity                   | 6,125.48               | 13,422.80               | 19,167.99               |
| <br>TOTAL LIABILITIES & EQUITY | <br><u>\$ 6,125.48</u> | <br><u>\$ 13,422.80</u> | <br><u>\$ 19,167.99</u> |

## High Pines HOA

### Income Statement

|                          | Actuals For The Year Ended |              | Budget        |
|--------------------------|----------------------------|--------------|---------------|
|                          | 31-Dec-10                  | 31-Dec-11    | 31-Dec-12     |
| RECEIPTS                 |                            |              |               |
| Annual Dues              | \$ 16,420.00               | \$ 15,500.00 | \$ 14,880.00  |
| Other Fees               | 1,865.00                   | 825.00       | -             |
| Interest                 | 2.53                       | 2.00         | 2.00          |
| TOTAL RECEIPTS           | 18,287.53                  | 16,327.00    | 14,882.00     |
| DISBURSEMENTS            |                            |              |               |
| Operating Expenses       |                            |              |               |
| Insurance                | 1,842.00                   | 1,872.00     | 1,900.00      |
| Accounting               | 209.00                     | 222.00       | 250.00        |
| Legal                    | 5.00                       | 111.00       | 100.00        |
| License                  | 10.00                      | 10.00        | 10.00         |
| Management Fee           | 3,000.00                   | 3,000.00     | 3,000.00      |
| Bank Fees                | 218.28                     | 2.38         | -             |
| Postage                  | 159.58                     | 132.57       | 150.00        |
| Printing                 | 55.14                      | 123.93       | 100.00        |
| Office Supplies          | 54.87                      | 75.43        | 100.00        |
| Repairs & Maintenance    | 380.00                     | 897.00       | 1,000.00      |
| Mowing                   | 2,400.00                   | 2,120.00     | 2,300.00      |
| Total Operating Expenses | 8,333.87                   | 8,566.31     | 8,910.00      |
| Capital Expenses         |                            |              |               |
| Develop HOA Website      |                            |              | 700.00        |
| Landscaping              | 2,656.34                   | 2,015.50     | 6,300.00      |
| Total Capital Expenses   | 2,656.34                   | 2,015.50     | 7,000.00      |
| TOTAL DISBURSEMENTS      | 10,990.21                  | 10,581.81    | 15,910.00     |
| NET INCOME (LOSS)        | \$ 7,297.32                | \$ 5,745.19  | \$ (1,028.00) |

## **ENCLOSURE D**

### **PROPOSED AMENDED HOA BYLAWS**

The following changes are proposed for the Bylaws.

- Text that is recommended for a change in language or deletion is struck through. New language is in underlined font.
- Notice one major change in Article IV, Section 2, Term of Office.
  - Elections are held every year.
  - The proposed Bylaws call for one-year terms for the Secretary and Treasurer.
  - The Vice-President is elected to a three-year term, one year as Vice-President, one as President, and one year as an ex officio voting member of the Board.
  - Elections in calendar year 2012 represent a transition to the new concept. Members will elect a Member as President who serves one year as President for 2012, and as an ex officio voting member of the Board in 2013. The Member elected as Vice President will serve one year as Vice President for 2012, one year as President for 2013, and one year as an ex officio voting member of the Board for 2014.
  - In 2013, elections will include only the Vice President (one year as Vice President in 2013, President for 2014, and ex officio voting member for 2015), and Secretary and Treasurer, each for one-year terms.
  - There are no limitations on the number of positions or terms Directors may be elected.
- The proposed amendments to the Bylaws follow on the next 11 pages (Enclosure G-2 through G-12).

# BYLAWS OF THE HIGH PINES OWNER'S ASSOCIATION INC.

## 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 ~~thereat~~, 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; ~~SECECTION~~ 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.~~

**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

## **ENCLOSURE E**

### **APPROVED AMENDED HOA BYLAWS**

## **BYLAWS OF THE HIGH PINES OWNER'S ASSOCIATION INC.**

### **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 principal office of the corporation shall be located in Monument, Colorado. Meetings of Property Owners and Directors may be held at such places within, El Paso County, State of Colorado, 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. "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 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 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 Property Owners of the Association and as provided in the Declaration. "A 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. 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 shall be held in January of each year on a date established by the Board of Directors.

**Section 2. Special Meetings.** Special meetings of the 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 who are entitled to vote.

**Section 3. Notice of Meetings.** Written notice of each meeting of the 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 entitled to vote, addressed to the Member's address last appearing on the books of the Association, or supplied by such 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.

**Section 4. Quorum.** The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, of one-tenth (1/10) of the votes of the 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 entitled to vote, who are in attendance, shall have power to adjourn the meeting, 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, each 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 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; TERM OF OFFICE**

**Section 1. Number.** 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.** 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.

**Section 3. Removal.** Any Director may be removed from the Board, with or without cause, by a majority vote of the 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. In the event that the Director to be removed is the President, the Vice President becomes the President and the Vice President position remains vacant until the next election. In the event that the Director to be removed is the Vice President, this position may be filled by the Board for the remainder of the year. In either event, at the next annual Membership meeting, all four officer positions must be determined by election.

**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.

**Section 5. Indemnification.** The Association shall indemnify and defend its Directors, Officers, and Committee Volunteers (whether serving at the time of enactment of this amendment to the Bylaws 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 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 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 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 in good standing. A representative cross-section of the 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 in good standing; 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. Meetings.** Meetings of the Board of Directors shall be held with notice, at such place and hour as may be agreed to in advance or by resolution of the Board.

**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 provided a reasonable effort is made to contact all Directors and written approval by two (2) or more Directors. If the Officer requesting such approval considers the matter to be of sufficient urgency, a telephone vote of approval by 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 of a 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 by other provisions of these Bylaws, the Articles of Incorporation, or the Declarations.
- d. declare the office of a Member of the Board of Directors to be vacant in the event such 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. 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, agents, and employees of this Association, and to see that their duties are properly performed;

c. as provided in the Declaration,:

(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 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 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;

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

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

f. 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. Election of Officers.** The election of Officers occurs simultaneously with the election of Directors at the annual membership meeting (see Article III, Section 1).

**Section 2. Special Appointments.** The Board may appoint such other 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 3. Resignation and Removal.** Any Officer may be removed from office by the Board. Any 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. In the event that the Officer to resign or to be removed is the President, the Vice President becomes the President and the Vice President position remains vacant until the next election. In the event that the Officer to resign or to be removed is the Vice President, this position may be filled by the Board for the remainder of the year. In either event, at the next annual Membership meeting, all four officer positions must be determined by election.

**Section 4. Vacancies.** A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he or she replaces.

**Section 5. Duties.** The duties of the 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; 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, 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 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 Members at its 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, 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 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 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 called for that purpose by a vote of a majority of 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 at the Annual Meeting of January 31, 2012.

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President

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Secretary