

# **HVPOA Bylaws**

(As amended by the Annual Meeting, May 19, 2002)

## **BYLAWS OF THE HIDDEN VILLAGE PROPERTY OWNERS ASSOCIATION, INC.**

### **ARTICLE I**

#### **Members**

Any person or persons owning real property in Hidden Village, Douglas County, Colorado, having paid the membership dues, shall constitute one membership.

### **ARTICLE II**

#### **Meeting of Members and Duties**

Sec. 1. The annual meeting of the members of this corporation shall be held during the months of May or June. At least one additional meeting shall be held during the months of November or December. The meetings shall be held at such times and places as may be determined by the Board of Directors. Written notice of such meetings shall be given to all members at least fourteen (14) days in advance.

Sec. 2. The fiscal year of this corporation shall be the calendar year.

Sec. 3. A special meeting of the members of this corporation may be called at any time by a resolution of the Board of Directors, the President, or by request of ten members hereof by giving no less than seven (7) days nor more than twenty-one (21) days written notice of such meeting, naming the place, hour, and purpose of said meeting in said notice.

Sec. 4. Fifteen percent (15%) of the members of this corporation shall constitute a quorum to do business.

Sec. 5. In all affairs of this corporation, each membership shall have one (1) vote.

### **ARTICLE III**

#### **Board of Directors**

Sec. 1. The affairs and management of this corporation shall be under the control of a Board of Directors consisting of seven (7) members hereof, and they shall hold office for two years from the date of their election, or until their successors are duly selected. Members of the Board of Directors may not be elected to serve more than two full consecutive terms, and must be off the Board at least one term before being eligible for renomination or reselection.

Sec. 2. Meetings of the Board of Directors shall be held at such time, place and hour as the President may set forth in the call for any meeting. Seventy-two (72) hours' notice to each member of the Board of Directors shall be necessary, unless such member or members shall waive such

notice or be present at such meeting. Upon refusal of the President to call a meeting, any three (3) members of the Board of Directors may call a meeting upon three (3) days' notice in writing to each member of the Board. With the approval of a majority of the full Board, the Board may conduct business via phone or electronic mail between regular meetings of the Board. If a Board member is unable to attend a regular meeting of the Board, that member may participate via teleconference.

Sec. 3. The Board of Directors shall have power and authority to accept donations, bequests, and larger payments than the regular membership dues from any person, firm, or corporation, but in the acceptance of same it is distinctly understood that the Board of Directors is hereby prohibited from issuing additional memberships therefor.

#### ARTICLE IV Officers

Sec. 1. The officers of this corporation shall be a President, Vice President, Secretary, Treasurer, and chairman of the Environmental and Architectural Review Committee. The officers shall be elected by the Board of Directors at the first meeting of the Board of Directors following the annual membership meeting. Each officer shall hold office for one (1) year, or until a successor is duly elected or appointed by the Board of Directors, and shall hold office at the pleasure of the said Board of Directors. An officer may serve successive terms in the same or a different office at the pleasure of the Board.

Sec. 2. **PRESIDENT:** The President shall preside at all meeting of the Board of Directors and at the meetings of the members hereof, and ~~he~~ shall be the chief executive officer of this corporation and shall perform such other duties as are generally or customarily performed by such an officer in a corporation of like character.

Sec. 3. **VICE PRESIDENT:** The Vice President shall assume the duties of the President in the absence of the President, and shall perform such duties as the Board of Directors may direct.

Sec. 4. **SECRETARY:** It shall be the duty of the Secretary to keep the minutes of the Board of Directors and the minutes of any and all meetings of the members; to have custody of the corporation seal and to affix the same to all contracts and conveyances requiring the same; to carry on all correspondence of the corporation, unless otherwise provided; to give notice of all meetings of the Board of Directors and members when required to do so, and perform such other duties as may be required by the Board of Directors.

Sec. 5. **TREASURER:** The Treasurer shall have charge of the funds of this corporation. No expenditure of funds shall be made unless approved by the Board. Expenditures that are under \$500.00 may be paid by checks signed by the Treasurer or by the President. Expenditures of \$500.00 or more shall be paid by a check signed by both the President and the Treasurer. The Treasurer shall be required to keep written books of account showing all receipts and expenditures and shall deposit in such bank as the Board of Directors may determine by resolution any and all funds of this corporation. The Treasurer shall render an account to the officers and the Board of Directors and the members at such time as they may request, and the books shall be open at all times to the inspection of any member, officer, and the Board of Directors. The Treasurer shall keep

records of the names and addresses of the members, and shall make a report at the Annual Meeting or at meetings of the Board of Directors, and shall make such other reports as may be requested by the President or the Board of Directors.

**SEC. 6. CHAIRMAN OF THE ENVIRONMENTAL AND ARCHITECTURAL REVIEW COMMITTEE:** The Chairman of the Environmental and Architectural Review Committee shall have the primary responsibility for promoting the environmental and architectural quality of Hidden Village. It shall be the Chairman's duty to review, approve, approve with conditions, or disapprove all requests from property owners for improvements, new construction, renovations, renovations, excavations or other planned activities that require Committee review and approval. Upon request of a property owner, the Chairman shall communicate with the requesting property owner to assure all necessary plans are available, and to identify a mutually convenient time for a site visit. The Chairman shall convene members of the Committee, including one or more neighboring property owners who may be affected by the proposal, and shall conduct a site visit with the property owner and Committee members. The Chairman shall provide the property owner with a written decision based on the input of the Committee within seven (7) days of the site visit. The Chairman shall coordinate review functions and decisions with the appropriate County officials, and shall perform such other duties as may be requested by the President or the Board of Directors.

**Sec. 7. VACANCIES:** Any vacancy in the Board or in any office of the Board shall be filled by a vote of the remaining members of the Board. Such member shall hold office until the next annual meeting of the members, at which meeting said position shall be come vacant and shall be filled in accordance with Article VII hereof unless such vacancy occurs within the three weeks prior to the annual meeting. In such case, nominations to fill such vacancy shall be accepted from the floor at said meeting.

**Sec.8.** No officer, member of the Board of Directors, or member of any committee, or any person rendering any service on behalf of this corporation shall have or be entitled to any compensation, remuneration or monetary consideration unless the same shall have been first approved by the Board of Directors.

**Sec. 9. REMOVAL:** A member of the Board of Directors shall be removed from membership on the Board if the member misses three (3) consecutive or four (4) of six (6) consecutive meetings of the Board of Directors. A member may be removed "for cause" by unanimous vote of the remaining members, providing the vote is taken at a duly called meeting and the member is offered the opportunity to dispute the proposed removal.

## ARTICLE V

### Non-profit Corporation– Membership Dues

**Sec. 1.** This corporation shall be a non-profit corporation, and shall have no capital stock.

**Sec. 2.** Until the membership shall otherwise change, alter, or fix additional dues, the following shall be effective:

- (a) Membership dues for each Membership shall be established for the next fiscal year by a vote of the members at the Annual Meeting. Unless a vote is taken to change the dues, they shall remain at the same level as the previous year.
- (b) Memberships shall not be transferable.
- (c) The dues for all members shall be due and payable on the first day of each calendar year. There shall be no prorating of dues for a partial year.
- (d) Any member of the corporation whose dues are in arrears for thirty (30) days shall not be a member of this corporation. Any membership shall be reinstated upon payment of dues.

## ARTICLE VI

### Committees

Sec. 1. Environmental and Architectural Review Committee: The Board of Directors shall select one of its members to serve as the Chairman of the Environmental and Architectural Review Committee. The membership of the Environmental and Architectural Review Committee shall be composed of at least three (3) members. At least two (2) of the Committee members shall be members of the Board, and at least one (1) shall be a property owner who is a neighbor in the immediate vicinity of the property owner seeking approval from the Committee. This Committee shall have full responsibility for the environmental and architectural control of Hidden Village including, but not restricted to, Architectural Control, Covenant Enforcement, and the maintenance, and preservation of the environs of Hidden Village.

Sec. 2. APPEALS: The property owner seeking approval for a planned improvement from the Environmental and Architectural Review Committee may appeal the Committee's decision to the full Board if the property owner disagrees with the decision of the Committee. An opportunity shall be provided for the property owner to meet with the full Board as soon as possible, but no later than 30 days after receipt of a written request from the property owner. The decision of the Board at such a meeting shall be final.

Sec. 3. The Board of Directors shall have power and authority to create any additional committees the Board deems in the best interest of Hidden Village residents. The Board shall have the power to establish the purpose, duration, powers and duties of the various committees. Unless otherwise specified by these Bylaws, the President shall appoint the chairman of each Committee. Appointment of committee members shall be made by the President, or delegated by the President to the committee chairman. Each committee must include at least one (1) Board member, and may include any number of members of the Association. Membership in the Association is required for membership on a committee.

## ARTICLE VII

### Elections

Sec. 1. The President, at least six weeks before the date of the annual meeting, shall appoint a Nominating Committee of five members. Such committee shall be subject to the approval of the Board of Directors.

Sec. 2. The Nominating Committee shall nominate at least as many persons as there are vacancies on the Board of Directors due to the expiration of terms. It shall file these tickets of nominees in writing with the Secretary at least two weeks prior to the date of the annual meeting.

Sec. 3. No candidate shall be announced for nomination unless his or her consent has been secured.

Sec. 4. The Secretary shall announce the names of these candidates by mail to all members at least one week prior to the annual meeting.

Sec. 5. Additional nominations may be made from the floor at the annual meeting, or by a written statement from any member.

Sec. 6. Election shall be held at the annual meeting by a voice vote or show of hands, or by a secret ballot if requested by three (3) or more members.

Sec. 7. If a secret ballot is requested, the President shall appoint three election tellers, who are not candidates for election, whose duty it shall be to count the ballots and announce the results of the election.

Sec. 8. Candidates, corresponding in number to the number of vacancies, receiving the highest number of votes in each category of vacancy shall be elected. In case of a tie, a run-off election shall be held for those involved in the tie.

## ARTICLE VIII Parliamentary Procedures

Sec. 1. The seal of this corporation shall consist of the name of this corporation in a circle thereon, together with the name "Colorado" and the word "Seal."

Sec. 2. Robert's Rules of Order shall govern the order of business at all meetings of the Board of Directors and meetings of the members when not in conflict with these Bylaws and the Articles of Incorporation.

## ARTICLE IX Payment of Bills

No financial obligation can be created without the approval of the Board of Directors.

## ARTICLE X Amendments

By a majority vote, when a quorum is present, these By-Laws may be amended, altered, added to or changed at any meeting of the members by giving a two (2) weeks' notice in writing addressed to each member of the corporation, setting forth the proposed amendment, alteration, addition, or change, together with the place and hour of such meeting.