

# Winter Park Highlands Association

## BYLAWS

Originally Adopted June 10, 1995, as amended January 10, 2002

### ARTICLE I - NAME

The name of this organization shall be Winter Park Highlands Association.

### ARTICLE II - INCORPORATION

The Winter Park Highlands Association is incorporated as a Non-Profit Corporation under the laws of the State of Colorado.

### ARTICLE III - PURPOSE

The purpose of the Winter Park Highlands Association shall be to serve the best interests of the property owners/residents of Winter Park Highlands, to enhance the quality of life in Winter Park Highlands, and to preserve and protect property values.

### ARTICLE IV - MEMBERSHIP

Membership in Winter Park Highlands Association shall be voluntary and open to all property owners in Winter Park Highlands (those who own lots in Units 1 through 5, and Greenridge).

Members are entitled to one (1) vote for each lot owned in Winter Park Highlands for which the annual dues have been paid. Members have the option of paying dues on or more of the lots they may own in Winter Park Highlands.

### ARTICLE V - MEETINGS OF THE ASSOCIATION

There shall be a special **Organizational Meeting** of the membership of the Association on **Sunday, June 11, 1995**, at which time these By-Laws shall be presented to the membership for their review. At the same time a new Board of Directors shall be elected consisting of nine (9) members as provided in Article VIII.

**Amendment adopted October 26, 1997:** The Association shall hold an Annual Meeting on a Saturday or Sunday in June each year, at such day, hour, and place as the Board of Directors may designate and which shall be stated in the written notice of such meeting to all members not less than thirty (30) days before the date of the meeting. (end of

amendment)

**Special Meetings** of the Association may be called by a resolution of the Board of Directors or upon written request of members holding ten percent (10%) of the votes entitled to be cast at a meeting of the Association, to be held at such time and place as the Board of Directors or the Members calling such a meeting may designate. Notice of such meeting shall be mailed to all members not less than thirty (30) days prior to the date of the meeting; such notice to state the purpose(s) of the special meeting.

#### ARTICLE VI - QUORUM

The quorum at a meeting of the Association shall be those members holding twenty-five percent (25%) of the votes entitled to be cast at said meeting, represented in person or by proxy. Proxy votes are allowed, provided they have been presented to the Secretary for registration forty-eight (48) hours in advance of the time set for the meeting.

Members shall revoke their proxies if present in person to vote.

#### ARTICLE VII - ORDER OF BUSINESS AT THE ANNUAL MEETING

Roll Call

Proof of the notice of the meeting

Determination of the quorum present or through proxies

Reading and disposal of any unapproved minutes

Report on all activities during the year

Election of Directors

Presentation and adoption of goals and objectives and review of policies for the coming year

Presentation and adoption of a budget to accomplish the goals and objectives of the coming year

Old Business

New Business

## ARTICLE VIII - BOARD OF DIRECTORS

The Board of Directors consisting of nine (9) members elected at the meeting of June 11, 1995 shall serve until the Annual Meeting in October, 1995. Thereafter, three (3) such members shall serve for one (1) year, three (3) for two (2) years, and three (3) for three (3) years. Thereafter, at every annual meeting, starting in 1996, three (3) new members of the Board of Directors shall be elected to serve for three (3) years.

Members of the Board of Directors may be elected to serve a second term, but may not an aggregate of more than six (6) years consecutively. The aggregation of six (6) years shall start at the October, 1995 Annual Meeting. After being off the Board for at least one (1) year, such member shall be eligible for reelection for another one (1) or two

(2) terms. Vacancies on the Board may be filled by vote of the Association at the Annual Meeting or at a Special Meeting of the Association. Unexpired terms will be filled only for the length of time remaining in the term.

**Amendment adopted October 27, 1996:** Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even if less than a quorum of the Board of Directors. The appointment will be effective until the next meeting of the Association. The Board of Directors, by a majority vote of those present and voting, may remove any member from the Board for cause. (end of amendment)

**Amendment adopted June 15, 2002:** The term of office for a Board Member shall commence at election and continue until the member is either reelected or replaced at the third annual meeting after being elected. This rule does not apply to vacancies, unexpired terms, or removal. Except in the event a Board Member's term expires at the Annual Meeting, and that Board member is also an Officer, including the Chairperson, such person shall remain in Office as a non-voting member of the Board until the new slate of Officers is elected by the incoming Board. (end of amendment)

The Board shall meet within thirty (30) days following the June 11, 1995 Special Meeting to elect the following:

**Chairperson** of the Board, which person shall also be PRESIDENT of the Association,

**Vice-chairperson** of the Board, which person shall also be VICE-PRESIDENT of the Association,

**Secretary** of the Board, which person shall also be SECRETARY of the Association,

**Treasurer** of the Association.

Members of the Board of Directors shall also be members of the Association.

Starting after the 1996 Annual Meeting, the Board shall meet within thirty (30) days after each Annual Meeting to elect the aforesaid officers. The aforesaid officers shall be members of the Board of Directors.

The Board of Directors shall meet regularly, and for special meetings at such times as shall be determined by the Board of Directors. Notice of all such meetings shall be given to each Director personally, by phone or by mail, at least three (3) days prior to the day named for such meeting, by the Chair of the Board or by the Secretary acting in the name of the Chair. Special meetings of the Board may be called by the Chair of the Board or by written request of three (3) members of the Board. All meetings of the Board are open to current members of the Association. Actions of the Board shall be reported to members of the Association via a **newsletter**.

While the Board of Directors shall manage the affairs of the Corporation, it shall be responsible for carrying out the policy and directions of the Association, working toward the accomplishment of the goals and objectives adopted by the Association, administering the budget determined by the Association, and collecting the dues as set by the Association. Also, the Board shall make recommendations to the Association concerning policy, goals, budget, and amount of dues for the ensuing year.

**Amendment adopted on June 15, 2002:** The Board in administering the approved budget may exercise their discretion in approving unusual and extraordinary expenditures that exceed the approved budget up to a maximum of 25 percent of our savings without having to call a special meeting of the Association to approve an amended budget. (end of amendment)

The Board of Directors shall serve as trustees of the corporation, holding title and managing all such properties as may be owned by the Association.

The Board of Directors shall represent the Association in any contacts with governmental agencies, utilities, or other bodies in seeking to maintain or improve the infrastructure and/or quality of life in Winter Park Highlands.

No Director or Officer shall receive any compensation for the services rendered.

#### ARTICLE IX - ANNUAL DUES

Dues shall be determined each year to underwrite the anticipated expenses of the Association as it seeks to accomplish its goals and objectives for that year, and to meet the expenses of the Association. The amount of dues for the next calendar year shall be determined by a majority vote of the members present at the Annual Meeting of the Association in person or by proxy. Dues are due and payable by February 15 of the year

for which they have been assessed. Notice of the dues shall be mailed to all members by January 5 of the year for which they are due.

Payment of the first annual dues shall be made for the balance of the calendar year and shall become due and payable on the day fixed for payment.

#### ARTICLE X - ARCHITECTURAL COMMITTEE

(Note: applies only to units that have approved amended covenants when recorded by the County)

An Architectural Committee shall be appointed by the Board of Directors. The Committee shall consist of at least five (5) members. The Committee shall report on a regular basis to the Board of Directors and the members of the Committee shall serve at the will of the Board of Directors. The Committee shall be reappointed annually within thirty (30) days after the Annual Meeting. Vacancies in the Committee shall be filled by the Board of Directors.

#### ARTICLE XI - AMENDMENTS

These By-Laws may be amended by a two-thirds (2/3) vote of the members of the Association present at any meeting of the Association, in person or by proxy, provided the proposed amendment is mailed to the membership along with the Notice of the meeting.

### **POLICIES**

(not integral parts of the By-Laws, but are to be considered attachments thereof)

#### **Adopted January 10, 2002**

That a Leave of Absence from the Board of Directors constitutes a vacancy on the Board of Directors, and that this is a Policy of the Board, and that this Policy is to be printed and attached to the By-Laws of the Association.