

Winter Park Highlands Association

BYLAWS

Originally adopted June 10, 1995, revised _____, second revision June 24, 2017

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

The Association shall hold an Annual Meeting on a Saturday or Sunday in July or August 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.

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-percent 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 - BOARD OF DIRECTORS

1. Powers:

All of the corporate powers and full and complete authority over all matters relating to the management and operation of Winter Park Highland Association shall be vested in the *Board of Directors* of the Corporation.

2. Meetings:

The *Board of Directors* shall meet at least quarterly with the date set by the board. Quorum constitutes one over half the number of members. All meetings are open to the public.

3. Special Meetings:

Special meetings of the Board may be called by the President or by any two board members and may be held in any location at any time. Notice of any special meetings shall be given at least three days prior.

4. Manner of Acting:

A quorum is required for all actions requiring a vote. In manners requiring a vote, only the board members participating in the meeting in person or electronically may vote.

5. Standing Committee: Architectural Committee

6. Number and Tenure for Board Members:

The number of Board members shall consist of not less than seven (7) members and not more than eleven (11) rotating on a three year term and each member will serve a three (3) year term.

Members of the Board of Directors may elect to serve a second term, but may not have an aggregate of more than six (6) years consecutively. The aggregation of six (6) years will begin on the date of the annual meeting. After being off the Board for at least one (1) year, such a member shall be eligible for reelection for another one (1) or two (2) year term.

Removal:

A majority vote by the Board of Directors is required to remove a board member. Removal is effective immediately, upon the vote.

Vacancies:

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

Duties:

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.

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.

The *Board of Directors* shall serve as trustees of the corporation, holding title and managing all such properties as 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.

OFFICERS:

1. The officers of the Corporation shall be approved by the Board of Directors annually. The Board may appoint such additional officers as it deems necessary.

2. Term:

The number of officers of the Corporation shall be at least four (President, Vice President, Secretary and Treasurer) and the term of office shall be for a period of one year. The term of offices commences at the Annual Meeting. The rule does not apply to vacancies, unexpired terms or removals. Unexpired terms will be filled only for the length of time remaining on the term.

3. President: The President shall be the Chairperson of the Board, and shall in general supervise and operate the projects of the Corporation. As authorized by the *Board of Directors*, the President may sign checks, bonds, contracts, or other instruments and in general shall perform all duties incident to the office as may be directed by the *Board of Directors*.

4. Vice President: The Vice President shall function as the President in his/her absence and assist the President with executive duties as needed.

5. Secretary:

The Secretary shall attend all Board of Director meetings and shall record and distribute minutes of all board meetings, including the Annual Meeting. The Secretary shall perform all duties incident to the office as may be assigned by the *Board of Directors*.

6. Treasurer:

The Treasurer shall review and verify the records for all money, securities and valuable effects of the Corporation and shall maintain all books of account. The Treasurer shall perform all duties incident to the office as may be assigned by the *Board of Directors*.

Members of the Board must also be members of the Association.

No Director or officer shall receive any compensation for services rendered.

ARTICLE VIII - 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 IX - 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 X - 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.

The Board of Directors shall have the power to develop alterations, amendments or repeal the bylaws of the Corporation and/or adopt new By-Laws at any regular meeting of the Board for presentation to the membership at the next Annual or Special meeting of the Association.

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 at least 30 days in advance along with the Notice of the meeting.

POLICIES

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

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.