

BYLAWS
OF THE
COUNTRY CLUB HOMEOWNERS ASSOCIATION (CCHOA)

ARTICLE I
NAME AND LOCATION

- A. The name of the corporation is COUNTRY CLUB HOMEOWNERS ASSOCIATION (aka CCHOA), a Colorado non-profit corporation.
- B. The principal office of the corporation shall be located at the residence of the incumbent board member serving as President of CCHOA. Such address shall be communicated to the General Membership within two weeks of the annual membership meeting.

ARTICLE II
DEFINITIONS

- A. "CCHOA" shall mean and refer to Country Club Homeowners Association, its successors and assigns.
- B. "Declaration" shall mean the Declaration of Protective Covenants applicable to a particular filing or filings within the CCHOA area.
- C. "Tenant" shall mean and refer to those persons renting property in the CCHOA area who have paid their dues in a timely manner for the current year. Although not eligible to vote, these people are eligible to attend CCHOA meetings and social events, receive CCHOA communications, and other CCHOA benefits as approved by the Board of Directors.
- D. "Lot" shall mean and refer to any plot of land within one of the subdivisions within the boundaries of CCHOA.
- E. "Members" shall be individuals who are owners/co-owners of a lot in a subdivision in the CCHOA area as such ownership is reflected in the Office of the Clerk and Recorder of El Paso County, Colorado.
- F. "Members in Good Standing" are members who are current in their dues and are not in violation of the Declaration and are eligible to vote, to attend CCHOA meetings and social events, receive CCHOA communications, and other CCHOA benefits as approved by the Board of Directors. Only one vote per household is permitted.
- G. "Owner" shall mean and refer to the record owner or owners of fee simple title to any lot that is part of the properties, including contract sellers, but excluding lessees and those merely having a security interest in a lot as security for the performance of an obligation. All Owners shall be included in the General Membership and allowed to vote on all issues affecting their property. Only one vote per household is permitted.
- H. "Properties" shall mean and refer to the real property described in the various subdivisions within the boundaries of CCHOA.

ARTICLE III
MEETINGS OF MEMBERS

- A. ANNUAL MEETING. The annual meeting of the General Membership shall be held on a date, at a time and place, selected by a majority of the Board of Directors.
- B. SPECIAL MEETINGS. Special meetings of the General Membership may be held on the call of the President, the Board of Directors, or by a written call of one-fourth of the General Membership.
- C. NOTICE OF MEETINGS. Written notice of each meeting of the General Membership shall be given by or at the direction of the Secretary by distributing to the General Membership a copy of such notice (to include the date, time and place of the meeting) at least ten days prior to the date of a called special meeting and the regular annual meeting.
- D. QUORUMS.
 - 1. A quorum of the General Membership at any annual or special meeting thereof shall be ten percent of the General Membership in person, by proxy, or by mail ballot (if authorized by the Board of Directors).
 - 2. If a quorum is not present at a meeting of the Board of Directors or the General Membership, the Directors or voting Members, as the case may be, have the power to adjourn the meeting from time-to-time without notice other than the announcement of the new meeting time, until a quorum shall be present.
- E. PROXIES AND MAIL BALLOTS.
 - 1. Voting Members shall always be permitted to vote by granting to another voting member their proxy. All proxies shall be in writing on forms prepared and furnished to voting members by the Secretary. Every proxy is revocable by the grantor, in person or in writing, prior to any election at which it might be exercised. A proxy is valid for eleven (11) months from the date of its being granted, unless it specifies a shorter term or a specific purpose; unless revoked or upon sale of the member's lot or non-payment of dues whichever event shall first occur.
 - 2. If the Board of Directors determines that it is in the best interest of the CCHOA to broaden participation by voting Members on a particular issue or issues, the Directors may conduct an informal poll of the General Membership to obtain a non-binding expression of membership opinion.
 - 3. In the case of a vote by mail in lieu of a meeting, the Secretary will mail or deliver a written notice to all Members at each Member's address as it appears in the CCHOA's records. The notice will include:
 - a. a proposed written resolution setting forth a description of the proposed action;
 - b. a statement that Members are entitled to vote for or against such proposal;
 - c. a date at least ten (10) days after the date such notice will have been given, on or before which all votes must be received; and

- d. the number of votes which must be received to meet the quorum requirement and the percentage of votes needed to carry the vote.

ARTICLE IV
BOARD OF DIRECTORS; TERMS OF OFFICE; SELECTION

A. BOARD OF DIRECTORS

1. The affairs of CCHOA shall be managed by a Board of Directors of not less than three Directors-at-Large, and the following Officers (who shall also be Board members): President, Vice President, Secretary, Treasurer, and the Chairman of the Covenants Compliance Committee. Directors-at-Large and Officers shall be Members in Good Standing.
2. In the event that any Officer or Director positions are not filled, affairs of CCHOA may be managed by a Board of not less than three (3) Directors who shall perform the duties of: President, Vice- President, and Secretary Treasurer. The remaining Board members shall fill the vacant positions expeditiously.

B. TERMS OF OFFICE:

1. Officers and Directors-at-Large shall serve for two years.
2. Terms of office for Officers and Directors-at-Large shall commence with the election at the annual meeting of the General Membership.
3. Officers shall be limited to serving two (2) consecutive terms. After a one-year absence a person may again be considered for office.
4. The Directors-at-Large shall serve overlapping terms. The two-year term of two (2) Directors-at-Large shall expire every other year.

C. NOMINATIONS:

1. Nominations for Officers and Directors-at-Large shall be made by a Nominating Committee.
2. The Nominating Committee shall be appointed by the Board of Directors at least one (1) month prior to each annual meeting of the General Membership. The appointment of the Nominating Committee shall be announced along with the notice of the annual meeting.
3. The Nominating Committee shall make as many nominations for election as expiring terms of the Officers and Directors-at-large.
4. The Nominating Committee shall prepare a slate of one nominee per office for presentation to the General Membership at the Annual Meeting.
5. Nominations may also be made from the floor by Members in Good Standing at the annual meeting.

D. ELECTIONS:

1. Election of Officers and Directors-at-Large shall be by secret written ballot. At such election, the Members or their proxies may cast their votes for each office to be voted upon. The person receiving the largest number of votes for each office shall be elected.
2. In the event that only one candidate is nominated for a position and with the approval of a majority of the Members present, a voice vote or vote by show of hands may be used to elect that candidate.
3. There shall be no mail voting in elections for Officers and Directors-at-Large or for the removal of a person from office.

E. REMOVAL FROM OFFICE

1. Directors and Officers may be removed by a vote of at least a majority (51%) of the Member vote present and entitled to vote (in person or by proxy) at a special meeting called for that purpose by the Board of Directors or by a written call of one-fourth (1/4) of the Members.
2. A finding by the Board of Directors or twenty percent (20%) of the voting general membership that any one or more of the following acts or omissions by an Officer or Director-at-Large has occurred shall be grounds for a recommendation to the general membership that an Officer or Director-at-Large be removed from office.
 - a. Persistent failure to attend scheduled meetings.
 - b. Persistent inattention to the duties of their office.
 - c. Misappropriation of corporate funds
 - d. Violation of fiduciary duty by an Officer or Director as defined by Colorado law.
 - e. Conviction of a felony in violation of Colorado or Federal laws.

F. VACANCIES:

In the event of a vacancy in an elected or appointed position, the Board of Directors shall appoint a successor to serve the unexpired term of their predecessor. The Board of Directors may declare vacancies as a result of the death, resignation, or removal of an Officer or Director-at-Large, or the sale of their lot, or non-payment of Association dues.

G. COMPENSATION.

No Director shall receive compensation for any service he or she may render to the corporation. However, upon approval of the Board of Directors, any director may be reimbursed for their actual, documented expenses incurred on behalf of the corporation.

H. ACTIONS TAKEN WITHOUT A MEETING:

In accordance with Colorado law, the Directors-at-Large and Officers may take any action in the absence of a meeting, which they could otherwise take at a meeting if a notice stating the action to be taken and the time by which a Director/Officer must

respond is transmitted in writing to each Director and each Director/Officer, by the time stated in the notice:

1. Votes in writing for such action; or
2. Votes in writing against such action; or
3. Abstains in writing from voting; or
4. Fails to respond or vote and does not demand that a meeting be held.

The action is authorized if the number of Directors/Officers voting in favor of the action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors/Officers then in office were present and voted. An abstention is not a vote in favor or against an action. Any action taken under this section has the same effect as though taken at a Board meeting.

ARTICLE V MEETINGS OF DIRECTORS

- A. **REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held periodically throughout the year with formal notice, at a time and place as fixed by the President or by resolution of the Board of Directors.
- B. **SPECIAL MEETINGS.** Special meetings of the Board of Directors shall be held when called by the President or by any two (2) Directors. Notice of a special meeting must be in writing and delivered to all Directors at least (3) three full days prior to the day of the meeting.
- C. **QUORUM.** A majority of the Directors shall constitute a quorum for the transaction of business, unless there are fewer than three Directors, in which case all Directors must be present to constitute a quorum. Every act or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- A. **POWERS.** The Board of Directors shall exercise on behalf of the corporation all powers granted to the corporation by the laws of the state of Colorado except powers reserved for the General Membership by the Articles of Incorporation, the Bylaws, or the Declaration.
- B. The Board of Directors shall also exercise the following powers and duties on behalf of the CCHOA:
 1. Draft and implement the Bylaws for the CCHOA.
 2. Set policy for CCHOA for the guidance of its Members, Directors, and Officers.
 3. Supervise the execution of duties assigned to the Officers of CCHOA.

4. Cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the members at each annual meeting of the membership.
5. Employ attorneys, agents, and other professionals should the necessity arise and if funds are available to pay the compensation to such individuals. If such funds are not available, and a majority of the Directors deem it necessary to hire such individuals, the Board of Directors will so recommend to the membership and request that the membership institute an assessment of all lot owners to pay such individuals' compensation.
6. Supervise the maintenance of any real or personal property owned by CCHOA.
7. Establish procedures whereby the Covenants Compliance Committee may render assistance to the various subdivisions within CCHOA in enforcing or revising the current Declaration to comply with current legal rights of and limitations on property ownership in Colorado.
8. Appoint assistants to the Officers to facilitate the performance of their duties and to define the duties of such assistants.
9. Create standing committees, or special committees for special projects and to supervise the operation of these committees.
10. Exercise all powers, duties, rights and obligations not reserved to the General Membership by other provisions of the governing documents or Colorado law.
11. Appoint committee as desired or as provided in the Declaration, which will have authority to act only to the extent designated in the Declaration or delegated by the Board and pursuant to Colorado law.
12. Perform any other act and make any other decisions necessary and proper to carry out the powers and purposes of CCHOA.

ARTICLE VII
OFFICERS AND THEIR SPECIFIC DUTIES

- A. ENUMERATION OF OFFICERS. The principal Officers of CCHOA shall be a President, Vice President, Secretary, Treasurer and a Chairman of a Covenants Compliance Committee, and such other assistants to the principal Officers as the Board of Directors may appoint from time to time.
- B. MULTIPLE OFFICES. The offices of Secretary and Treasurer may be held by the same person. All other offices must be held by separate individuals. However, principal Officers may be directed to assist other Officers or to serve on standing or special committees of CCHOA.
- C. RESIGNATIONS AND VACANCIES. Resignations shall be effective upon the receipt of a written resignation by the President or the Secretary, and acceptance of a resignation shall not be necessary to make it effective.
- D. DUTIES OF THE PRINCIPAL OFFICERS. The principal Officers shall perform the following specific duties:

1. President. The President shall be a member of the Board of Directors and the chief executive officer of CCHOA and in addition, he or she shall have the following additional duties:
 - a. Preside at all meetings of the General Membership and the Board of Directors;
 - b. Carry out the orders and resolutions of the Board of Directors;
 - c. Sign all legal documents on behalf of the corporation; and to
 - d. Perform such other duties as may be assigned by the Board of Directors.

2. Vice President. The Vice President shall be a member of the Board of Directors. As directed by the President, the Vice President shall assist the President in executing the duties of that office. The Vice President shall have the following additional duties:
 - a. In the event of the President's absence from meetings over which he or she normally presides, or in the event of the illness of the President, or due to the President's resignation or refusal to perform the duties of that office, the Vice President shall act in his or her place and stead; and to
 - b. Perform such other duties as the Board of Directors may require.

3. Secretary. The Secretary shall be a member of the Board of Directors. The Secretary shall have the following duties:
 - a. Record the votes and keep minutes of all meetings of the Board of Directors and the General Membership;
 - b. Serve notices of meetings of the Board of Directors and the General Membership as required by the Articles of Incorporation and the Bylaws;
 - c. Keep appropriate records of the General Membership; and to
 - d. Perform such other duties as required by the Board of Directors

4. Treasurer. The Treasurer shall be a member of the Board of Directors. The Treasurer shall have the following duties:
 - a. Receive and deposit all funds in appropriate bank accounts authorized by the Board of Directors;
 - b. Keep books of accounts in accordance with generally accepted accounting principles;
 - c. Sign all promissory notes of the corporation in conjunction with the President after approval of the terms of said promissory note by a majority of the Directors;
 - d. Cause an annual audit of the financial records of the corporation at the end of each fiscal year either by an audit committee or a public accountant or certified public accountant, as directed by the Board of Directors;
 - e. Prepare a proposed annual budget for presentation to the Board of Directors;

- f. Prepare an annual report of the fiscal condition of the corporation for presentation at the annual meeting of the corporation;
 - g. Keep the seal of the corporation and affix it on all documents requiring said seal; and to
 - h. Perform such other duties as required by the Board of Directors.
5. Chairman of the Covenants Compliance Committee. The Chairman of the Covenants Compliance Committee shall be a member of the Board of Directors. The Chairman of this committee shall preside over and coordinate the activities of this committee which shall have oversight of all Declarations running with the land for those filings who, by a majority of property owners, have delegated responsibility for administration of the Declaration to CCHOA's Covenants Compliance Committee. In addition, the committee will investigate zoning and building code violations and make recommendations for CCHOA action to the Board of Directors.

ARTICLE VIII COMMITTEES

- A. The President shall appoint the following Standing Committees:
- 1. Covenants Compliance Committee to assist the elected Chairman of that committee. Due to the importance of this Committee, all nominated members, including the Chairperson, shall be approved by the General Membership at the annual meeting. The Chairperson shall come from the Board of Directors and the other members shall come from the General Membership. The Committee members shall meet the following criteria:
 - a. Become knowledgeable with the CCHOA Declarations,
 - b. Become knowledgeable with applicable City Codes,
 - c. Become knowledgeable with applicable Colorado laws,
 - d. Represent more than one filing,
 - e. Able to work with others to reach consensus,
 - f. Be Owners,
 - g. Be in compliance with the applicable CCHOA Declaration, and
 - h. Be up to date on dues payment.
 - 2. A three-person Audit Committee from the General Membership or the Board of Directors to annually audit the CCHOA. A Director will be chair of the Committee, assisted by other Directors or qualified individuals from the General Membership as required by the complexity of the undertaking. If the services of a professional accountant are required, it shall be the duty of the Board of Directors to employ such an individual.

- B. In addition, the President shall appoint individuals from the General Membership to serve on Special Committees, as he deems necessary for the efficient operation of CCHOA.
- C. The appointment of Standing or Special Committees shall not relieve the Board of Directors or any individual Directors of any responsibility imposed by law, including a Director's fiduciary responsibility to the corporation and the General Membership.

ARTICLE IX
BOOKS AND RECORDS

- A. The general records of the CCHOA shall be maintained by the Secretary at that officer's place of residence.
- B. The financial records of the CCHOA shall be maintained by the Treasurer at that officer's place of residence.
- C. The records of the Secretary and the Treasurer shall be available for examination by any CCHOA Member upon appointment with the Officer involved during normal business hours (9:00 AM to 5:00 PM) at a time and place convenient to the custodian of such records. Copies of such records may be purchased by the examiner from the custodian at a reasonable cost fixed by that Officer.
- D. Individuals outside the General Membership do not have access to the records of CCHOA except by a valid subpoena issued by an officer of a court of law or upon special arrangement with the Board of Directors upon written request of the potential examiner.

ARTICLE X
INDEMNIFICATIONS

The CCHOA shall maintain general liability and Directors and Officers liability insurance to protect against legal actions brought by Owners.

ARTICLE XI
CORPORATE SEAL

CCHOA may have a corporate seal in circular form with the following words within its circumference: "COUNTRY CLUB HOMEOWNERS ASSOCIATION", "COLORADO" and in its center the word "SEAL".