

## **BY-LAWS**

OF

### **FLORISSANT HEIGHTS OWNERS ASSOCIATION A COLORADO NONPROFIT CORPORATION**

#### **ARTICLE ONE OFFICES**

The principal office of the corporation shall be located at Florissant Heights, Colorado. The Corporation may have such other offices, either within or without the State of Colorado, as the board of directors may determine from time to time.

#### **ARTICLE TWO MEMBERS**

Section 1. Members. The members of the corporation shall be one membership class. The owners of each lot of Florissant Heights Subdivision, Florissant Heights Colorado, shall be entitled to one membership. If there is more than one owner per lot, the membership is still limited to one membership per lot. All lot owners are automatically entitled to membership in the corporation. Subject to the above criteria and payment of annual dues as specified by the association.

Section 2. Voting Right. Each membership in good standing shall be entitled to one vote on each matter submitted to a vote of the Board of Directors or approved committees.

Section 3. Honorary Membership in FHOA Qualifications (enacted October 23, 1993). The nominee must be a current member of FHOA, in good standing since becoming a property owner in Florissant Heights. The nominee shall have served FHOA either as an officer and/or board member for at least 6 years. The member must be nominated by a FHOA member and approved by the FHOA board of directors. The honorary membership, when approved, will be for a lifetime unless revoked by a vote of the FHOA board of directors or the member is no longer a property owner of Florissant Heights. It carries with it the rights and privileges of any FHOA membership. If revoked by the FHOA board of directors, the member shall never be eligible for this honor again.

#### **ARTICLE THREE MEETING OF MEMBERS**

Section 1. Annual Meeting. An annual meeting of the members shall be held at Florissant Heights Subdivision, Florissant Heights, Colorado, during the months of June or July each year. The meeting shall usually occur between 12 noon and 5:00 pm. The purpose of the meeting shall be for electing directors and for the transaction of other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the president, the Board of Directors, or not less than one-third of the membership having voting rights at Florissant Heights Colorado or at a place designated by the Board of Directors, as the case may be.

Section 3. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to a vote at such meeting, not less than thirty days or more than forty-five days before such meeting at the direction of the Board of Directors, by president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address appears on the records of the corporation, with postage thereon prepaid.

Section 4. Informal Action my Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is accepted in written acknowledgment by a majority of the members entitled to a vote with respect to the subject matter thereof. Majority of members is determined to be two-thirds of total current members to include proxy votes submitted.

Section 5. Quorum. Memberships holding 33% of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present or represented at ay meeting of members, a majority of the members present may elect to continue the meeting and conduct official business of the meeting without further notice.

Section 6. Proxies. At any meeting of members, a membership entitled to a vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after twelve months from the date of its execution, unless otherwise provided in the proxy.

Section 7. Voting by Mail. Where directors are to be elected by memberships, such election may be conducted by mail in such a manner as the Board of Directors shall determine.

#### **ARTICLE FOUR BOARD OF DIRECTORS**

Section 1. Directors. The directors need not be residents of the State of Colorado. The directors do need to be current members in good standing.

Section 2. Number, Tenure and Qualifications. Six directors will serve on the board. Each year at the annual meeting, two new directors will be elected. Each director will serve a three-year term. Board members will elect a president who will direct all meetings of the board, and the annual membership meeting, and oversee committees: a treasurer to manage membership dues, billings and expenses; a secretary to maintain records and minutes. There will be three directors to help advise and research any necessary data to progress the community.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held at a time and place specified the president of the Board of Directors or his designated representative.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president of the board, or any two directors, and shall be held at the principle office of the corporation or at such other place of determined.

Section 5. Notice. Notice of any special meetings of the Board of Directors shall be given at least ten days previously thereto by written notice delivered personally or sent by mail or email to each director at his address as shown by records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by email, such notice shall be deemed to be delivered when the email has been responded to as acknowledged. Any director may waive notice of such meeting, except where a director attends a meeting for the express purpose of the objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at any special meeting must be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A simple majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at any meeting, a majority vote of the directors present may reschedule and adjourn the meeting. Further notice will be provided as described in Section 5.

Section 7. Board Decisions. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other non-corporate capacity and receiving compensation, therefore.

## **ARTICLE FIVE OFFICERS**

Section 1. Officers. The officers of the corporation shall be a president, a secretary, a treasurer, and such other officers as may be elected in accordance with provisions of this article. The Board of Directors may elect, appoint or assume the responsibilities of such officers, one or more assistants, as it shall deem desirable, such officers or assistants to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at a regular meeting of the Board of Directors preferably preceding the annual meeting of the membership. New officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified.

Section 3. Removal. Any officer or chairperson elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers and Duties. The several officers shall have such power and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specification, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in a nonprofit corporation having the same or similar general purpose and objectives as this corporation.

## **ARTICLE SIX CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances. All contract or agreements must be presented to Board of Directors in writing, given the nature of the contract may need members vote.

Section 2. Check, Drafts or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer and officers, agent or agents of the corporation, and in such a manner as shall from time to time be determined by resolution of the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the president of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select,

Section 4. Gifts. The board of directors may accept on behalf of the corporation any contributions, gift, bequest, or devise for any purpose of the corporation.

**ARTICLE SEVEN  
BOOK AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, committees having and exercising any of the authority of the board of directors, and the membership committee, and shall keep at the principal office a record giving the names and addresses of the members entitled to a vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

**ARTICLE EIGHT  
DUES**

Section 1. Annual Dues. The board of directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by each membership and shall give appropriate notice to the members.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of the month of July in each year. Dues of a new member shall not be prorated. Remaining membership dues are transferrable to new lot owner if in good standing at time of sell. All remaining annual dues paid are non-refundable.

Section 3. Default and Termination of Membership. When any member of any class is in default in the payment of dues for a period of six months from the beginning of the period for which such dues became payable, his membership may thereupon be terminated by the board of directors as provided herein above. In any case only paid up memberships will be considered in good standing. Any member who has not paid their annual dues shall not be entitled to a vote or to the use of any of the facilities of the corporation.

**ARTICLE NINE  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the statutes of Colorado or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after such time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE TEN  
AMENDMENT OF BYLAWS**

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least thirty days written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting or by vote of the membership at any regular or special meeting or as the case may be.