

AHCA By-Laws

BY-LAWS OF THE ARAPAHOE HIGHLANDS CIVIC ASSOCIATION

FEBRUARY, 1986

ARTICLE I MEMBERSHIP

- Section 1. Qualifications: Any person who resides in the residential developments known as Arapahoe Highlands or Monterra East in the County of Arapahoe, Colorado may be a member of this association.
- Section 2. Classes of Membership: There shall be two classes of members:
- A Regular member is defined as one who has paid current dues or whose household has paid full dues for current year.
- A Voting member is defined as a member of the household age 18 years or more whose household has paid full dues for current year.
- Section 3. A member shall be a member for the fiscal year for which such member or household has paid dues.

ARTICLE II AFFILIATIONS

- Section 1. This association shall affiliate itself with other similar organizations if deemed necessary by the membership for the promotion of common civic objectives.

ARTICLE III DUES

- Section 1. Dues shall be Fifty Dollars per year per household.
- Section 2. The fiscal year shall run April 1 through March 31.

ARTICLE IV MEETINGS

- Section 1. General meetings are defined as meetings of which notice is given to the general membership of the association for the purpose of a membership vote.
- Section 2. The general meetings shall be held at such meeting places as designated by the Chairperson and at such times as designated by the Chairperson. No less than one general meeting shall be held each calendar year. Members shall be given at least a 10 day notice of such meetings.
- Section 3. Special, board or general meetings may be called by the Chairperson with the advice and consent of the Board of Directors, or by a majority vote of the members at meetings or petition.
- Section 4. The annual election meeting shall be the same as a general meeting except that one of the purposes of this meeting shall be for the election of a Board of Directors. The annual election meeting shall be held in February of each year.
- Section 5. The Board of Directors shall meet monthly at such time and at such place as directed by the Chairperson of the Board. These meetings will be open to all members. No Directors meetings will normally be scheduled for the months of July and December.

ARTICLE V ELECTIONS

- Section 1. The February meeting each year shall be designated as the annual election meeting.
- Section 2. Prior to or at the annual election meeting, the Board of Directors shall accept nominations of candidates for the Board for the subsequent year. Nominations may be made by members of the current Board or by any member of the association.

- Section 3. The names of those candidates who are nominated prior to the annual election meeting shall be submitted in writing to the chairperson of the association one week prior to the election.
- Section 4. (a) If the number of candidates nominated is not greater than the number of Board positions, then the entire slate of nominees shall be presented as a whole for acceptance or rejection by the membership of the association. Upon an affirmative vote the nominees shall be considered elected and shall constitute the Board of Directors. If the vote is negative, individual candidates shall be presented for election separately, and those elected shall constitute the Board of Directors.
- (b) If the number of nominees is greater than the number of Board positions, then names of all candidates shall be presented by written ballot and the association members shall vote for that number of candidates equal to the number of Board positions. That number of candidates equal to the number of Board positions who receive the greatest number of votes shall be considered elected and shall constitute the Board of Directors.
- Section 5. The newly elected members of the Board of Directors shall take office immediately upon election in February. Only members present at the annual election meeting shall vote. There shall be no proxy voting.

ARTICLE VI DUTIES OF BOARD OF DIRECTORS

- Section 1. Within ten (10) days after taking office, the Board of Directors shall elect a Chairperson, Vice Chairperson, Secretary, and Treasurer, which officers shall take office immediately upon election.
- Section 2. The elected officers will be chosen from the Board of Directors.
- Section 3. Each member of the Board of Directors shall serve for a term of one (1) year. Members may be re-elected to serve successive terms.
- Section 4. The business and affairs of the association shall be managed by the Board of Directors except as otherwise provided in the Colorado Corporation Act or the Articles of Incorporation.
- Section 5. Any member of the Board of Directors may resign upon written notice to the Secretary of the Association except for the Secretary who may resign to the Chairperson.
- Section 6. Board vacancies shall be filled by appointment by a majority vote of the board of Directors or by special general meeting if a Board of Directors quorum can not be convened.
- Section 7. The board shall be comprised of no more than eleven positions and no less than six positions, as determined by the Board, with any unfilled positions to be considered as vacancies. A majority number of the filled positions shall constitute a quorum.
- Section 8. Any Board member appointed to fill any vacancy shall serve the remaining time of said Board position.
- Section 9. Should any Director miss three (3) consecutive regular Directors meetings, his/her position on the Board shall be automatically terminated and the vacancy thereby created shall be filled as provided in Section 6 hereof.
- Section 10. The Board shall, by majority vote, determine who shall be retained as legal counsel and for what purpose.

ARTICLE VII DUTIES OF OFFICERS

- Section 1. The Chairperson shall, subject to the direction of the Board of Directors, be the chief executive officer of the corporation and shall have general and active control of its affairs and business and general supervision of its officers and the committees.
- Section 2. The Vice Chairperson, shall assist the Chairperson and shall perform such duties as may be assigned either by the Chairperson or the Board of Directors.
- Section 3. The Secretary shall keep the minutes of the proceedings of the Board of Directors, general, annual election and special meetings. The Secretary shall also keep association records, be custodian of the corporate seal, and affix the seal to all documents when authorized by the Board of Directors.
- Section 4. The Treasurer shall be the principal financial officer of the Association and shall have the care and custody of all funds, securities, titles, evidences of indebtedness, and other personal property of the association. The Treasurer

shall prepare for signature and file all reports, returns and forms required of the association by Federal, State and/or Local government.

ARTICLE VIII COMMITTEES

The following committees shall be established and the members shall be appointed by the Chairperson with the approval of the Board of Directors.

- Section 1. Architectural Control Committee: The Architectural Control Committee shall monitor compliance of the restrictive covenants for Arapahoe Highlands and applicable federal, state and county laws and regulations. Where such monitoring discloses non-compliance with those restrictive covenants and applicable federal, state and county laws and regulations, the Committee shall seek voluntary compliance. Where voluntary compliance can not be obtained, the Committee shall advise the Board of Directors as to the Committee's recommendation regarding referral of the matter to legal counsel. If legal counsel is retained, the Architectural Committee shall keep the Board of Directors informed of all events related to the matter. The Chairman of the Architectural Committee shall file annually with the Arapahoe County Clerk and Records office the names and addresses of three individuals, including himself/herself, of whom the committee is comprised. These provisions shall be read and be consistent with the provisions for such Architectural Committee as defined and described in the Protective Covenants for Arapahoe Highlands.
- Section 2. Membership Committee: The Membership Committee shall contact new residents, welcome them to the community and encourage membership in the Civic Association.
- Section 3. Activities Committee: The Activities Committee shall handle all social, civic and recreation activities of the organization.
- Section 4. Budget Committee: The Budget Committee shall prepare, at one year intervals, a summary of projected income and expenses for all activities of the association. Recommendations for expenditures shall be made as required.
- Section 5. ACCORD Committee: The ACCORD Committee shall represent the association in all ACCORD activities.
- Section 6. Other Committees: Other committees shall be created as needed, at the direction of the Board of Directors.

ARTICLE IX ORDER OF BUSINESS

- Section 1. The order of business for all meetings shall be:
- (a) Call to Order
 - (b) Attendance Roster
 - (c) Reading of Minutes of the previous meeting
 - (d) Reading of all correspondence and/or hearings
 - (e) Treasurer's Report
 - (f) Committee Reports
 - (g) Unfinished Business
 - (h) New Business
 - (i) Adjournment

ARTICLE X RULES OF ORDER

- Section 1. Robert's Rules of Order shall govern the proceedings of all meetings of this association, except as provided in these By-Laws.

ARTICLE XI QUORUM

- Section 1. A quorum is required and shall be construed as being those members present at general, election or special meetings numbering at least eleven.
- Section 2. A quorum is required and shall be construed as a majority of the current directors at Board of Directors meeting.

ARTICLE XII
FINANCIAL STATEMENTS

- Section 1. A financial statement shall be prepared by the Treasurer each quarter of the fiscal year.
- Section 2. An annual audit shall be performed as directed by the Board of Directors.
- Section 3. A bank account shall be established by the Treasurer as directed by the Board of Directors.
- Section 4. When a motion is made and seconded for an expenditure which exceeds the approved budget amount, the motion shall be tabled until the next scheduled meeting, and published in the monthly newsletter so that all residents may be aware of the motion before it is brought to a vote.
- Section 5. The Board of Directors will notify all member households of the approved budget within 30 days of the approval of the budget

ARTICLE XIII
DISBANDMENT

- Section 1. In case of dissolution of this association all remaining funds shall be remitted on a prorata basis per member household.

ARTICLE XIV
AMENDMENTS TO THE BY-LAWS

- Section 1. These By-Laws may be amended by majority vote of the voting members present at any general or special meeting provided written notice of the proposed action has been given each member household at least ten (10) days prior.

ARTICLE XV
NEWSLETTER

- Section 1. A newsletter will be published within 15 days of each Board of Directors, general, election or special meeting. This newsletter will serve as the official publication of the association