

Date: July 6, 1985

F. BY-LAWS
OF
FLUME PLACER CIVIC ASSOCIATION, INC.

A NON-PROFIT CORPORATION

ARTICLE I: Name and Location

The name of the Corporation is FLUME PLACER CIVIC ASSOCIATION, INC., hereinafter referred to as the "Association". The address of the Corporation shall be Box 592?, Colorado Springs, CO 80901

Members (sic) (Meetings?) of members and Directors may be held at any place within the State of Colorado as may be designated by the Board of Directors, any appropriate residence located within the Landis Ranch Estates, Lake George, Colorado.

ARTICLE II: Definitions

Section 1. "Association" shall mean and refer to FLUME PLACER CIVIC ASSOCIATION, INC., its successors and assigns.

Means all Property, in section B of blue book, the "exhibit" that is.

Section 2. "Landis Ranch Estates" shall mean and refer to that certain real property described in Exhibit A, attached hereto and incorporated herein by reference, and such property as is annexed hereto in the future.

Section 3. "Common area" shall mean all real property owned by the Association for the common use and enjoyment of the owners, and all easement rights, licenses or use rights owned by the Association for the common use and enjoyments of the owners.

Section 4. "Tract" as utilized in this document shall mean and refer to any land described by metes and bounds included within that certain real property described in Exhibit A, which is used or intended for use as a residential dwelling site, but tract does not include the common areas, private streets, easements or rights of way and any common parking area located within said Exhibit A.

Section 5. **"Owner" shall mean and refer to the record owner, whether one or more**

persons or entities, of the fee simple title to any Tract which is a part of the property, including owners who have sold on contract but have not conveyed their fee interest, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declaration" shall mean and refer to any Declaration of Covenants, Conditions and Restrictions, which may hereafter be applicable to the property and as may be recorded in the office of the Clerk and Recorder of Park County, Colorado.

Declaration is same as covenants

Section 7. "**Member**" shall mean and refer to every person or entity who is a record owner of a fee or undivided fee interest in any tract located within said Landis Ranch Estates as described in Exhibit A, including owners who have sold on contract, but have not conveyed their fee interest. **Membership shall be appurtenant to and shall not be separated from ownership of any tract included in said Landis Ranch Estates.**

The Association shall have one class of voting membership: **Members shall be all owners and shall be entitled to one (1) vote for each tract owned.** When more than one (1) person owns an interest in any tract, all such persons shall be members. The vote for such tract shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be Cast with respect to any tract.

ARTICLE III: Meetings of members

Section 1. Annual meetings. The first annual meeting of the members shall be held within ninety (90) days from the date of incorporation of the Association. Subsequent annual meetings of the members shall be held at 1:30 o'clock P.M., Mountain Daylight Time, on the first Saturday of July of each year thereafter. Meetings shall be held in suitable quarters at said Landis Ranch Estates, Lake George, Colorado, at such quarters as shall be determined by resolution of the Board of Directors. Meetings may be held at such other date, time and place as shall be determined by resolution of the Board' of Directors for due cause shown, provided that any said meeting shall be held within sixty (60) days of the date set forth hereinabove.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or 1)y the Board of Directors, or upon written request of a majority of the

members who are entitled to vote, provided that any business transacted at said special meeting shall be confined to the objectives and purposes stated in Call for said meeting.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than ten (10) days nor more than fifty (50) days

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before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books on the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Any proxy solicitation shall be mailed to members eligible to vote therein no less than ten (10) days nor more than fifty (50) days before any such meeting.

Section 4. Quorum. The presence at the meeting of a majority of the voting members, in person or by proxy, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or in these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum, as aforesaid, shall be present or represented.

Section 5. Proxies. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the voting member of his tract. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided for in the proxy.

Section 6. Voting. When a quorum, as provided herein, is present at any meeting, either in person or by Proxy, a majority of the eligible vote's shall be sufficient to decide any question of business except for issues involving amendments to the Articles of Incorporation or of the By-Laws and except for proposed expenditures for any purpose involving an amount exceeding the sum of One Thousand Dollars (\$1000.00), which shall require, for approval, two-thirds (2/3) of all the eligible votes of the association, whether

present in person or by proxy.

(A) A mail ballot will be valid if received by the Secretary or postmarked with a date not later than Thirty (30) days after the date of notice is mailed by the Secretary to the membership. ~~A member's failure to respond in time shall be deemed to mean his approval of the notice.~~

Any member not responding within the Thirty (30) day period shall forfeit his right to object to the notice and any action taken in accordance therewith.

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Referring to
Section 3
Above

ARTICLE IV: Board of directors: selection, Term of office

Section 1. Number. The affairs of this Association shall be under the control and management of a Board of Directors consisting of no less than three (3) members and no more than five (5) members of the Association.

Section 2. Term of Office. At the first annual meeting, the members shall elect two Directors for a term of one (1) year, and up to three (3) Directors for a term of two (2) years; thereafter, at each annual meeting, Directors shall be elected as their terms expire for a period of two (2) years.

Section 3. Removal and Vacancies. Any Director may be removed from the Board, with or without cause, by a two-thirds (2/3) vote of the members of the Association entitled to vote at an election of Directors. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board from among the members of the Association, and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE V: Nomination and Election of Directors

Section 1. Nomination ~~Nomination for election to the Board of Directors shall be made by a Nominating committee composed of members of the Association.~~ Nominations

Need to write so its "Voting
Members – People no corporation

may also be made from the floor at the annual meeting. **The Nominating Committee shall consist of a Chairman and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting, until the close of the next annual meeting.** The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be made by secret ballot. At such election the members or their proxies may cast, in respect to each vacancy, **one (1) vote for each of tract of land owned by said member or members.** The persons receiving the largest number of votes for the vacancies on the Board of Directors shall be elected.

ARTICLE VI: Meetings of Directors

Section 1. Meetings. Annual meetings of the Board of Directors shall be held immediately following the annual meeting of the members of the Association and at the same place.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days notice to each Director.

In any case, the Board of Directors shall hold a meeting at least sixty (60) days in advance of the annual meeting of the members of the Association, at which time it will prepare an agenda for the members annual meeting. Said agenda, plus the slate of nominees submitted by the Nominating Committee, together with any proxy statements shall be mailed to all eligible voting members of the Association at least thirty (30) days prior to the annual meeting.

Section 3. Quorum. Two-thirds (2/3) of the number of the duly elected Directors shall constitute a quorum for the transaction of business. Every act or decision done or made or resolution of a majority of said Directors present at a duly held meeting at which a quorum is present, shall be regarded as the act of the Board.

ARTICLE VII: Powers and Duties of the Board of Directors

Section 1. Powers. The Board of Directors shall have power to:

(a) The Board of Directors **shall propose rules and regulations** to govern the use of any common area and facilities and the personal conduct of the members and their guests thereon, **and shall propose penalties for the infraction** thereof once said common area and facilities come into existence; **however, no such proposals shall be enforced until said proposals for rules, regulations and penalties have been submitted to the membership of the Association for their adoption by a vote of two-thirds (2/3) of the entire member ship.**

It shall be conclusively presumed for the purpose of the adoption or rules, regulations and penalties as proposed in this Section 1 (a) that a member's vote for said rules, regulations and penalties shall be affirmatively given by a member if no written response concerning any proposal for adoption has been received by the Association Secretary within twenty (20) days after posting to said member in the United States mail, addressed to the member's official address in the records of tile Association.

If they had an easement

Contradiction to articles of Incorporation

(b) **Suspend the voting rights and right to use of any recreational facilities as they may hereafter exist, of a member during any period in which such member shall be in default in the payment of any assessment which may be legally authorized and levied by the Association. Such rights may also be suspended after notice of hearing, for a period not to exceed thirty (30) days for infraction of any published rules and regulations which may hereafter exist;**

Teeth to suspend voting and recreation for delinquents

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or any future Declaration;

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent for three (3) consecutive regular meetings of the Board of Directors; and

(e) Employ such employees as they deem necessary and to prescribe the duties of such employees so long as the employment of said employees comes within the

financial authority granted to said Board of Directors;

(f) Exercise the power to remove any employee or agent of the corporation without notice;

g) **Approve any single expenditure of less than One Thousand Dollars (\$1000.00), providing such expenditures have been duly considered in a formal meeting of the Board of Directors and approved by a majority of the Directors;** and approve any single expenditure of more than One Thousand Dollars (1000.00) upon approval of the membership of the Association as provided for herein;

h) Levy and collect any assessments and establish a time within which payment of same are due, providing such assessments shall be consistent with the financial requirements for current operating expenses and obligations approved by the membership;

(i) **Place liens on the tracts** of land owned by members **delinquent in payment of assessments, provided that,** at such time, **said members have entered into a Declaration of Protective Covenants** authorizing the placement of said liens.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) exercise general supervision over and to direct and manage the affairs of the Association; to receive and pass upon reports of the officers of the Association; to direct the Secretary in correspondence of the Association; to direct disbursement of all monies of the corporation.

(b) Cause to be kept a complete record of all its acts and corporate affairs and send a statement thereof to the members at the annual meeting of the members.

(c) To present to the members at each annual meeting a statement in detail of expenditures budgeted for the forthcoming fiscal year, together with their plans for assessing members to raise funds needed for the operation of the Association. The Directors shall thereafter revise their budget and assessment plans if same becomes necessary not less frequently than quarterly, informing the membership of ally significant changes in financial planning'

(d) As may be provided for in a future declaration of Protective Covenants,

when same has been entered into by said members, to:

- (1) Fix the amount of the annual assessment against each tract at least thirty (30) days in advance of each annual assessment period;
- (2) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
- (3) **Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date** or to bring an action at law against the owner personally obligated to pay same.

(e) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states that an assessment has been paid, such certificates shall be conclusive evidence of payment.

(f) Procure and maintain adequate liability and hazard insurance on property owned by the Association.

(g) **Cause all officers or employees having fiscal responsibilities to be bonded**, as it may deem appropriate.

(h) Cause any future common area owned by the Association to be maintained.

(i) Receive, study and present to the membership, together with the recommendation for action, any petition or proposal of any member or third party, if it deems such petition or proposal a matter of common concern. Such petitions and proposals may pertain to, but shall not be exclusively limited to, the purchase and sale of tangible and intangible properties, the entering into of contracts of any kind binding upon the Association, and the rules of conduct or the administration thereof.

(j) The Board shall submit proposals to the membership for any expenditures in excess of One Thousand Dollars (\$1000.00) for vote by eligible voting members at the annual meeting, or at any special meeting called in accordance with the By-Laws, except when said expenditures constitute a portion of a larger expenditure program previously approved by the voting members of the Association.

k) The Board shall appoint from time to time, as may be necessary, the committees to assist it in carrying out its duties.

Section 2. Order of Business. The Order of business at all meetings of the Board shall be:

- (a) Roll call
- (b) Reading of minutes of last meeting
- (c) Consideration of communications, payments of bills, etc.
- (d) Resignations, appointments and elections
- (e) Report of Officers
- (f) Reports of Committees
- (g) Unfinished business
- (h) Original resolutions
- (i) New business
- (j) Adjournment.

ARTICLE VIII: Officers and their duties

Section 1. Enumeration of Offices. The officers of this Association shall be a President, a Vice-President, and a Secretary-Treasurer, and such other officers as the Board may, from time to time, by resolution create.

Section 2. Election of Officers. Officers shall be elected by the Directors at the first annual meeting and annually at the meeting of the Board of Directors after each annual meeting of the members. No officer, except the President, need be a member of the Board of Directors, **but all**

officers shall be members of the Association.

It doesn't say "Owners" can I be an officer?

Section 3. Term. The officers of this Association shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve. Removal of officers for cause shall require a majority vote of the entire Board of Directors.

Section 4. Vacancies. A vacancy in any office may be filled by appointment of the Board.

This should say individual people so that an entity could not

The officer appointed to said vacancy shall serve for the remainder of the term of the officer he replaces

Section 5. Duties. The duties of the officers are as follows:

President

(a) The **President** shall be the chief executive officer of the corporation and **shall preside at all meetings of the Board of Directors and at all meetings of the membership of the Association; he shall be an ex-officio member of all standing committees;** he shall have general and active management of the corporation; he shall see that all orders and resolutions of the Board are carried into effect and shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice-President

(b) The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary-Treasurer

(c) The Secretary-Treasurer shall record the votes and take the minutes of all the meetings and proceedings of the Board and of the members; shall keep the corporate seal of the corporation and shall affix same on all papers requiring said seal; shall serve notice of meetings of the Board to the members in accordance with the provisions of the By-Laws; shall keep appropriate current records showing the members of the Association, together with their addresses; shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors; shall disburse such funds as shall be directed by the resolution of the Board of Directors; shall render to the President and the Directors at regular meetings of the Board or

whenever they may request same, an account of all transactions, as Treasurer, and an account of the financial condition of the corporation; and shall advise the Board of Directors concerning the regulation of assessments as they may relate to disbursements in order to minimize any potential tax liability.

Section 6. Resignations. Any Director or other officer may resign his office at any time by preparing a resignation in writing, to take affect from the time of its receipt by the Association, or at such other time as may be stated in the resignation, whichever be the later date. Acceptance of a resignation shall not be required to make it effective.

Upon such resignation, said Director or other officer shall turn over to the corporation any books, records, valuable papers and monies he or she had custody as an officer of the corporation and shall be held accountable therefore.

ARTICLE IX: Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. A Declaration, at such time as there be same. The Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal off ice of the Association, where copies may be purchased at reasonable cost.

Covenants



ARTICLE X: Assessments

As may be more fully provided in a Declaration, at such time as a member has entered into a Declaration of Protective Covenants, each member shall be obligated to pay to the Association annual and special assessments which are secured by continuing lien upon the property subject tp the Declaration of Protective Covenants and against which the assessment is made. Any assessments which are not paid when due shall be delinquent. if the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of six percent(6%) per annum the Association may

Should say the unpaid dues or assessments



~~bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessments.~~ No owner may waive or otherwise escape liability for the assessments provided for herein by non-use- of the common area or abandonment of his tract, so long as, at such time, said owner shall have entered into a Declaration of Protective Covenants, which shall then have been duly recorded in the office of the Clerk and Recorder of Park County, Colorado.

ARTICLE XI: Membership

Section 1. Stock Certificates. There shall be no stock certificates issued by this Association.

Section 2. Members. ~~All owners of record of the presently existing thirty-two (32) residential tracts located in that area commonly known as Landis Ranch Estates in Park County, Colorado, and all owners of record of any future tracts which may hereafter be included in said Landis Ranch Estates, shall be eligible to become members of this Association.~~

Contradicts Previous Definition of 32 tracts

Section 3. Founders Memberships Founders memberships shall be granted to owners who contribute Fifty Dollars (\$50) to the costs of organizing the Association. Sixty (60) days after incorporation said Founders memberships shall terminate. After said sixty (60) day period, subsequent to incorporation, non-participating owners of said residential tracts may become members of the Association by payment of the sum of One hundred Dollars (\$100.00) and by purchase of the pro-rata share of the assets of the corporation determined as of the last day of the month immediately preceding the application of said owner.

The asset purchase price for said purposes shall be determined by the Secretary-Treasurer of the corporation by totaling cash on hand, plus the amount of the cost of supplies on hand, plus the value of all other real and intangible properties at .cost less any depreciation where applicable, and by then dividing that total by the number of then existing members of the Association as of the end of the month immediately preceding said application for membership.

ARTICLE XII: Notices

Section 1. Definition. Whenever, under the provisions of the laws of the State of Colorado, the Articles of Incorporation or these By-Laws, a notice is required to be given to any Director or member, it shall be construed to mean personal notice; but such notice may be given in writing by mail by depositing the same in post office or letter box in a postpaid, sealed, addressed envelope, as said address appears in the books of the corporation, and when said writing in the mail has been so posted, it shall constitute said personal notice.

ARTICLE XIII: Finances

Section 1 The corporation shall operate on a calendar year; however, the Board of Directors is authorized to change from a calendar year to a fiscal year at any time for the convenience of the Association.

Section 2. Checks. All payments or demands for money or notes' shall be signed by any two (2) of the officers: President, Vice-President, or Secretary-Treasurer.

ARTICLE XIV: Corporate Seal

The Association shall have a Seal in circular form having within its circumference the words: FLUME PLACER CIVIC ASSOCIATION, INC., and the words: A COLORADO NON-PROFIT CORPORATION, and the word: "SEAL"

ARTICLE XV: Amendments

Section 1. These By-Laws may be amended at a regular or special meeting of the members, by a vote of two-thirds (2/3) of all eligible voting members of the Association, and provided that the notice of said membership meeting containing a full statement of the proposed amendment has been submitted to the membership pursuant to these By-Laws

What does eligible
Mean?

ARTICLE XVI

The rules contained in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall govern the proceedings of Flume Placer Civic Association in all cases not

provided for in these By-Laws and in any special rules of order that this Association may adopt.

IN WITNESS WHEREOF, we, being all of the Directors of FLUME PLACER CIVIC ASSOCIATION, INC., have hereunto set our hands this (23rd) day of August, 1974.

SIMON F. ELLIOT

JOHN HUEBSCH

DR. RUTH B. HOWARD

FRANK M. PLATTS

STATE OF COLORADO

)ss

COUNTY OF EL PASO

On the 23rd of August, 1974, before me,
- 1 -', a Notary Public in and for

said County and State personally appeared Simon F. Elliot, John Huebsch, Dr. Ruth B. Howard, Frank M. Platts, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

FLUME PLACER CIVIC ASSOCIATION, INC.