

Working copy, changes recommended by Tami Watemath, Janis Robinson and Suzy Schemel, 1/23/2018

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BYLAWS COAL CREEK CANYON IMPROVEMENT ASSOCIATION

Revised ~~June 2007~~ June 2, 2018

ARTICLE I.

Membership

Section 1. Eligibility: Membership in this Association shall be open to individuals, families, and businesses interested in the objectives and purposes of the association, as set forth in its Certificate of Incorporation.

Section 2. Kinds of Membership and Voting Rights: There shall be four kinds of membership in the Association:

- a. Individual, A person over the age of eighteen years,
- b. Family. An adult couple (including without limitation, brothers and sisters) or a single parent, and all children of the family,
- c. Business. Any business organization.
- d. Life. There shall be two kinds of life membership:
 - (1) Persons over age seventy-five: A person who has attained the age of seventy-five years and has maintained a continuous membership for the immediately preceding five years.
 - (2) Substantial Contributors: An individual, family, or business that contributes \$500 or more to the Association in one lump sum.

Each individual, family, business, or life member ~~over the age of seventy-five shall have one vote. EXCEPT AS MAY BE OTHERWISE PROVIDED IN THESE BYLAWS,~~ a Family and Substantial Contributors shall have one vote per adult, limited to two votes per family.

Section 3. The Board of Directors shall determine the annual dues for membership in the Association. Any member who fails to pay their dues ~~for a period of ninety days after the dues become payable shall be dropped~~ made inactive from membership. ~~Membership renews within one year of the renewal date shall retain the original renewal date. Inactive members cannot receive membership benefits.~~

ARTICLE II.

Meeting of Members

Section 1. Annual Meeting: The annual meeting of members shall be in June at a time and date fixed by the Board of Directors for the purpose of electing Association Directors, for presentation of the President's annual report and for such other business as may lawfully come before the members. If the meeting is

not held on that date, or is adjourned to a later date, it shall be held as soon as practicable after said date.

Section 2. Special Meetings: Special meetings of the members may be called at any time by the President, at the direction of the Board of Directors, or upon the written request signed by at least ten percent of the members of the Association in good standing entitled to vote at such meeting. Notice of a special meeting shall include the time, place, and specific business to be transacted. No business shall be transacted at any special meeting except as specified in the notice calling the meeting.

Section 3. Meeting Place: All meetings of the members of the Association shall be held at the Coal Creek Canyon Improvement Association Building in Boulder County, Colorado. If any meeting cannot be held conveniently at that place, then it shall be held as near said building as practicable, at such place as may be fixed by the Board of Directors.

Section 4. Notice: The Secretary shall cause notice of the annual meeting and of any special meeting to be given to all members of the Association in good standing, by mailing said notice to the last known address of each member at least fifteen days before the date of said meeting.

Section 5. Quorum: A quorum shall consist of fifteen voting members in good standing, present in person.

Section 6. Voting: Members in good standing shall be entitled to vote in person only, except that in voting on amendments to the certificate of incorporation, amendments to the Bylaws, and on the conveyance or encumbrance of the real property of the Association, as set forth in Section 2 of Article VI, a proxy signed by a voting member in good standing may be given to and voted by any other member in good standing, provided that each member may carry only three proxies.

Section 7. Order of Business: The following order of business shall be observed at all meetings of this Association:

- a. Roll Call
- b. Approval of minutes of the previous meeting
- c. Reports of Officers and committee chairpersons
- d. Election of Directors (annual meeting only)
- e. Unfinished business
- f. New business
- g. Adjournment

All meetings shall be conducted according to parliamentary procedures contained in the latest edition of Roberts Rules of Order Newly Revised.

ARTICLE III.

Officers and Directors

Section 1. Number on the Board: The Board of Directors of this Association shall consist of not fewer than nine nor more than fourteen persons. The number of Directors on the Board and the number to be elected at any annual meeting of members shall be fixed by the members.

Section 2. Officers: The Officers of this Association shall consist of a President, a Vice-President, a Secretary, and a Treasurer. Officers shall be elected by the Board of Directors from the Board of Directors themselves, at the first regular Board of Directors' meeting following the annual meeting. Officers shall be elected for a term of one year, and shall serve until their successors have been elected and qualify.

Section 3. Eligibility and Terms: To be eligible to serve as a Director, the person must be a member in good standing of the Association. Directors shall be elected for a staggered term of two years, so that as nearly as possible, the terms of one-half the Directors will expire each year.

Section 4. Removal of Officers and Directors:

An Officer or Director may be removed for cause; or when any Officer or Director has failed for a period of 3 successive months to attend all meetings of members or Directors duly called during that period, unless the President or the Board excuses the absence.

The board of Directors may, by a majority vote, remove any officer or Director from office for cause.

~~When any Officer or Director has failed for a period of two successive months to attend all meetings of members or Directors duly called during that period, such failure shall disqualify such Officer or Director unless the President or the Board excuses the absence, such failure shall disqualify such Officer or Director unless the President or the Board excuses the absence.~~

Section 5. Filling Vacancies: When any vacancy occurs on the Board of Directors or in an office of the Association by reason of death, resignation, nonattendance at meetings, disqualification, or removal from office for cause, such vacancy may be filled for the remainder of the term by a majority vote of all of the remaining Directors of the Association.

ARTICLE IV.

Nomination and Election of Directors

Section 1. Election of Nominating Committee: At its business meeting in March, the Board of Directors shall elect a Nominating Committee of three members. Not more than two members of the Nominating Committee may be Directors. No name shall be presented without the consent of the nominee.

Section 2. Report of Committee: The Nominating Committee shall provide a written report which shall be published with the call to the annual meeting. Additional nominations may be made from the floor by any member of the Association at the annual meeting, provided that the consent of the nominee has been obtained.

Section 3. Election of Directors: After the membership has determined the number of Director seats up for election, that number of nominees receiving the most votes shall be elected to the Board. (For example, if there are seven seats up for election, the top seven vote-getters shall be elected.)

ARTICLE V.

Duties of Officers

Section 1. Duties of President: The President shall preside at all meetings of the Association and its Board of Directors. The President shall appoint or abolish such committees as directed by the Board of Directors and may appoint such committees as desired to assist with presidential duties, and have power to abolish such committees. The President shall have general supervisory power over committees and other Officers of the Association and over the business and affairs of the Association, subject to the direction and approval of the Board of Directors. The President shall keep the Board of Directors fully informed regarding the affairs of the Association and shall report at all meetings of the members and of the Board. At the direction of the Board and/or membership the President shall sign and execute, as President and in the name of the Association, all contracts, conveyances, encumbrances, legal documents, checks and other instruments. The President shall sign Association checks in the absence of the Treasurer or in the case of reimbursing the Treasurer for expenses. The President shall do and perform such other duties as from time to time may be assigned to the President by the Board of Directors.

Section 2. Duties of the Vice President: The Vice President shall assume and perform the duties of the President in the absence of the President or in the event of the President's inability to perform the duties of office. The Vice President shall have such additional powers and perform such other duties as may be assigned to the Vice President by the Board of Directors.

Section 3. Duties of Secretary: The Secretary shall maintain the minutes of all meetings of members and of the Board of Directors; the Secretary shall attend to the giving and serving of all notices for the Association; the Secretary shall sign with the President, in the name of the Association, all contracts and other legal documents authorized by the Board of Directors; the Secretary shall have custody of ensure the minutes s books, corporate seal, correspondence files, legal documents, and other papers of the Association, except those properly in custody of the Treasurer or other Officers, should be kept in the office of the CCCIA building, and in general shall have and perform such other duties as are

incident to the office of Secretary, and as shall from time to time be required of the Secretary by the Board of Directors.

Section 4. Duties of the Treasurer: The Treasurer shall be the custodian of all funds and securities of the Association and the Treasurer shall keep a full and complete record of all financial affairs of the Association. When necessary or proper, the Treasurer shall sign or endorse on behalf of the Association all notes and other obligations, deposit all funds of the Association in such bank or depository as designated and approved by the Board of Directors, and disburse the money of the Association at the direction and approval of the Board of Directors. The Treasurer shall, ~~unless prevented by matters beyond their control,~~ sign all checks, **unless signed by the President** as set forth above, ~~together with the President~~ and shall perform such other duties incident to the office of Treasurer, or as required of the Treasurer by the Board of Directors. Prior to assuming or continuing this office, the Treasurer shall post a surety bond at the expense of the Association and in the form and amount as ordered by the Association. ~~The President and Treasurer shall constitute a finance committee authorized to expend the funds of the Association in an amount not to exceed \$50.00 per month, over and above routine Association bills.~~

ARTICLE VI. Directors and Meetings

Section 1. Control of Association: The Board of Directors shall have full control of the management, business affairs, property, and activities of this Association and shall have the power to exercise, delegate, and/or perform, in the name of the Association, all powers necessary to accomplish the objectives and purposes for which this Association is formed, as set forth in its Certificate of Incorporation.

Section 2. Authority for Conveyance and Encumbrances: The Board of Directors shall not have the power to authorize the conveyance or encumbrance of all or any part of the real property of this Association. Such conveyance or encumbrance shall be approved by a majority vote of the members of the Association having a right to vote, and, for the purpose of voting on conveyance or encumbrance only, signed proxies of members not attending the meeting may be voted by any other member in good standing entitled to vote, and to whom such proxies are given. For this paragraph, each family or life membership shall have one (1) vote.

Section 3. Regular Meetings: The Board of Directors shall hold regular monthly meetings on the second Tuesday night of each month, if not a legal holiday, and, if a legal holiday, then on the next succeeding Tuesday not a legal holiday. No notice shall be required for said monthly meetings. They shall be held at the

Association hall, unless physically precluded, in which case the meeting place shall be designated by the President.

Section 4. Special Meetings: Special meetings of the Board of Directors may be held at any time, whenever called by the President, which may be at the President's own discretion, when requested in writing by at least four Directors, or by resolution duly passed by the Board of Directors at a prior meeting of the Board.

Section 5. Notice of Special Meetings: The Secretary shall give notice of each special meeting of the Board of Directors by e-mailing the same at least five days before the meetings, or by personally contacting each Director at least two days before the holding of the meetings, and imparting notice of the holding of such special meeting. Notices of special meetings shall state the time and place of holding the meeting and business to be transacted. No business shall be transacted which was not stated in the notice. If all Directors shall be present at any special meeting, then, by unanimous consent, any proper business may be transacted, although not stated in the notice.

Section 6. Quorum: A majority of the Board of Directors of the Association shall constitute a quorum for the transaction of business; but if, at any meeting of the Board, there shall be less than a quorum present, a majority of those present may adjourn the meeting. Whenever a meeting shall be adjourned for lack of a quorum, immediate notice shall be given to all Directors not present stating the time and place of holding the adjourned meeting.

Section 7. Action Without Meeting: Any action required to or that may be taken at a meeting of the Directors may be taken without a meeting if the action is evidenced by a written consent (e-mail) describing the action taken signed is agreed by all of the Directors a majority of the board and delivered to the Secretary for inclusion in the minutes of the Association. Such action shall have the same force and effect as a unanimous majority vote, and shall be effective as of the date specified in the written consent.

ARTICLE VII.

Waiver of Notice

Whenever any notice is required to be given to any member or Director of the Association under the provisions of the Articles of Incorporation or Bylaws of the Association, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE VIII.

Amendment of Bylaws

Section 1. Amendment: The Bylaws of this Association may be amended at the Annual Meeting, or at a special meeting called for that purpose. Notice of the

consideration of the proposed amendment and a copy thereof shall be given to the members of the Association at least fifteen days prior to the time of holding such meeting. The Bylaws of this Association may be amended by a majority vote of all members in good standing present, in person and by proxy.

Section 2. Distribution of Bylaws: Each new member of the Association shall be advised that a copy of the current Bylaws will be sent to him by the Secretary if he so requests. Copies shall be available from the Secretary at all meetings of the Directors and members of the Association, and shall be furnished to any member who requests a copy. A copy of Bylaws will be available on the CCCIA website.

Adopted March 14, 1978 by the Board of Directors of the Association. Amended at the Annual Meetings of the Association held June 27, 1986, June 27, 1987, June 24, 1989, June 17, 1995, June 25, 2005, and June 24, 2006, and June 2007.