

BYLAWS OF
FOREST PARK HOMEOWNERS RECREATION ASSOCIATION

ARTICLE ONE
BOARD OF DIRECTORS

1. NUMBER OF DIRECTORS.

The number of members of the Board of Directors shall be seven.

2. QUALIFICATIONS.

All members of the Board of Directors must be the record owners of real property which is subject to the Declaration of Covenants, Conditions and Restrictions of Forest Park Homeowners Recreation Association and must be at least eighteen years of age at the time of election.

3. ELECTION OF THE BOARD.

Commencing the third Thursday in November, 1979, the Association shall hold an annual election for the Board of Directors. At the annual meeting in even years, four Board members are elected for two-year terms and, in odd years, three Board members are elected for two-year terms. Board members shall not serve more than two consecutive terms on the Board.

4. VACANCIES ON THE BOARD OF DIRECTORS.

In the event any member of the Board of Directors shall no longer be qualified to serve as a Director, in the event of a disability or death of any member of the Board of Directors, or in the event of the resignation of a member of the Board of Directors, the vacancy or vacancies thereby created shall be filled by a majority vote of the remaining members of the Board of Directors. Any Director so selected shall serve until the expiration of the term of the Director whose place he is taking and until a successor is elected and qualified. The Director so selected shall meet the qualifications and requirements of election as a member of the Board of Directors.

5. CONDUCT OF ELECTION.

All elections shall be conducted by the use of written secret ballots. A nominee shall be deemed duly and properly elected when he has received a majority of those voting units entitled to vote at such election at a meeting at which a quorum of voting units was present as provided herein.

6. POWERS.

The Board of Directors shall have all such powers as are authorized by the Articles of Incorporation of the Association; and, pursuant to said authority, the Board shall have the following specific authority:

- 6.1) To adopt, promulgate, publish and distribute rules and regulations pertaining to the hours, days and times during the calendar year during which the recreation area will be open to members and guests, 'rule,' rules as to the use of recreation facilities, rules as to the number of guests permitted and times during which guests of members may use the recreation area, rules as to charges to members or guests of said members, and such other rules as may be in the best interests of the Association. Any rules so adopted shall not become effective until a copy thereof shall have been posted in a conspicuous place upon the recreation property for a period of ten days.

- 6.2) To appoint standing and special committees consisting of members of the Board of Directors or members of the Association for purposes of the Association.
- 6.3) To appoint and remove such officers of the Association as are permitted by the By-Laws and to designate to such officers the authority to act on behalf of the Association.
- 6.4) To conduct annual and special meetings and elections of the Association and the Board of Directors as are permitted by the Articles of Incorporation and the By-Laws.
- 6.5) To do such other things customarily associated with the beneficial interests of the Association, provided that nothing herein shall permit the Board of Directors to perform acts which are reserved to the Association membership or are denied to the Board of Directors by the Articles of Incorporation of the Association or the Declaration of Covenants, Conditions and Restrictions of Forest Park Homeowners Recreation Association.

7. QUORUM AND VOTING.

A majority of the members of the Board of Directors must be present in order to constitute a quorum for the transaction of business. Once a quorum is present, any action to be taken by the Board of Directors shall be approved upon a vote of a majority of the Board of Directors who are present unless otherwise provided in the Declaration of Covenants, Conditions and Restrictions of Forest Park Homeowners Recreation Association, Articles of Incorporation of the Association or these By-Laws.

8. ANNUAL MEETING.

The Board of Directors shall meet at least once every year. Said annual meeting shall be held immediately prior to the annual meeting of the Association.

9. SPECIAL MEETINGS.

A special meeting of the Board of Directors may be called by any member of the Board of Directors. Reasonable written notice of the date, time and place of such meeting shall be given to the other Directors at least ten days prior to said meeting. Any Director who attends the meeting of the Board of Directors shall be deemed to have waived any defect in the notice requirements unless that Director shall specifically indicate objection to the notice and shall further object to proceeding with said Board meeting at that time.

10. Conduct of Board Meetings.

The Order of Business of Board meetings is as follows:

- a) Roll call of Board members attending;
- b) Proof of notice of meeting;
- c) Determination of quorum;
- d) Reading of minutes of preceding meeting;
- e) Election of officers (when required);
- f) Members'/owners' forum and comments on agenda items (with reasonable time limits and allocation of spokespersons, as determined by the presiding officer of the Board);
- g) Reports of officers;
- h) Report of managing agent;
- i) Unfinished business;
- j) New business;
- k) Adjournment

11. Open Meetings.

(11.1) Meetings of the Association members (sometimes referred to as owners) and the Board are open to all members of the Association or to any person designated in writing by the Association member as the member's representative, subject to such reasonable restrictions for cause on voting, such as an Association member's failure to pay assessments, as may be stated in the governing documents.

(11.2) Association members or their representatives are allowed to listen to Board meetings and are allowed to speak before the Board takes formal action on an item under discussion, at the designated time in the Board meeting agenda, in accordance with reasonable time restrictions set by the Board.

(11.3) Association members shall not interrupt or participate in the Board's deliberations during the actual Board meeting among the members of the Board (sometimes referred to as Directors).

(11.4) The Board may hold an executive or closed-door session and may restrict attendance to Board members and such other persons requested by the Board during a regular or specially announced meeting or part thereof. The matters to be discussed at such an executive session shall include only the matters enumerated in the following subparagraphs:

(4)(a) Matters pertaining to employees of the Association or the managing agent's contract or involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee of the Association;

(4)(b) Consultation with legal counsel concerning disputes that are the subject of pending or imminent court proceedings or matters that are privileged or confidential between attorney and client;

(4)(c) Investigative proceedings concerning possible or actual criminal misconduct;

(4)(d) Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure;

(4)(e) Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy.

(4)(f) Review of or discussion relating to any written or oral communication from legal counsel.

(11.5) Prior to the time the members of the Board or any committee thereof convene in executive session, the chair of the body shall announce the general matter of discussion as enumerated in subparagraphs (4)(a) to (4)(f) above.

(11.6) No rule or regulation of the Board or any committee shall be adopted during an executive session. A rule or regulation may be validly adopted only during a regular or special meeting or after the body goes back into regular session following an executive session.

(11.7) The minutes of all meetings at which an executive session was held shall indicate that an executive session was held and the general subject matter of the executive session.

12. Board – Conflicts of Interest.

Colorado Revised Statutes Section 7-128-501, and its successor statutes, shall apply to members of the Executive Board, also known as directors, and the Association's officers, which shall include any person designated as an officer of the Association and any person to whom the Board delegates responsibilities under CCIOA, including, without limitation, a managing agent, attorney, or accountant employed by the Board.

13. COMPENSATION.

The Board of Directors shall receive no compensation for their services. The Board of Directors may obtain and pay for such additional administrative assistants, legal services, accounting services, professional advice or other services as the Board may deem reasonably required in connection with the business affairs of the Association.

14. FINANCIAL STATEMENTS.

At least once each year, a financial report concerning the financial activities and condition of the Association shall be prepared and a copy thereof shall be submitted to each of the members of the Association. Said financial report shall be mailed to each member prior to the annual meeting.

15. ANNUAL ASSESSMENT.

The annual assessment date each year shall be June 1st; and the annual assessment fixed for June 1st shall be as fixed by the Board of Directors and approved by the members as required, payable in quarterly installments due and payable June 10th, September 10th, December 10th, and March 10th.

16. MINUTES OF MEETINGS.

The Secretary or such other person as may be designated by the Board of Directors shall take minutes of all meetings of the Board of Directors and meeting of the Association membership. Such minutes shall be available to any member of the Association for examination at any reasonable time.

17. INFORMAL ACTION

Any action required to be taken at meetings of the Directors may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

ARTICLE TWO
MEETINGS OF THE ASSOCIATION

1. ANNUAL MEETING.

The annual meeting of the members of the Association shall be held on the Third Thursday of November each year, at 8:00 P.M. The annual meeting shall be conducted for the purpose of electing Directors and transacting such other business as may properly come before said meeting. If the day fixed for the meeting shall fall on a legal holiday, the meeting shall be held the next secular day after the legal holiday.

2. CONDUCT OF MEETINGS OF MEMBERS.

Order of Business: The order of business at all meetings of the Association members is as follows:

- a) Roll call (or check-in procedure) of members attending in person and by proxy;
- b) Proof of notice of meeting;
- c) Determination of quorum;
- d) Reading of minutes of preceding meeting;
- e) Reports;
- f) Establish number and terms of memberships on the Board (when there is an election);
- g) Selection of inspectors of election or tellers (when there is an election);
- h) Election of Directors to serve on the Board (when there is an election)(by secret ballot if more candidates are running than there are vacancies on the Board);
- i) Ratification of budget (if required);
- j) Unfinished business;
- k) New business;
- l) Adjournment.

3. SPECIAL MEETINGS.

A special meeting of the members may be called by the Board of Directors or by members of the Association representing at least one-third of the total voting units of the Association. In the event the members call for a special meeting of the membership as provided herein, the notice of said meeting shall be distributed by the Board of Directors as hereinafter provided.

4. NOTICE OF MEETING.

Written or printed notice stating the place, day and hour of any meeting of the members shall be delivered not less than five and no more than thirty day prior to the date of such meeting. Notice shall be given by mail by the Board of Directors. Said notice shall be provided to each member of record entitled to vote at such meeting. Said notice shall be sent to the last known address of the member based upon the records of the Association.

In addition to first class mail or hand delivery, notices of member/owner meetings shall be provided as follows:

The Association will post notices on its website when the website is available and email owners who request email notice at the email addresses they provide to the Association. Notices of meetings of members/owners will be physically posted in a conspicuous place, if feasible (amended July 15, 2009).

5. PURPOSE OF MEETINGS.

The purpose for which any meeting, whether regular or special, and a general statement of any matters to be proposed at said meeting, shall be included in the notice of the meeting.

6. QUORUM.

Ten percent of the member units represented in person or by proxy shall constitute a quorum at a meeting of the members. If a quorum is present, the affirmative vote of a majority of the member units represented at that meeting and entitled to vote on the subject matter shall be the act of the members unless otherwise required by the Declaration of Covenants, Conditions and Restrictions of Forest Park Homeowners Recreation Association, Articles of Incorporation of the Association or these By-Laws.

7. MEMBER/ OWNER MEETING PROXIES, VOTES AND BALLOTS.

Each member unit shall be entitled to one vote. A member may vote either in person or by proxy executed in writing by the member or his duly authorized attorney in fact. Oral proxies shall not be considered or accepted for any purpose whatsoever.

- a) Proxies are not valid if obtained through fraud;
- b) The Association may reject votes, ballots, or proxies if the person tabulating votes has reasonable basis to doubt their validity;
- c) The person who rejects a vote, ballot, or proxy is not subject to damages;
- d) All actions of the Association regarding such rejections are valid unless a court determines otherwise;
- e) On any motion before the meeting, at the discretion of the Board, or upon the request of 20 percent of the Members present in person or by proxy, if a quorum has been achieved, the vote on the motion shall be by secret ballot. (amended July 15, 2009)

8. PLACE OF MEETINGS.

Meetings of the membership of the Association shall be held at such location as the Board of Directors may determine.

ARTICLE THREE
OFFICERS

1. OFFICERS.

The officers of the Association shall be a President, a Vice-President, a Secretary Treasurer. These officers shall be elected by and shall serve at the pleasure of a majority of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified or until his or her death, resignation, or removal from office.

2. VACANCIES.

Any vacancy of office shall be filled by majority vote of the Board of Directors for the unexpired portion of the term of that officer whose position has become vacant.

3. PRESIDENT.

The President shall be the principal executive officer of the Association and he shall have the authority to do all things necessary and proper to carry out the authorized and legitimate purposes of the Association.

4. VICE-PRESIDENT.

In the absence of the President, or in the event of the inability or failure to act of the President, the Vice-President shall perform the acts of the President and when so acting shall have all of the powers and be subject to all of the restrictions of the President.

5. SECRETARY.

The Secretary shall:

- a. Keep minutes of the members and the Board of Directors' meetings
- b. Give all notices of meetings as required by the By-Laws
- c. Send copies of financial statements and minutes as may be required by the By-Laws
- d. Perform such other duties as are necessary and incident to the office of Secretary or the office of Treasurer.

6. TREASURER.

The Treasurer shall have charge and custody of and be responsible for all funds of the Association and shall in general perform all of the duties incident to the office of Treasurer of the Association.

7. SECRETARY-TREASURER.

The offices of Secretary and Treasurer may be combined and held by one person if ordered by the Board of Directors.

ARTICLE FOUR
CONTRACTS, CONVEYANCES AND FUNDS

1. CONTRACTS.

All contracts and expenditures of Five Hundred Dollars (\$500.00) or more shall be in writing and signed by at least two members of the Board of Directors, unless this requirement is waived by the Board. Any such contract or expenditure shall be approved at a regular or a special meeting of the Board of Directors properly called for that purpose.

2. CONTRACTS IN EXCESS OF \$8,000.00.

Any contract or proposal presented to the Board of Directors which involves an expenditure of more than Eight Thousand Dollars (\$8,000.00) of the funds of the Association shall be submitted to the membership at the Annual Meeting or a special meeting of the Association. Any such contract or proposal approved by the holders of a majority of the voting units of the Association present when approved shall become the act of the Association.

3. CHECKS, DRAFTS, NOTES AND ORDERS.

All checks, drafts, notes and other orders for payment of money of the Association shall be signed by at least two officers of the Board of Directors, unless a greater number is required by proper action of the Board of Directors.

4. DEPOSITORY OF ASSOCIATION FUNDS.

The regular bank account for the Association shall be kept and maintained at any financial institution which maintains deposit insurance, as selected or designated by the Board of Directors. All funds of the Association shall be deposited in said account and adequate records in connection therewith shall be maintained and shall be available to the members of the Association.

The above Bylaws are as amended and restated on October 19, 2005, and as further amended by majority vote of a quorum of the Board on July 15, 2009.

ATTEST:

Leigh Pytlinski – President date

Sandra Hubbard – Secretary date