

Bylaws of Vista Village Homeowners' Association

Article 1: Name

The name of the organization shall be Vista Village Homeowners' Association, hereinafter referred to as The Association or VV HOA. It is a non-profit organization incorporated under the laws of the state of Colorado.

Article 2: Goals and Purposes

The goals and purposes for which this organization is formed are:

- 2.1** To create a safe environment by actively working together to build a sense of community, cooperation and respect through mutual support. A commitment to inclusivity and diversity shall be a guiding principle of this organization.
- 2.2** To provide education, resources, and community advocacy which assist Vista Village homeowners in knowing and protecting their rights as homeowners in handling pertinent and relevant issues.
- 2.3** To develop a supportive network for Vista Village homeowners.

Article 3: Membership

3.1 Classes of Members

The Association shall have two (2) classes of members: voting and nonvoting. One (1) resident of each home shall be the voting member. Voting members must be current on membership dues for the year. Any and all other residents of that home unit over the age of 18, shall be nonvoting members. Nonvoting members may share ideas and opinions, but may not vote.

3.2 Qualifications for Members

To qualify a household for membership, there shall be at least one (1) resident who is listed on the lease, is over the age of 18, and who lives in Vista Village. Members cannot be in the employ of the Park, or be a spouse/partner or relative of such, even if they own a home and reside in the community. Members shall support the mission and vision of The Association and act accordingly at all times.

3.3 Membership Dues

Membership dues shall be \$10.00 per year per household. Membership dues shall be used to offset the operating expenses incurred such as office supplies, photocopies, flyers, and meeting space fees. Membership fees have been kept low so all can afford; however if anyone should wish to donate more, it would be welcome and greatly appreciated.

3.4 Voting Rights

Membership dues shall entitle each household one (1) vote for each issue in The Association's matters.

3.5 Annual Meeting

The Annual Meeting of the members shall be held in the month of January at a time set by the Board for the purpose of electing Directors and transacting other business. If the Annual Meeting is not held on the date designated, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

Due to the fact that The Association represents a family community and wants everyone to be able to participate, underage children shall not be banned from the meeting, however, it shall be requested that they be respectful, quiet, and non-disruptive at the meeting.

3.6 Special Meetings

The President or no fewer than three (3) of the voting members may call special meetings of the members for any purpose.

3.7 Place of Meetings

All meetings of members shall be held in a place within the city or county of Boulder, Colorado, as designated by the President or the Board.

3.8 Notice of Meetings

The President, the Secretary, or the Board shall cause to be delivered to each member entitled to notice of meetings or to vote at the meeting, stating the place, date and time of the meeting(s), and, in the case of a special meeting, the purpose(s) for which the meeting is called. Notification will be posted in a prominent, central location, and sent by email or made by phone.

At any time, upon the written request of no fewer than ten (10) of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time, and place as the Secretary may fix, not less than five (5) days after receipt of such written request, unless two-thirds (2/3) of the members state through petition that they can meet at an earlier date. If the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time, and place for such meeting.

3.9 Quorum for Membership

A membership "quorum" is defined as "the minimum number of members present required to hold a vote." Twenty-five percent (25%) of the voting members of The Association shall constitute a quorum at a meeting of the members. All matters shall be decided by a vote of the majority of the members present. If less than a quorum (25% of voting members) is present at a meeting, the meeting will be rescheduled. For example: If there are 100 members, at least 25 must be present in order to hold a vote. If there are fewer than 25, the meeting will be rescheduled.

3.10 Manner of Acting

The vote of a majority of the votes (51%) entitled to be cast by the voting members presented in person or by proxy shall be necessary for the adoption of any matter voted upon by the members. For example: If 25 members vote, 13 are required as the majority.

3.11 Proxy and Absentee Votes

A voting member may vote by proxy executed in writing by the voting member (or by their attorney-in-fact). Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting. A proxy shall become invalid eleven (11) months after its execution unless otherwise provided for in the proxy.

If a proxy vote is used with respect to a specific meeting, the proxy shall entitle the holder, therefore, to vote at any reconvened meeting following adjournment of such meeting; however, the entitlement of said proxy shall be revoked after final adjournment thereof.

A voting member may request an absentee ballot from the Secretary, and complete and return it prior to the scheduled vote date. Absentee votes are counted in determining a quorum.

Article 4: Board of Directors and Executive Officers

4.1 Powers

This organization will be supported by a Board of Directors (the Board) as the governing foundation for Vista Village homeowners. The activities, affairs, and property of The Association shall be managed, directed, controlled, and its powers exercised by and vested in the Board.

4.2 Number, Term, and Election

The number of Directors, including the Executive Officers (President, Vice President, Secretary, Treasurer), shall be five to nine (5-9), depending on the size of general membership and to insure adequate representation of members.

Directors will serve for a term of two (2) years or until their successors are elected, whichever is later. No person may serve on the Board for more than three (3) consecutive two-year terms, a total of six (6) consecutive years. After a one-year absence, they may again serve on the Board.

Unless an Officer resigns, dies, or is removed prior thereto, he or she shall hold office until his or her successor has been chosen and qualified.

4.3 Resignation

Any Director or Executive Officer may resign at any time by delivering a written resignation to the Board.

4.4 Removal

Any Director or Executive Officer may be removed with cause at any time by the affirmative vote of a majority of the Directors at a duly-held meeting of the Board, the notice of which shall have specified the proposed removal.

A Director shall be automatically removed from the Board upon three (3) consecutive unexcused absences from regular Board meetings.

Membership can petition the Board for removal of any Board member with 2/3 of the voting members having signed a petition stating just cause.

4.5 Vacancies

Any vacancy in an office or committee may be filled by the Board.

Whenever a vacancy occurs, a majority of the remaining Directors, though less than a quorum, may fill the vacancy and each Director so appointed or designated shall hold office for the remainder of the term of the Directorship so vacated.

4.6 Board Meetings

The Board shall hold a minimum of four (4) regular Board meetings each year, at such time and place as the Board shall designate. All Board meetings will be publicized and open to the general membership, with not less than seven (7) days prior notice. Special Board meetings may be called by the President or by petition of one-third (1/3) of the Directors.

4.7 Notice of Board Meetings

Notice of the schedule of regular meetings may be provided on an annual basis to each Director and the general membership.

Notice of special meetings of the Board shall be given to each Director not less than ten (10) days prior to the meeting. This notice will be made by email or by phone.

Any business may be transacted at any meeting of the Board.

4.8 Quorum for Board Meetings

At all meetings of the Board a majority of Directors, which shall include at least one (1) Executive Officer, shall be present to constitute a quorum for the transaction of business. For example: If there are seven (7) Board members, four (4) must be present.

4.9 Voting

Each Director shall have one (1) vote at all meetings of the Board. All matters shall be decided by the vote of the majority of the Directors present at the meeting. The President does not have a vote except as the deciding vote in the case of a tie.

4.10 Compensation

All Officers, Directors, and committee members shall serve as such without salary, but the Board may authorize the payment by The Association of reasonable expenses incurred by the Directors in the performance of their duties.

4.11 Titles and Qualifications

The Executive Officers of The Association shall consist of President, Vice President, Secretary, Treasurer, and such other Officers the Board may designate by election. Non-officer Board Members shall be called "Board Members At Large."

4.12 Selection of Officers

The Board shall elect from among themselves the following officers: President, Vice President, Secretary and Treasurer. This shall be the first order of business of the first meeting of the Board following the elections of Directors at the Annual Meeting.

4.13 The President

The President of the Board shall preside at all meetings of the Board and shall have such other powers and duties consistent with these Bylaws as may be assigned from time to time by the Board. The President will hold in confidence any and all privacy information of the members of The Association.

4.14 The Vice President

The Vice President of the Board shall possess the powers and discharge the duties of the President of the Board in the latter's absence or disability and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned from time to time by the Board. The Vice President will hold in confidence any and all privacy information of the members of The Association.

4.15 The Secretary

It shall be the duty of the Secretary to cause a record to be kept of The Association, including all the meetings of the Board, and to perform such other duties consistent with these Bylaws as may be assigned from time to time by the Board.

4.16 The Treasurer

It shall be the duty of the Treasurer to supervise the financial affairs of The Association, to cause a full and accurate record to be kept of same, to provide regular reports to the Board on the financial status of The Association, and to perform such other duties consistent with these Bylaws as may be assigned from time to time by the Board. The Treasurer shall make an annual financial report to the members of The Association at the Annual Meeting in January.

4.17 Records

The Association shall maintain financial books and records of account; all minutes of the Board meetings, membership meetings, and committee meetings of The Association; the list of members; and copies of all other pertinent material. The Association records, books, documents, and contracts shall be made available for inspection at any reasonable time during usual business hours by any Director of The Association, any member of The Association, or duly authorized representative thereof, for any lawful purpose. In the event The Association does not have an official office space, all records shall be in the possession of an appropriate Board member. Upon leaving office, each Officer or

agent of The Association shall turn over to his or her successor, the President, or the Executive Director, in good order such Association monies, books, records, minutes, lists, documents, contracts, or other property of The Association as has been in the custody of such Officer or agent during his or her term of office.

Article 5: Committees

5.1 Designation

The Board may, by resolution adopted by a majority of the entire Board, designate such committees, task forces, and work groups as it deems appropriate and necessary and as desired by the general membership.

5.2 Committees, Task Forces, Work Groups

The Board may from time to time establish committees, task forces, and work groups, which shall have such duties and the members of which shall hold office for such periods as the Board may from time to time determine. However, no committee shall have any power or authority which could not be exercised by or had by the Board.

The rules of procedures of such committees shall be determined from time to time by the Board or, if authorized by the Board, by the respective committees, task forces, or work groups. Any such committee, task forces, and work groups may be abolished or any member thereof removed with just cause at any time by the Board.

5.3 Notice of Meetings

Reasonable verbal and email notice, including time and place, of all committee meetings shall be given by the committee Chairperson to the members thereof.

5.4 Quorum for Committees

At meetings of any committee, a majority of the number of members designated by the Board shall constitute a quorum for the transaction of business. The act of a majority of members present at any meeting at which a quorum is present shall be the act of such committee, except as otherwise specifically provided by statute or these Bylaws. If a quorum is not present at the meeting of any committee, the members present may adjourn the meeting without notice other than the announcement at the meeting until a quorum is present.

Article 6: Deposits, Checks, Loans, Contracts

6.1 Deposit of Funds

All funds of the Association not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Board from time to time may determine.

6.2 Checks

All checks, drafts, endorsements, notes, and evidence of indebtedness of The Association shall be signed by such Officers or agents of The Association and in such manner as the Board from time to time may determine.

6.3 Loans

No loans or other advance shall be contracted on behalf of The Association, and no note or other evidence of indebtedness shall be issued in its name.

6.4 Contracts

Any Officer specifically authorized by the Board may, in the name of and on behalf of The Association, enter into those contracts or execute and deliver those instruments to the extent authorized by the Board. Without the authorization of the Board, no Officer, staff, or other agent of The Association may enter into any contract or execute and deliver any instrument in the name of and on behalf of The Association.

Article 7: Conflict of Interest

7.1 No member, Director, or Officer of The Association shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to The Association, unless (a) such contract shall be authorized by an absolute majority of Directors present and voting at a meeting at which the presence of such Director is not necessary for such authorization, (b) the facts and nature of such interest shall have been fully disclosed or shown to the members of the Board present at the meeting at which such contract is to be authorized, and (c) any interested Director has abstained from participating in discussions or votes related to such authorization, other than to disclose the facts and nature of such interest.

7.2 Anyone with a commercial interest, working with, for, or in coordination with the Park owner or management, directly or indirectly, is barred from membership.

Article 8: Amendment to Bylaws

Except as otherwise provided herein, these Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority/two-thirds (2/3) vote of the members of The Association. Minor changes may be made by a majority/two-thirds (2/3) vote of the Board) present at any regular meeting, a quorum being assembled, provided that written notice of such meeting, setting forth in detail the proposed Bylaw revisions, be given not less than ten (10) days prior to such meeting.

Article 9: Miscellaneous

9.1 Fiscal Year

The fiscal year of The Association shall be January 1 to December 31.

9.2 Nondiscrimination and Inclusivity

A commitment to inclusivity and diversity shall be a guiding principle of this organization.

The members, Officers, Directors, committee members, employees, and persons served by The Association shall be selected entirely on a nondiscriminatory basis with respect to age, gender, race, ethnicity, sexual orientation, religion, and national origin.

9.3 Relation to Articles of The Association

These Bylaws are subject to and governed by the Articles of The Association.

These Bylaws were adopted by the Board of Directors of The Association

on _____ day of _____ 20____.

President: _____

Vice President: _____

Secretary: _____

Treasurer: _____

Board Members At Large:
