

**BYLAWS
OF
THE BURLAND HOMEOWNERS' ASSOCIATION, INC.**

ARTICLE I

Name

The name of this organization, formerly called Burland Civic Association, Inc., is the Burland Homeowners' Association, Inc. ("Association").

ARTICLE II

Purpose

The purpose of the Burland Homeowners' Association, Inc. is to afford the members of the Association opportunity to meet on matters of civic, ecological, legislative, environmental and social interest for the welfare of the property owners and residents of the community known as Burland Ranchettes; and to provide a forum for deciding a course of action and a means for carrying out that action, such as referring same to governmental authorities. Notwithstanding any other provision of these Bylaws, the Association may not engage in activities prohibited under section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The primary purposes of the Association are: to maintain property values and the quality of life in Burland Ranchettes by upholding the protective covenants; to promote the continued education and actions of our residents and residents of the adjacent communities to perform fire mitigation on properties to reduce the negative impacts of wildfire; to maintain Weakland-Fawks Park, a 28.36 acre parcel owned by the Association that includes the eastern portion of Mt. Bailey, and such other property as is owned by the Association (including by way of example communications towers); and to provide a corporate structure to facilitate insurance, contractual relationships, and communications to residents in Burland Ranchettes and neighboring communities regarding matters that are related to the Association's purposes. No substantial funds of the Association may be used for political purposes. The Association may engage in limited political activities, such as testimony before the general assembly and meetings with legislators and governmental entities in furtherance of the Association's purposes, but shall not make financial contributions or in-kind contributions to individual political candidates or bodies in excess of de minimis amounts.

The Association is a nonprofit corporation governed by the Colorado Revised Nonprofit Corporation Act ("CRNCA"). It is not a common interest community as that term is defined by the Colorado Common Interest Ownership Act.

ARTICLE III

Membership, Dues and Privileges

Section 1 - Members

Each individually-assessed lot within Burland Ranchettes shall be eligible for membership, regardless of the number of owners. An owner who desires to be a Member of the Association shall notify the Association and pay the associated dues. Only the record fee simple title owner(s) of a

lot is eligible for membership in the Association. No person or property shall be allocated more than one membership, limited to one (1) vote. For purposes of membership, ownership does not include an interest less than title in fee simple (e.g., life estates or leasehold (tenancy)). Members may vote on the election of the Directors at the Annual Meeting, a removal of a Director, or as allowed by the CRNCA. Proxy voting by members is not allowed. Dues must be paid at least 30 days before an annual meeting of the Members.

Section 2 – Friends of the Association

“Friends of the Association” are individuals or entities who are the record fee owners of real property in any subdivision adjacent to the Association, or who have submitted an application to the Association and been approved by the Board as Friends of the Association. Friends of the Association are not Members and are not entitled to vote on matters submitted to the Members for approval, but are entitled to attend meetings of the Association and the Board unless otherwise provided by the notice of such meeting. Friends of the Association may not serve on the Association Board of Directors. Friends of the Association shall pay the same dues on the same schedule as are required of Members.

Section 3 – Dues

Membership dues are required of all Members and are payable annually. Dues must be paid on or before January 31 of each year, and shall be pro-rated for any person who becomes a Member, renews a membership, or becomes a Friend of the Association at any other date during the calendar year. If a person fails to renew their membership, they lose all benefits entitled to a Member until payment is received. If a Friend of the Association fails to pay dues on or before the due date, that person must resubmit an application to be a Friend of the Association. The Board of Directors shall adopt a budget and specify the annual dues payable by Members and Friends of the Association no later than 60 days before dues must be paid.

Section 4 - Address

It is the responsibility of each Member to notify the Secretary, in writing, of any change of mailing address or email address.

Section 5 – Privileges

- Members may attend any Regular, Annual or Special meetings of the Members and the Association’s Board of Directors, review regular reports and information concerning the Association, to vote as provided above in Section 1, and comment as contemplated herein. Members shall be eligible and encouraged to participate in the conduct of the affairs of the Association; however, no Member may take any action nor act as spokesperson representing the HOA without the knowledge and written permission of the Board.
- Friends of the Association may attend any Regular, Annual or Special meetings of the Members and the Association’s Board of Directors unless otherwise provided in the notice of such meeting, review regular reports and information concerning the Association, and comment as contemplated herein.
- Persons eligible to be Members or Friends of the Association may attend any Regular, Annual or Special meetings of the Members and the Association’s Board of Directors unless otherwise provided in the notice of such meeting, but shall not be eligible to participate in discussions or Association business.

- Eligibility to hold elected and/or appointed offices shall be restricted to Members. Friends of the Association may not be officers or directors.
- Members and Friends of the Association are encouraged to comment on items before the Board at the time designated by the Board.
- Memberships and the rights arising from membership are not transferrable, but are appurtenant to lot ownership. Conveyance of a lot terminates a Membership, but no refund or abatement of dues is required. The Member conveying a lot should inform the purchaser of the Membership and the purchaser can notify the Association of its intention to remain a Member. The same provisions apply to Friends of the Association.
- Members may be expelled, suspended, or the membership terminated by a majority vote of the Directors at a regular or special meeting, provided that: (a) the Association, at least fifteen (15) days prior, has sent written notice of the expulsion, suspension or termination and the reasons for such action by first-class or certified mail to the member(s) to be expelled; and (b) the member has had an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the action by a person or persons authorized to forego the action. The same provisions apply to Friends of the Association.

Section 6 – Member Interests

No part of the assets or net earnings of the Association may be applied to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Association is authorized to pay reasonable compensation for services rendered outside the scope of a Member's duties to the Association, may reimburse Members for expenses incurred on behalf of the Association with the Board's prior permission, and may make payments and distributions in furtherance of the nonprofit purposes of the Association and as permitted by the CRNCA. Officers and directors shall serve without compensation.

The Association's accountant or bookkeeper may also be the Treasurer, but the scope of the individual's duties as accountant or bookkeeper are beyond the scope of the Treasurer's duties as Treasurer and thus the accountant or bookkeeper may be compensated for its professional services at commercially reasonable rates.

ARTICLE IV **Meetings**

Section 1 - Annual Meeting of Members

The annual meeting of the Members of the Association shall be held during January, at such time and place as the Board of Directors may designate, for the annual election and the transaction of such other business by the Members as may be appropriate.

Section 2 - Special Meetings of Members

A special meeting of the Members of the Association may be called by a two-thirds (2/3) majority of the Board of Directors on its own motion, or may be called at the discretion of a simple majority of the Board on the written request of at least ten (10) Members. A special meeting shall be called if the Association receives one or more written demands for it, stating the purpose or purposes, signed and dated by ten percent (10%) of all Members. Any request for a special meeting shall state the objective(s) of the meeting including, but not limited to, any proposal to remove a director

from the Board. Only matters within the purview of the Members may be addressed at Member meetings.

Section 3 Written Notice of Member Meetings

Notice of any annual or special meeting of the Members shall be provided not less than ten (10) nor more than thirty (30) days before the date of the meeting. Notice shall be emailed to the addresses last shown in the Secretary's records, and posted to the association website, burlandhomeowners.org, and otherwise online as determined by the Secretary. The notice of an annual meeting shall also be mailed by First Class Mail to all Members entitled to vote at the meeting. The notice must state the date, time, and place of the meeting, and any items on the agenda.

Section 4 – Regular and Special Meetings of the Board; Notice

- Regular and special meetings of the Board meetings are open to all Members, Friends of the Association, and persons eligible to be Members or Friends of the Association, unless notice to the contrary is provided by the Board.
- Regular meetings shall be scheduled at least quarterly.
- General business of the Association will be discussed at these meetings, including by way of example, contracts, insurance reviews, Firewise Community information and requirements, and any actions to be taken by the Association that do not require Member approval.
- The Directors shall hold their first regular meeting annually immediately upon the adjournment of the Annual meeting of the Members, without further notice required than as provided in these Bylaws.
- The Directors may, at the meeting held after the Annual meeting of the Members, adopt a schedule for regular meetings of the Board, and publish such schedule online and in such other manner as is reasonably calculated to provide broad notice to individuals who are not members of the Board. Otherwise, regular meetings of the Board shall be preceded by at least ten (10) days' notice to the directors, which notice shall also be published online and in such other manner reasonably calculated to provide broad notice to individuals who are not members of the Board.
- Special meetings of the Board of Directors may be called at any time by the President or by at least three directors and shall be preceded by at least two days' notice to the Board members of the date, time, and place of the meeting. Notice of special meetings shall be electronically provided to the Members to the extent reasonably practicable.
- Any action required or permitted to be taken at a Board of Director's meeting may be taken without a meeting if notice is transmitted in writing or email to each Director and each Director by the time stated in the notice consents to voting without a meeting.
- Written Notices and General Newsletters shall be approved by the President and one other Board member prior to publication and distribution.

Section 5 – Executive Sessions

- At any regular or special meeting of the Board of Directors, the Board may vote to convene in executive session. The President may also specify that a meeting will be conducted in executive session. These meetings normally discuss information of a confidential nature, including by way of example, legal advice, personnel matters, matters subject to

contractual, statutory, or judicial restrictions on public dissemination, and matters the disclosure of which would constitute an unwarranted invasion of individual privacy. Attendance is limited to the Board of Directors and such other persons as may be approved to attend by the party calling the executive session. The minutes of any meeting at which an executive session occurs must reflect that the session occurred, but need not specify details of discussions or decisions. No rules or regulations may be adopted in executive session.

Section 6 - Quorum

At all Board Meetings, a quorum shall consist of a majority of the current directors. In anticipation of or during an emergency, the Board of Directors may take action in good faith to further the ordinary business of the Association without a quorum if prior notice is given to those directors whom it is practicable to reach. At all meetings of the members, a quorum shall consist of ten (10) members. No such meeting shall be considered as convening without a quorum in attendance except as may be otherwise provided in these By-Laws.

Section 7 – Roberts Rules of Order

Robert’s Rules of Order may be used as a reference or basis for parliamentary procedure for all meetings of the Members and Board, but strict compliance is not required.

ARTICLE V **Officers and Directors**

Section 1 - Officers

Officers of the Association shall consist at least of a President, Secretary and a Treasurer. The officer position of Vice President should be filled whenever possible. Officers shall be directors, except that the Secretary and/or Treasurer may be Members who are not directors.

Section 2 – Board of Directors

The Board of Directors shall comprise five, seven, or nine Members, with the specific number determined by the Members at the annual meeting of the Members. Each director shall be elected at-large by the Members. No household may provide more than one Member to the Board.

Section 3 – Definitions

In this document, references to the Board of Directors or Board refer to all Directors and Officers. References to Officers refer to just the four positions. References to Directors refers to just the specified director positions.

Section 4 - Term of Office

Directors shall be elected by the Members at the Annual meeting by secret ballot in the case of a contested election, and may be elected by acclamation in the event of an uncontested election. Directors serve for a term of one year. Directors shall assume office immediately upon adjournment of the Annual meeting.

Section 5 - Early Termination of Office

A vacancy may arise from one or more of the following reasons:

- Resignation.
- Death or disability.
- Loss of Membership eligibility (e.g., conveyance of lot, failure to pay dues).
- Removal of an Officer with or without cause, as determined by a majority vote of the Board of Directors.
- Removal of a Director with or without cause by a vote of Members in accordance with Article VII.

Section 6 – Election of Officers

The President, Vice-President, Secretary and the Treasurer shall be nominated and elected annually by the Directors at the Board meeting following the annual meeting of the Members. One Director may, at the discretion of the Board of Directors, hold more than one office, except that no one person may serve simultaneously as both President or Vice-President and Secretary. The Board of Directors has sole discretion to fill vacancies and to remove appointed officers. Only Directors are eligible to serve as President and Vice-President of the Association.

Section 7 – Liability Indemnification

The Directors, Officers, employees, and members of the Association are not, as such, personally liable for the acts, debts, liabilities, or obligations of the Association. Officers, Directors, employees and agents are entitled to be indemnified by the Association to the full extent provided by Colorado law, as such laws may be amended from time to time, and shall be entitled to the advance of expenses, including attorneys' fees, in the defense of a claim against him or her in the capacity of an officer, director, employee, or agent. Volunteers of the Association are entitled to defense and indemnification by the Association to the extent provided by the Association's insurance.

ARTICLE VI

Duties of Officers and Directors

Section 1 - Duties of the Board of Directors

- To meet as necessary to care for the affairs of the Association.
- To nominate and elect the Officers of the Association.
- To retain a qualified accountant or bookkeeper to review or audit the books and accounts of the Association and any committees handling corporate funds. Reports of such audits or reviews shall be made at the Annual meeting of the Association. Whenever a new Treasurer is appointed, an audit shall be made from the date of the preceding audit to the date the new Treasurer assumes office.
- To carry on the business of the Association subject to its Articles and Bylaws, and as permitted by the laws of the State of Colorado including without limitation the CRNCA.
- To make contracts for expenditures for and in the name of the Association, provided that no expenditures are made in excess of \$500.00 other than for current budgeted operating expenses shall be approved outside of a regular or special meeting of the Board.
- To request and review competitive quotes for any one-time, or annual expenditures that exceed Two Thousand Five Hundred dollars (\$2,500). When feasible, a minimum of three (3) quotes will be required. Donations to charities or scholarships are exempt from the quote requirement.

- To assure proper preservation of Association records.
- Should a vacancy occur on the Board of Directors for any reason, the Board shall, by a majority vote of the remaining Board members, elect a qualified Director to fulfill the remaining term. An attempt shall be made to fill such vacancy as soon as possible.
- The Board has the power, but not the duty, to create and oversee standing and ad hoc committees to perform work for the HOA and to promulgate charters therefor.

Section 2 – Duties of the President

- Act as Chairman of the Association.
- Exercise such other executive authority as is required for the ordinary operation of the Association.
- Set an agenda for each regular meeting with input from the Board of Directors and ensure distribution to the Board and any officers at least five days prior to such meeting.

Section 3 – Duties of the Vice-President

In case of vacancy in the office of the President or temporary absence of the President, the Vice-President shall assume those duties until the Board of Directors can elect a replacement for the unexpired term or until the President is able to return to duty.

Section 4 - Duties of the Secretary

- To act as recording Secretary for all meetings of the Board of Directors and the Association and to act as Corporate Secretary for the Association.
- To have custody of the corporate seal, if any, and to work under the direction of the Board of Directors.
- To maintain a file of the names and addresses of members, and the membership anniversary date.
- To make all records and official papers available as prescribed by law (C.R.S. 7-136-101 et seq.).
- Send notices of all regular meetings and special meetings as outlined in these Bylaws, and to provide such other notices as may be required or requested by the Board or President.
- Send minutes of all meetings within 10 days of adjournment. Such minutes shall include any action items assigned during the meeting.
- Send reminder notices to Members for their annual dues.
- Respond to inquiries submitted on the association's web page.

Section 5 - Duties of the Treasurer

- To keep an itemized record of all accounts, authorized expenditures, receipts, disbursements and other pertinent financial information, and to be in charge of the books of the corporation.
- To collect monies, and disburse monies after examining and approving bills for payment for previously-budgeted day to day operations up to and including expenses of \$500.
- To act as custodian of all the property of the Association.
- To make or otherwise provide for a report of all receipts and disbursements of the funds of the Association at all regular Board meetings and annual Member meetings.
- To make financial papers and books available as prescribed by law (C.R.S. 7-136-101 et

- seq.).
- May invest, at the direction of the Board and/or while working in coordination with an Investment Committee (as designated), the organization's cash on hand in reasonably conservative investments intended to preserve principal while providing growth.

ARTICLE VII

Removal of Directors

A Director may be removed from the Board, for cause, at a duly noticed regular or special meeting of the Members at which a quorum is present, by a vote of two-thirds (2/3) of the Members present at the meeting.

ARTICLE VIII

Amendments

These Bylaws may be adopted and/or amended at any regular or special meeting of the Board by a two-thirds (2/3) vote of the entire Board of Directors, provided that the notice of said amendments, stating the substance thereof, shall have been sent to all Members and the Friends of the Association at their last known address as shown in the Secretary's records no less than ten (10) days prior to the meeting. This notice is to provide a period of comment on the proposed changes by the Members and Friends of the Association, but the power to adopt and amend is vested in the Board.

ARTICLE IX

Standing Rules

Section 1 - The following presumptive order of business shall be observed at all meetings.

- The Chairperson or President shall determine if a quorum is present. If so, the meeting shall be convened. If not, a general discussion of the original purpose of the meeting may ensue and an informal decision shall be reached and announced on an continued meeting date.
- Minutes of the last regular meeting and all intervening meetings shall be reviewed and approved.
- Reports of officers shall be read.
- Reports of all committees and legal counsel, as appropriate, shall be read.
- Unfinished business.
- New business.
- Open Forum.
- When the business of the meeting is complete and the chairperson or President has so announced, or when a motion to adjourn is adopted, the meeting shall stand adjourned.
- A vote of at least two-thirds (2/3) of the entire Board of Directors shall be necessary to call a vote to the Members on any issue not already delegated to the Members.

Section 2 – Standard of Conduct

- The professional conduct of members of the Board must be of the highest standard. The Chair shall not allow personal attacks or other negative behavior.
- Board members shall comply with applicable laws, including those pertaining to conflict of

interest and financial disclosures.

- Board members shall perform their duties in accordance with the processes and rules of order established by Roberts Rules of Order as amended, or such other parliamentary procedures as may be approved by the Board.
- Board members shall prepare themselves for discussion of items on the agenda to minimize postponements or abstentions when voting on issues. They shall listen courteously to discussion and focus on the business at hand.
- Board members shall share all relevant information regarding a matter under consideration that they may have received from outside sources provided the information is not covered by a non-disclosure agreement.
- Board members shall represent the official policies or positions of the Board to the best of their ability when acting as a representative in public forums, e.g., social media, other committees, etc. When presenting their own opinion they shall explicitly state so if there is the possibility of public misunderstanding.
- Board members shall make every effort to attend any training scheduled for the Board as a whole which facilitates interpersonal relations and proper functioning of the Board.

ARTICLE X **Dissolution**

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(4) of the Internal Revenue Code, or under the corresponding section of any future federal tax code, to a qualifying exempt organization, or shall be distributed to the federal, state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ACKNOWLEDGEMENT

The foregoing By-Laws of the Burland Homeowners' Association, Inc. were amended in their entirety as shown above, effective this 18 day of MAY, 2022, following due notice and one or more meetings at which they were approved for adoption by the Board of Directors.

Attest (date): 5 JUN 2022

President / SIGNED

Secretary / SIGNED