

**BY-LAWS OF  
THE HUNTINGTON PINES HOMEOWNERS ASSOCIATION**  
(adopted September 15, 2018)

**ARTICLE I**

NAME AND LOCATION. The name of the corporation is Huntington Pines Homeowner's Association, Inc., a Colorado nonprofit corporation, (hereinafter referred to as the "Association"). The principal office of the corporation will reside with the President of the Board of Directors of the Association, who is also a resident of the Association. The meetings of members and directors may be held at such a place or places within the state of Colorado, County of Arapahoe, as may be designated by the Board of Directors.

**ARTICLE II  
DEFINITIONS**

Section 2.1. "Association" shall mean and include the Huntington Pines Homeowner's Association, Inc., a Colorado non-profit corporation, its successors and assigns.

Section 2.2. "Properties" shall mean and refer to that certain real property described in the declaration of Covenants, Conditions and Restrictions for Huntington Pines, and such additions thereto as may be hereafter be brought within the jurisdiction of the Association.

Section 2.3. "Common Area" shall mean and refer to real property owned by the Association for the common use and enjoyment of the Owners.

Section 2.4. "Lot" shall mean and refer to any plot of land shown upon and recorded Subdivision Plat of the Properties, with the exception of the Common Area.

Section 2.5. "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, including the Declarant, of the fee simple title and Lot which is a part of the Properties, including Declarant and participating builders, but excluding those having and interest merely as security for the performance of an obligation.

Section 2.6. "Declaration" shall mean and refer to the latest Declaration of Covenants, Conditions and Restrictions for Huntington Pines applicable to the Properties recorded in the office of the Clerk and Recorder of the County of Arapahoe, State of Colorado.

Section 2.7. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Master Declaration. The terms "Member" and "Owner" (as above defined) may be used interchangeably herein, unless the context provides otherwise.

## ARTICLE III MEETING OF MEMBERS

Section 3.1. Annual Meetings. The annual meeting of the Association shall be held in the month of January each year on a date, time, and place determined by the Board of Directors. At a minimum the Agenda for the Annual Meeting must include the (a) Election of New Board Member(s), (b) Naming of the Officers of the HOA, (c) Naming of the Members of the Architectural Control Committee, and (d) Review and Approval of the Annual Budget.

Section 3.2. Special Meetings. Special meetings of the Association may be called at any time by the President or the Board of Directors of the Association or upon written request of a third of the Members who are entitled to vote.

Section 3.3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary of the Association or other person authorized to call the meeting, by any combination of electronic or posted mail or hand delivery of notice at least 30 days before such meeting to each Member entitled to vote as such meeting, addressed to the Member's address first appearing on the books of 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.

Section 3.4. Quorum. The presence at the meeting of Members entitled to cast or of proxies entitled to cast, >50% (or minimum of 23 Members) of the votes of the membership entitled to vote at such meeting shall constitute a quorum for any action except as may be otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote there shall have 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 be represented.

Section 3.5. Proxies. At all meeting of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his or her Lot.

Section 3.6. Voting through Mail. The Board at its discretion may choose to conduct paper mail-in voting or email voting only when Members have been given specific items to vote upon, provided proper documentation, and given at least 30 calendar day period for such voting to occur. The Board must keep records of each email and mail-in ballots as proof of vote.

Section 3.7. No Conflicts of Interest and No Self Authorization. Members of the Board, Officers, and Members of any Association committees are prohibited from participating in decisions of the Board or said committees where they have a conflict of interest. Conflict of interest is defined in this case as any matter where a Member is impacted either favorably or unfavorably by the decision of the Board or one of its' committees.

- (a) If Any member of the Board, any HOA Officers or any Committees of the HOA submit for any authorization of plans, actions, or exemptions from any HOA rules

where they have an interest, they shall be automatically recused from any decision making on such applications in the interest of avoiding conflicts of interest. The Board shall appoint a HOA Member to the relevant decision-making body, in place of the conflicted person, in order to pass judgement on such applications. If the Board or HOA committees fail to recuse the person who is conflicted or self-authorize, then such decision shall be automatically deemed to be null and void, and the HOA Members, individually or collectively, shall have the right to take legal action against such member and the Board.

- (b) Members of the Board and of the Architectural Control Committee (ACC) must also recuse themselves from decision making, advisory or otherwise, on any applications submitted by any direct neighbor of that Member of the Board or ACC. The Board shall appoint a Member of the Association as an alternate to facilitate decision making. If the Board fails to recuse the person who is conflicted then such decision shall be deemed null and void.

#### ARTICLE IV BOARD OF DIRECTIONS: SELECTION & TERM OF OFFICE

Section 4.1. Number. The affairs of the Association shall be managed by a Board of Directors consisting of at least 3 individuals, all of whom must be Members of the Association.

Section 4.2. Term of Office. At the first annual meeting, the Members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect a director for a term of three years to fill the vacancy or vacancies of the director whose term expires.

Section 4.3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining Members of the Board, and such successor shall serve for the unexpired term of his or her predecessor.

Section 4.4. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors, Any action so approved shall have the same effect as thought taken at a meeting of the directors.

#### ARTICLE V NOMINATIONS AND ELECTION OF DIRECTORS

Section 5.1. Nomination. Nomination for any election to the Board of Directors shall be made by the Board or any Member.

Section 5.2. Election. Election to the Board of Directors shall be by secret written ballot. At such

election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. The Board Member or Members elected at the annual meeting shall serve a 3-year term.

## ARTICLE VI MEETING OF DIRECTORS

Section 6.1. Regular Meetings. Meetings of the Board of Directors shall be held regularly, at least once per calendar quarter, at such place and hour as may be fixed from time to time by resolution of the Board. The President of the Board shall have discretion to call meetings as frequently as necessary for the Board to be effective.

Section 6.2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any 2 directors, after not less than three (3) days' notice to each director.

Section 6.3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the 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 7.1. Powers. The Board of Directors shall have power to:

- (a) Suspend the voting rights of a Member during any period which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- (b) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- (c) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (d) Employ a manager, and independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

- (e) Do any act or exercise any authority delegated to the Association under the provisions of the Declaration.

Section 7.2. Duties. It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs, notes of all meetings, deliberations, and recommendations of all of Association Committees, and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members entitled to vote;
- (b) Supervise all offices, agents and employees of the Association, and to see that their duties are properly performed;
- (c) As more fully provided in the Declaration, to:
  - i. Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
  - ii. Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of the due date each annual assessment; and
  - iii. Foreclose any lien placed against any of by the Association as provided by law, or to bring an action at law against any Owner personally obligated to pay the same.
  - iv. Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not an assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
- (d) Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (e) Cause all officers or employees having fiscal responsibilities to be bonded.
- (f) Cause the Common Area to be maintained;
- (g) Enforce the Bylaws, Rules and Regulations, and Architectural standards to protect the interests of the HOA, including substantive monetary fines where the violations are egregious and repeated warnings have not moved the affected owner to take action in a timely manner.
- (h) Decide on architectural plans submitted by a Member on a timely manner following the advice of the Architectural Control Committee, given that the ACC only has advisory capacity.
- (i) Select the alternate members of the Architectural Committee, should there be a vacancy (less than the 3 required) or there is a conflict of interest on applications.

## ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 8.1. Enumeration of Officers. The officers of the Association shall consist of a President, Vice President, who shall at all times be members of the Board of the Directors, a Treasurer and such other officers as the Board may from time to time determine to be necessary.

Section 8.2. Election of Officers. The Board Member who has most seniority at the time of the annual meeting shall be the President; the Board Member who has the second most seniority shall be the Vice President and Secretary. The newly elected Board Member at the Annual Meeting shall advance to the position of Vice President in the second year of their term. If more than one new Board Member is elected in a given year then the Board will decide how the position of officers in the 2<sup>nd</sup> year will be distributed. The position of President and Vice President may not be shared.

Section 8.3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for on (1) year unless he or she shall sooner resign, removed under the provisions of these Bylaws, or otherwise become unable or disqualified to serve.

Section 8.4. Special Appointments. The Board may appoint such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 8.5. Resignation and Removal. Any officer may be removed from office at any time, with or without cause, by the Board of Directors. Any officer may resign at any time giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified in such notice, no acceptance of such resignation shall be required.

Section 8.6. Vacancies. A vacancy in any office may be filled by an appointment by the Board. The officer appointed to fill such vacancy shall serve for the remainder of the term of the officer her or she replaces.

Section 8.7. Multiple Offices. No person shall simultaneously hold more than one of any of the other offices except as defined in Section 8.2 and in the case of special offices created pursuant to Section 8.4.

Section 8.8. Duties. The duties of the officers are as follows:

### **President**

- (a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all leases, mortgages, deeds and other written instruments to be executed by the Association and shall co-sign all checks and promissory notes or other instruments drawn on the

Association account or obligating the Association.

### **Vice President & Secretary**

- (a) The Vice President shall also serve as the Secretary
- (b) The Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board of Directors.
- (c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board of Directors.

### **Treasurer**

- (a) The Treasurer shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at that completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be represented to the Members at the annual meeting, and deliver a copy of each to the Members.

## **ARTICLE IX COMMITTEES**

The Board of Directors shall appoint an Architectural Control Committee, as provided by the Declaration. In addition, the Board of Directors shall appoint other committees as it deems appropriate to carry out the purposes of the Association.

## **ARTICLE X BOOKS AND RECORDS**

All meeting minutes and decisions of the Board and the Architectural Control Committee shall be put in writing as part of the records of the Association. The books and records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by and Member at the principal office of the Association, where copies thereof may be obtained by and Member requesting the same at reasonable cost.

## ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration and the Rules and Regulations, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Payments of assessments are due and payable in accordance with the Rules and Regulations. Any assessments which are not paid when due shall be deemed delinquent. No Owner may waive or otherwise avoid liability for the assessment provided for herein by nonuse of the Common Area or by abandonment of the Lot against which the assessment is made. No officer nor any Board member may waive any assessments, including fines, upon any Member or property without the approval of the majority of the Members.

## ARTICLE XII CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "Huntington Pines Homeowner's Association" with the word "SEAL" in the center.

## ARTICLE XIII AMENDMENTS

Section 13.1. These Bylaws may be amended at a regular or special meeting of the Members by a vote of two thirds (2/3) of membership entitled to vote on such matters.

Section 13.2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

## ARTICLE XIV MISCELLANEOUS

Section 14.1. The addendum attached to these Bylaws entitled, "Governing Principles", shall provide the guiding principles under which the Board shall be held accountable to the membership.

Section 14.2 The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year except that the first fiscal year shall begin on the date of incorporation of the Association.



IN WITNESS WHEREOF, we, being all of the directors of the Huntington Pines Homeowner's Association, have hereunto set our hands this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

STATE OF COLORADO

COUNTY OF \_\_\_\_\_

I, \_\_\_\_\_, Notary Public in and for said County and State, do hereby certify that on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, personally appeared before me \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, and \_\_\_\_\_, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing documents as Directors and that the statements therein contained are true.

Witness my hand and official seal.

My commission expires:

\_\_\_\_\_

\_\_\_\_\_  
Notary Public

### CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the Huntington Pines Homeowner's Association, a Colorado non-profit corporation, and,

THAT the foregoing Bylaws constitute the original Bylaws of said Huntington Pines Homeowner's Association, as duly adopted at a meeting of the Board of Directors thereof, held on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

IN WITNESS OF, I have hereunto subscribes my name and affixed the seal of said Association the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Secretary

## **ADDENDUM TO HUNTINGTON PINES BYLAWS 'GUIDING PRINCIPLES'**

**VISION STATEMENT:** The members of Huntington Pines envision the community as a desirable place to live. As such we commit to

- Engage each other directly as neighbors to resolve any issues proactively;
- Cooperate to strengthen relations with our neighbors and property owners;
- Endeavor to create a well maintained, safe, and respectful community; and
- Take part in being part of the governance of the Association by volunteering in its Boards and Committees.

**MISSION STATEMENT OF THE BOARD:** The mission of the Board Members of the Huntington Pines HOA is to preserve and enhance the property of our subdivision by maintaining the common ground areas, upholding our By Laws, Rules and Regulations, and the Architecture Standards, and serve the Members by taking a fair, ethical and objective approach in representing the interest of all homeowners. To provide a procedure for resolving disputes after neighbors have attempted to work together.

### **GUIDING PRINCIPLES FOR THE HUNTINGTON PINES BOARD MEMBERS:**

- Take a fair, ethical and objective approach in representing the interest of all homeowners.
- Communicate with homeowners in a timely manner.
- Conduct business with transparency by providing regular financial statements, meeting agendas and minutes to homeowners.
- To make and implement responsible decisions regarding the use of funds and assets belonging to the Association.
- Protect and enhance the values of our neighborhood by maintaining all common areas.
- Work with and encourage residents to communicate and cooperate with each other with regard to issues before bringing them to Board for resolution.
- Uphold the By-Laws, Architectural Control Guidelines, and Rules and Regulations.