

BY-LAWS OF TIMBERLINE HOMEOWNERS ASSOCIATION, INC

ARTICLE I: MEMBERSHIP

Ownership of each lot in Timberline Planned Unit Development covered by the Association shall carry with it one Membership in the Corporation. The sale of a lot shall automatically transfer the Membership to the new owner or owners of the lot.

ARTICLE II: MEETINGS OF THE MEMBERS

1. ANNUAL MEETING. The annual meeting of the Members shall be held each year at a place selected by the Board of Directors in the month of January of each year.
2. SPECIAL MEETINGS. Special meetings of the Members may be called by the President, by a majority of the Board of Directors, or by Members having twenty percent of the votes in the association. Such special meeting shall be held no earlier than 10 or later than 21 days after being initially called.
3. NOTICE OF ANNUAL AND SPECIAL MEETINGS. Not less than ten nor more than fifty days in advance of any meeting of the Members, the Board of Directors shall give notice to all Members. The notice shall state the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the declaration or bylaws, any budget changes, and any proposal to remove an officer or member of the executive board.
4. QUORUM. A quorum is deemed present throughout any meeting of the Association if Members entitled to cast twenty percent (20%) of the votes of the total Membership are present at the beginning of the meeting in person, by proxy or by telephone or other electronic means. If Members have submitted completed ballots in advance of the annual meeting, those ballots may be counted for the purpose of establishing a quorum.

5. VOTING. At all meetings of the Members all questions, the manner of deciding which is not specifically regulated by statute, shall be determined by a majority vote of the members present in person, by proxy or or by telephone or other electronic means. The owner of each one-family residential lot or a single unit of a multi-family lot shall have one vote in the Association, except that no vote may be cast by or for any lot owner whose dues payments or other monetary obligations to the Association are in arrears. Members may submit completed ballots in advance of the meeting, if they have been provided. Votes for contested positions on the Board of Directors shall be taken by secret ballot. At the discretion of the Board or upon the request of twenty percent of the Members who are present at the meeting or represented by proxy, if a quorum has been achieved, a vote on any matter affecting the common interest community on which all Members are entitled to vote shall be by secret ballot. Ballots shall be counted by a neutral third party or by a committee of volunteers. Such volunteers shall be Members who are selected or appointed at an open meeting, in a fair manner, by the President of the Board or another person presiding during that portion of the meeting. The volunteers shall not be board members and, in the case of a contested election for a board position, shall not be candidates.
6. ORDER OF BUSINESS. The order of business at all annual meetings of the Members shall be as follows:
- Roll Call
 - Proof of notice of meeting
 - Reading of minutes of preceding meeting
 - Reports of officers
 - Reports of committees
 - Unfinished business
 - Election of Directors and of members of the Architectural Control Committee

- New business

ARTICLE III: DIRECTORS

1. **NUMBER.** The affairs and business of this corporation shall be managed by a board of five (5) Directors, or such other number as the board may decide prior to the annual election. Each Director must be a lot owner and reside, at least part-time, on that lot. Four (4) Directors shall be elected by a majority vote of the Members. The fifth Director shall be the Chairperson of the Architectural Control Committee who shall be selected by a vote of the members of the Architectural Control Committee. There shall be no cumulative voting.
2. **TERM OF OFFICE.** All five of the Directors shall serve one-year terms or until their successors have been elected and assume office. There is no limit on the number of terms an individual director may serve.
3. **DUTIES OF DIRECTORS.** The Board of Directors shall have the control and general management of the affairs and business of the Corporation. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they deem proper, and as are not inconsistent with these By-Laws or the laws of the State of Colorado.
4. **BOARD OF DIRECTORS' MEETINGS.** All regular and special meetings of the Board of Directors, or any committee thereof, shall be open to attendance by all members of the association or their representatives. Agendas for meetings of the Board of Directors shall be made reasonably available for examination by all Members of the association or their representatives. A meeting of each newly elected Board of Directors may be held without notice in each year immediately following the annual meeting of Members. At an appropriate time determined by the board, but before the board votes on an issue under discussion, unit owners or their designated representatives shall be permitted to speak regarding that issue. The board may place reasonable time restrictions on persons speaking during the meeting. If more than one person desires to address an issue and there are

opposing views, the board shall provide for a reasonable number of persons to speak on each side of the issue.

5. **SPECIAL MEETINGS.** Special meetings of the Board of Directors shall be held when called by the President of the Association, by a majority of the Board, or by Members having twenty percent (20%) of the votes in the Association after not less than three (3) days' notice to each Director. Such request shall state the purpose or purposes of the proposed meeting. Any Director may waive notice of any meeting in writing. Attendance by a Director at any meeting of the Board shall constitute a waiver of notice. If all the Directors are present at any meeting, no notice shall be required, and any business may be transacted at such meeting.
6. **QUORUM.** At any meeting of the Board of Directors a majority of the Board shall constitute a quorum for the transaction of business. Directors may attend meetings in person, by proxy or by telephone or other electronic means.
7. **VOTING.** At all meetings of the Board of Directors, each Director shall have one vote.
8. **VACANCIES.** Vacancies in the Board occurring between annual meetings shall be filled for the unexpired portion of the term by a person or persons selected by a majority of the remaining Directors.
9. **REMOVAL OF DIRECTORS.** Any one or more of the Directors may be removed with or without cause at any time by a vote of at least sixty-seven percent of the Members present at any special meeting called for this purpose, assuming a quorum, as defined in Article II, is met.
10. **EXECUTIVE SESSION.** The members of the Board of Directors or any committee thereof may hold an executive or closed door session and may restrict attendance to Board of Directors members and such other persons requested by the Board of Directors during a regular or specially announced meeting or a part thereof. Matters for discussion by an executive or closed session are limited to: (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; (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; (c) Investigative proceedings concerning possible or actual criminal misconduct; (d) Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure; (e) Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy; (f) Review of or discussion relating to any written or oral communication from legal counsel. Upon the final resolution of any matter for which the board received legal advice or that concerned pending or contemplated litigation, the board may elect to preserve the attorney client privilege in any appropriate manner, or it may elect to disclose such information, as it deems appropriate, about such matter in an open meeting. Prior to the time the members of the Board of Directors or any committee thereof convene in executive session, the chair of the body shall announce the general matter of discussion. No rule or regulation of the board or any committee thereof 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. 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.

ARTICLE IV: OFFICERS

1. DEFINITIONS. "Director" means a member of the association's Board of Directors. "Officer" means any person designated as an officer of the association and any person to whom the Board of Directors delegates responsibilities under this article.
2. NUMBER. The officers of the Corporation shall be:
 - A. President
 - B. Vice President

- C. Secretary
- D. Treasurer
- E. Chair, Architectural Control Committee

3. ELECTION. All officers of the Corporation, except for the Chairperson of the Architectural Control Committee, shall be elected annually by the Board of Directors at its next meeting held following the annual meeting of Members, and shall hold office for the term of one year or until their successors are duly elected. The Chairperson of the Architectural Control Committee shall be selected by a vote of the members of the Architectural Control Committee.
4. DUTIES OF OFFICERS. The duties and powers of the officers of the Corporation shall be as follows:

PRESIDENT

The president shall preside at all meetings of the Members. He/she shall present, at each Annual Meeting of the Members and Directors, a report of the business of the Corporation. He/she shall cause to be called regular and special meetings of the Members and Directors in accordance with these By-Laws. He/she shall appoint and remove, employ and discharge, and fix the compensation of all servants, agents, employees and clerks of the Corporation, other than the Officers and Directors, the compensation of whom, if any, shall be fixed by the Board of Directors.

He/she shall sign and make all contracts, agreements and instruments in the name of the Corporation. He/she shall see that the books, records, statements and certificates required by the laws of any state, territory or foreign country in which this Corporation does business are properly kept and filed, according to such laws.

He/she shall sign all notes and obligations of the Corporation, but the authority to issue corporate checks shall not be limited to him/her, but shall be enjoyed by him/her and by such other officers and agents and in such manner, as the Board of Directors may, from time to time, determine.

VICE PRESIDENT

During the absence or inability of the President to render and perform his/her duties or exercise his/her powers, as set forth in these By-Laws or in the laws under which this Corporation is organized, the same shall be performed by the Vice President, and when so acting he/she shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the President.

SECRETARY

The Secretary shall keep the minutes of all meetings of the Board of Directors and of the Members in appropriate books. He/she shall give and serve all notices of the Corporation. He/she shall be custodian of the records and of the seal, and he/she shall affix the latter when required. He/she shall keep the Member ledger book so as to show at all times the names of the Members, their respective places of residence, their Post Office addresses, and the time at which each person became a Member.

He/she shall present to the Board of Directors at their stated meetings all communications addressed to him/her officially by the President or any officer or Member of the Corporation. He/she shall attend to all correspondence and perform all duties incident to the office of the Secretary.

TREASURER

The Treasurer shall have the care, custody and control of, and be responsible for, all the funds and securities of the Corporation, and he/she shall deposit such funds in the name of the Corporation in such bank or banks, trust company or trust companies, or safe deposit vaults as the Board of Directors may designate.

He/she shall exhibit at all reasonable times his/her books and accounts to any Director or Member of the Corporation at regular meeting of the Board of Directors, and at such other times as shall be required of him/her and he/she shall make a full financial report at the Annual Meeting of Members.

He/she shall keep correct books of account of all the Corporation's business and transactions, and such other books and records as the Board of Directors may require from time to time.

He/she shall do and perform all duties pertaining to the office of the Treasurer.

CHAIR, ARCHITECTURAL CONTROL COMMITTEE

The The ACC Chair shall manage all homeowner exterior application requests in coordination with other members of the ACC.

The ACC Chair shall ensure that all approved and rejected applications be kept on file in a central records/database for the Association.

The ACC Chair shall prepare minutes of all ACC meetings, to be posted to the Association's website.

The ACC Chair, in his/her role as a member of the Board, shall prepare a summary report on all requests made since the last Board meeting.

The ACC Chair shall be the liaison between the ACC members and the Board.

The ACC Chair shall be responsible for communicating to the Board about any controversial requests. In the event an ACC vote ends in a tie, the ACC Chair will request assistance from the Board to vote to approve or deny said request.

5. VACANCIES. All vacancies in any office shall be filled by the Board of Directors without undue delay, either at its regular meeting or at a meeting called for that purpose.
6. REMOVAL OF OFFICERS. By majority vote, the Board of Directors may remove any officer at any time, with or without cause.

ARTICLE V: SEAL

1. *SEAL.* The seal of this Corporation shall be as follows:

A circular impression bearing the words TIMBERLINE HOMEOWNERS ASSOCIATION, INC. in the outer circumference of the impression which surrounds the word "SEAL," and conforming with the impression of the margin in this page.

ARTICLE VI: AMENDMENTS

1. These By-Laws may be altered, amended, repealed, or added to only by the affirmative vote of a majority of the Board of Directors.

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I, the undersigned, Secretary of TIMBERLINE HOMEOWNERS ASSOCIATION, INC, do hereby certify that the foregoing is a true and complete copy of the By-Laws of said Corporation, including all amendments to date, and as the same were adopted by the Board of Directors of said Corporation on the thirtieth day of September, 2021.

WITNESS my hand and this nineteenth day of October, 2021.



Allen Hawley

Secretary