



NORTHERN EL PASO COUNTY COALITION OF COMMUNITY ASSOCIATIONS, INC.

BYLAWS

ARTICLE I - NAME AND LOCATION

Section 1.01: The name of this non-profit corporation shall be the NORTHERN EL PASO COUNTY COALITION OF COMMUNITY ASSOCIATIONS, INC. (Hereinafter referred to in these Bylaws as NEPCO.)

Section 1.02: NEPCO is incorporated in the State of Colorado under the provisions of the Colorado Revised Nonprofit Corporation Act. The corporation shall have and exercise all the powers provided by said Act.

Section 1.03: The principal office of the Corporation shall be located in northern El Paso County, Colorado; and meetings of members and the Board of Directors may be held at such places within the northern portion of El Paso County, the State of Colorado, as may be designated by the Board of Directors.

ARTICLE II -- PURPOSE

Section 2.01: The purpose of the Corporation shall be to promote a community economic, ecological and sociological environment in which a high quality of life can be sustained for constituent associations, their members and families in northern El Paso County, Colorado, and to carry this out by:

1. taking necessary steps, on a nonpartisan basis, to protect the property rights, however manifested, of the members of the constituent associations,
2. encouraging the beautification and planned development and maintenance of northern El Paso County, Colorado, by various governmental agencies as may affect the constituent associations,
3. providing a forum for the free exchange of ideas among and educational opportunities for representatives of the constituent associations, and
4. serving as an area-wide point of contact for interaction with various levels of government and others regarding land use matters which impact the quality of life within the constituent associations and of their members.

ARTICLE III -- MEMBERSHIP

Section 3.01: There shall be two classes of membership--Active and Associate.

Section 3.11. Active Membership

Any common interest ownership association within northern El Paso County, such 'associations' as are defined by the Colorado Common Interest Ownership Act (CCIOA), may seek membership as an Active Member constituent association in NEPCO. Such entities include formally organized associations of homeowners, property owners, condominium owners or townhome owners, and owners of property having cooperative interests, which defray association costs through the collection of mandatory assessments from their membership.

In addition, these same types of associations, when organized on a voluntary basis, are also eligible for active membership in NEPCO providing such associations have a voting membership, an elected board of directors, and the ability to pay required NEPCO dues and fees.

Applicants for active membership will be accepted by majority vote of the representatives of the existing Active Membership at the next scheduled bi-monthly NEPCO meeting after payment of the required dues and fees as specified below. Constituent member associations shall be represented at meetings by one primary representative and as many alternates as the Active Member association may desire. Both the primary and alternates must be accredited to the NEPCO secretary in writing; and only the primary representative, or an alternate designated by the primary at any given time, may cast the vote(s) for the member association. (Hereinafter, the term "Active Member" shall be used interchangeably to refer either to the Active Member constituent association or to its designated voting representative.)

Section 3.21. Associate Membership

Any individual, group, or business entity having interests which are similar or complementary to those of NEPCO and its constituent associations may seek associate membership in the coalition. Such prospective applicants may also include informally organized groups of property owners which have yet to be formally chartered as common interest ownership associations under CCIOA and which do not otherwise qualify as a voluntary associations as defined above. Applicants for associate membership will be accepted by majority vote of the Active Members at the next scheduled bi-monthly NEPCO meeting after payment of the required dues and fees as specified below. Associate members shall have the right of full participation in NEPCO activities, but no voting rights.

Informally organized groups of property owners, once accepted for Associate Membership status, will be encouraged to become formally chartered associations; and, once such a charter is established, the group will be automatically accepted as an Active Member with the payment of any outstanding dues or fees.

ARTICLE IV -- DUES, ASSESSMENTS AND VOTING RIGHTS

Section 4.01: General.

The dues or fees payable to NEPCO by Members shall be in such amounts and payable at such times as shall be determined from time to time by resolution of the Board of Directors and ratified by the Active Membership in the same manner as specified in paragraph 15.01 for a change to these Bylaws.

Section 4.02: Initial Dues.

Until otherwise amended by the Board and ratified by the membership, annual dues shall be determined for each Active Member as the sum of \$15.00, plus \$0.10 per voting member of the particular constituent association in question, the sum being rounded up to the next nearest \$5 increment. Annual dues for Associate Members shall be \$25 for informally organized groups of homeowners and \$50 for other applicants.

Section 4.03: Dues Proration.

Annual dues are payable on October 1st of each year. For new Members joining during the year, dues will be prorated from the date of application to the next October 1st, with the prorated amount calculated and rounded up to the next nearest \$5 increment.

Section 4.04. Voting Rights.

Voting rights of each Active Member shall be determined both by virtue of membership in NEPCO and by the number of members the constituent association, itself, represents. That is, each Active Member shall have one membership vote. For purposes of determining quorums as specified in paragraph 5.03, or for issues of 'special significance' as defined in paragraph 5.04, each Active Member shall have "representational votes" equal to the number of voting members of the particular association in question. At any given meeting, while all Active and Associate Members in good standing may take part in the meeting, only the primary Active Member representative, or an alternate representative designated by the primary for that meeting, may cast the Active Member's vote(s) on any given issue.

Section 4.05: Standing

To be in good standing, Members must have paid all applicable dues and fees for the period of membership. Members not in good standing have no right of participation and no right to vote in the case of Active Members, nor are their membership or representational voting rights to be considered in the calculation of quorum or voting majority requirements.

Section 4.06: Non-Liability.

Members shall have no liability for the payment of dues or assessments.

ARTICLE V -- MEETINGS

Section 5.01: Stated Meetings.

Meetings of the Members shall be held bi-monthly at a recurring time and place to be determined by the Board of Directors. The October meeting shall be the NEPCO Annual Meeting at which there shall be considered the election of Active Member representatives to serve on the Board of Directors for the following two years. The agenda for this and any other bi-monthly meeting may include as appropriate reports of officers and committees; consideration of dues or assessments, and such other business as may lawfully come before the meeting.

Section 5.02: Special Meetings.

Special meetings of the membership may be called by the President, the entire Board of Directors by majority vote, or by a petition of 20% of the Active Members in good standing. Notice of special meetings must be made at least 10 working days in advance, weekends and holidays excepted, with receipted email notification being deemed as acceptable notice; and business transacted shall be confined to the subject of the call.

Section 5.03: Quorum.

At all NEPCO meetings the presence of a voting representative of at least 50% of the Active Member associations in good standing who together hold at least 10% of the Corporation's representational votes of all Active Member associations in good standing shall constitute a quorum for the conduct of business.

Section 5.04: Voting.

Matters brought before any meeting at which a quorum is present shall be decided by an affirmative vote of a majority of the voting representatives of Active Members in good

standing present, unless the voting representatives of two or more Members declare the matter to be of 'special significance' to the membership as a whole. In this case, the matter shall be decided by an affirmative vote of 67% of the voting representatives of Active Members in good standing present, and must also include 67% of the total number of representational votes held by all Active Members in good standing whose representatives are in attendance at the meeting.

ARTICLE VI -- OFFICERS

Section 6.01: Officers and Directors.

The officers of NEPCO shall be a President, Vice-President, Secretary, Treasurer, and Facilitator. Election of officers shall take place immediately following, but no less than 30 days after the Annual Meeting in October of each year, by and from among the sitting members of the Board of Directors. The election of officers shall be by majority vote of the Board.

Section 6.02: Filling Vacancies.

In case of a vacancy in any of said offices, the Board of Directors shall select a person to fill said vacancy for the remainder of that term. Vacancies may be filled by the Board of Directors from among the primary or alternate representatives of Active Members in good standing provided that the person selected does not represent a constituent association represented by any other sitting member of the Board.

Any officer may be removed from office by a majority vote of the representatives of the Active Member associations; and any resignation of officers shall take effect on the date of receipt of such notice.

Any vacation of office whether by resignation or removal, and the appointment of new members by the Board to fill vacancies so created, shall be brought to the attention of the entire Active Membership at the earliest possible time.

ARTICLE VII -- DUTIES OF OFFICERS

Section 7.01: President.

The President shall preside at all meetings of NEPCO and shall perform such other duties as shall be necessary for the proper administration of the affairs of the Corporation. The President shall be charged with the responsibility of assigning to various officers and directors the supervision of such committees and tasks as the Board or the active membership may designate, and with supervising the functioning of all officers, directors

and committees. The President may appoint committees and may serve as an ex-officio member of any or all committees.

Section 7.02: Vice President.

The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the active membership. The Vice President shall serve as an ex-officio member of all standing committees with voting rights whenever in attendance at a committee meeting.

Section 7.03: Secretary

The Secretary shall, under the direction of the Board of Directors, keep all records of business transactions, send notices of meetings as required, take, record and publish minutes of each meeting, maintain a complete membership roster and voting list, serve as secretary to the general active membership and perform such other duties as ordinarily pertain to the office of the Secretary.

Section 7.04: Treasurer.

The Treasurer shall have custody of the funds of NEPCO and shall account to the membership at its bi-monthly meetings and at such other times as may be prescribed by the Board of Directors. The Treasurer shall perform all duties such as ordinarily pertain to the office of Treasurer. The books of NEPCO shall be reviewed at least annually by three members of the Corporation who are not then serving as officers. The Treasurer shall prepare all checks drawn on corporate accounts which must bear the signature of at least two officers.

Section 7.05. Facilitator.

The Facilitator shall be charged with keeping, publishing, and distributing the agenda of each meeting to assure program continuity in the treatment of various issues one meeting to the next. After the President (or Vice President in the President's absence) has completed the business portion of each meeting, the Facilitator shall take charge of the program scheduled for that particular meeting. Such programs may include exchanges of views among members, educational programs presented by associate members or others outside NEPCO, discussion of pertinent issues meriting membership consideration, etc.

Section 7.06: Compensation.

Directors, officers and members of committees shall serve without compensation; but may receive reimbursement for actual and necessary expenses incurred on behalf of

NEPCO, as may be determined by resolution of the Board of Directors to be just and necessary.

Section 7.07: Committees.

The membership shall recommend members in good standing for appointment by the President to chair or serve on standing or ad hoc committees as may be required for the functioning of NEPCO.

ARTICLE VIII -- BOARD OF DIRECTORS

Section 8.01: Function of the Board.

The entire administration of the affairs of NEPCO shall be vested in a Board of Directors.

Section 8.02: Composition.

The composition of the Board of Directors shall consist initially of the aforementioned officers. Other Director positions may be added to the Board of Directors if this action is recommended by the Board as an amendment to these Bylaws, and is subsequently ratified by the representatives of the Active Membership in good standing. The members of the Board of Directors shall be fully vested with the authority and responsibility to conduct NEPCO business on behalf of the Coalition as a whole. Members of the Board of Directors shall be from different constituent associations in NEPCO.

Section 8.03: Meetings of Directors.

Meetings of the Board of Directors shall be held when called as to date, time and place by the President of the Corporation, or by any two Directors, after not less than five (5) business days notice, weekends and holidays excepted, to each Director. A quorum at such meetings shall consist of a majority of the Directors; and 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 or decision of the Board.

Section 8.04: Powers and Duties of the Board of Directors:

Powers. The Board of Directors shall have power to:

- Adopt rules and regulations, and interpret and enforce these Bylaws and the rules and regulations in all manner and forms permitted by law or statute.
- Suspend the participation and voting rights of members during any period in which the member is delinquent in payment of dues to the Coalition.

- Recommend to the Active Membership for ratification any proposed amendments to these Bylaws
- Exercise for the Coalition all powers, duties, and authority vested in or delegated to it and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation.
- Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent without cause from three (3) consecutive announced meetings of the Board of Directors.
- Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties and responsibilities.

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

- Keep a complete record of all its acts and Corporate affairs and to present that record to the members at the annual meeting of members, or when any such record is requested in writing by a group of no less than one fourth of the Active Membership having no less than 10% of the representational voting rights of the Coalition.
- Supervise all officers, agents, and employees of the Corporation, and see that their duties are properly performed.
- Fix rates for calculation of annual dues for Active and Associate Members at least 30 days prior to the notice of balances due. If any year-to-year increase is proposed, it must be submitted to the membership for ratification at the next bi-monthly meeting.
- Send written notice of balances due to the membership during the month prior to the beginning of the Coalition's annual fiscal year (October 1 - September 30). Email notices are permissible for those Active Member representatives and Associate Members having email addresses.

ARTICLE IX -- ELECTION OF DIRECTORS

Section 9.01: General.

The election of representatives of Active Member constituent associations to the Board of Directors shall be by majority vote of the Active Membership in good standing present at the Annual Meeting in October of each year. The term of office for members of the Board of Directors shall be two (2) years. Initially, however, two of the five directors

shall be elected for a one-year term; and each year thereafter three or two vacancies will occur in alternating years.

Members of the Board of Directors must be representatives of constituent associations when nominated and elected, but those serving as members of the NEPCO Board of Directors who are not re-appointed by their constituent associations may at their own discretion continue to serve on the Board until the expiration of their terms of office, even though their associations may appoint another primary representative to exercise that association's vote(s).

Section 9.02: Vacancies.

In the event of a vacancy, the Board of Directors shall appoint a constituent association representative to fill the un-expired term. The representative so appointed must not represent a constituent association represented by any of the other then sitting Board members.

Section 9.03: Nominating Committee.

The Board of Directors shall, in the month of August of each year, appoint a nominating committee consisting of at least three representatives of Active Member constituent associations in good standing, whose duties shall be the development of a slate of nominees, chosen from among the active representatives, for each vacancy to be filled at the next annual meeting.

Elections shall be by majority vote of the Active Membership at the Annual Meeting, with one vote per constituent association. Moreover, the election of Board members shall be exempt from any declaration of 'special significance' for the purpose of altering the method of voting. Finally, if more names are submitted than vacancies are available, voting shall be by secret ballot.

ARTICLE X -- COMMITTEES

Section 10.01: The Board of Directors or its President shall appoint committees as deemed appropriate in carrying out its purpose.

ARTICLE XI -- BOOKS AND RECORDS

Section 11.01: The books, records, and papers of the Corporation, plus the Articles of Incorporation and the Bylaws of the Corporation shall be available for inspection by any designated representative of a member of the Corporation at the principal office of the Coalition, where copies may be purchased at reasonable cost.

ARTICLE XII -- NO PERSONAL LIABILITY

Section 12.01: Each Officer and Director of the Corporation, now or hereinafter serving in any such capacity, shall be indemnified by the Corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served in any such capacity, or by reason of any action alleged to have been taken, omitted, or neglected by him or her in any such capacity, to the fullest extent allowable by law and statute, including without limitation, the Colorado Revised Nonprofit Corporation Act. The right of indemnification herein provided shall not be exclusive of any rights to which any Director or Officer of the Corporation may otherwise be entitled by law or statute, provided however, this indemnification shall not reduce or impair any insurance coverage. No Director or Officer shall be personally liable to the Corporation or its Members except as otherwise provided by the Colorado Revised Nonprofit Corporation Act.

ARTICLE XIII -- INTERPRETATION

Section 13.01: No article of these Bylaws shall be interpreted on the basis of race, sex, color or creed; nor may any of these articles be construed as restrictive upon persons of any race, sex, color or creed.

ARTICLE XIV -- CORPORATE SEAL

Section 14.01: The Corporation shall have a seal in circular form having within its circumference the words, "Northern El Paso County Coalition of Community Associations".

ARTICLE XV -- AMENDMENT OF BYLAWS

Section 15.01: These Bylaws may only be amended through ratification by the Active Membership at any time at any NEPCO meeting, provided that the amendment has been first recommended by the Board of Directors, and provided notice has been given to the membership at least 10 days prior to the meeting of the Board's intention to consider a change to the Bylaws. Receipted email notification is acceptable. Any action to ratify a proposed amendment to the Bylaws shall be automatically considered an issue of 'special significance' pursuant to Section 5.04 of these Bylaws for the calculation of required ratification majorities.

ARTICLE XVI -- MISCELLANEOUS

The fiscal year of the Coalition shall begin on the first day of October of each year and end on the 30th day of September in the following year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS THEREOF, the undersigned Board of Directors of the Northern El Paso County Coalition of Community Associations, set out hands to these Bylaws as approved by the vote of the membership at a meeting of August 3rd, 2000 .

FILE: //signed//
Russ Broshous

FILE: //signed//
Ken Judd

FILE: //signed//
Peggy Rauch

FILE: //signed//
Robert L. Swedenburg

FILE: //signed//
Mike Torreano

CERTIFICATION

**I certify that these Bylaws were duly adopted by the
Corporation Membership at a meeting held on
August 3rd, 2000 .**

FILE: //signed Ken Judd//
Secretary