



**NORTHERN EL PASO COUNTY COALITION OF
COMMUNITY ASSOCIATIONS, INC.**

BYLAWS

(With 6 amendments included through 10 March 2018)

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.

Section 1.04: NEPCO's area of interest is bounded on the north by the El Paso County line, on the east by Black Forest Road, on the south by an east-west extension of the Old North Gate Road, and on the west by the ridge line of the Front Range of the Rockies. (A6, 10Mar18)

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 three classes of membership—Active, Associate and Honorary Associate. (A1, 8Feb12)

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 association 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. (A6, 10Mar18)

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.

Section 3.31. Honorary Associate Membership (A1, 8Feb12)

Any individual, group or organization, not eligible for Active Membership, may be recognized by the NEPCO Board of Directors, with approval of the Active Membership, for significant contributions to the overall improvement of the communities within the NEPCO area. This recognition shall be in the form of a free Honorary Associate Membership. (A1, 8Feb12)

Any Active Member constituent association may initiate nominations for Honorary Associate Membership. (A1, 8Feb12)

Honorary Associate Members shall have the right of full participation in NEPCO activities, but no voting rights. (A1, 8Feb12)

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 Section 15.01 for a change to these Bylaws. (A2, 14Sep13)

Section 4.02: Annual Dues. (A4, 24Sep16)

As of fiscal year 2017 the annual dues shall be determined for each Active Member as the sum of \$20.00 plus \$0.15 per lot or unit 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 without a Home Owners Association and \$75 for other applicants including approved business members. The Woodmoor Improvement Association, being so many lots, will be given a flat rate of \$230 per year. (A4, 24Sep16)

Section 4.03: Dues Proration.

Annual dues are payable on January 1st of each year. For new Members joining during the year, dues will be prorated from the date of application to the next January 1st, with the prorated amount calculated and rounded up to the next nearest \$5 increment. (A6, 10Mar18)

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 Section 5.03, or for issues of 'special significance' as defined in Section 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. (A2, 14Sep13)

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 November 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. (A2, 14Sep13)

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 Board of Directors shall consist of seven members which shall be four officers, two Directors and one Member-At-Large. The officers of NEPCO shall be a President, Vice-President, Secretary and Treasurer. The two Directors shall be the Director of Membership and the Director of Community Outreach. Election of officers shall take place following, but no more than 30 days after, the Annual Meeting in November of each year, by and from the sitting members of the Board of Directors. The election of officers shall be by majority vote of the Board. (A2, 14Sep13) (A3, 11Jul15) (A5, 10Feb17) (A6, 10Mar18)

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 current or former 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. (A6, 10Mar18)

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.

Section 6.03: Continuity. (A6, 10Mar18)

No person shall serve more than four consecutive terms as President (4 consecutive years). The person, however, may serve on the Board in another capacity without having to leave the Board. Also, Past Presidents may be re-appointed to the position of President after a two-year period. (A6, 10Mar18)

The continuity of NEPCO and the functional operations of the Board is of critical importance. The office of President is unique as that person provides the vision and direction for the entire Board of Directors. (A6, 10Mar18)

To ensure continuity in the position of President, the President shall officially notify the Board every December of his or her intent to continue to serve in the position of President for the upcoming year in his or her current term or subsequent term if approved by the Board, assuming no term limit has occurred. This does not guarantee the current President will be selected as President going forward, but does serve the continuity plan for the Board. (A6, 10Mar18)

Each December, the Board shall select no more than two Presidents-Elect for a period of one year. The President(s)-Elect shall continue to serve in his or her primary position on the Board for the upcoming year. In addition, he or she will also serve as an apprentice to the President. In turn, the President shall act as a mentor to the President(s)-Elect, coaching a potential replacement for the role, with the goal of enabling a smooth transition of leadership at the end of the President's term, or by vote of the Board of Directors. (A6, 10Mar18)

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.

The President shall publish and distribute the agenda of each meeting to assure program continuity in the treatment of various issues one meeting to the next. The President shall conduct the business portion of each meeting and 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 including guest speakers, discussion of pertinent issues meriting membership consideration, etc. (A3, 11Jul15)

The President shall conduct a program of activities serving as a mentor to the President(s)-Elect throughout each year, coaching a potential replacement for the role with the goal of enabling a smooth transition of leadership at the end of the President's term. (A6, 10Mar18)

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. (A5, 10Feb17)

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 NEPCO not on the Board. The Treasurer shall prepare all checks drawn on corporate accounts. The Treasurer and another Board member shall have authority to sign checks. (A6, 10Mar18)

Section 7.05: Director of Membership.

The Director of Membership shall form a committee, as appropriate, and conduct activities to retain and grow membership in NEPCO, ensure NEPCO provides valued services to its members, request feedback from members on the value of services provided, and maintain a current listing of HOA non-members in the NEPCO area of interest for recruiting purposes. (A6, 10Mar18)

Section 7.06: Director of Community Outreach.

The Director of Community Outreach shall conduct marketing and public relations activities to establish lines of communication with the community of HOAs, other residential areas, new developers, businesses and governmental agencies in the NEPCO area of interest to facilitate the accomplishment of the general purposes of NEPCO. (A5, 10Feb17) (A6, 10Mar18)

Section 7.07: Member-At-Large.

The Member-At-Large board member shall conduct research on specific issues per direction of the President to provide recommendations to the board on those issues, shall assist the board's officers with the operation of NEPCO, and may serve on one or more of NEPCO's committees. The Member-At-Large shall have full voting rights on the Board of Directors. (A3, 11Jul15) (A5, 10Feb17) (A6, 10Mar18)

Section 7.08: Compensation. (A5, 10Feb17) (A6, 10Mar18)

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 7.09: Committees. (A5, 10Feb17) (A6, 10Mar18)

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 (January 1 - December 31). Email notices are permissible for those Active Member representatives and Associate Members having email addresses. (A6, 10Mar18)

ARTICLE IX -- ELECTION OF BOARD OF DIRECTORS (A6, 12Jan18)

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 November 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. (A2, 14Sep13)

Members of the Board of Directors must be members of constituent associations that maintain an Active Membership in NEPCO. (A2, 14Sep13)

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. To be considered for appointment to the Board, it is preferred that the candidate member has served on the Board of a member HOA or has been the NEPCO Representative from the HOA within the last three years, has exhibited consistent

attendance at General Membership meetings and has participated as a NEPCO Board Observer in the past. (A6, 10Mar18)

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. (A2, 14Sep13)

It is preferred that candidates for election to the Board of Directors have served on the Board of a member HOA or have been the NEPCO Representative from the HOA within the last three years, have exhibited consistent attendance at General Membership meetings and have participated as a NEPCO Board Observer in the past. (A6, 10Mar18)

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.

Section 9.04: Removal for Cause.

A Board member may be removed for cause by a vote of the majority of the Board. In the case of a tie vote, the president shall be empowered to break the tie. The subject Board member shall not participate in the vote. Reasons for removal include personal misconduct that would discredit NEPCO or unexcused absences from three or more meetings of Board of Directors or General Membership in one year. (A6, 10Mar18)

ARTICLE X -- COMMITTEES

Section 10.01: The Board of Directors or its President shall appoint committees as deemed appropriate in carrying out its purpose. The Chairs of each committee shall report to a specific member of the Board of Directors who shall serve as the advocate for that committee. (A5, 10Feb17)

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.

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|--|---|
| <u>FILE: //signed//</u> Russ Broshous | <u>FILE: //signed//</u> Ken Judd |
| <u>FILE: //signed//</u> Peggy Rauch | <u>FILE: //signed//</u> Robert L. Swedenburg |
| <u>FILE: //signed//</u> 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

CHRONOLOGY OF AMENDMENTS (A6, 10Mar18)

Amendment 1: February 8, 2012
Amendment 2: September 14, 2013
Amendment 3: July 11, 2015
Amendment 4: September 24, 2016
Amendment 5: March 11, 2017
Amendment 6: March 10, 2018