

- **What Changes in PBH HOA By-Laws ?**

(all changes from 2002 version that is online in PBH HOA web site) - as of 01/12/2010

- **Providing more membership input into HOA processes**
  - **Added to By-Laws**
    - Active Member = dues paying lot owners vs Associate Members = all others
    - Active Member may vote by proxy
    - Active Members can petition to remove HOA Board members
    - Active Members can petition to change By-Laws
    - Active Membership vote required for HOA yearly budget and major changes to it

- **When Changes were made**

- **Added to Draft By-Laws during Nov 12, 17, 19, 30, Dec 9 Meetings**
  - Active Member = dues paying lot owners vs Associate Members = all others
  - Active Member may vote by proxy
  - Active Members can petition to remove HOA Board members
  - Active Members can petition to change By-Laws
  - Active Membership vote required for HOA yearly budget and major changes to it
- **Our Attorney “legalized” them with changes Jan 12, 2010**
  - Active Membership clause clarified
  - Associate Membership clause clarified
  - Voting method for Officers clarified
  - Quorum clause clarified
  - Emergency meeting clause removed to meet CO “sunshine” open meeting requirements
  - Added Forest Health committee
  - Added back the Roads committee

# **PBH "Legalized" By-Laws as of January 12, 2010 –**

Black regular is March 2002 version; **All additions are in italic/bold** deletions are ~~single strike through~~

## THE PINE BROOK HILLS HOMEOWNERS ASSOCIATION BY-LAWS

Revised ~~March, 2002~~ **January, 2010**

### ARTICLE I: Name

The name of this organization shall be: PINE BROOK HILLS HOMEOWNERS ASSOCIATION ("Association").

### ARTICLE II: Purpose

The purpose of this organization shall be to carry out the desires of the members of the Pine Brook Hills Homeowners Association.

In the event of dissolution of this organization, its assets shall be valued as of the date of dissolution. Half of the assets measured by said value shall become the property of the Pine Brook Hills Water District, and half shall become the property of the Pine Brook Hills Fire Protection District, or whatever organization is then responsible for emergency fire and medical response to the residents of Pine Brook Hills. In the event one or both of these organizations has ceased to exist, the assets hereby designated to said defunct organization shall become the property of the Boulder County government. All such assets shall be used for public purposes. In no event shall a non-governmental or non-charitable organization, as defined by Internal revenue Code 501C (3) or (4), as subsequently amended, be entitled to the assets of this organization on dissolution.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidates for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) or 501(c)(4) of the Internal Revenue Code, or the corresponding sections of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal revenue Code, or the corresponding section of any future federal tax code.

### ARTICLE III: Membership

#### Section I. Membership

**A. Active** Membership in the Association shall be open to all **adults who are joint or sole owners of one or more lots included within Units 1-7 of Pine Brook Hills Subdivision for which the annual dues were paid within the previous 12 months for the year.** ~~homeowners and/or property owners and/or renters of homes in the Pine Brook Hills Subdivision upon payment of the annual dues for the year.~~

**B. Voting By Proxy.** **At any meeting of members, a member entitled to vote may do so by proxy executed in writing by the member or by his duly authorized attorney-in-fact and filed with the Secretary of the Association. A proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of the Association. A proxy shall not be revoked by the death or incapacity of the maker unless before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary of the Association. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which such proxy is to continue in force, which in no event shall exceed two (2) years from the date of its execution.**

**C. Associate membership in the Association shall be open to any other person including renters of homes in the Pine Brook Hills Subdivision upon payment of the annual dues for the year.**

## Section 2. Term of Membership

The year for membership purposes shall run from January 1 through December 31. Membership shall be affirmed annually by payment of a membership fee to be set by the Association. Payment of such fee shall be to the duly elected Treasurer of the Association.

## ARTICLE IV: Officers and Executive Board

### Section I. Board Members

The Association shall be governed by a Board comprised of five members; they may be called either Officers or Board Members in these By-laws:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Member-at-large

### Section 2. Election of Officers

A. The Officers shall be elected by **active members** ~~the membership~~ of the Association either by voice vote or, in the case of contested elections, by ballot, to serve for one year or until their successors are elected. **When counting the votes for the election of Officers, the votes shall be counted by lots represented by members present, i. e. the votes of the members of each lot shall be counted as one vote per lot and not one vote per member.** Their term of office shall begin on January 1 of the succeeding year. The president and treasurer shall serve no more than two years consecutively.

B. Any Officer position vacated prior to the end of the term shall be filled for the remainder of the term by candidate(s) nominated by a member(s) of the Board and elected by a majority of the Board.

**C. Removal of any officer may be proposed by a petition of not less than 20 active members of the Association. Any proposal to remove an officer shall be communicated in writing to the existing Board at least one month prior to a meeting of the Association at which such removal will be considered. This proposal must also be widely advertised by the petitioners at least two weeks prior to the meeting either in the Pine Brook Press or some other medium generally read by a large percentage of Pine Brook Hills residents. Officers may be removed by a 2/3 vote of the active members present and voting at a meeting of the Association either by voice vote or, in the case of opposition to the removal by ballot.**

### Section 3. Duties of Officers and Board Members

A. President. The President shall preside at meetings of the Board and the Association and is an ex officio voting member of all committees of the Association except the Nominating Committee.

B. Vice President. The Vice President shall preside at meetings in the absence of the President. The Vice President shall serve as a member of the Architectural Review Committee (ARC). At the direction of the President, the Vice President may assume the ex officio membership of any Association committee.

C. Secretary. The Secretary shall take and maintain minutes of the Association and of the Board meetings. The secretary shall be responsible for posting notices of Association meetings and shall conduct such correspondence of the Association as is requested by the President.

D. Treasurer. The Treasurer shall receive and bank the annual dues of the membership and such other Association income as may occur, shall pay such bills as are authorized by the Board, and shall present a detailed accounting of the funds to the Board. A general accounting of funds shall be presented to the Association membership at quarterly meetings and/or in The Pine Brook Press.

E. Member-at-large. The member-at-large position will be held by the retiring President of the Association. In the event that the retiring President is unable or unwilling to serve, the position shall be held by a previous Board member as determined by the nominating

committee. The member-at-large will attend meetings of the Board and Association insofar as is possible, in order to provide a sense of continuity to the organization.

F. The Board shall have general supervision of the affairs of the Association between its business meetings and shall make recommendations to the Association. The Board shall be subject to the orders of the Association and none of its acts shall conflict with action taken by the Association.

~~G. Any Officer may be removed by a simple majority of members voting pursuant to a Notice of Motion given at least seven days prior to a regular or emergency meeting of the Association.~~

## **Article V. Budget**

### **Section 1. Budget Preparation**

***A proposed annual budget for each year will be finalized by majority vote of the Board members and thereafter submitted for a vote by the Association at the first regularly scheduled meeting of the Association each year. The budget must be approved by a majority of active members present and voting at the meeting of the Association. The budget shall be widely advertised at least two weeks prior to the meeting.***

### **Section 2. Budget Changes**

***Increase of the budget by 30% more than what was already approved at an Association meeting must be approved by a majority of active members present and voting at the next meeting of the Association. These proposed changes shall be widely advertised at least two weeks prior to the meeting.***

## **ARTICLE VI: Meetings**

### **Section 1. Quorum**

No meeting of the Executive Board ~~or the Association~~ may take place without a quorum of three Board members.

### **Section 2. Meetings Schedule**

A. Meetings of the Association shall take place at least quarterly. The usual schedule, as provided in the Use Agreement for the Community Center, is for meetings to be held on the last Wednesday of January, April, July, and October. However, the Association meeting schedule may be changed by a majority vote of the Executive Board.

B. Meetings of the Board shall be scheduled at the convenience of the Board by the President and there shall be at least one meeting each quarter. The President or any two Board members may call a special Board meeting so long as an adequate notice is provided to all Board members. ~~Emergency and/or limited Board meetings may be conducted by telephone or by e-mail so long as a quorum of Board members consent and a record of the vote is reduced to writing.~~

## **ARTICLE VII: Committees:**

### **Section 1. Nominating Committee Chair**

At the regular Association meeting held in the second quarter, a Nominating Committee Chair shall be elected by the Association. It shall be the duty of this Chair to appoint other members of the Association to work with him/her to nominate candidates for the Board. Before the election at the annual fall meeting, additional nominations from the floor shall be permitted. The date of the annual fall meeting may be set by the Board at its discretion.

### **Section 2. Social Committee Chair**

The Social Committee Chair shall be elected by the Board. It shall be the duty of this committee chair to plan and coordinate four Socials per year for the Community at large. Additional social activities for the community may be planned and coordinated by the Social Chair at her/his discretion with the approval of the Board. ~~Arrangements for the use of the Community Center shall be made by the Social Chair with the Chairmen of the Fire Protection District and the Water District, if the dates for the events do not fall on days when the Pine Brook Hills Homeowners Association has regular use of the Community Center (every Tuesday plus the last Wednesdays in January, April, July and October), as stipulated in the Use Agreement.~~

### Section 3. Fire Department Liaison

The Fire Department Liaison shall be elected by the Board. The responsibility of the Fire Department Liaison is to serve as a communications link between the Homeowners Association and the Boulder Mountain Fire Protection District (BMFPD), and to alert either entity to fire issues that may affect the community. The Fire Department Liaison may represent the Pine Brook Hills Homeowners Association at Fire Department Board meetings.

### Section 4. Roads Committee Chair

A Roads Committee Chair shall be elected by the Board. It shall be the duty of this committee to coordinate and act as liaison with the County Road Maintenance personnel in the event of problems with the roads in our community.

### Section 5. Welcome Committee Chair

A Welcome Committee Chair(s) shall be elected by the Board. It shall be the duty of this committee to contact newcomers to Pine Brook Hills, welcome them, provide them with Pine Brook Hills Telephone Directories, and offer them such information about life in Pine Brook Hills as shall be deemed important by the Chairs and/or the Board.

### Section 6. Architectural Review Committee Chair and Members

The Architectural Review Committee Chair and Members shall be elected by the Board. The ARC shall report to and be responsible to the Association. The duties of the ARC are specified in the Declaration, Amended Covenants, Conditions and Restrictions of Pine Brook Hills Subdivision Units 1-7, as filed with the Boulder County, Colorado, Recorder.

### Section 7. Editor of the Pine Brook Press

The editor(s) of the Pine Brook Press shall be elected by the Board. The editor shall prepare and mail a newsletter to the community that will serve to keep the community informed of events and happenings that can or might have an impact on the continued enjoyment of our lives in Pine Brook Hills. The newsletter shall be published at least quarterly, prior to each scheduled meeting of the Association, and shall alert the membership to the coming meeting.

### **Section 8. Forest Health Chair**

**The Chair of the Forest Health Committee is appointed by the Board. The purpose of the committee is to research, report, and organize community activities conducive to improved forest health.**

### Section 89. Other Committees

Such other committees, standing or special, shall be appointed by the President of the Association which from time to time the Board deems necessary to carry on the work of the Association.

## ARTICLE VII: Amendments

### Section 1. Review

These by-laws shall be reviewed as deemed necessary by the Association or the Board.

### Section 2. Changes

Changes may be proposed by **a petition of not less than 20 active members of the Association** or a majority of the Board members and thereafter submitted for a vote by the Association at a regularly scheduled meeting. **If proposed by a petition of active members, these proposed changes shall be communicated in writing to the existing Board at least one month prior to a meeting of the Association at which such changes will be considered. Any proposed changes, whether by petition of active members or by a majority of the board, must also be widely advertised at least two weeks prior to the meeting either in the Pine Brook Press or some other medium generally read by a large percentage of Pine Brook Hills residents.** Changes in the by-laws shall be advertised in the Pine Brook Press prior to the meeting and shall be adopted by a 2/3 vote of **the** active members present and voting at any regularly scheduled meeting of the Association **either by voice vote or, in the case of opposition to the change, by ballot.**