

Amended February 1, 1992

BYLAWS  
OF THE  
INDIAN HILLS IMPROVEMENT ASSOCIATION

ARTICLE I  
NAME

The name of the association shall be the Indian Hills Improvement Association.

ARTICLE II  
PURPOSES

The purposes for which the association was formed are as follows:

To promote the general welfare of residents in what is known as "Indian Hills" in Jefferson County, Colorado.

To organize the property owners and residents of said territory into an association for such purposes and to promote good feeling among the residents of said area and to foster a spirit of cooperation among them for the benefit of the community.

To perform such acts and to make such contracts as will be necessary, proper, or convenient, for the general community benefit, health, police, and fire protection or other general objects.

To raise money by the assessment of dues and to acquire such rights and properties as may be appropriate to the object of the association.

To obtain and maintain property, real and personal, for use as playgrounds, and for recreation purposes, or both, for the benefit of the citizens of Indian Hills. This shall include maintaining the Indian Hills Association's Community Center, located at 5381 Parmalee Gulch Road.

To do and perform all other things necessary of convenience in the carrying out of the objectives aforesaid and to do all other things authorized by the laws of the State of Colorado.

ARTICLE III  
MEMBERS

Section 1. Eligibility. Any resident or property owner in Indian Hills and Parmalee Gulch Basin shall be eligible for membership in the Association. Voting privileges shall be extended to members eighteen (18) years of age and older who are in good standing and whose dues are paid up. Individuals not residing or owning property in Indian Hills or Parmalee Gulch Basin shall be eligible for membership in the Association at the discretion of the Board of Directors. These shall be termed "non-resident members" and shall not be eligible to vote, hold office, or serve on the Board of Directors or any standing committee.

Section 2. Individual Membership. Any eligible individual may join the Association as an "Individual". The Individual shall have the privilege of exercising one (1) vote.

Section 3. Family Membership. Any group of eligible individuals who make up a single immediate family may join the Association as a "Family". The Family shall have the privilege of exercising two (2) votes.

Section 4. Life Membership. Any eligible individual or family may join the Association as a "Life Member". Dues will be a one time fee as set by the Board of Directors and shall be good for the life of the individual, of the lives of the heads of the family. Voting privileges shall be the same as for annual memberships.

Section 5. Business Membership. Any business located in Indian Hills may join the Association as a "Business". The Business shall have the privilege of exercising one (1) vote. The Business shall also have the privilege of having their name listed in the monthly newsletter.

Section 6. Patron Membership. Any eligible individual or family wishing to exercise their philanthropic generosity may join the Association as a "Patron" by donating a one time fee as set by the Board of Directors and shall be good for the life of the Patron.

Section 7. Benefactor Membership. Any eligible individual or family wishing to exercise their philanthropic generosity may join the Association as a "Benefactor" by donating a one time fee as set by the Board of Directors and shall be good for the life of the Benefactor.

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Section 8. Honorary/Life Membership. Upon the signed recommendation of one Member seconded by another Member, and by a three-fourths vote of the voting membership, Honorary/Life Membership can be conferred upon an individual who shall have rendered notable service to the Association and/or the Community. An Honorary/Life Member shall have none of the obligations of membership in the Association, but shall be entitled to all of the privileges except those of making motions, of voting, and of holding office.

Section 9. Resignation. Any Member desiring to resign from the Association shall submit their resignation in writing to the Secretary, who shall present it to the Board of Directors for action. No Member's resignation shall be accepted until their dues are paid up.

ARTICLE IV  
Officers

Section 1. The officers of the Association shall be the President, the Vice President, the Secretary, and the Treasurer. Each shall be elected by the Board of Directors from its membership at the first meeting of the Board of Directors following the annual election.

Section 2. The President shall preside at all general meetings and Board of Directors meetings of the Association and shall conduct them in accordance with Article XII of these Bylaws. In consultation with the Board of Directors he shall appoint all standing and ad-hoc committees. He shall be a member "Ex-officio" of all committees with exception of the Election Committees.

Section 3. The Vice President shall perform the duties of the President in his absence and shall serve as Program Chairman.

Section 4. The Secretary shall keep minutes of all meetings, shall be responsible for the correspondence of the Association, and shall post or otherwise arrange for notification of members of all meetings.

Section 5. The Treasurer shall receive and have charge of monies of the Association and shall disburse them as directed by the Board of Directors.

Section 6. Should an Officer resign or otherwise leave office, the Board of Directors shall select a successor who shall serve in that Officer's capacity until the next election of Officers.

ARTICLE V  
Board of Directors

Section 1. The Board of Directors shall consist of nine (9) persons. No Member of the Association shall be eligible for election to the Board of Directors if he or she is already a member of another local board.

Section 2. The initial Board of Directors, consisting of nine (9) persons, shall be replaced as their terms expire; three (3) each year for the first three (3) years by Members elected at large. Three (3) Directors shall be elected each year thereafter for three (3) year terms each.

Section 3. The Board of Directors shall meet monthly at a time agreed upon at their first meeting following election.

Section 4. Special meetings of the Board of Directors may be called by the President who shall make a reasonable effort to notify all members.

Section 5. For the purpose of voting at any meeting of the Board of Directors, a quorum consisting of a minimum of five (5) members must be present. The President may not vote except in case of a tie.

Section 6. All meetings of the Board of Directors shall be open to Members of the Association. Any Member may bring before the Board any problem or issue of concern to the Indian Hills community which the Board might be authorized to take action upon.

Section 7. Any member wishing to resign from the Board of Directors shall submit his resignation in writing to the Board. The resigning Director shall be replaced as provided in Article V, Section 9 of these Bylaws.

Section 8. Any member of the Board of Directors in violation of the Bylaws of the Association, who acts to the detriment of the Association, or who, for whatever reason, is absent from three (3) regularly scheduled meetings in any twelve (12) month period shall, by a two-thirds vote of the Board, be required to resign. The resigning Director shall be replaced as provided in Article V, Section 9 of these Bylaws.

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Section 9. A resigning Director shall be replaced by a majority vote of the remaining members of the Board of Directors. The replacement Director shall serve until the next Annual election. At that time, if any of the original Director's term remains, it shall be filled by a new Director elected by the Association membership. If the term has expired, then the normal election process shall ensue.

ARTICLE VI  
Meetings

Section 1. Regular general meetings of the Association shall be held during the first week of each quarter and shall be to conduct business or otherwise further the purposes of the Association.

Section 2. The winter quarter meeting shall be known as the "Annual" meeting and shall be to hold elections, pass Bylaws amendments, set dues, develop the year's program, assign committees, and conduct general business.

Section 3. Special meetings of the Association may be called by agreement of a majority of the members of the Board of Directors.

ARTICLE VII  
Elections

Section 1. Regular elections shall be held at the Annual (winter) meeting of the Association.

Section 2. Voting for members to the Board of Directors and the Election Committee shall be by secret ballot. Only paid up Members who are in good standing are eligible to vote.

Section 3. Thirty (30) days prior to the Annual meeting, the Election Committee shall, in full attendance, present their nominations to the Board of Directors. Approval by the Board shall be by a majority vote of the Board members present, providing a quorum exists. Recommendations for changes in nominations can be made by the Board, but shall only be accepted by unanimous vote of the Election Committee.

Section 4. Nominations for election to the Board of Directors shall not be taken from the floor.

ARTICLE VIII  
Committees

Section 1. A Finance Committee composed of the Treasurer and four (4) other Members shall be appointed by the President promptly after the Annual meeting. It shall be the duty of this Committee to prepare a budget for the next Annual meeting. The Finance Committee can from time to time submit supplements to the budget for the current year.

Section 2. A Program Committee composed of the Vice President and four (4) other Members shall be appointed by the President promptly after the Annual meeting, whose duty it shall be to plan the annual program of the Association. This committee's report shall be submitted to the Board of Directors at least thirty (30) days prior to the Annual meeting.

Section 3. An Auditing Committee of three (3) Members shall be appointed by the President at the Association's Annual meeting whose duty it shall be to audit the Treasurer's accounts at the close of the fiscal year, and to report to the Board of Directors at its next meeting.

Section 4. An Election Committee of five (5) Members shall be elected by the Association at its first meeting and at subsequent Annual meetings. It shall be the duty of this committee to nominate candidates for the offices to be filled and to conduct the election of Directors and Election Committee members at the next Annual meeting. The Election Committee shall conduct its business as prescribed in Article VII, Section 3 of these bylaws.

Section 5. Such other committees, standing and special, shall be appointed by the President of the Association as the Board of Directors shall, from time to time, deem necessary to carry on the work of the Association. The President shall be Ex-officio a member of all committees except the Election Committee.

ARTICLE IX  
Fiscal

Section 1. The Fiscal Year of the Association shall be January 1 through January 1 of the following year (inclusive).

Section 2. The annual dues for each type of membership shall be recommended by the Board of Directors at the Annual meeting for the following fiscal year. Such recommendation shall be approved by a simple majority vote of the membership. Dues shall be payable on or before February.

Section 3. If in the case of extreme financial need, as determined by the Board of Directors, a "Special Assessment" may be called for. Such assessments shall not exceed ten (10) dollars per voting Member in any given fiscal year.

#### ARTICLE X

##### Records

The President and Treasurer of the Association shall be custodians of all records and papers which reflect past actions and history of the Association. Legal papers such as deeds, incorporation papers, etc. shall be held in a safe deposit box in the bank in which the accounts of the Association are held. These records or access to them shall be passed on to the next President and Treasurer when elected. All such records shall be open for review to the Membership for any legitimate purpose.

#### ARTICLE XI

##### Tribal Council

The Tribal Council, for the purposes of organizational coordination, shall be considered a Standing Committee of the Association. Its chairman shall be a member of the Board of Directors.

#### ARTICLE XII

##### Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, any special rules of order or standing rules the Association may adopt.

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ARTICLE XIII  
Amendment of the Bylaws

These Bylaws can be amended at the Annual meeting of the Association by a two-thirds vote, provided that the amendment has been submitted in writing and has been posted to the Membership thirty (30) days prior to the Annual meeting.

These Bylaws are hereby adopted as the governing instrument of the Indian Hills Improvement Association, Inc. this 17th day of November, 1987.

By \_\_\_\_\_  
Jerry W. Young, President

By \_\_\_\_\_  
Sherri L. Windle, Secretary