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Kathleen Neel - Summit County Recorder

13 Pages
01/28/2021 08:04 AM
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AMENDED AND RESTATED
BYLAWS
OF
WILLOWBROOK MEADOWS OWNERS
ASSOCIATION

ARTICLE I
NAME AND LOCATION

The name of the corporation is Willowbrook Meadows Owners Association, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 350 Lake Dillon Drive, Dillon, CO 80435, but meetings of members and directors may be held at such places within the State of Colorado, County of Summit, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to the Willowbrook Meadows Owners Association, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to JMC Company, its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. “Declaration” shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Summit County Clerk and Recorder.

Section 8. “Member” shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 9. “Nonprofit Act” shall mean and refer to the Colorado Revised Nonprofit Corporation Act as codified under C.R.S. §§ 7-121-101 et seq.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held during the same month of each year thereafter, on the day and location and at the hour set by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member’s address last appearing on the books of the Association, by email to the email address of the member last appearing on the books of the Association, or personally supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represent at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Section 6. Voting. Voting may be by voice, by show of hands, by consent, by electronic means, by directed proxy, by written ballot, or as otherwise determined by the Meeting Chair present at a meeting where a vote is to be taken. The Association is entitled to reject a vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation if the Secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the Owner.

Section 7. Voting by Written Ballot or Electronic Communication. The Board may decide that voting of the Members on any matter required or permitted by Colorado law, the Articles, or these Bylaws will be by e-mail, facsimile or other electronic communication. Pursuant to the Nonprofit Act, any action that may be taken at any annual, regular or special Member meeting may be taken without a meeting if the Secretary delivers a written ballot to every Member entitled to vote on the matter.

a. A written ballot will: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against each proposed action. Written ballot approval is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

b. All solicitations for votes by written ballot will: (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of Directors; (iii) specify the time by which a ballot must be received by the Board in order to be counted; and (iv) be accompanied by written information sufficient to permit each person casting such ballot to reach an informed decision on the matter.

c. A written ballot may not be revoked.

Section 8. Informal Action by Members. Any action which may be taken by Member vote at a regular or special meeting may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the Members.

Section 9. Waiver of Notice. Waiver of notice of a Member meeting will be deemed the equivalent of proper notice. Any Member who furnishes his e-mail address to the Association that the Association delivers notice to waives any notice by mailing or personal delivery. Any Member may waive, in writing, notice of any Member meeting, either before or after the meeting. A Member's attendance at a meeting, whether in person or by proxy, is Member's waiver of notice of the time, date and place of the meeting unless the Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting is also a waiver of notice of all business transacted at the meeting unless objection to the calling or convening of the meeting without proper notice, is raised before the business is put to a vote.

Section 10. Teleconference. Any regular or special Member meeting may be conducted to permit a Member to attend and participate by teleconference or other electronic means by which all persons participating in the meeting can hear one another.

ARTICLE IV BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Five (5) directors, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual

meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held semi-annually, at such place and hour as may be fixed from time to time by resolution of the Board. Notice of Regular Board meetings shall be given to each Director, personally or by mail, telephone or electronically, at least three (3) days prior to the day of such meeting.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director, personally or by mail, telephone or electronically.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. 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 of the Board.

Section 4. Agendas and Attendance. All Members or their representatives may attend all regular and special Board or committee meetings. Agendas for Board meetings will be made reasonably available for examination by all Members or their representatives. Meeting notices and agendas will be sent by email to all Members upon request. Before the Board votes on any issue the Chairman will permit Members or their representatives to speak regarding the issue, subject to reasonable time limits. If more than one person desires to comment with opposing views, the Board will permit a reasonable number of persons to speak on each side of an issue.

Section 5. Executive Sessions. The Board of Directors or any committee thereof may hold an executive or closed door session and may restrict attendance to Directors and such other persons the Board requests during a regular or specially announced meeting.

a. The matters to be discussed at such an executive session are as follows:

i. Matters pertaining to the Association's employees or involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee;

ii. 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;

iii. Investigative proceedings concerning possible or actual criminal misconduct;

iv. Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure; and

v. Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy.

b. No amendment of the Articles, Bylaws or a rule or regulation may be adopted during an executive session. The minutes of all meetings at which an executive session was held will indicate that an executive session was held, and the general subject matter of the executive session.

Section 6. Waiver of Notice. Attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Before, at, or after any Board meeting, any Director may waive, in writing, notice of the meeting and the written waiver will be the equivalent to the giving notice. Neither the business to be transacted at, nor the purpose of, any regular or special Board meeting need be specified in the waiver of notice of the meeting.

Section 7. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors or as Provided in the Nonprofit Act, C.R.S. § 7-128-202. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 8. Teleconference Meetings. Any regular or special Board meeting may be conducted by teleconference or other electronic means, followed by minutes of the meeting, which will be distributed to each Director.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the recreation facilities of a member during any period in which such members shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained; and

(h) provide for snow removal from street and parking areas where not provided by the public entity responsible for same whether on public or private property.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice-President

(b) 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 of him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI ASSESSMENTS

Section 1. General. As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his lot.

Section 2. Penalties. If the assessment is not paid within ninety (90) days after the due date, the assessment shall bear interest at the rate of 1.5% per month until paid, together with costs of collection and reasonable attorney's fees. The Association may record its lien against the delinquent Owner's property and assess a \$50.00 lien filing fee.

ARTICLE XII CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Willowbrook Meadow Owner's Association.

ARTICLE XIII AMENDMENTS

Section 1. By Board. The Board may amend these Bylaws by a majority vote of the Directors at any regular or special Board meeting at which a quorum is present. A statement of any proposed amendment will accompany the notice of any regular or special Board meeting at which such proposed amendment will be voted upon, and such notice shall be sent to all of the Members at least thirty (30) days in advance.

Section 2. By Members. The Members may, by a vote of at least fifty-one percent (51%) of the Members, amend the Bylaws at any annual meeting or at any special meeting called for that purpose at which a quorum is present. A statement of any proposed amendment will accompany the notice of any annual or special meeting at which such proposed amendment will be voted upon.

Section 3. Conflicts with other Association Documents. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIV MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end of the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE XV ARCHITECTURAL CONTROL

The Association, by and through the Board of Directors, has appointed an Architectural Review Committee consisting of three (3) or more representatives. The Architectural Review Committee is responsible for enforcing the Architectural Guidelines of the Association, including but not limited to, review and approval of applications for the construction of improvements, review and approval of exterior modifications, additions or changes to any improvements, and the

enforcement of the Architectural Guidelines. All Owners are subject to those certain Architectural Guidelines adopted by the Board of Directors, as the same may be amended from time to time.

XVI OPEN SPACE

Section 1. Use of Open Space. Open space is for the enjoyment of all Owners. No storage of any type of personal property is permitted on the open space, specifically including but not limited to firewood, campers, trailers and boats.

Section 2. Construction Adjacent to Open Space. Any Owner requesting to build any structure, specifically including decks and fences, within three (3) feet of open space, must demonstrate to the Architectural Review Committee the location of the property boundary adjacent to open space, either by locating the boundary between survey pins or other means satisfactory to the Committee.

XVII ENFORCEMENT OF BYLAWS AND DECLARATIONS

The Association shall reasonably attempt to verbally notify any Owner of his (or his tenant's) violation of any term or provision of these Bylaws or any term of provisions of the Declaration of Covenants, Conditions and Restrictions affecting the Owner's property. If the violation continues after verbal notice is given or attempted, the Association shall demand an immediate abatement of the violation within the specified time to abate or correct the violation after the Association has sent notice to the Owner by certified mail, the Association shall have the right to enforce the provisions of the Bylaws or Declarations by any proceeding at law and equity and assess the offending Owner for all costs of notice, abatement, collection and attorney's fees incurred by the Association. Any cost incurred by the Association may be deducted from the Development Review Account authorized by Article XV Section 1 upon (1) approval by a majority of the members of the Architectural Review Committee, and (2) after the Committee has obtained an opinion from the attorney for the Association that a breach of these Bylaws or the Declaration has occurred. Any cost incurred by the Association shall be borne by the Owner of the property upon which any breach of the provisions of these Bylaws or the Declaration has occurred.

[CERTIFICATION PAGE FOLLOWS]

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the Willowbrook Meadows Owner's Association, a Colorado nonprofit corporation (the "Association"); and

That the foregoing Bylaws constitute the Bylaws of the Association, as duly adopted by a majority vote of a quorum of the members present, in person or by proxy, at a regular meeting held on the 7th day of November, 2020.


Secretary