

APRIL 1983

BY-LAWS
OF
WEST LOCHWOOD CIVIC ASSOCIATION

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ARTICLE I
General

Section I: Name

The Association is incorporated (not for profit) under the laws of the State of Colorado, and its name shall be the "WEST LOCHWOOD CIVIC ASSOCIATION." Amended logo known as WELCA.

Section II: Objective

The objectives of the Association shall be to work towards the betterment of and to combat deterioration in the area hereafter described; to aid, assist, represent and advance the interest of the residents and owners of its area of membership; to adopt, formulate and carry out any and all protective covenants necessary and proper for the accomplishments of the purposes set forth in the Certificate of Incorporation; and to generally carry forward the purposes set forth in the Certificate of Incorporation together with such other purposes as may be selected by the Board of Directors and which are consistent with the purposes for which this Association was created.

Section III: Address

The address of this Association shall be the same as that of its Treasurer, unless designated otherwise by the Board of Directors.

Section IV: Area

The area serviced by this Association shall be the following outlined area in the County of Jefferson, State of Colorado: The boundary on the East shall be West of an imaginary line running North and South dividing Main and Smith Reservoirs; the boundary on the West shall be the East side of Union Blvd.; the boundary on the South shall be the North side of West Jewell Avenue; and the boundary on the North shall be the South side of West Mississippi Avenue. Other areas may be included at the discretion of the Board of Directors.

Section IV: Area (as amended)

The area serviced by this Association shall be following outlined area in the County of Jefferson, State of Colorado: The boundary on the East shall be the West side of Kipling Blvd. from Jewell north to Florida then following the boundary on the West shall be the East side of Union Blvd.; the boundary on the South shall be the North side of West Jewell Avenue; and the boundary on the North shall be an imaginary line extending Mississippi Ave., from Kipling Blvd. west to Union Blvd. Other areas may be included at the discretion of the Board of Directors.

ARTICLE II
Membership

Section I: Regular

Regular membership in the Association shall be open to any owner of resident of real property, or his representative, whose property resides in the area serviced by this Association, and may be extended to other persons whose membership has been accepted by the Board of Directors. Each member family, whether jointly or severally, shall be entitled to one vote at membership meetings; provided, however, that one of the members or his representative is present at the membership meeting. All questions relating to and touching upon the qualifications for, and maintenance of regular membership shall be finally determined by the Board of Directors.

ADDITION: Membership shall be for one calendar year:
January 1 thru December 31. February 9, 1983

Section II: Associate

Associate membership shall be open to all applicants, whatever their property or residence status, only by the approval of a favorable majority of the Board of Directors. Associate members must pay standard dues and shall have the right to participate in discussion and vote by majority vote of the Board of Directors.

Section III: Honorary

An honorary member shall be a member who is appointed to this Association by a majority vote of the Board of Directors, and shall be on who does not reside within the area serviced by this Association. An honorary member shall not be required to pay dues, and shall not be entitled to vote or to hold office in the Association.

Section IV: Address of Members

The Treasurer, amended Vice President, shall keep a record of the addresses of all members of the Association and it shall be the duty of each member to promptly notify the Treasurer, amended Vice President, of any change of address, and whenever any notice is required or permitted to be given to a member, pursuant to these BY-LAWS, such notice addressed to such member at his last address, as shown on the Treasurer's, amended Vice President's, records, shall be deemed to have been properly given.

AMMENDED: The Vice President will be in charge of membership instead of the Treasurer. May 15, 1979

ARTICLE III
Meetings and Elections

Section I: Meetings

Meetings of the members of the Association may be called at any time by the President, by a majority of the Board of Directors, or by twenty (20) of the members of the Association. The call for meetings shall be in writing signed by the person(s) making the call. Notice of the meeting stating the time and the place of the meeting, and any special business to be transacted, shall be given to the members in such manner as may be directed by the Board of Directors or the President, unless the laws of the State of Colorado, the Certificate of Incorporation, or these BY-LAWS provide for the manner of giving notice.

Section II: Annual Meeting

The annual meeting of the Association shall be held at a time designated by the Board of Directors during the first two weeks, amended month, of February, amended November, of each year. Notice of the meeting shall be in such a manner as directed by the Board of Directors, or the President.
AMMENDED: Annual meeting will be held during the month of February instead of first two weeks in February. May 15, 1979.
AMMENDED: Annual meeting will be held during the month of November. February 9, 1983.

Section III: Quorum

Unless otherwise provided in the BY-LAWS, ten percent of the total voting membership shall constitute a quorum at any called meeting of the members of the Association and the affirmative vote of a majority of those present shall be the act of the members, unless a greater vote be required by the laws of the State of Colorado, the Certificate of Incorporation, or these BY-LAWS.

Section IV: Order of Business

The order of business of all meetings of the members of the Association shall be as follows:

1. Reading of the Minutes
2. Treasurer's Report
3. Reports of Committees
4. Elections
5. Agenda Business
6. General Business

Section V: Agenda Business

The agenda shall be formulated during the preliminary meeting of the Board of Directors which shall precede each general meeting. Proposed Agenda items shall be delivered to the Secretary of the Association no later than seven (7) days prior to the next general meeting date. Agenda items shall be written and endorsed by one member of the Association. Agenda items shall gain order of precedence, as interpreted by the Board of Directors, over all other new business as defined by parliamentary

Section VI: Rules of Order

The Rules of Order, as contained in Robert's Rules of Order, revised, when not inconsistent with these BY-LAWS, shall govern the meetings of the members.

Section VII: Nomination and Election of Directors

Candidates for the Board of directors shall be nominated from the floor at each annual meeting, and upon the close of nominations, the members shall vote for the new Directors. The number of persons to be elected who receive the highest number of votes shall be deemed elected. Those elected shall assume their duties at the first meeting of the Board of Directors, in March, amended December, and shall serve in such capacity until the next annual meeting and until their successors shall be duly elected and qualified. Only voting members of the Association may be elected as Directors.

AMMENDED: Those elected will assume their duties at the first meeting of the Board of Directors in December. February 9, 1983.

ARTICLE IV
Officers and Duties

Section I: Titles

The Officers of the Association shall be:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Any other agents appointed by a majority vote of the Board of Directors

Section II: Duties

1. The duties of the President shall be:
 - (a) He shall preside at all meetings of the membership and Directors
 - (b) He shall appoint all standing committees; provided however, he shall, with the approval of the Board of Directors, appoint all special committees, as necessary.
 - (c) He shall be a member of the Board of Directors and shall be an ex-officio member of all committees.
 - (d) He shall have the power to remove any committee member; provided, however, such removal shall be subject to review by the Board of Directors.
2. The duties of the Vice President shall be:
 - (a) He shall, in the absence of the President, succeed to all his powers and duties.
 - (b) He shall collect all dues and assessments from all members of the Association and maintain accurate records thereof.
 - (c) He shall be a member of the Board of Directors.
3. The Duties of the Treasurer shall be:
 - (a) He shall pay all expenses of the Association, where such payment shall have been first duly authorized by the Board of Directors
 - (b) He shall prepare financial statements correctly reflecting the financial condition of the Association annually or at any time when so directed by the President or the Board of Directors.
 - (c) He shall be a member of the Board of Directors.

4. The duties of the Secretary shall be;

- (a) He shall keep a true and perfect record and minutes of all Membership and Board of Directors meetings.
- (b) He shall assist the presiding officer at all meetings.
- (c) Upon being directed by the President, and in the absence of such President, by the presiding Vice-President, he shall cause notice to be given.
- (d) He shall be a member of the Board of Directors.

Section III: Election of Officers

Officers shall be elected by the Directors at their first meeting following the annual meeting. Officers shall serve in such capacity until their successors are duly elected and qualified.

ARTICLE V
Board of Directors

Section I: Number and Qualifications

The control and management of the Association and its affairs and property shall be entrusted to a Board of nine (9) to fifteen (15), amended, not less than nine (9), members. Directors shall be elected for a one year term, or until their successors shall be duly elected or qualified. Directors shall be elected at the annual meeting of the members.

Section II: Meetings of the Board

The Board of Directors shall meet at such time and at such place as the President or a majority of the Board of Directors may name. Such meetings of the Board of Directors shall be held upon seventy-two (72) hours notice, either by mail or telephone, to each Director, of the time and place of such meeting.

Section III: Quorum

A majority, amended one-third (1/3), of the duly elected Directors shall constitute a quorum, and the vote of a majority of those present shall be the acts of the Board.

Section IV: Duties and Powers

(a) It shall be the duty of the Board of Directors to carry out the objectives and purposes of the Association and to determine policy and procedure in connection with such objectives and purposes. They shall have the power to issue membership cards, to appoint a successor to fill any vacancy which may occur during the fiscal, amended calendar, year in any of the fixed offices or in the membership of the Board of Directors, such appointee to hold office until the next succeeding annual meeting of the Association and until his successor is elected and qualified; to employ, govern and dismiss all employees of the Association; to carry out the provisions of these BY-LAWS now in force, or as may be hereafter amended; and to adopt, alter and amend such other rules and regulations not inconsistent with the BY-LAWS as they may deem expedient in the premises.

(b) In the event that any Director shall fail to attend the Board of Directors meetings for two successive meetings without being excused in advance by the President, such member shall be dismissed automatically for the Board of Directors.

(c) In the event a vacancy shall occur in the Board by death, resignation or otherwise, the Board shall, as soon as possible, replace such Board Member by election of an Association Member to serve in his place. Such election shall constitute said person a duly qualified member of the Board of Directors until the next annual meeting of the Association.

Section V: Annual Report

The outgoing Board of Directors shall present to the members at each annual meeting a report as to the condition of the Association and its property.

Section VI: Removal (Recall)

Any one or all of the Directors may be removed at any time at a meeting of the members of the Association called for that purpose. A majority vote of the voting members present at such meeting, providing a quorum is present, shall be required to remove a Director.

ARTICLE VI
Dues, Fiscal Year and Assessments

Section I: Dues

The annual dues assessed members shall be set from time to time by the Board of Directors, and shall be payable at the time of the Annual Meeting and will automatically become delinquent after March 15th, amended January 15th.

Section II: Fiscal Year

The fiscal year shall begin March 1st and shall end on the last day of February.

Section II: Calendar Year (AMENDED)

The calendar year shall begin January 1st and shall end December 31st.

Section III: Assessments

Special assessments may be made and will be effective only upon being passed by a three-fourths (3/4) affirmative vote of the voting members present at a general meeting. Notice of such meeting must be given all members in writing at least twenty (20) days before such meeting, and for the purpose of this meeting, fifty per cent (50%) of the voting members must be present in order to constitute a quorum.

ARTICLE VII

Amendments to BY-LAWS and Certificate of Incorporation

Section I: Amendments to BY-LAWS

(a) These BY-LAWS may be modified, amended, supplemented or altered by the affirmative vote of a majority of the Board of Directors present at any meeting of the Board, provided that a quorum as provided in these BY-LAWS is present. Notice of a vote on the amendment must be included in the notice of the meeting, and must be reported at the next general meeting.

(b) Any three (3) members of the Board of Directors, or twenty-five (25) voting members of the Association may propose amendments to these BY-LAWS by submitting such amendments in writing over their signature to the Secretary of the Association. A vote on the proposed amendment must be made within thirty (30) days after submitting the amendment to the Secretary.

Section II: Amendments to Certificate of Incorporation

(a) The Certificate of Incorporation of the Association may be amended at any time by the voting members at any meeting, or at any meeting called for that sole purpose, by an affirmative vote of three-fourths (3/4) of those voting members present at said meeting provided a quorum as provided by these BY-LAWS is present.

(b) A majority of the Board of Directors or twenty-five (25) voting members of the Association may propose amendments to the Certificate by submitting such amendments in writing over their signatures to the Secretary at least fifteen (15) days before the meeting at which the vote will be taken thereon. The Board of Directors may, in its discretion, recommend the adoption of the rejection of any amendment so submitted. Notice of all such proposed amendments shall be given to the members of the Association together with the notice of the meeting at which action thereon is to be taken.

(c) During the consideration of any amendment so proposed, amendments may be made thereto by a majority vote of the members present in accordance with recognized parliamentary practice.

ARTICLE VIII
Interpretations

The President or the Board of Directors may, at any time, request a written interpretation of the Certificate of Incorporation and BY-LAWS from an Attorney employed by the Association. When any such written interpretation is given, it shall be entered in the minute book of this organization.