

**AMENDED BYLAWS OF THE  
INDIAN MOUNTAIN PROPERTY OWNERS ASSOCIATION**

**August 29, 2020**

**PREAMBLE**

These Bylaws govern the operation of the Indian Mountain Property Owners Association (IMPOA). They were updated by a vote of the membership on April 12, 2012 to aid in implementation of the Articles of Incorporation of IMPOA, a Colorado Nonprofit Corporation, that were filed with the State of Colorado in 1985. The Bylaws were written by the first Board of Directors and adopted by the membership in 1985. They were amended slightly in later years. This amendment includes minor changes to conform the bylaws to current Colorado Revised Statutes applicable to Non-Profit Corporations, and to incorporate best practices as well as general conformity for defined terms. In addition to its Colorado nonprofit status, the U.S. Internal Revenue Service determined on August 11, 2006, that IMPOA is exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code.

**ARTICLE I**

**Definitions**

- Section 1. “Association” and “IMPOA” shall mean and refer to the Indian Mountain Property Owners Association, a nonprofit corporation organized and existing under the laws of the state of Colorado.
- Section 2. “Property” refers to an individual real estate lot situated in Indian Mountain, a subdivision in Park County, according to the recorded plat thereof.
- Section 3. “Member” shall be the owner of Property in the Indian Mountain Subdivision.
- Section 4. “Member in Good Standing” shall be a Member of the Association who has paid their annual dues.
- Section 5. “Annual Member’s Meeting” shall mean and refer to a regular annual meeting of the membership of IMPOA.

**ARTICLE II**

**Membership**

- Section 1. Members of this Association shall be the owners of Property.
- Section 2. In the case of joint ownership of a Property, the joint owners shall be entitled to only one membership in the Association.

- Section 3. In the case where an owner or joint owners own more than one Property, the owner or joint owners shall be entitled to only one membership in the Association.
- Section 4. In the case of Property ownership titled to a family trust, business, or other non-personal entity, each entity shall be entitled to one membership in the Association.
- Section 5. A change in the amount of annual membership dues is to be determined by a quorum vote of the Members in Good Standing at the Annual Member's Meeting. (See ARTICLE III, Section 2. for definition of a quorum.)

### **ARTICLE III**

#### **Voting Rights**

- Section 1. Each Member in Good Standing shall have one vote on any issue before the Association. In the case that one person or group owns multiple lots within the Subdivision, only one vote may be exercised by that person or group on matters that come before the Association for action.
- Section 2. Ten percent of the Members in Good Standing, represented in person or by proxy, shall constitute a quorum at a meeting of the membership. If a quorum is present, the affirmative vote of a simple majority of the Members in Good Standing at the meeting on the subject matter shall be the act of the members of the Association, unless the vote of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.
- Section 3. A proxy may be designated by and vote for any absent Member in Good Standing. See Article XIII, below.

### **ARTICLE IV**

#### **Common Property of this Association**

- Section 1. IMPOA does not own common properties, land, water rights, facilities, structures, or other major assets. IMPOA does, from time to time, acquire office equipment, storage equipment, office supplies, fencing materials, signage, professional services and other modest assets to conduct the business of the Association, or to otherwise fulfill the 'Purpose of the Association' as set forth in Article V.
- Section 2. IMPOA may contribute financial resources or other donations to the Indian Mountain Metropolitan District ("IMMD"), which owns and manages certain common property for the property owners.

## **ARTICLE V**

### **Purpose of the Association**

- Section 1. The purpose of this Association is to provide the Property Owners of the Indian Mountain Subdivision, located in Park County, Colorado, a forum in which to present, discuss and decide on all lawful matters as related to, but not limited to the following:
- (1) maintain and enhance the current and future real property values in the subdivision by undertaking community projects on behalf of all property owners;
  - (2) provide for the collection and dissemination of information of the concerns of subdivision property owners;
  - (3) provide a legal organization for liaison with official Federal, county and state government departments or agencies, and other subdivisions where mutual interests prevail; and
  - (4) promote the general welfare of subdivision property owners related to safety and security of people and property.

## **ARTICLE VI**

### **Board of Directors**

Section 1. The business and affairs of the Association shall be managed by its Board of Directors, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, or the Articles of Incorporation.

Section 2. The number of Directors shall be not less than three nor more than seven. Directors shall be elected at each Annual Member's Meeting for three-year terms. Two directors shall be elected each year, except for the third year of the cycle when three members shall be elected. Directors shall only be elected from and among the Members in Good Standing.

## **ARTICLE VII**

### **Election of Directors**

- Section 1. The election of directors shall occur at an Annual Member's Meeting, as further defined in Article XII.
- Section 2. The election of the directors shall be by written ballot, which can be mailed, faxed, or emailed to the IMPOA Secretary or a designee approved by the Board.
- Section 3. Nomination for election to the Board of Directors may be made by the Board of Directors and by any other Member in Good Standing. Such nominations shall be made from among the Members in Good Standing. Nominations shall be placed on

the written ballot as provided in Section 5 and shall be made in advance of the time fixed in Section 5 for the mailing of such ballots to Members in Good Standing.

Section 4. If a director resigns or becomes unavailable to serve before the annual election, an acting director may be appointed by the Board of Directors to serve until duly elected or replaced at the next Annual Member's Meeting by a vote of the Members in Good Standing.

Section 5. All elections to the Board of Directors shall be made on written ballots which shall: (a) describe the vacancies to be filled; (b) set forth the names of those nominated and (c) contain space for write-in votes by the members.

Such ballots shall be prepared and mailed or emailed, if a valid email address is available, to the Members in Good Standing, and available on the Association's website, at least thirty (30) days in advance of the date set forth therein for a return. Ballots should be returned to the Secretary, or their designee, by mail, fax, email, or by returning in person at the Community Center, no later than 5:00 pm mountain time of the day specified on the ballot. The deadline for receiving ballots should be no less than five working days prior to the Annual Member's Meeting.

Section 6. Each Member in Good Standing may cast only one vote for each Board vacancy. The completed ballot shall include name, signature, Indian Mountain street address, filing number, and lot number of the member casting the ballot. The ballot shall be returned to the Secretary or designee acting as the Association's designated election official.

Section 7. Upon receipt of the ballots, the Secretary or designee acting as the election official, shall tally the votes in preparation for announcement of the election results at the Annual Member's Meeting. The names receiving the largest number of votes shall be elected. The Secretary, or their designee, shall use the following procedure to tally the votes:

- (a) validate that the ballot is cast by a Member in Good Standing; and
- (b) confirm that there is a signature of the member on the ballot.

This procedure shall be implemented to the extent feasible in a manner that the vote of any particular member or proxy shall not be disclosed to anyone, even the Board of Directors, prior to the public announcement at the Annual Member's Meeting. The ballots and tally shall be stored in a safe place for thirty (30) days after the announcement of the results at the Annual Member's Meeting, after which they shall be destroyed. The ballots and tally should be retained longer in the event of a written request by a Member in Good Standing that is received within thirty (30) days after the Annual Member's Meeting challenging the procedure, ballots, or tally.

Section 8. Nothing in this Article VII shall prohibit other matters of Association interest from being included on a written ballot.

## **ARTICLE VIII**

### **Powers and Duties of the Board of Directors**

- Section 1. The Board of Directors shall have power:
- (a) to call special meetings of the members whenever it deems necessary, and it shall call a meeting at any time upon written request of 10% of the Members in Good Standing.
  - (b) to appoint and remove at pleasure all officers, agents, contractors and employees of the Association, prescribe their duties, fix their salaries, reimbursements and other forms of compensation, and require of them such security or fidelity bond as it may deem practicable. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member in Good Standing, officer or director of the Association in any capacity whatsoever.
  - (c) to exercise for the Association all powers, duties and authority vested in or delegated to this Association.
- Section 2. It shall be the duty of the Board of Directors:
- (a) To cause to be kept a record of its acts and corporate affairs and to present a statement thereof at the Annual Member's Meeting, or at any special meeting.
  - (b) To supervise all officers, agents, contractors and employees of the Association, and to see that their duties are properly performed.
  - (c) To use to the extent practicable email and the IMPOA website as forms of communication for meetings, information and activities of interest to the property owners.
- Section 3. In the event that any member of the Board of Directors shall be absent for three (3) consecutive regular meetings of the Board of Directors, for whatever reason, the Board may, by action taken at the meeting during which such third absence occurs, or at the subsequent meeting, declare the office of such absent director to be vacant.
- Section 4. A director may resign at any time by giving written notice of resignation to the President or Vice-President, either in person, via mail or via email.
- Section 5. No member of the Board of Directors shall receive any compensation for acting as such, but shall be entitled to reimbursement for any actual out-of-pocket expenses incurred in the performance of board duties.

## **ARTICLE IX**

### **Directors' Meetings**

- Section 1. A regular meeting of the Board of Directors shall be held immediately after, and at the same place as the Annual Member's Meeting. The Board of Directors may provide, by resolution, the time and place within the state of Colorado for the holding of additional meetings without other notice than such resolution.
- Section 2. The Board shall post on its website the schedule, time and location of regular Board business meetings at least 14 days in advance of the meeting.
- Section 3. Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two directors after not less than seven (7) days' notice given to each director.
- Section 4. The transaction of any business and any meeting of the Board of Directors shall be valid if a quorum is present and if transactions are approved by a majority of the directors in attendance in person or by telecommunications.
- Section 5. The majority of the Board of Directors shall constitute a quorum thereof.
- Section 6. Any action which may be taken by the Board of Directors may be taken without a meeting by written consent signed by all of the directors; such written consent may be obtained by facsimile, e-mail; hand delivery; courier, or US Mail.

## **ARTICLE X**

### **The Board of Directors**

- Section 1. The Board shall include six officers titled as President, Vice-President, Secretary, Treasurer, Membership Director, and Communications Director. The officers shall be members of the Board of Directors and shall be Members in Good Standing of the Association. In the event Board membership is fewer than six directors, a director may perform multiple officer roles.
- Section 2. The officers shall be chosen by a majority vote of the directors within thirty (30) days of the Annual Member's Meeting.
- Section 3. All officers shall hold office at the pleasure of the Board of Directors, from the close of the Annual Member's Meeting.
- Section 4. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out, and shall co-sign all notes, checks, leases, mortgages, deeds or other written instruments involving more than \$1,000.00.

Section 5. In the absence of the President, the Vice-President shall perform all the duties of the President.

Section 6. The Secretary of the Board of Directors shall record the votes and keep the minutes of all proceedings in a printed and an electronic file. The minutes of the meetings of the Board of Directors for at least the two preceding years shall be placed on the IMPOA website. The Secretary shall keep the records of the Association and shall record in an electronic file for that purpose the names of former and current Members in Good Standing of the Association, together with their addresses and other contact information.

Section 7. 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, provided however, that a resolution shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall sign all checks and notes of the Association provided that such checks and notes involving more than \$1000.00 shall be co-signed by the President or the Vice-President. In lieu of co-signing, an email approval by the President or Vice-President is acceptable and must be filed with the records of the transaction.

The Treasurer shall keep proper books to be audited by the Board of Directors or a subcommittee thereof at the completion of each fiscal year. The Treasurer shall prepare the annual budget for approval by the Board of Directors and an annual balance sheet statement. The budget for the current year and the balance sheet statement for the previous year shall be available to the membership on the IMPOA website. The budget for the current fiscal year shall be posted no later than 2 months after the beginning of that fiscal year. The balance sheet shall be posted after the audit of prior year financials is complete but no later than four months after the end of each fiscal year.

Section 8. The Membership Director shall be responsible for coordination and completion of annual dues notifications and follow ups, as well as maintaining accurate records of Indian Mountain landowners (Members) and Members in Good Standing to allow for accurate reporting of members, quorums, and other related items.

Section 9. The Communications Director shall be responsible for management of the overall communications between IMPOA, IMMD, and Members, including but not limited to newsletters, websites, blogs, social media and other similar communications.

## **ARTICLE XI**

### **Committees**

- Section 1. The Board of Directors may, at its discretion, create committees of the Association to assist the Board in the conduct of its activities. The purpose of each committee, the membership and operational procedures, and the duration shall be set by the Board.
- Section 2. The creation, modification or termination of committees require a majority vote of Directors.
- Section 3. Committees of the Association must be comprised of Members in Good Standing and must include at least one member of the Board of Directors. Non-member technical subject matter experts are encouraged to be engaged and to participate in committees, as needed.
- Section 4. Committees of the Association are authorized to perform duties in an ad-hoc manner, subject to formal requirements from the Board, and do not require meeting notices, quorums, voting requirements and other similar actions.

## **ARTICLE XII**

### **Meetings of Members**

- Section 1. The Annual Member's Meeting shall be held on a date set by the Board within the months of April through August of each year for the purpose of electing directors, reviewing the financial condition of the Association, and transacting such business as may come before the meeting.
- Section 2. Written notice stating the place, day and hour of the meeting, and the purpose for which the meeting is called, shall be communicated not less than 30 or more than 90 days before the date of the meeting. Such notice shall be deemed to be delivered, at the time of sending, to each Member in Good Standing of the Association either by posting on the Association's website, emailing to a verified address, or mailed by the US postal system to the Member in Good Standing at his/her address as it appears on the records of the Association, with postage thereon prepaid.
- Section 3. Special meetings of the membership for any purpose may be called any time by the President or the Vice-President, or by any two or more members of the Board of Directors, or upon written request of ten percent of the Members in Good Standing.



## **ARTICLE XIII**

### **Proxies**

- Section 1. At all meetings of members, each Member in Good Standing may vote in person or by proxy.
- Section 2. All proxies shall be in writing and filed with the Secretary at least two days before the meeting at which the proxy is to be exercised. Each proxy will only be relevant for a specific meeting of the membership that is noted on the proxy form. The proxy form may name any Member in Good Standing or the Board of Directors as the proxy.
- Section 3. Every proxy shall automatically cease upon the sale by the member of his/her property.
- Section 4. The written identification of the proxy must carry the member's signature, the signature of the proxy, the mailing address, phone number and email address, if available, of the member and the proxy, the date of the meeting for which the vote will be cast, and the lot number. Anyone serving as a proxy for a Member in Good Standing must also be a Member in Good Standing.

## **ARTICLE XIV**

### **Records**

- Section 1. The records of the Association shall at all times, during reasonable business hours, be subject to inspection by any member.
- Section 2. Electronic copies of official records such as articles of incorporation, bylaws, board meeting schedule and minutes, annual budgets, member meeting announcements, ballots, and other information shall be posted on the IMPOA website.
- Section 3. Copies of records of the Association shall be provided upon written request from a Member in Good Standing. A reasonable charge for related costs (e.g., printing, collating, mailing, travel) must be paid by the member prior to meeting this request.

## **ARTICLE XV**

### **Corporate Seal**

- Section 1. The Association shall have a corporate seal in circular form having within its circumference the words:

Indian Mountain Property Owners Assoc.

## **ARTICLE XVI**

### **Limitations of Liability; Indemnification**

- Section 1. Any person who serves as an officer, director, trustee, or other person who performs services for the Association and who does not receive compensation, other than reimbursement of expenses for those services, shall be immune from civil liability except where the injury or damage was a result of:
- (a) Gross negligence or willful misconduct;
  - (b) A crime, unless the person had reasonable cause to believe that the act was lawful;
  - (c) A transaction that resulted in an improper personal benefit of money, property, or service to the person; or
  - (d) An act or omission that is not in good faith and is beyond the scope of authority of the corporation pursuant to law or the corporate charter.
- Section 2. The directors, officers, committee members, employees, and other volunteers of IMPOA shall be indemnified and held harmless by IMPOA from and against any and all expenses (including attorneys' fees and disbursements) and claims for liability arising in connection with their positions or activities on behalf of the Association to the full extent permitted by law.

## **ARTICLE XVII**

### **Miscellaneous**

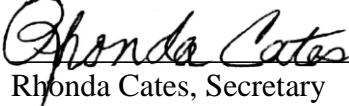
- Section 1. The Association has adopted a calendar year end for tax reporting purposes.
- Section 2. The Association has adopted an August 31 fiscal year end for determining membership and for annual financial reporting to its members.

## **ARTICLE XVIII**

### **Amendments**

- Section 1. The Bylaws may be amended only by the affirmative vote of a majority of a quorum of the Members in Good Standing at the Annual Member's Meeting. In addition, those provisions of these Bylaws, which are governed by the Articles of Incorporation of this Association, may not be amended except as provided in the Articles of Incorporation or applicable law.
- Section 2. In the case of a conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

These Amended Bylaws of the Indian Mountain Property Owners' Association were approved by the membership on August 29, 2020.

  
Rhonda Cates, Secretary