

CONSTITUTION

Establishment and Bylaw Codification of Operations for the Baker's Peak Landowners' Association

ARTICLE I - NAME

The Baker's Peak Landowners' Association, INC, a duly registered not for profit Colorado corporation, does hereby establish, upon ratification of this document, within the geographic boundaries of the Baker's Peak Ranch Subdivision (the "Ranch") located in Moffat County Colorado, the Baker's Peak Land Owners Association (the "Association").

Under the laws of the State of Colorado, these By Laws shall be filed in the Office of the Moffat County Assessor and in the Office of the State of Colorado, Secretary of State. Date _____

ARTICLE II - OBJECTIVE

Section 1 - Objective

The Association shall be structured and operated as a community association. The founding objectives of the Association shall be:

1. Establish an Executive Board to oversee the day-to-day business of the Association.
2. Provide for the common good of the Ranch landowners.
3. Provide information of circumstances that may impact membership.
4. Organize methods for maintenance of perimeter fences for the Ranch.
5. Organize methods for maintenance of main roads traversing the Ranch.
6. Establish a method for the collection and oversight of annual monetary remittances by Association members.

Section 2 - Governance

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 and any special rules of order the Association may adopt.

The Association shall not have the authority to create, actual or implied, any covenants, conditions, or restrictions for landowners of the Ranch.

The Association office address shall be c/o Gerald Vargo, 6464 W 14th Ave, PO Box 280389, Lakewood CO, 80228-0389.

ARTICLE III - MEMBERSHIP

Section 1 - Membership

The Association shall be comprised and limited exclusively to persons, defined as an individual, family, or group, who own one or more tracts of land within the geographic boundaries of the Ranch. Membership will be granted without consideration of race or color, national origin, sex, sexual orientation, or religion.

Membership is voluntary. The Association will have no direct or indirect authority to compel a Ranch landowner to join the Association or participate in Ranch activities.

Section 1a – Membership Types

The Association will be comprised of the following types of memberships

- **Active members** participate in Association activities by attending meetings, participating in online discussions, volunteering for work details, paying annual donations, etc.
- **Inactive members** do not pay the annual donation to support the activities for the common benefit of the mountain community. However, inactive members may attend meetings and participate in the online discussion to become informed of the issues impacting the mountain community.
- **Nonmembers** have terminated membership by written request submitted to the Executive Board. The Executive Board shall not have the power to terminate a membership without the written request of the landowner.

Section 1b – Multiple Landowner Memberships

In the event more than one person owns a tract of land, membership in the Association is open to all owners; however, parcels with multiple owners may only have one vote.

Section 2 – Collection of Funds

Membership in the Association is free. The Association’s Executive Board is authorized, by the membership, to solicit the membership for an annual donation of a suggested amount to (1) fund the operations and business activities of the Association, and (2) provide funds for the maintenance of perimeter fences and the roads of the Ranch.

The donation collection occurs in the late spring months to allow the Executive Board to propose a budget for membership review at the annual meeting in July; all donations must be received by the Association’s annual meeting. The fiscal year shall be the calendar year.

Section 3 – Representation

Upon becoming a member of the Association, the member agrees to be voluntarily bound by the rules of this document. The member agrees to voluntarily abide by the decisions of the majority of the Association and the Executive Board. As a courtesy, if a member determines that he/she will not abide by a decision of the Association, he/she shall provide written notice to the Executive Board. No member shall be subject to adverse action by the Association or the Executive Board for exercising his/her rights under this section.

ARTICLE IV -VOTING

Section 1 – Voting Rights

Only Active members may vote in Association matters and elections. In certain instances, the circumstance may arise that the input of all landowners on the Ranch may be required. In this event, by a majority vote of the Association, the Executive Board may permit Inactive members and Non-Members to cast votes on the issue.

Section 1a – Method of Voting

Voting may be conducted:

- In person at the annual meeting or an emergency meeting
- By mail in ballot with a deadline date
- By electronic ballot with a deadline date

No other method of voting is authorized.

Section 1b – Proxy Voting and Number of Votes

No member may assign a proxy to vote in his/her stead. In the event of exigent circumstance that prevent a member from voting, the Executive Board is authorized to grant an exemption to this rule.

Section 1c - Number of Votes

Members that own multiple tracts of land within Ranch shall only have one vote in Association matters and elections.

Tracts of land with multiple owners and multiple memberships shall have only one vote in Association matters and elections. Members that fall under this rule shall designate a primary person to cast the vote for their group. The designated person must be identified in writing to the Executive Board before a vote is cast.

Section 1d - Quorum

In any matter requiring a vote of the Association, the active participation of no less than 10% of all Active members shall be considered a quorum.

A simple majority of votes cast by active members is required to pass any measure.

ARTICLE V - ELECTIONS

Section 1 - Election Date

Active members shall vote for Executive Board positions at the annual meeting each year. Members may vote by mail in or online ballot or in person at the meeting. All ballots must be received by the deadline stated on the ballot to be considered in the total of votes cast. Generally, thirty days will be defined as the voting window.

The Executive Board members shall be active members elected by the active membership.

Section 2 - Election Chairperson

The Executive Board will recruit an Election Chairperson annually to oversee the balloting process when the vote concerns the election of Board Members. This person shall be responsible for the dissemination, receipt, and counting of votes cast. The Election Chairperson's duties shall end once the election results are adopted and approved.

No member of the sitting Executive Board or candidate for office may act as the Election Chairperson.

ARTICLE VI - EXECUTIVE BOARD OFFICERS

Section 1 - Positions

The Executive Board of the Association shall perform the duties prescribed by these bylaws and under the authority granted by the membership of the Association.

The Executive Board shall:

1. Provide general supervision of the day-to-day affairs of the Association.
2. Make recommendations to the Association on matters of interest.
3. Ensure that information is disseminated to Association Members in a timely manner.
4. Carry out the approved motions of the Association.
5. Take no independent actions, not expressly granted in this document, without the vote of the Association.
6. Make no assertions, representations, or statements on the behalf of a member without the consent of the member.
7. Take no action that harms the interest the Association or that is contrary to an approved motion of the Association.

8. Exercise proper fiduciary oversight of funds entrusted to the Association, including defining a budget for approval by the membership at the annual meeting. No board member may spend funds that are not defined by the approved budget.
9. Maintain records of Association business.

The Board shall consist of the following positions:

- President
Duties include
 - Calling meetings of the Executive Board to define issues, set agendas and budgets
 - Chairing the annual meeting and other meetings as needed
 - Communicating events of importance to the landowners
 - Identifying issues or events of concern to landowners and organizing appropriate response
- Road Chairperson
Duties include
 - Communicating with landowners about road problem spots
 - Managing funds to engage contractors and suppliers to repair and maintain roads
 - Organizing and supervising volunteer events for road maintenance
- Grazing Lease Chairperson
Duties include
 - Managing lease or leases for livestock grazing on participating properties
 - Monitoring and supervising grazing activities to ensure that terms and conditions of the lease or leases are met in a responsible manner
 - Communicating terms of any leases and livestock brands to landowners so that landowners can support the responsibilities of leases
- Fence Chairperson
Duties include
 - Organizing and supervising volunteers for perimeter fence maintenance
 - Managing Association funds and supplies for fence maintenance
 - Engaging contractors and suppliers for repair and maintenance of perimeter fencing
- Secretary/Treasurer
Duties include
 - Managing Association funds and assuring that budget restrictions are maintained
 - Managing communications with landowners
 - Recording and publishing minutes of Association meetings and budget records according to solid accounting practices
 - Managing communications regarding issues to be voted upon to insure timely definitions of issues. Overseeing the voting process for issues not involving Executive Board member elections.
 - Identifying an Election Chairperson who will oversee the procedures of voting when Executive Board members are elected.

No other Executive Board positions are authorized or may be created without a majority vote of the membership of the Association.

Section 2 - Term of Service

All Officers of the Board shall be elected by a majority vote of the active membership of the Association. The President, Road Chairperson, and the Secretary/Treasurer shall serve a term of two years. The Fence Chairperson and Grazing Lease Chairperson shall serve a term of three years. There are no term limits applied to these positions.

An officer may resign his/her position at any time and without reason. As a courtesy, the resigning officer shall provide the Executive Board written notification of the resignation. The Executive Board shall appoint an interim person to fulfill the duties of the resigning board member without a vote of the membership. The interim party shall serve on the board until the next annual election is held.

In the event of a resignation of the President, the Executive Board shall designate an interim President from their ranks. The Board shall then hold a special election at the next annual meeting unless circumstances warrant an election prior to the annual meeting.

Section 3 – Reimbursement

Members of the Executive Board agree to serve in a voluntary capacity and shall not receive any reimbursement, salary, or stipend for their service to the Association.

Section 4 – Removal of an Officer

An officer may be removed from the Executive Board for cause by a majority vote of the active membership of the Association. An officer who was removed from his/her position may not hold, declare candidacy, or be nominated for an elected office in the Association for a period of no less than 2 years.

Section 5 – Signature Authority

The current President and Secretary/Treasurer shall have the authority to sign on behalf of the Association after a vote of the Executive Board, in fiduciary matters.

Section 6 – Legal Authority to Bind

No member of the Executive Board shall have the actual, apparent, or implied authority to act as a legal agent on behalf of an individual landowner (the “principal”), or bind the landowner in or to any contractual obligation, unless given express written authority to do so by the landowner.

As a member operated LLC, no officer of the Executive Board shall have no authority to contractually bind the Baker’s Peak Landowners’ Association, INC unless authorized to do so by a majority vote of the active membership.

Section 7 – Authority to Convene Committees

The Executive Board shall have the power to convene temporary special committees and appoint chairpersons as the need arises without a vote of the membership. Should it be determined that the committee should become permanent; a majority vote of the membership is required.

Section 8 - Fiduciary Responsibilities

The Executive Board shall serve as the Finance Committee and provide a fiscal report of the Association’s financial status at the annual meeting or upon the request of a member. The Executive Board shall also be responsible for ensuring the timely payment of all Association expenses and timely deposit of funds collected by the Association.

The Executive Board shall not be authorized to utilize Association funds or credit for personal use or gain.

The Executive Board shall not be authorized to incur or obligate the Association to any form of debt without a majority vote of the membership.

Section 9 – Executive Board Meetings

Regular meetings of the Executive Board may be held at such time and place as shall be determined by the majority of the officers. Not less than three days notice shall be give to each officer,

personally or by mail, telephone, electronic communication. Notice shall define the date, time and purpose of the meeting. Emergency meetings may be called with less than three days notice.

A quorum at meetings of the Executive Board shall consist of a majority of the Executive Board. The acts approved by the majority of those present at a meeting at which a quorum is present shall constitute the acts of the Executive Board.

Section 10 – Annual Member Meeting

It shall be the responsibility of the Executive Board to facilitate an annual meeting of the membership to be held at the Ranch. The meeting shall be open to all member classifications of the Association.

ARTICLE VII – AMMENDMENT OF BYLAWS

Bylaws shall only be amended or changed by a majority of the membership of the Association. Resolutions adopting a proposed amendment may be proposed by either the Executive Board or by the active membership.

ARTICLE VIII – DISSOLUTION

The Association, determined to no longer serve its intended purpose, may be dissolved by majority of the membership. A dissolution vote must be conducted by ballot and is only open to Active members.

Any funds remaining in the Association accounts, after all expenses have been paid, will be split equally among those Active members.

These Bylaws are hereby adopted and ratified, by a majority vote, on this 30th Day of June 2018.

President

Secretary/Treasurer

Chairperson Fences

Chairperson Grazing Lease

Chairperson Roads