WOODSIDE PARK HOMEOWNERS ASSOCIATION - UNITS 1, 2, 3, AND 4 BYLAWS

Article 1. Name

The name of this organization shall be Woodside Park Homeowners Association - Units 1, 2, 3, and 4, and hereinafter referred to as the "Association."

Article II. Purposes and Objectives

Section 1: The purposes and objectives of the Association are:

a. to conduct business in accordance with the Association Bylaws;

b. to support and assist the Architectural Control Committee (ACC) with oversight and enforcement of the Controlling Covenants for Woodside Park, Units 2, 3 & 4 (Unit 1 is not subject to these Covenants); and

c. to initiate, promote and administer any improvements, events and causes necessary and/or beneficial to the property owners of Units 1, 2, 3 & 4 specifically and to the surrounding mountain communities in general.

Section 2: The purposes and objectives of the Association are subject to modification as set forth in Article X below and interpretation by the Board of Directors and/or the Association Members. Stewardship of the Bylaws (Articles and Sections) shall remain the responsibility of the Board of Directors and subject to approval by the membership of the Association.

Section 3: The Covenants of Woodside Park, Units 2, 3 & 4 allowed for the construction of an Equestrian Center within the subdivision. The needed management of the Equestrian Center became part of the reasoning for establishing the Association. This fact, together with the need for equestrian and walking trails and their maintenance, as well as the mutual benefit of supporting the Covenants, establishes an interface between the Association and the ACC. Therefore, the Association will provide mutual support and assistance to the ACC, as necessary, in protecting the value and architectural appeal of the subdivision.

Article III. Membership

Section 1: Eligibility
Membership in this Association shall be limited to individuals who are owners of property in Woodside Park - Units 1, 2, 3, and 4. Lending institutions such as Banks or Mortgage Companies and holding companies are not eligible for membership. No individual shall have more than one membership.

Section 2: Membership Classes
There shall be only one class of membership. Members are those defined in Section 1 of this Article III. Membership shall be entitled to one vote. If more than one individual holds an interest in said property, all individuals holding an interest shall participate in the membership; however, their cumulative vote shall not total more than one vote.

Section 3: Deleted

Section 4: Deleted

Section 5: Members in Good Standing
Members who maintain their membership by payment of dues as required by these Bylaws and who otherwise qualify in accordance with these Bylaws shall be considered in good standing and entitled to full privileges of membership.

Section 6: Expulsion
The Board of Directors, at any meeting at which a quorum of Directors is present may, by a two-thirds vote of those Directors present, terminate the membership of any individual who in its judgment has violated these Bylaws or who has been guilty of conduct detrimental to the best interests of the Association, provided that such individual shall have been granted an opportunity for a hearing before the Board. The Board shall cause at least thirty days' notice of the hearing to be given in writing and delivered by registered mail to the individual against whom charges may be preferred. Such action by the Board of Directors shall be final and shall cancel all rights, interests, or privileges of such individual in the services or resources of the Association. Expulsion of an individual shall not affect other individuals holding joint membership with the expelled individual. At the discretion of the Board, the hearing shall be held at a special meeting.

Section 7: Termination
Membership will be terminated automatically if the dues are not paid. Termination of membership under this section shall affect all individuals holding joint membership.

Section 8: Reinstatement

a. An individual expelled in accordance with Section 6 of this Article III is not eligible for reinstatement of membership.

b. A membership terminated in accordance with Section 7 of this Article III will be reinstated upon payment of the full dues for the current year and any special assessments being paid by members during the current year.

Section 9: Deleted

Section 10: Proxy Voting
Proxy voting is not permitted.

Section 11: Absentee Voting
Absentee voting by ballot will be permitted for the election of officers and directors, for the amending of Bylaws, and for voting on other significant matters as described in Article VI, Section 5.

Article IV. Finances

Section 1: Fiscal Year
The fiscal year for the Association shall be the calendar year unless otherwise established by the Board of Directors.

Section 2: Association Dues and Fees

a. Dues shall be set annually at the General Membership meeting in the fall. The BOD will recommend dues for the upcoming year based on projected budgetary requirements. After discussion with the members in attendance, an "aye" vote will be conducted. A simple majority of those present and in good standing at the meeting will suffice for setting the dues for the upcoming year. If the motion fails, dues will remain fixed at the prior year's level.

b. Deleted.

c. Deleted.

d. Payment of the Association dues and fees shall be made to the Association Treasurer and in the Association's name.

e. Annual dues are due on the first business day of January.

Article V. Organization and Structure

A. Board of Directors

Section 1. Composition of the Board of Directors

a. The four Officers, a.k.a. Directors;

b. Minimum of Two, Maximum of Three Directors at Large. Directors at Large are not Officers but have the voice of suggestion and power of the vote. The position shall be considered as a step towards the position of an Officer of the Board.

c. All Directors shall be members in good standing of the Association.

Section 2: Term of Office of Directors

a. Each director shall take office on the first day of the year following their election and shall hold the position until a successor shall have been duly elected and take office or until the Director is removed from office or until the Director resigns.

b. The Board of Directors shall fill vacant Directorships by appointment except for the office of President. If the office of President becomes vacant, a special election shall be held at a duly called meeting of the General Membership.

Section 3: Termination of Membership of Director
If the membership of any Director of this Association shall for any reason terminate, that Directorship shall automatically become vacant.

Section 4: Duties and Responsibilities

a. The Board of Directors shall be the governing body of this Association and its actions shall be final, unless otherwise specifically provided by these Bylaws.

b. The Board of Directors shall provide for a financial review, using statements on standards for accounting and review services, by an independent and qualified person selected by the board. Such person need not be a certified public accountant but shall have at least a basic understanding of the principles of accounting as a result of prior business experience, education above the high school level, or bona fide home study. The financial review report shall cover the association's financial statements, which shall be prepared using generally accepted accounting principles or the cash or tax basis of accounting. A review shall be required only when requested by the owners of at least one-third of the dues paying membership in good standing or deemed necessary by the BOD. Copies of an audit or review under this paragraph shall be made available upon request to any unit owner beginning no later than thirty days after its completion.

Section 5: Board of Directors' Meetings

a. Regular Board of Directors Meetings shall be held in advance of duly called meetings of the General Membership. Full minutes of such meetings shall be kept and read at the next duly called meeting of the Board.

b. The President may call special meetings of the Board of Directors as deemed necessary. Full minutes of such meetings shall be kept and read at the next duly called meeting of the Board.

c. Deleted.

d. At all meetings of the Board of Directors, the President, if present, shall act as Chair. In the President's absence, the Vice-President will act as the Chair. In the President's and Vice-President's absence, the Board shall appoint an acting Chair from the Directors in attendance.

e. A quorum at any meeting of the Board of Directors shall consist of 50% of the Board.

f. Deleted.

g. Any member in good standing shall be allowed to observe any meeting of the Board of Directors.

Section 6: Expulsion of Director
If necessary, a Director shall be expelled in the same manner and for the same causes as set forth in Article Ill, Section 6 of these Bylaws. A hearing concerning possible expulsion of a Director shall be held at a duly called meeting of the General Membership. The Director in question shall not be allowed to vote during the hearing.

B. Officers

Section 1: Elected Officers
The elected officers of the Association shall consist of President, Vice-President, Secretary and Treasurer. The Vice-President shall be the outgoing President from the preceding year unless he/she declines the position. In such a circumstance, the Vice-President's position shall be duly elected at the Annual Meeting of the Association.

Section 2: Election of Officers

a. The Officers shall be elected at the general membership meeting held during the Fall of each year.

b. Only members in good standing shall be entitled to vote for the Officers.

c. All officers must be members in good standing of the Association.

Section 3: Term of Office
The term of office shall be as set forth in Article V, A, Section 2 and Article V, B, Section 2 of these Bylaws.

Section 4: Vacancies

a. If any office other than the President shall become vacant for any reason, the Board of Directors shall appoint a member to fill the unexpired term of office.

b. If the office of the President shall become vacant for any reason, the vacancy

shall be filled by special election.

Section 5: Termination of Membership of Officers
If the membership of any Officer in this Association shall for any reason terminate, the office shall automatically become vacant.

Section 6: Expulsion
If necessary, an Officer shall be expelled as set forth in Article V, A, Section 6 of these Bylaws.

Section 7: Duties of Officers

a. President: The President shall be the executive head of the Association and when present shall preside at the meetings of the members of the Association and the Board of Directors. The President shall exercise general supervision of the affairs of the Association and shall be responsible for the actions of the Secretary and Treasurer of the Association, for the enforcement of the Bylaws, and the carrying out of all orders and resolutions of the Board of Directors. The President shall keep the Board of Directors fully informed and shall frequently consult it concerning the business and activities of the Association and shall make, on behalf of the Board, reports to the members of the Association at each duly called meeting of the General Membership. The President shall have such additional duties as may be delegated by the Board of Directors.

b. Vice-President: In the absence of the President, the Vice-President shall take over all of the duties of the President.

c. Secretary: The Secretary shall report to the President and shall be responsible for keeping the roll of the membership of the Association, giving notice of meetings of the Board of Directors and General Membership, keeping minutes of all proceedings at such meetings, preserving communications pertaining to the affairs of the Association, and shall have such additional duties as may be delegated by the Board of Directors.

   The President may appoint another person to take minutes in the Secretary's absence.

   The Secretary shall notify the Membership of General Meetings as required by these Bylaws.

d. Treasurer: The Treasurer shall report to the President and shall be responsible for the financial affairs of the Association, the performance of all duties incident to the office of Treasurer, and such other duties as may be authorized and delegated by the Board of Directors. The Treasurer shall have the power to receive and to disburse such funds of the Association as

shall be required in the conduct of its affairs and the carrying on of its activities.

The Treasurer shall submit financial statements to the Board of Directors and to the Membership in such form and frequency as the Board may direct, and to Government agencies as required by law.

Section 8: Duties of Directors at Large
The duties of Directors at Large shall be in a support assignment for the betterment of the Association. Specific assignment shall be made by the President.

Article VI. General Membership Meeting

Section 1: Duly Called Meetings
General Membership Meetings of the Association shall be held twice during the calendar year - one during the Fall and the second during the Spring. Additional meetings may be called at the discretion of the Board of Directors. Notification of all meetings shall require a ten-day advance notice to the membership.

In case of emergency whereby the General Membership cannot be adequately notified, the requirements of Special Meetings of the Board of Directors shall apply.

Section 2: Quorum
A quorum at a duly called meeting of the General Membership shall consist of those members in attendance and at least two members of the Board of Directors. A quorum can also consist of 25% of Membership without the Board of Directors attendance requirements. Absentee ballots do not count in determining the quorum.

Section 3: Specially Called General Membership Meetings
Any member can request a Special Meeting if the ten-day notice requirement is fulfilled.

Section 4: Agenda
The Board of Directors shall provide an agenda for the General Membership Meeting. Meeting announcements shall contain the agenda. The agenda shall allow for areas of Membership input.

Section 5: Absentee Voting

a. When the notice of a general membership meeting at which officers and directors are to be elected, an amendment(s) to the bylaws or a significant matter is to be voted on, it will contain general notice of voting rights and dues requirements, instructions on how to pay dues to achieve a member-in-good-standing status to allow voting on the issue(s), and a form to request an absentee ballot.

b. After determining that the person requesting the absentee ballot is a member-in-good-standing, the ballot will be delivered to the member by mail, email, or hand delivery.

c. Absentee ballots must be received by the HOA Election Committee or a member of the board at least two business days before the scheduled meeting. Ballots may be returned by USPS to the HOA PO Box, via email to the HOA email (woodsideparkhoadatabase@gmail.com) or in person to any board member.

d. A simple majority of the Board of Directors can determine a matter to be of sufficient significance to require absentee ballot availability.

Article VII. Standing Committees

The Board of Directors shall solicit volunteers to serve on each Standing Committee provided for in these Bylaws. Service on a Standing Committee shall be for one year, subject to renewal by the Board and consent of the volunteer member. Members of each Standing Committee may name a Chair from among themselves. Members of all Standing Committees shall be Association members in good standing. Policy making by all Woodside Units 1, 2, 3 & 4 Standing Committees shall be in the form of a recommendation to the Board of Directors. The Board of Directors will then take these recommendations under advisement and determine final policy, either by direct vote of the Board or by referral to the general membership for vote.

Section 1: Nominating Committee

a. The Nominating Committee shall consist of the Board of Directors.

b. The Nominating Committee shall solicit input from the General Membership. After the nominations are submitted to the membership at the annual meeting, nominations from the floor will be accepted by the Board of Directors.

Section 2: Deleted

Section 3: Bylaws Committee

The Bylaws Committee shall recommend additions or changes of the Bylaws, through the Board of Directors, to the Association members.

Section 4: Hospitality Committee

The Hospitality Committee shall welcome new residents and provide general information relative to the area, act as official Host or Hostess at Association meetings and functions and assist the Secretary in contacting members concerning general membership meetings.

Section 5: Equestrian Center Committee
All matters regarding the Equestrian Center shall be the ultimate responsibility of the Board as the representative of the owner of the Equestrian Center. The Equestrian Center Standing Committee shall act as an advisory body to assist the Board in carrying out the Board's responsibility as follows:

The Standing Committee shall be responsible for watching over the Equestrian Center facilities and surrounding property and giving timely input to the Board on issues that need attention, such as facility upkeep and repair; invading or noxious critters; noxious weeds; unauthorized or inappropriate use of the facilities; potential criminal activity at the Equestrian Center; and other like matters. The Board shall place input received from the Standing Committee on matters delineated in this paragraph on the agenda for discussion and decision at an appropriate Board meeting.

The Standing Committee also shall provide timely input to the Board on matters such as the boarding of horses at the Equestrian Center, whether by rental or on an emergency basis; contracts for stall rentals; event reservations and contracts for such events; and changes to Equestrian Center rules and regulations of use. Should any inquiry relating to any of the matters listed in this paragraph come first to the attention of any member of the Standing Committee, the Standing Committee shall advise the Board in a timely manner and await official Board approval before taking any action. Official Board approval requires: placing the inquiry item on the agenda for a regular or special Board meeting, as appropriate; discussion of the inquiry item at the Board meeting; motion and vote regarding the inquiry item; and an "aye" vote from a majority of the Board members present at the meeting. Failure to receive a majority of "aye" votes shall put an end to the matter. Should any inquiry relating to any of the matters listed in this paragraph come first to the attention of a member of the Board, a member of the Board shall advise the members of the Standing Committee by email and await timely input from the Standing Committee (which may consist of a simple majority of the Committee) before taking Board action (as described above for official Board approval).

The Board reserves the right in situations deemed to be emergencies by the Board to utilize email communications for decisions as allowed by Colorado law.

The Board retains the ultimate authority on all matters relating to the Equestrian Center.

Section 6: Other Committees
The Board of Directors may establish other Standing Committees as required.

Section 7: Ex-Officio Membership
The President shall be an Ex-Officio Member of all Standing Committees.

Section 8: Absence of Standing Committee Active Members
If at any time the number of active members on any Standing Committee reaches ''O" (zero), the Board of Directors shall be responsible for fulfilling the duties of said Standing Committee.

Article VIII. Special Committees
The Board of Directors may establish Special Committees as required. The Association President shall be an Ex-Officio member of all Special Committees.

Article IX. Parliamentary Authority
The rules contained in the current edition of Roberts Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Association may adopt.

Article X. Amendment of Bylaws
These Bylaws may be amended at any duly called meeting of the General Membership by a 2/3 vote of the quorum present, provided the amendment has been submitted in writing and presented at a previous duly called meeting of the General Membership.

End