

BY-LAWS
OF THE
WESTBURY HOME OWNERS ASSOCIATION

Article I. Purpose

The purpose of WHOA shall be as follows:

- To advance a sense of community among residents.
- To protect Westbury's property values.
- To give continuity to the community.
- To monitor business development in the residential area and discourage rezoning practices that would harm the community.
- To encourage awareness of the covenants issued on September 21, 1976.
- To promote public safety measures.
- To inform and communicate with the residents of Westbury.
- To institute programs that will implement the above goals.

Article II. Offices and Acronyms

Section 1. Offices. The principal office of the corporation in the State of Colorado shall be located in Jefferson County. The address shall be that of the President.

Section 2. Acronyms. WHOA shall be the acronym by which the association may be referred to for expediency purposes.

Article III. Members

Section 1. Membership. Membership in WHOA is open, on a voluntary basis, to all persons who own property within the boundaries of Westbury or to their renters with the approval of the owner.

Section 2. Voting Rights. Each household whose dues are paid and current shall be considered a member in good standing and entitled to one vote on each matter submitted for consideration by the members.

Section 3. Right to Attend Meetings. Members in good standing have the right to attend any meeting of the general membership, the Board of Directors and any duly appointed committees. Nonmember residents and home owners and interested parties may attend at the option of WHOA.

Section 4. Termination of Membership. The Board of Directors, by a majority vote, may terminate a membership because of acts detrimental to the best interests of WHOA.

Section 5. Resignation. A member may resign by filing a proper resignation letter with the Secretary.

Article IV. General Membership Meetings, Organization, Agendas, and Procedures

Section 1. Annual Meeting. The annual meeting of WHOA shall be held in November.

Section 2. General Membership Meetings. Meetings of WHOA Membership shall be held as often as decided upon by its members in good standing and WHOA Board of Directors.

Section 3. Place, Date and Time of the General Membership Meeting. The place, date and time of the General Membership meeting shall be determined by a vote of the members in good standing in cooperation with WHOA Board of Directors.

Section 4. Quorum. Five (5) members in good standing who are present (either physically, by phone, or other electronic means) at a duly called meeting of the general membership shall constitute a quorum for the transaction of WHOA business.

Section 5. Agendas. A reasonable effort shall be made to advise all WHOA members in good standing, and WHOA Board and Committee members of the agenda that will be considered at the next general membership meeting.

Section 6. New Business. “New Business” items, other than housekeeping or administrative, presented for the first time at a meeting of the general membership may be accepted, discussed and submitted for an advisory, but not final vote. Final action shall be deferred to the following meeting of the general membership or to such time when the general membership has been properly informed.

Section 7. Examination of “New Business.” The President may examine “New Business” items and report to the general membership. Or he/she may ask the Board of Directors, the Executive Committee or a Committee drawn from the general membership to study the matter and report as appropriate within the allotted time.

Section 8. WHOA's Support. Members in good standing and non members wishing WHOA's support for projects of interest to them, must submit their request to the WHOA general membership during a general membership meeting.

WHOA shall always retain its right to set parameters as it sees fit about matters for which its intervention is sought. It shall also retain the right to support, oppose or remain neutral on any of these matters.

Article V. Election of Officers and Directors

Section 1. Notice. The members shall be notified of upcoming elections during the October General Membership meeting.

Section 2. Nominations. Nominations for Officers and Directors shall be made by members in good standing from among members in good standing and with the consent of the nominees. Nominations may be submitted at the October General Membership meeting and may continue until such time as the elections shall be held.

Section 3. Nominations Pool. Members in good standing wishing to submit nominations for office shall be provided with an up to date general membership name (only) roster upon request.

Section 4. Election. The election of Officers and Directors shall be held during the annual membership meeting in November.

Section 5. Effective Date. The newly elected Officers and Directors shall take office on the first day of January following the election in November.

Section 6. Installation of New Board of Directors. The incumbent and newly elected Officers and Directors shall meet early in the month of December to implement a smooth transfer of authority and responsibility, to exchange needed information, set the new fiscal year's goals and draft a budget. This information shall be presented for approval by the general membership at the January General Membership meeting.

Article VI. Board of Directors

Section 1. Composition. The Board of Directors shall be composed of the duly elected Officers and Directors of WHOA. Directors and Officers shall discharge the duties of their respective positions in good faith and with the degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions.

Section 2. Number of Directors. There shall be four (4) Directors. Three (3) shall be elected from among members in good standing. The fourth shall be the immediate past president who shall serve for one year or until he/she is replaced by the next retiring President. In the event that a past president is not available, the 4th Director may be elected by the general membership from among members in good standing.

Section 3. Number of Officers. Four (4) officers shall be elected from members in good standing.

Section 4. Chairperson. The duly elected President of WHOA shall be and act as Chairperson of the Board of Directors.

Section 5. Tenure. Each Director's tenure shall be for one year from January 1st to December 31st.

Section 6. Term Limits. Officers and Directors may be reelected to the same position for three (3) consecutive terms after which, there shall be an interval of a year before they may seek any elected post again. If there are an inadequate number of members willing to run for office in the election, the term limits may be waived for that office by the current Board of Directors.

Section 7. Vacancies. Vacancies on the Board of Directors shall be filled by the remaining Directors from among WHOA members in good standing.

Section 8. General Powers. The affairs of WHOA shall be managed by its Board of Directors according to the powers granted by the Articles of Incorporation and By-laws.

Section 9. Board Meetings. The place, date and time of meetings shall be determined by the Board of Directors.

Section 10. Quorum. Five (5) members of the Board of Directors must be present (either physically, by phone, or other electronic means) at a meeting of the Board of Directors to constitute a quorum for the transaction of WHOA business.

Section 11. Voting. Each Board member shall have one (1) vote in matters voted upon by the Board.

Article VII. Officers

Section 1. Officers. The Officers of the WHOA shall be a President, a Vice President, a Secretary and a Treasurer.

Section 2. President. The President shall be the principal executive officer of WHOA and shall in general supervise and control all of the business and affairs of the association. He/she shall preside at meetings of the general membership and of the Board of Directors. He/she may sign with any proper officer of WHOA any documents authorized by the Board of Directors within the powers granted by the Articles of Incorporation and By-laws. The President may vote by a ballot or may vote when the vote will break a tie or cause a tie.

Section 3. Vice President. In the absence of the President or in the event of his/her inability to act, the Vice President shall perform the duties of the President and shall have all the powers and restrictions of the President.

Section 4. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of WHOA; receive and give receipts for all moneys due and payable to WHOA from any source whatsoever, and deposit such moneys in the name of WHOA in such banks or other depositories as shall be selected by WHOA; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

Section 5. Secretary. The Secretary shall keep the minutes and record the voting record of the meetings of the General Membership and of the Board of Directors; see that all the notices are duly given in accordance with the provisions of these by-laws; keep a list of the location of WHOA records including archival records and legal documents; keep a register of the address of each member; perform all duties incident to the office of Secretary or assigned to him or her by the President or the Board of Directors.

Section 6. Executive Committee. The Officers of WHOA, the President, Vice President, Secretary and Treasurer shall comprise the Executive Committee. It shall be its responsibility to act on behalf of WHOA upon call of the President.

Article VIII. Committees

Section 1. Committees. The President or Board of Directors may designate and appoint one or more committees from among the Board's members or from among the WHOA general membership to perform duties mandated by and within the authority granted by the Board.

Section 2. Term of Office. Committee members shall serve either until the next annual meeting, successors have been duly appointed, or the committees are disbanded by the appointing authority.

Section 3. Chairpersons. Chairpersons are appointed by the President, the Board of Directors or selected by the committee members from among their numbers. Committee Chairpersons are required to report in writing their activities and findings to the Board of Directors as required by their mandates.

Section 4. Vacancies. Committee vacancies will be filled by the President, the Board of Directors or other duly authorized appointing authority.

Section 5. Quorum. A majority of committee members shall constitute a quorum.

Article IX. Contracts, Checks, Deposits, Funds, Reimbursements, Fees

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contracts or execute and deliver any instrument in the name of and on behalf of WHOA, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money or other evidences of indebtedness issued in the name of WHOA, shall be signed by the Treasurer.

Section 3. Deposits. All funds of WHOA shall be deposited from time to time to the credit of WHOA in such banks, trust companies or to depositories as the Board of Directors may select.

Section 4. Reimbursements. Expenditures on behalf of WHOA are reimbursable. Only Directors, Officers and members in good standing authorized by the Board of Directors may incur reimbursable expenses. Reimbursement for expenses of \$25.00 or less may be obtained by submitting appropriate documentation to WHOA's Treasurer. Reimbursements of expenditures more than \$25.00 must be approved by the Board of Directors and will be reimbursed upon presentation of appropriate documentation.

Section 5. Gifts. The Board of Directors may accept on behalf of WHOA any contribution, gift, bequest or devise for the general purpose or for any special purpose of WHOA.

Section 6. Fees. WHOA retains the right to assess reasonable fees for services rendered to businesses, individuals and residents.

Article X. Books and Records

WHOA shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any authority of the Board of Directors, and shall keep at its registered principal office a record giving the names and addresses of the members entitled to vote. All books and records of WHOA may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Article XI. Fiscal Year

The fiscal year of WHOA shall begin on the first day of January and end on the last day of December.

Article XII. Dues

Section 1. Annual Dues. The Board of Directors may recommend a change in the amount of annual dues payable subject to the approval by the general membership.

Section 2. Payment of Dues. Annual dues shall be due and payable on the first day of the fiscal year.

Article XIII. Rules of Order

The business of WHOA shall be conducted according to the Robert's Rules of Order as presented in *The Homeowners Association Manual*, fifth edition, by Peter M. Dunbar, Esq. except as superseded by specific provisions in these by-laws.

Article XIV. Dissolution

If WHOA shall ever cease to function or if it shall ever be dissolved, the net assets and property of WHOA remaining after payment of all just debts, shall be distributed by the Officers and the Board of Directors to a similar tax-exempt organization located in Jefferson County, Colorado, or to the Board of County Commissioners, the State of Colorado, or to the United States of America as said Directors and Officers deem best. No part of the net earnings of WHOA shall ever accrue to or be distributed to any member, officer, or director of WHOA.

Article XV. Amendments

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of members in good standing attending a General Membership meeting of WHOA, if notice is given thirty days prior to it or announced at the last meeting of the General Membership.

Article XVI. Newsletter

The Board of Directors of WHOA shall be empowered to create, name and finance a newsletter, said newsletter to be edited by an editorial staff consisting of one or more editors to be selected by the Board.

This newsletter is intended to be the voice of the Westbury Home Owner's Association. As such, it shall be used to distribute information to Westbury residents, promote neighborhood involvement, encourage active participation within the neighborhood, and help build our sense of community.

All business associated with the newsletter, including but not limited to the means of publishing and distributing said newsletter, editorial guidelines, changes in the editorial staff, and the acceptance and pricing of advertising will be controlled by the Board, either directly, or as delegated by the Board.

NOTES:

- a. These By-laws were enacted in 1995.
- b. These By-laws were amended in February 1996.
- c. These By-laws were amended in October 1999.
- d. These By-laws were amended in February 2000.
- e. These By-laws were amended in April 2013.