

BYLAWS OF THE CHERRY KNOLLS IMPROVEMENT ASSOCIATION, INC.
(October 1988, Amended 1993, 1999, 2018)

ARTICLE I. MEMBERSHIP
(See Covenants)

Section 1: Owner Members

Record owners of property within the area known as Cherry Knolls, as more fully described in the plats on record in the office of the Clerk and Recorder of the County of Arapahoe, State of Colorado, shall be Owner Members of the Association.

Section 2: Resident Members

Adult residents of Cherry Knolls not included in Section 1 above shall be Resident Members of the Association.

Section 3: Yearly Dues

The amount of dues shall be established from time to time by the Board of Directors of the voting membership, provided that such not increase by more than fifty (50) percent in any fiscal year without an affirmative vote of two-thirds (2/3) of the voting members present at a general or special meeting. (see Standing Rule #1 for dues amount.)

Section 4: Voting Qualifications

- A. Owner and resident members become voting members for matters brought before the Association by paying fiscal year dues for each dwelling or household.
- B. Regardless of the number of members owning or residing in a dwelling or household in Cherry Knolls, only one (1) vote per dwelling or household may be cast.
- C. Cumulative, proportional, absentee, and proxy voting are prohibited.

ARTICLE II. MEMBERSHIP MEETINGS

Section 1: General Meetings

- A. The General Meetings of the membership of the Association shall be held twice each year in the second week of May and November, at such time and place as is designated in the Notice of Meeting by the Board of Directors.
- B. In addition to any and all other business which may properly come before such meeting, there shall be conducted at the November General Meeting the election of members to serve on the Board of Directors as provided in Article III, Section 3.

- C. Thirty (30) days notice shall be required for amendments to the Bylaws; such notice may be made through the CK Newsletter.

Section 2: Special Meetings

Special Meetings of the membership shall be called by the President of the Board of Directors upon the request of a majority of the Board, or upon the petition in writing of at least thirty (30) voting members of the Association for purpose(s) to be specified in the petition.

If a notice for a special meeting demanded pursuant to petition is not given by the president within 30 days after the date the written demand or demands are delivered to the president, the person(s) signing the demand or demands may set the time and place of the meeting and give notice, pursuant to the terms of these Bylaws.

Section 3: Notice of Meetings

- A. Written notice of all membership meetings shall be given by the Board of Directors to each dwelling or household at least ten (10) days in advance of the date of such meetings, with the purpose of the meeting stated in said notice.
- B. Thirty (30) days' notice shall be required for amendments to the Bylaws; such notice may be made through the CK Newsletter.
- C. If notice is given in any manner other than mailing a copy of the notice, then it must be given at least 30 days prior to the meeting date. If notice is given by mail, it must be by first class or registered mail, at least 10 days prior to the meeting date. In either case, notice must not be given more than 60 days prior to the meeting date.

Section 4: Presiding Officer

The President of the Board of Directors shall preside over all meetings of the Association.

Section 5: Quorum

Thirty (30) voting members attending any membership meeting shall constitute a quorum for the purpose of conducting the business of the Association.

Section 6: Voting

Refer to Article 1, Section 4.

Section 7: Rules of Order

“Robert Rules of Order” shall govern all matters of procedure at all meetings of the Association.

Section 8: Action by Written Ballot

- A. In any instance where a vote of the members is required or permitted to be taken at a meeting of the membership such vote may be taken by written ballot pursuant to this Section. The secretary shall deliver a written ballot to all voting members stating: (i) the proposed action, and (ii) an opportunity to vote for or against such proposal
- B. The solicitation for vote by written ballot shall state (i) the number of responses to meet quorum, (ii) the percentage of approvals necessary to approve each matter other than election of directors, and (iii) the time and date by which a ballot must be received by the Association in order to be counted. The solicitation shall further include information sufficient to permit each voting member to reach an informed decision on the matter.

Article III. DIRECTORS

Section 1: Composition

- A. The management, control and governance of the Association shall be vested in the Board of Directors, which shall consist of ten (10) members to be elected at-large among the voting members of the Association.
- B. The immediate past President shall serve as consultant to the Board.

Section 2: Powers and Duties

- A. The Board of Directors shall preserve, protect and promote the interests of the Association and its members and shall be responsible for formulating the general policy of the Association in accordance with expressions of the will of the majority of the members, and at the same time, preserve and protect the interests expressed by a minority of the members.
- B. The Board shall supervise all transactions of the Association and shall be empowered to acquire, encumber, transfer, assign, or sell any of the real or personal property of the Association.
- C. The Board may require an audit of the books of the Treasurer at periodic intervals, and may require that the Treasurer give a good and sufficient bond in favor of the Association and at the expense of the Association, conditioned upon the faithful discharge of the Treasurer’s duties.
- D. At least one (1) member of the Board of Directors shall be appointed by the Board to serve on each standing or special committee established by the Board.

Section 3: Nomination and Election Procedure

- A. At least sixty (60) days prior to the General Meeting in November, the Board of Directors shall select a nominating committee from among the voting members, which committee shall have the duty of soliciting nominees to replace such members of the Board of Directors whose terms shall expire at the General Meeting.
- B. Nominations shall cease one (1) week prior to the election and additional nominations may not be made.
- C. Each year, five (5) nominees shall be elected by the voting members of the Association to serve two (2) year staggered terms commencing December 1st.
- D. Nominees shall be elected on one (1) secret ballot at one (1) time.
- E. The five (5) nominees receiving the highest number of votes shall be declared elected for a full two (2) year term on the Board of Directors of the Association.

(For the purpose of initial implementation of these voting procedures, the five nominees receiving the next highest votes shall be declared elected for a one year term on the Board of Directors of the Association.)

- F. In the event a vacancy shall occur on the Board of Directors, the vacancy shall be filled by appointment by the Board of Directors, and the Board shall consider the nominees receiving the next greatest number of votes in the previous election.

The Directors so appointed shall serve only until the next regular election.

Section 4: Meetings of the Board of Directors

- A. Regular meetings of the Board of Directors shall be held one (1) each month on the second Tuesday of each month, except in June, July and August.
- B. Special Meetings may be called as necessary by the President of the Board of Directors or at the request of a majority of the members of the Board. Notice of any special meeting of the Board of Directors shall be provided to each director at least two days prior to the meeting. The notice shall state the date, time, and place of the meeting.
- C. All Board of Directors meetings shall be open to the membership of the Association other than discussion of those matters properly conducted in executive session. Matters for discussion in executive session are limited to:
 - 1. Matters pertaining to employees of the Association or, if applicable, the manager's contract, or involving the employment, discipline, or dismissal of an officer, agent, or employee of the Association;

2. Consultation with legal counsel concerning disputes that are the subject of pending or imminent court proceedings or matters that are privileged or confidential between attorney and client;
3. Investigative proceedings concerning possible or actual criminal misconduct;
4. Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy;
5. Review of or discussion relating to any written or oral communication from legal counsel; and
6. Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure.

Prior to holding a closed door session, the president of the Board, or other person designated to preside over the meeting, shall announce the general matter of discussion as stated above.

No amendment to the Bylaws or the Articles of Incorporation shall be adopted during executive session. The foregoing documents may be validly adopted only during a regular or special meeting or after the Board goes back into regular session following a closed session.

The minutes of all meetings at which an executive session was held shall indicate that an executive session was held and the general subject matter of the executive session.

Section 5: Quorum

A majority of the members of the Board of Directors shall constitute a quorum for the purpose of conducting the business of the Association.

Section 6: Removal and Replacement of the Board Members

- A. Removal of any Board member may be ordered for cause, but only after a hearing by the Board at which a quorum is present. A two-thirds (2/3) vote by the Board at said hearing shall be necessary to remove a Board Member.
- B. Written notice shall be sent to such Board Member, at the last known address, postage prepaid, registered mail, at least twenty (20) days prior to the hearing. The notice shall set forth the cause(s) removal, the time and place of such hearing, requesting such Board member attend if he/she so desires.
- C. A Board member may withdraw or resign by submitting written notice to the Board of Directors.

- D. Upon withdrawal, resignation, or removal, the Board member shall forfeit all rights heretofore granted and shall return all Association property to the Board of Directors.
- E. The Board shall appoint a qualified replacement to fill any unexpired term until the next election, pursuant to Article III, Section 3(F) of these Bylaws.

Section 7: Board Action Without a Meeting

- A. Notice of Action Without a Meeting. Notice of the proposed action must be transmitted in writing to each director. The notice must contain the following information:
 - 1. The action to be taken;
 - 2. The deadline (date and time) by which a director must respond to the written notice;
 - 3. That failure by a director to respond by the deadline stated in the notice will have the same effect as abstaining in writing or failing to demand in writing that the action be taken at a meeting.
- B. Voting. By the deadline stated in the written notice, each director may:
 - 1. Vote in writing for such action;
 - 2. Vote in writing against such action;
 - 3. Fail to respond or vote; or
 - 4. Demand in writing that the action be taken at a meeting. If any director demands, by the deadline date, that action be taken at a meeting, action without a meeting is no longer available. The Board must then hold a Board meeting to take action on such matter.
- C. Effective Date of Action. Once the deadline stated on the notice has expired, and assuming no director demands that action be taken at a meeting, the action is deemed effective if the number of votes in favor of the action equal or exceed the minimum number of votes that would be necessary to take action at a meeting at which all of the directors then in office were present and voted.
- D. Electronic Communications/Authenticity of Signatures. All written communications of directors pursuant to this section may be transmitted or received by facsimile, e-mail, or other form of wireless communication. The Association may accept any electronic vote received as valid unless it has a reasonable, good faith basis to doubt its validity.
- E. Minutes/Ratification. If action is taken pursuant to the above procedures, all writings made shall be filed with the minutes of the meetings of the Board.

Article IV. OFFICERS

Section 1: Elected Officers

- A. The Board of Directors shall elect from among its membership a President, Vice President, Secretary and Treasurer, at its first meeting after the November General Meeting of the Association.
- B. Such officers shall serve for a one (1) year term.

Section 2: General Duties of All Officers

It is the duty of all officers of the Board of Directors to administer and implement the policies and general operating procedures established by the Board of Directors of the Association.

Section 3: Duties of the President

It shall be the duty of the president to:

- A. Serve as the Chief Executive Officer of the Association
- B. Preside over all meetings of the Board and of the membership.
- C. Prepare a budget with the treasurer with Board approval, for the fiscal year and give notice of said budget to the membership.
- D. Establish such special committees as are deemed necessary by the Board.
- E. Appoint, with the advice of the Board, committee chairmen and employees.
- F. The President shall be a member of all standing and special committees.
- G. Perform such other duties as prescribed by the Board.

Section 4: Duties of the Vice President

It shall be the duty of the Vice President to perform the functions and duties of the President in the event of his/her absence, resignation, disability, or death, and to perform such other and further duties and functions as the Board may prescribe.

Section 5: Duties of the Secretary

It shall be the duty of the Secretary to:

- A. Have charge of all the records, documents and papers of the Association, shall conduct the official correspondence of the Association as directed by the President, shall keep records of the proceedings of the Board of Directors, and shall keep records of the proceedings of the general and special meeting(s) of the Association.
- B. Be responsible for submitting any corporate reports required by the State of Colorado.
- C. As directed by the President, shall arrange the location date and time of all meetings held by the Association.

Section 6: Duties of the Treasurer

It shall be the duty of the Treasurer to:

- A. Deposit all monies of the Association at a depository bank selected by the Board of Directors and shall pay out the same only upon order of the Board, by check or draft, countersigned by such officer(s) as the Board may direct.

(see Standing Rule #2 for depository bank.)

- B. Keep good and accurate books and records and make regular written reports to each meeting of the Board and to the members as may be required by the Board.
- C. Make the books and records of the Association available for inspection at a place of the Treasurer's choosing, at a convenient time, upon reasonable notice of any voting member.

ARTICLE V. MISCELLANEOUS

Section 1: Fiscal Year

The fiscal year of the Association shall be from January 1st through December 31st.

Section 2: Directory

- A. The Association shall publish an annual directory or supplement of all residents of Cherry Knolls who elect to be listed in such directory or supplement, and distribute the same to all paying members in a timely fashion.
- B. The directory and/or supplement shall contain the current Bylaws and Covenants of the Cherry Knolls Improvement Association.

Section 3: Standing Committees

A. Architectural and Covenants Committee

The President shall appoint a committee to serve as the Architectural Control Committee in compliance with the terms of the protective Covenants duly recorded for each filing of Cherry Knolls.

1. This committee shall consider the requests of CK residents regarding construction changes in compliance with the terms of the protective covenants duly recorded for each filing of CK.
2. The committee shall also review the Covenants from time to time.

B. CKIA Advisory Committee

1. This committee attend the Board meetings and offers advice to the Board.
2. The committee shall review the Bylaws and Standing Rules from time to time.

Section 4: Insurance

The Board shall maintain Directors and Officers and General Liability insurance in amounts determined to be reasonable. The Board shall seek and rely upon professional insurance advice in determining the amounts of coverage provided by these insurance policies.

Section 5: Amendment(s)

- A. Amendments to these Bylaws shall be made by an affirmative two-thirds (2/3) vote of the voting members present and voting at a regular meeting of the membership, provided that there is a quorum present.
- B. Any proposed amendments to these Bylaws shall be included in the notice of the regular or special meeting in which they are to be voted upon. Thirty (30) days notice shall be required for amendments to the Bylaws; such notice may be made through the CK Newsletter.

Section 6: Books and Records

The Association shall maintain appropriate accounting records and other such records for the length of time as determined by the Board of Directors, unless otherwise provided below or pursuant to applicable Colorado law.

- A. Permanent Records. The Association shall keep the following records permanently:
 1. Minutes of all Board and membership meetings;

2. All actions taken by the Board or members without a meeting;
 3. All actions taken by a committee on behalf of the Board instead of the Board acting on behalf of the Association; and
 4. All waivers of the notice requirements for member meetings, Board member meetings, or committee meetings.
- B. Records Kept at Principal Office. The Association shall keep the following records at the home of an Officer of the Association:
1. Its Articles of Incorporation and Bylaws;
 2. Resolutions adopted by the Board relating the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;
 3. Minutes of all members' meetings, and records of all action taken by members without a meeting for the past three (3) years;
 4. All written communications within the past three (3) years to members generally as members;
 5. A list of names and business or home addresses of its current Directors and Officers;
 6. A copy of its most recent periodic report;
 7. All financial statements prepared for periods ending during the last three (3) years that a members could have required under C.R.S. §7-136-106.
- C. List of Members. The Association must maintain a record of all members in a form that allows preparation of a list of the names and addresses of all members in alphabetical order, showing the number of votes allocated to each voting member.
- D. Financial Statements. Upon the written request of any member, the Association shall mail to such members its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.
- E. Minutes and Presumptions Under the Minutes. Minutes or any similar record of the meetings of members or of the Board, when signed by the secretary or acting secretary of the meeting, shall be presumed to truthfully evidence the matters set forth therein. A recitation in any such minutes that notice of the meeting was properly given shall be prima facie evidence that the notice was given.

- F. Examination. The books, records and papers of the Association shall at all times, during normal business hours and after at least five (5) business days written notice, be subject to inspection and copying by any Member, at his or her expense, except documents determined by the Board to be confidential pursuant to a written policy or applicable law. Any Owner's request to inspect and copy Association records other than those identified in subsection B above must be made in good faith, for a proper purpose, and describe with reasonable detail what records are requested and why. Requested documents must be relevant to the stated purpose for the request. The Association may charge the actual costs for copying of the records.

STANDING RULES OF THE CKIA BYLAWS

Rule #1 Amount of Annual Dues

(Reference CKIA Bylaws, Article I, Section 3)

The amount of the annual dues for each household shall be \$120.

The dues notices shall be sent to the members on February 1st.

Rule #2 Depository Bank

The depository bank selected by the Board of Directors is Wells Fargo/Norwest Bank, SouthGlenn Branch