

BY-LAWS OF MID LAKEWOOD CIVIC ASSOCIATION

ARTICLE I GENERAL

Section I: Name

The Association is incorporated (not for profit) under the laws of the State of Colorado, and its name shall be the “Mid Lakewood Civic Association.”

Section II: Objectives

The objectives of the Association shall be to work towards the betterment of and to combat deterioration in the area hereafter described; to aid, assist, represent and advance the interests of the residents and owners of its area of membership; to adopt, formulate and carry out any and all protective measures necessary and proper for the accomplishment of the purposes set forth in the Certificate of Incorporation; and to generally carry forward the purposes set forth in the Certificate of Incorporation together with such other purposes as may be selected by the Board of Directors and which are consistent with the purposes for which this Association was created.

Section III: Address

The address of this Association shall be the same as that of its Treasurer, unless otherwise designated by the Board of Directors.

Section IV: Area

The area serviced by this Association shall be the following outlined area in the City of Lakewood, County of Jefferson, state of Colorado: The boundary on the east shall be the east side of Carr from Sixth Avenue south to Alameda Avenue; the boundary on the west shall be the west side of Garrison Street from Sixth Avenue south to Alameda Avenue; the boundary on the north shall be the south side of sixth Avenue; and the boundary on the south shall be the north side of Alameda Avenue. Other areas may be included at the discretion of the Board of Directors.

ARTICLE II MEMBERSHIP

Section I: Qualifications

Membership in the Association shall be open to any owner or buyer of real property, or his representative, whose property resides in the area serviced by this

Association, and may be extended to others persons whose membership has been accepted by the Board of Directors. Each member family (whether joint or several) shall be entitled to one vote at membership meetings; provided, however, that one of the members or his representative is present at the membership meeting. All questions relating to and touching upon the qualifications for, and maintenance of membership shall be finally determined by the Board of Directors. Any member renouncing title to all properties within the membership area shall automatically cease to be a member. In addition, any member who falls delinquent in his annual dues as provided in these By-Laws shall cease to be a member of the Association

Section II: Associate Membership

Associate membership shall be open to all applicants, whatever their property or residence status, only by approval of a favorable majority of the Board of Directors. Associate members must pay standard dues and shall have the right to participate in discussion and to submit agenda items. Associate members may be extended the right to vote by majority vote of the Board of Directors.

Section III: Addresses of Members

The Secretary shall keep a record of the addresses of all members of the Association and it shall be the duty of each member to promptly notify the Secretary of any change of address, and whenever any notice is required or permitted to be given to a member, pursuant to these By-Laws, such notice addressed to such member at his last address, as shown on the Secretary's records, shall be deemed to have been properly given.

ARTICLE III MEETINGS AND ELECTIONS

Section I: Meetings

Meetings of the members of the Association may be called at any time by the President, by a majority of the Board of Directors or by twenty (20) of the members of the Association. The call for the meetings shall be in writing signed by the persons making the call. Notice of the meeting stating the time and place of the meeting, and any special business to be transacted, shall be given to the members in such manner as may be directed by the Board of Directors or president, unless the laws of the State of Colorado, the Certificate of Incorporation or these By-Laws provide for the manner of giving the notice.

Section II: Annual Meeting

The annual meeting of the Association shall be held at a time designated by the Board of Directors between September 15 and November 30th. Notice of the meeting shall be in such a manner as directed by the Board of Directors or President.

Section III: Quorum

Unless otherwise provided in these By-Laws, ten percent of the total voting membership shall constitute a quorum at any called meeting of the members of the Association and the affirmative vote of a majority of those present shall be the act of the members, unless a greater vote be required by the laws of the State of Colorado, the Certificate of Incorporation, or these By-Laws.

Section IV: Order of Business

The order of business of all meetings of the members of the Association shall be as follows:

1. Reading of the Minutes
2. Reports of Committees
3. Treasurer's Report
4. Elections
5. Agenda Business
6. General Business

Section V: Agenda Business

The Agenda shall be formulated during the preliminary meeting of the Board of Directors which shall precede each general meeting. Proposed agenda items shall be delivered to the secretary of the Association no later than seven days prior to the next general meeting date. agenda items shall be written and endorsed by one member of the association. Agenda items shall gain order of precedence, as interpreted by the Board of Directors, over all other new business as defined by parliamentary rule.

Section VI: Rules of Order

The Rules of Order, as contained in Robert's Rules of Order, Revised, when not consistent with these By-Laws, shall govern the meetings of the members of the Association.

Section VII: Nomination and Election of Directors

Candidates for the Board of Directors shall be nominated from the floor at each annual meeting, and upon the close of nominations, the members shall vote for the new Directors. The number of persons to be elected who receive the highest

number of votes shall be deemed elected. Those elected shall assume their duties at the first meeting of the Board of Directors, after election and within 60 days, and shall serve in such capacity until the next annual meeting and until their successors shall be duly elected and qualified. Only voting members of the Association may be elected as Directors.

ARTICLE IV OFFICERS AND DUTIES

Section I: Titles

The officers of the Association shall be:

1. President
2. Vice-President
3. Treasurer
4. Secretary
5. Any other agents appointed by majority vote of the Board of Directors.

Section II: Duties

1. The duties of the President shall be:

- (a) He shall preside at all meetings of the membership and Directors.
- (b) He shall appoint all standing committees; provided however, he shall, with the approval of the Board of Directors, appoint all special committees, as necessary.
- (c) He shall be a member of the Board of Directors and shall be an ex-officio member of all committees.
- (d) He shall have the power to remove any committee member; provided, however, such removal shall be subject to review by the Board of Directors.

2. The duties of the Vice-President shall be:

- (a) He shall, in the absence of the President, succeed to all his powers and duties.
- (b) He shall be a member of the Board of Directors.

3. The duties of the treasurer shall be:

- (a) He shall collect all dues and assessments from all members of the association and maintain accurate records thereof.
- (b) He shall pay expenses of the Association, where such payment shall have been duly authorized by the Board of Directors.
- (c) He shall prepare financial statements correctly reflecting the financial condition of the Association annually or at any time when so directed by the President or the Board of Directors.
- (d) He shall be a member of the Board of directors.

4. The duties of the Secretary shall be:

- (a) He shall keep a true and perfect record and minutes of all Membership and Board of Directors meetings.
- (b) He shall assist the presiding officer at all meetings.
- (c) Upon being directed by the President, and in the absence of such president, by the presiding Vice-President, he shall cause notice of the meetings to be given.

Section III: Election of the Officers

Officers shall be elected by the Director at their first meeting following the annual meeting. Officers shall serve in such capacity until their successors are duly elected and qualified.

ARTICLE V BOARD OF DIRECTORS

Section I: Number and Qualifications

The control and management of the Association and its affairs and property shall be entrusted to a Board of nine (9) members. Directors shall be elected for a one year term, or until their successors shall be duly elected or qualified. Directors shall be elected at the annual meeting of the members.

Section II: Meetings of the Board

The Board of Directors shall meet at such time and at such place as the President or a majority of the Board of Directors may name. Such meetings of the Board of Directors shall be held upon seventy-two (72) hours notice to each Director, of the time and place of such meeting. (amended)

Section III: Quorum

A majority of the duly elected Directors shall constitute a quorum, and the vote of a majority of those present shall be the acts of the Board.

Section IV: Duties and Powers

(a) It shall be the duty of the Board of Directors to carry out the objectives and purposes of the Association and to determine policy and procedure in connection with such objectives and purposes. They shall have the power to issue membership cards, to appoint a successor to fill any vacancy which may occur during the fiscal year in any of the fixed offices or in the membership of the Board of Directors, such appointee to hold office until the next succeeding annual meeting of the Association and until his successor is elected and qualified; to employ,

govern and dismiss all employees of the Association; to carry out the provisions of these By-Laws now in force, or as may be hereafter amended; and to adopt, alter and amend such other rules and regulations not inconsistent with the By-Laws as they may deem expedient in the premises.

(b) In the event that any Director shall fail to attend the Board of Directors meetings for two successive meetings without being excused in advance by the President, such member shall be dismissed automatically from the Board of Directors.

(c) In the event a vacancy shall occur in the Board by death, resignation or otherwise, the Board shall, as soon as possible, replace such Board Member by election of an Association member to serve in his place. Such election shall constitute said person a duly qualified member of the Board of Directors until the next annual meeting of the Association.

Section V: Annual Report

The outgoing Board of Directors shall present to the members at each annual meeting a report as to the condition of the Association and of its property.

Section VI: Removal

Any one or all of the Directors may be removed at any time a meeting of the members of the Association called for that purpose. A majority of the voting members present at such meeting, provided a quorum is also present, shall be required to remove a Director.

ARTICLE VI DUES, FISCAL YEAR AND ASSESSMENTS

Section I: Dues

The annual dues assesses members shall be set from time to time by the Board of Directors, and shall be payable to the treasurer.

Section II: Fiscal Year

The fiscal year shall begin October 15 and shall end the following October 14.

Section III: Assessments

Assessments may be made and will be effective only upon being passed by a three-fourths (3/4) affirmative vote of the voting members present at a general meeting. Notice of such meeting must be given all members present at a general

meeting. Notice of such meeting must be given all members in writing at least twenty (20) days before such meeting, and for the purpose of this meeting, fifty per cent (50%) of the voting members must be present in order to constitute a quorum.

ARTICLE VII AMENDMENTS TO BY-LAWS AND CERTIFICATE OF INCORPORATION

Section I: Amendments to By-Laws

(a) These By-Laws may be modified, amended, supplemented or altered by the affirmative vote of a majority of the Board of Directors present at any meeting of the Board, provided that a quorum as provided in these By-Laws is present. Notice of a vote on the amendment must be included in the notice of the meeting, and must be reported at the next general meeting.

(b) Any three (3) members of the Board of Directors, or twenty-five (25) voting members of the Association may propose amendments to these By-Laws by submitting such amendments in writing over their signature to the Secretary of the Association. A vote on the proposed amendment must be made within thirty (30) days after submitting the amendment to the Secretary.

Section II: Amendments to Certificate of Incorporation

(a) The Certificate of Incorporation of the Association may be amended at any time by the voting members at any meeting, or at any meeting called for that sole purpose, by an affirmative vote of three-fourth of those voting members present at said meeting provided a quorum as provided in these by-laws is present.

(b) A majority of the Board of Directors of twenty-five (25) voting members of the Association may propose amendments to the certificate by submitting such amendments in writing over their signatures to the Secretary at least (15) days before the meeting at which the vote will be taken thereon. The Board of Directors may, in its discretion, recommend the adoption or rejection of any amendment so submitted. Notice of all such proposed amendments shall be given to the members of the Association together with the notice of the meeting at which action thereon is to be taken.

(c) During the consideration of any amendment so proposed, amendments may be made thereto by a majority vote of the members present in accordance with recognized parliamentary practice.

ARTICLE VIII INTERPRETATIONS

The President of the Board of Directors may, at any time, request a written interpretation of the Certificate of Incorporation and By-Laws from an attorney employed by the Association. When any such written interpretation is given, it shall be entered in the minute book of the organization.