

## **Bylaws Aspen Highlands Subdivision**

### **Article I Name and Location**

**Name:** The name of the corporation is Aspen Highlands Subdivision Homeowners Association, hereinafter referred to as the “Association.”

**Location:** The principal contact for the corporation shall be P.O. Box 178, Elk Mountain, Wyoming 82324, but meetings of the members and directors may be held at such places as may be designated by the Board of Directors.

### **Article II Meeting of Members of the Association**

**Section 1.** Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular Annual meeting of the members shall be held on the first Saturday of August each year thereafter, at 12:00 noon.

**Section 2.** Special Meetings. Special meetings of the members may be called at any time by the President and a majority of the Board of Directors, or upon a written request by at least 25 percent of the members who are entitled to vote. This request by the members must be submitted to the President of the Board who will convene a meeting and notify all Association members per Article II Section 3.

**Section 3.** Notice of Meetings of all Association members

A. Written notice of Special meetings for all the members of the Association shall be given by, or at the direction of, the Secretary or person authorized to call the meeting. Notice shall be by mail or email to each member entitled to vote fifteen days before such meeting. Notices will be addressed to the member's address last appearing on the books of the Association, or email listed as supplied by each member to the Association. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a Special meeting, the purpose of the meeting.

B. Written notice for Annual meetings will be included with the statement of dues sent annually by the Treasurer.

**Section 4.** Quorum and Voting. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one tenth (1/10) of the votes of the membership shall

constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Reservations and Restrictive Covenants, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote shall have power to adjourn the meeting without notice other than announcement at the meeting. The Board of Directors will establish a new meeting date.

**Section 5.** Proxies. At all meetings of members, each member may vote in person or by proxy. A proxy is a person authorized to vote for another member who is not in attendance. All proxies must have written authority from the absent member and present this authority to the Secretary prior to voting. Every proxy shall be revocable and shall automatically cease upon completion of the meeting.

### **Article III**

#### **Board of Directors: Selection and Term of Office**

**Section 1.** Number. The affairs of this Association shall be managed by a Board of seven (7) Directors, who must be members on good standing with the Association.

**Section 2.** Term of Office. At the first annual meeting, the members shall elect three (3) Directors for a term of one (1) year, two (2) Directors for a term of two (2) years, and two (2) Directors for a term of three (3) years; and at each Annual meeting thereafter the members shall elect Directors to replace those leaving the Board for a term of three (3) years.

**Section 3.** Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a Director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

**Section 4.** Compensation. No Director shall receive compensation for any service rendered to the Association. However, Directors may be reimbursed for actual expenses incurred in the performance of their duties.

**Section 5.** Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a majority of the Directors by mail or email. A phone discussion may be necessary to explain the reason for the action, but a written response is needed to vote. Such action shall only be taken in the event of an emergency, which cannot wait until a Special meeting of the Board of Directors as determined by the President. Any action so approved shall have the same effect as though taken at a meeting of the Directors. All actions taken in this manner must be included in the minutes of the next meeting of the Board of Directors. A record of all votes cast will be maintained by the Secretary.

## **Article IV Nomination and Election of Directors**

**Section 1.** Nomination. Nomination for election to the Board of Directors shall be made by a nominating committee. Nomination may also be made by write-in on the secret ballot. This ballot will be mailed or emailed to all owners prior to the Annual meeting and shall be the record for votes cast. The Nominating committee shall provide the Secretary with this ballot prior to July 1st and the Secretary shall mail/email ballots to all owners. Ballots not cast will be considered a "yes" vote for members nominated.

The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors at the Annual meeting of the Members, to serve from the close of such Annual meeting until the close of the next Annual meeting. These appointments shall be announced at each Annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled, plus one. Only Members in good standing shall be eligible for nomination.

**Section 2.** Election. Election to the Board of Directors shall be by secret written ballot. At the election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise. The Secretary shall collect the secret ballots that were mailed during the summer and these ballots will be used to determine the winners. Votes may only be cast by members in good standing, one ballot per lot. The persons receiving the largest number of votes shall be elected.

## **Article V Meetings of Directors**

**Section 1.** Regular Meetings. Regular meetings of the Board of Directors shall be held annually on the first Saturday in June at 12:00 noon or may be changed at the discretion of the President. This meeting will be at such place as may be fixed from time to time by resolution of the Board. Notice of this meeting will accompany the annual statement of dues.

**Section 2.** Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by a majority of the Directors, after not less than three (3) days' notice to each Director. Minutes of the Special Board meeting will be sent by email to Board Members and posted on the website in a timely manner. Copies of the minutes of the last Annual meeting, the regularly scheduled Board meeting in June, and any Special meetings of the Board of Directors will be made available to the membership at the annual meeting. Copies of all minutes should be posted in a timely manner on the Association website,

[www.aspenhighlands.org](http://www.aspenhighlands.org).

**Section 3. Quorum.** A majority of the Directors shall constitute a quorum for the transaction of business. Every act or decision by a majority of the Directors present at a duly held meeting at which a quorum is present, either in person or by phone, shall be regarded as the act of the Board.

## **Article VI Powers and Duties of the Board of Directors**

**Section 1. Powers.** The Board of Directors shall have power to:

- (A) Adopt and publish rules and regulations governing the use of all common areas, facilities, and roads.
- (B) Enforce the Reservations and Restrictive Covenants of Aspen Highlands Subdivision as filed with the County Clerk and Ex-Officio Register of Deeds of Carbon County, Wyoming.
- (C) Fix and collect assessments or charges to be levied against the members of the Subdivision.
- (D) Suspend the voting rights and the right to use any of the recreational and common facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and a hearing for a period of not to exceed sixty (60) days for infractions of published rules and regulations.
- (E) Exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Reservations and Restrictive Covenants.
- (F) Declare the Office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive Regular or Special meeting of the Board of Directors.
- (G) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

**Section 2. Duties.** It shall be the duty of the Board of Directors to:

- (A) Cause to be kept a complete record of all its acts and corporate affairs and to present a copy of all Annual and Board meeting minutes to those present at the Annual meeting of the Members.
- (B) Supervise all officers, agents, and employees of this Association, and see that

their duties are properly performed.

- (C) As more fully provided in the Reservations and Restrictive Covenants to:
  - (1) Fix the amount of the annual dues/assessment against each lot and its owner.
  - (2) Send written notice of each dues/assessment to every owner subject thereto at least sixty (60) days in advance of its due date.
  - (3) Foreclose the lien against the property and bring suit against the owner personally obligated to pay the same. See Article X.
- (D) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any dues/assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states the dues/assessment has been paid, such certificate shall be conclusive evidence of such payment.
- (E) Procure and maintain adequate liability and hazard insurance on property and easements owned by the Association.
- (F) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- (G) Cause the common areas to be maintained.
- (H) The treasurer will file, or work with a qualified accountant to file, the necessary yearly tax reports as required by the IRS. These records will be available for review at the Annual meeting and other times by request.

## **Article VII**

### **Officers and Their Duties**

**Section 1.** Offices. The Officers of this Association Board of Directors shall be a President a Vice-President, a Secretary, and a Treasurer, who shall at all times be Members of the Board.

**Section 2.** Election of Officers. The Board of Directors will select Board members to fill the four Officer positions. This selection will take place at the first meeting of the Board of Directors immediately following each annual meeting.

**Section 3.** Term. The Officers of this Association shall be selected annually by the Board and each shall hold office for one (1) year unless they shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

**Section 4.** Special Appointments. The Board may appoint such committees as the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

**Section 5.** Resignation and Removal. Any Officer may be removed from office with or without cause by the Board. Any Officer may resign at any time giving written notice to the President or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6.** Vacancies. A vacancy on the Board or any Officer position may be filled by appointment of the Board. The Officer appointed to a vacancy will be a member of the Board of Directors and shall serve for the remainder of the term of the person being replaced.

**Section 7.** Multiple Offices. No person shall simultaneously hold more than one office.

**Section 8.** The duties of the Officers are as follows:

- (A) President: The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments, and shall co-sign all checks and promissory notes.
- (B) Vice-President: The Vice-President shall act in the place of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- (C) Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board. Keep the Corporate seal of the Association and affix it on all papers requiring an I.D. Seal. Serve notice by email of Special meetings of the Board to the Board members. Mail/email ballots to all owners when received from the Nominating Committee for elections at the Annual meeting.
- (D) Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association, shall keep appropriate current records showing the members of the Association together with their addresses, both physical and email addresses; shall keep proper books to be available to the membership at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular Annual meeting, and deliver a copy of each to the members. The

Treasurer is responsible for filing or assuring that the proper IRS forms are filed each year. This action may require the coordination with an accountant to accomplish.

## **Article VIII Committees**

The Association Members shall appoint an Architectural Control Committee, as provided in the Reservations and Restrictive Covenants (Section 13) and a Nominating Committee, as provided in these Bylaws. (Article IV, Section 1) In addition, the Board of Directors shall appoint such other committees as deemed appropriate in carrying out its purpose.

## **Article IX Books and Records**

The books, records, and papers of the Association shall be kept by the President of the Board of Directors, or his/her designee. These documents are available for review by any member upon written request to the President. The Reservations and Restrictive Covenants, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any member at the Association website. Copies may be purchased at a reasonable cost.

## **Article X Assessments**

As more fully provided in the Reservations and Restrictive Covenants, each member is obligated to pay the Association dues/assessments. Any dues/assessments, which are not paid when due, shall be delinquent. No owner may waive or otherwise escape liability for the dues/assessments by non-use of the common area or abandonment of his lot. If the dues/assessment is not paid within the time provided for, it shall bear interest from the date of delinquency at the rate of six percent (6%) per annum or a late charge of five dollars (\$5.00), whichever is greater. Legal proceedings to file a lien will be initiated after two (2) consecutive years of delinquency. Subsequently, the Association may bring an action against the owner personally obligated to pay the same, or foreclose the lien against the property. Interest, costs, and reasonable attorney's fees for this action shall be added to the amount due.

## **Article XI Amendments**

**Section 1.** These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy. A copy of proposed changes will accompany the annual assessment (dues) mailing and will be voted on at the next annual meeting. Adoption will be by a majority of those

present at the annual meeting.

**Section 2.** In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Reservations and Restrictive Covenants and these Bylaws, the Reservations and Restrictive Covenants shall control.

**Article XII  
Miscellaneous**

The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

In witness whereof, we, being all the directors of the Aspen Highlands Subdivision Homeowners Association, have on

this \_\_\_\_\_ day of \_\_\_\_\_, 2011, set our hands to these Bylaws.

STEVE PINK  
President

REED BRANNON  
Vice-President

CHARLES HUFF  
Secretary

BILL MORSE  
Treasurer

RUSS CHRISTIANSEN  
Board Member

JIM KING  
Board Member

SUSANN WARD  
Board Member

2/13/2011