

CANYON AREA RESIDENTS FOR THE ENVIRONMENT
BY-LAWS

ARTICLE I

General

Section 1 NAME: The Association shall be incorporated as a nonprofit Corporation under the laws of the State of Colorado and its name shall be Canyon Area Residents for the Environment.

Section 2 COUNCIL: A governing Council shall be formed composed of a delegate or alternate delegate from each of the member associations and groups.

Section 3 DURATION: The Corporation shall have perpetual existence.

Section 4 PURPOSE: The purposes of the Corporation shall be those set forth in the Articles of Incorporation and to assimilate problems and concerns, propose solutions and distribute information to members within the boundaries hereafter described. The Council shall take unified affirmative action to promote positive governmental action consistent with the needs of the area.

Section 5 ADDRESS: The correspondence address of the Council shall be a suitable post office box within the area. The registered office shall be that of the registered agent of the Corporation.

Section 6 AREA: The area served by this association is that portion of Jefferson county bounded by: East - The Hogback; South - Bear Creek Canyon; West Jefferson County Line: and - North Clear Creek Canyon.

ARTICLE II

Membership

Section 1 QUALIFICATION: Membership in the Corporation shall be open to any duly formed or incorporated home owners association and any recognized group of individuals not within the coverage of such an association, provided that such group is located within the area served by the Corporation. Hereinafter, a member shall be defined as:

A. A duly formed or incorporated home owners association, i.e., an association operating under a set of by-laws and managed by a board of directors.

B. A recognized group of individuals, i.e., a group not within the coverage or boundaries of the before said associations and where the group is recognized by two-thirds of this Council as representative of a geographically contiguous area or subdivision with interests of a nature similar to those of a home owners association and which would be served by representation on this Council. Said group is restricted by the above geographic area, as defined. The recognition of the representative capacity of any member may be reviewed by the Council from time to time as circumstances require, and be put to a vote, if necessary, for removal by a two-thirds vote of the Council at a regularly scheduled meeting. For inclusion or expulsion, a two-thirds vote will include the written vote of any member unable to attend the meeting.

C. Other Groups: The Corporation may approve other groups or associations for membership by two-thirds vote of the Council.

D. List of Recognized Groups to be made part of Appendix to Bylaws

A list of all the groups CARE recognizes as members shall be attached as an appendix to the Bylaws stating: This is the list of all groups recognized by CARE. It is based upon the HOA's within the CARE area currently recognized by Jefferson County and additional groups that have historically been part of CARE that CARE can currently contact. To become a member, a group must apply to the CARE Board for recognition at least one meeting prior to the vote on membership and according to the existing bylaws that require a 2/3rd approval for admission. (As Amended June 2009)

Section 2 DELEGATES: Each member shall be represented by a delegate, or by an alternate delegate who is authorized to act in the delegate's absence. Delegates shall be authorized to represent their respective members in matters before the Council. Delegates shall serve a term of one year, from January 1 until December 31.

Section 3 MEMBER RESPONSIBILITIES:

- A. To appoint an official delegate and alternate to the Council within 30 days of acceptance and upon 30 days notice of a vacancy in the above positions.
- B. To ensure attendance of the delegate or alternate at all meetings of the Council.
- C. To notify the Council when no representative of the member will be able to attend a meeting.
- D. To notify the 2nd vice president when the member's delegate or alternate is changed.
- E. To advise their delegates of their views for presentation and representation at Council meetings and to authorize their delegate to vote for the member at Council meetings.

Section 4 DELEGATE RESPONSIBILITIES: Each delegate shall act as liaison between the Council and the member represented. It shall be the delegate's responsibility to:

- A. Present common problems and concerns to the Council as directed by the represented member.
- B. Return Council recommendations discussion results to the represented member.
- C. Present the opinion of the represented member to the Council on all issues and positions.
- D. Present results of any surveys conducted on behalf of the Council.
- E. Contribute time and effort to committees and other Council projects.
- E. Vote on issues at Council meetings for their members.
- G. Place items on the agenda on behalf of their represented member.

Section 5 COUNCIL RESPONSIBILITIES: The Council shall act as a liaison between its members and the county and state governmental legislative, administrative and judicial agencies, real estate developers of whatever kind, businesses, and neighboring citizen or home owner groups with an interest in or impact upon the planned, intelligent development of the area served by this Corporation. It shall be the Council's responsibility to:

- A. Present the members common problems and concerns to the appropriate governmental agencies, businesses, Groups or individuals.
- B. Present the member's views on specific questions and issues related to common problems and concerns.

C. Inform the full membership of the Council of the matters of common interest to the planned, intelligent development of the area served by the Corporation, and to keep the membership informed on a continuing basis, of the progress of matters of common interest through their delegates.

D. Take such action as may be beneficial to the Corporation, including, but not limited to, the hiring of attorneys to present the Council's views and feelings at legal proceedings.

ARTICLE III

Meetings and Elections

Section 1 MEETINGS: Regular meetings of the Council of the Corporation shall be held monthly or as needed and the January meeting shall be the annual meeting. Special meetings may be called at any time by the president or a majority of the Council upon telephone notice to all delegates. ("or as needed added Feb 24, 1994 Bylaw change.)

Section 2 ELECTIONS: The officers of the Council shall be elected from the duly authorized delegates to the Council at the annual meeting. Said officers shall serve for one year terms. Said officers shall constitute the Board of Directors of the Corporation.

Section 3 COMPENSATION: Council officers and delegates shall receive no compensation for services rendered in such capacities.

Section 4 VOTING: Each delegate or alternate delegate has one vote. An officer has one vote, namely as a delegate. To carry, an issue must be supported by an aye vote of the majority of delegates present. (Section 4 As Amended June 2009)

Section 5. (Section 5 eliminated June 09 had stated "A quorum shall consist of 50% or more of the delegates." (As amended June 27, 1990.)

ARTICLE IV

Officers and Duties

Section 1 OFFICERS: The officers of the Corporation shall be president, 1st vice president, 2nd vice president, secretary, treasurer and such other vice presidents as the delegates shall elect.

Section 2 DUTIES: The duties of the officers of the Council shall be:

A. PRESIDENT: Shall preside at meetings of the Council and may act as spokesperson for the Council, and will perform other duties as may be designated by the Council.

Shall send out the agenda in a timely fashion and the current list of member organizations shall be attached to the agenda. The President shall see that this agenda is posted on the CARE website and sent out to all known delegates a reasonable time prior to each meeting. Elections or Changes in ByLaws require 1 month advance notice. Approval of the previous meeting's minutes must be done at each meeting. (As Amended June 2009)

Shall notify delegates of all meetings, regular and special. (As Amended June 2009)

B. VICE PRESIDENT: Shall Perform the duties of the president in the absence of the president and other such duties as may be designated by the Council.

Shall observe County governmental activities as they relate to CARE's corporate purpose and make a monthly report to the corporate members at the regular meeting. (As amended May 1988)

C. (Amendment June 2009 eliminated position of 2nd Vice President.)

D. TREASURER: Shall act as the custodian for funds of the Corporation; disburse monies of the Corporation; keep an account of the financial condition of the Corporation; distribute an annual report to the Corporation at the annual meeting; and other such duties as may be designated by the Council.

E. SECRETARY: Shall keep a true and accurate record and minutes of all Council meetings; shall be responsible for the preparation of correspondence; and other such duties as the Council may designate.

Shall maintain current records of the membership of the Corporation and delegates and alternate to the council; assist the president in the preparation of the agenda for Council Meetings; and other duties as may be designated by the Council. Amended June 2009.

F. The other vice presidents shall perform such duties as the Council shall direct in the resolution electing them.

G. The Council officers (Board of Directors) may meet in executive session and shall meet at least once a year.

ARTICLE V

Committees

The officers with the advice of the delegates, shall designate committees and appoint all committee chairmen.

ARTICLE VI

Finances

Section 1 FISCAL YEAR: The Corporation's fiscal year shall be the calendar year, January 1 through December 31.

Section 2 FINANCING: The Council will, determine how to finance the Corporation.

Section 3 CORPORATION FUNDS:

A. The officers shall open and maintain such bank accounts as are necessary for the effective and efficient operation of the Corporation.

B. Monies of the Corporation shall only be disbursed by check signed by two officers of the Corporation, one of whom should be the treasurer.

C. Monies will be disbursed only upon presentation of proper invoices and/or receipts.

ARTICLE VII

Amendment of By-Laws

Amendments to these By-Laws shall be considered upon the majority vote of the delegates at a meeting, a quorum being present. The By-Laws shall be officially changed with a two-thirds vote of the Council.