

## **AMENDED BY-LAWS OF SKYWAY PARK CIVIC ASSOCIATION**

The following By-laws ("Amended By-laws") correctly set forth the provisions of the By-laws of Skyway Park Civic Association, and were duly adopted pursuant to the Colorado Non-Profit Corporation Act.

### **ARTICLE I NAME AND LOCATION**

The name of the non-profit corporation is SKYWAY PARK CIVIC ASSOCIATION, hereinafter referred to as the "Association." The Association was adopted and established as a body corporate and politic under Chapter 41, Article 13, 35 C.S.A. on the 6th day of October, 1954 A.D., in the County of El Paso, State of Colorado. The principal office of the Association shall be located at 1232 Milky Way Drive, Colorado Springs, CO 80906, with a mailing address of P.O. Box 38852, Colorado Springs, CO 80937-8852. Meetings of the Members and Directors may be held at such places within the County of El Paso as may be designated by the Board of Directors, which shall also be referred to herein as the "Board."

### **ARTICLE II OBJECTS AND PURPOSES**

The primary object and purpose of the Association is to operate and maintain the "Little Dipper Pool" for the benefit of members. When it was originally incorporated, the Association had much broader objects and purposes, some of which have been narrowed through time. Nevertheless, these objects and purposes remain, particularly in connection with the "Little Dipper Pool," and may be expanded at the discretion of the Board. These additional objects and purposes are:

1. To foster and cultivate the social and civic relations of the families of the various subdivisions represented in the membership.
2. To forward and promote the general welfare of the members.
3. To encourage among the members closer personal acquaintance and a friendly spirit of mutual cooperation.
4. To encourage and promote the development and improvement of the subdivisions represented in the membership.
5. To promote leisure-time activities for members.

## ARTICLE III MEMBERSHIP

1. Type and Duration. There shall be one type of membership in the Association. Every applicant for Membership who is accepted for membership by the Association shall be a Member of the Association and shall remain a Member until the expiration of the membership year for which membership fees were paid. The Membership year shall run from May 1 of the year in which membership fees are paid through April 30 of the following year.

2. Qualification for Membership. To qualify for Membership, at the time of application, applicants must (1) have been members who, at the time of adoption of these Amended By-laws, would have the right to re-apply for membership under provisions of the then existing by-laws, (2) be eligible to apply for membership pursuant to Section 3 or Section 7 of this Article, or (3) maintain their primary residence within the geographic boundaries established by School District 12 for attendance at Skyway Park, Gold Camp or Broadmoor Elementary schools in Colorado Springs ("Residence Area") as those boundaries existed on August 11, 2009. In cases of dispute, primary residence will be determined by the Board, in its sole discretion, using the applicant's driver's license, voter registration, tax returns or any other indicia of residence.

3. Change of Residence. If any member moves so as to reside outside the geographic boundaries established by School District 12 for attendance at any of its elementary or secondary schools, their membership shall terminate effective at the end of the membership year without the right to reapply for that membership. Notwithstanding the above residence provisions, any member who has been a member of the pool for ten (10) or more consecutive years may reapply for membership from year to year regardless of place of residence so long as the membership is continuously renewed. In the event said membership is not renewed in any year, then the right to reapply for said membership pursuant to this section shall be lost.

4. Application. To apply for Membership, an applicant shall comply with rules for application and pay the membership fee as established by the Board for the year in which the application is made. Any such membership fee shall be non-refundable, providing membership is granted. Current members who qualify for membership shall be entitled to reapply for membership the following year with priority over new applicants for membership.

5. Non-transferability. Memberships are nontransferable.

6. Memberships. There shall be 200 Memberships.

7. Memberships Outside Residence Area. The Board shall attempt to secure qualifying memberships from the Residence Area. If in any membership year, however, the Board receives less than 200 qualifying membership applications from the Residence Area and, in its sole discretion, it determines that it would be in the best interests of the Association to solicit

additional qualifying memberships to fill the vacancies, then it shall seek to fill the remaining vacancies by May 1 of the given year from areas outside the Residence Area but within the geographic boundaries established by School District 12 for attendance at any of its elementary or secondary schools. After May 1st, memberships can be opened to perspective members from outside the established boundaries in the order in which they are received. The board must evaluate the membership boundaries year by year to insure that the intent of the Skyway Park Civic Association is honored. Once a membership has been accepted from outside the Residence Area pursuant to this Section, that member may reapply for membership from year to year subject to the provisions of Article III, Section 3, but in the event said membership is not renewed in any year, then the right to reapply for said membership pursuant to this section shall be lost.

#### ARTICLE IV MEETINGS OF MEMBERS

1. Voting Rights. Each Membership in the Association shall be entitled to one vote on every matter presented to the Members for determination. Where the Membership consists of more than one individual, only one vote may be cast and the right to cast that vote is lost where the individuals disagree as to how to vote. The affirmative vote of a majority of the Members present at a meeting shall be required for decisions and action by the Association at that meeting.

2. Annual Meetings. The annual meeting of the Members shall be held at 7:30 p.m. on the third Thursday of August of each year, unless otherwise determined by the Board, and at such place as determined by the Board. At the annual meeting, Members shall elect members of the Board of Directors whose terms are expiring and shall transact such other business as shall properly come before them.

3. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board, or upon written request of one-fifth (20%) of the Members.

4. Notice of Meetings. Email or written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or persons authorized to call the meeting, by emailing to the address of record or mailing a copy of such notice, postage prepaid, at least ten (10) days prior to such meeting, to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. 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. No business shall be transacted at the special meeting except as stated in the notice sent to Members.

5. Action Taken Without a Meeting. Notwithstanding any provision to the contrary, any

action required or permitted to be taken at any meeting of Members may be taken without a meeting and without prior notice or a vote, if consent in writing, setting forth the action so taken is signed by all the Members.

6. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, ten percent (10%) of the votes of the Members shall constitute a quorum for any action. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting, from time to time, with proper notice as set forth above for meetings of Members. If a quorum is present, Members entitled to vote thereat shall have the power to adjourn from day to day as required to conduct the business of the Association and notice of such adjournment need not be given, other than announcement at the meeting, and a quorum need not be separately established on the date adjourned to.

7. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary prior to the meeting. Every proxy shall be revocable upon written notice to the Secretary.

#### ARTICLE V BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

1. Number. The property, business and affairs of the Association shall be managed by a Board of Directors. The Board of Directors shall be composed of eight (8) Directors, four (4) of whom shall be elected in the even years and four (4) of whom shall be elected in the odd years by the Members at the annual meeting. Directors shall be Members of the Association (or an individual in a membership composed of more than one individual).

2. Term of Office. The terms of Board members will commence immediately upon election and continue until successors have been elected and have taken office.

3. Resignation. Any Director may resign at any time by giving written notice of such resignation to the President of the Secretary. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by such officer.

4. Removal. Directors may be removed from the Board, with or without cause, by at least a majority vote of the Members present in person or by proxy at a meeting called for that purpose.

5. Vacancies. In the event of death, resignation, removal or other causes of a vacancy on the Board, the Director's successor shall be selected by a majority of the remaining Directors and shall serve for the unexpired term of his predecessor.

6. Compensation. Directors shall receive no compensation for any service he/she may

render to the Association. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

7. Action Taken Without a Meeting. The Director 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 all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

8. Powers. The Directors shall have the general management and control of the business and affairs of the Association and shall exercise all the powers that may be exercised or performed by the Association under the Laws of Colorado. Articles of Incorporation for the Association or these By-laws. The Directors shall have the power and authority to adopt such Rules and Regulations concerning Members and use of Association Property as are necessary to accomplish its responsibilities.

#### ARTICLE VI MEETINGS OF DIRECTORS

1. Regular Meetings. Regular meetings of the Board of Directors shall be held with such frequency and at such time and place as shall be determined by a majority of the Directors. Notice of regular meetings of the Board of Directors shall be given to each Director personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting.

2. Special Meetings. Special meetings of the Board of Directors may be called by the President of the Association, or by any three or more Directors, upon three (3) days notice to each Director, given personally or by mail, telephone or telegraph, which notice shall state the time, the place and the purpose of the meeting.

3. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

4. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board, there be less than a quorum present, those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

ARTICLE VII  
OFFICERS AND THEIR DUTIES

1. Enumeration of Offices. The officers of the Association shall be a President, Vice-President, Secretary, Treasurer, Membership Chairman, Senior Maintenance Chairman, Junior Maintenance Chairman and Social Chairman. These officers shall also constitute the Board of Directors.

2. Duties. The duties of the officers are as follows:

(a) The President shall preside at all meetings of the Board of Directors and of Members; shall see that orders and resolutions of the Board are carried out and shall otherwise have general charge of and control over the affairs of the Association; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes. Further, he/she shall have all of the general powers and duties which are usually vested in the office of the president of an association, including but not limited to the power to appoint committees from among the Members from time to time as he/she may, in his/her discretion, decide is appropriate to assist in the conduct of the affairs of the Association or as may be established by the board or by the Members of the Association at any regular or special meeting.

(b) The Vice-President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him/her by the President or the Board.

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of any meetings of the Board and of the Members; and shall, in general, perform all duties incident to the office of secretary, and shall perform such other duties as required by the Board.

(d) The Treasurer applicant must show evidence of a working knowledge of accounting software, payroll processing, and timely filings of payroll taxes and timely preparation work of annual federal income tax returns. At the conclusion of the fiscal year, the current Board of Directors by a majority vote can offer the current Treasurer the option of remaining in the Treasurer position for an additional two years. The Treasurer shall keep the financial records and books of account and shall receive and deposit in appropriate bank accounts all monies of the Association, maintain a separate accounting of all fundraising monies and the \$100 surplus received in New Member dues to hold in escrow for capital expenditures; and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks and promissory notes of the Association with one other Board member; keep proper books of account; upon resolution by the Board of Directors shall cause an annual audit of the Association books to be made by a certified or public accountant at the completion of the fiscal year; 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, and shall perform such other duties as are delegated to him/her by the Board.

e) The Maintenance position shall consist of a Senior Maintenance Chairman and a Junior Maintenance Chairman.

The Senior Maintenance Chairman shall have charge of any community building, grounds, or other real and personal properties of the Association and shall be responsible for regulating the use of such properties of the Association as decided by the Board; shall cause to be made the repair and maintenance of such properties, shall schedule and manage any necessary work parties for repair, maintenance or to open or close the pool; shall solicit such assistance as can be found from the membership for repair and maintenance; shall bring to the attention of the Board matters of repair and maintenance requiring Board decision; and shall perform such other duties as are delegated to him/her by the Board.

The Junior Maintenance Chairman shall perform such duties as may be assigned to him by the Senior Maintenance chairman and shall have the same general responsibilities. The Junior Maintenance chairman shall succeed the Senior Maintenance Chairman as Senior Maintenance chairman.

(f) The Membership Chairman shall maintain the list of members in the Association; shall review all membership applications; shall determine which applications comply with rules adopted by the Board; shall collect membership fees and forward same to the Treasurer; shall communicate with Members regarding membership concerns; and shall perform all other duties as are delegated to him/her by the Board.

(g) The Social Chairman shall take care of all publicity, including newsletters, information letters, calendars, etc.; shall organize events for the membership and the Board; and shall perform all other duties delegated to him/her by the Board.

3. Compensation. Each Officer shall be entitled to full compensation of membership dues each year he/she serves as an officer. Expectations of officers include attending board meetings, one of the two work days, the general meeting and to fully carry-out and complete the performance of their position. Every officer may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

#### ARTICLE VIII DIRECTORS AND OFFICERS AS AGENTS OF THE ASSOCIATION

Contracts or other commitments made by the Board of Directors or Officers shall be made as agent for the Association and they shall have no personal responsibility on any such contract or commitment.

ARTICLE IX  
COMMITTEES

1. The Board of Directors may appoint any committees which are required or deemed appropriate in carrying out its purpose.
2. The President will serve on each such committee.

ARTICLE X  
BOOKS AND RECORDS

The Association shall make available to Members copies of the Articles of Incorporation, By-Laws, other rules concerning the Association and the books, records, records of receipts and expenditures, and financial statements of the Association.

"Available" means available for inspection, upon request, during reasonable times, considering the Board and its Officers are volunteers with other full-time commitments.

ARTICLE XI  
AMENDMENTS

Any of these By-Laws may be amended by a majority vote of the membership, present and voting, at any annual meeting or at any special meeting called for that purpose.

IN WITNESS WHEREOF, I, being the President of the SKYWAY PARK CIVIC ASSOCIATION, have hereunto set my hand this 20th day of August, 2009.

Beth Winkler

Beth Winkler, President

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the SKYWAY PARK CIVIC ASSOCIATION, a Colorado Non-Profit Corporation, and THAT the foregoing By-Laws constitute the original By-Laws of said Corporation, as duly amended and adopted at the annual meeting of the Membership thereof, held on the 20th day of August, 2009.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 20<sup>th</sup> day of August 20, 2009.

(SEAL)

Mary Stark

Mary Stark, Secretary