



## **By-Laws**

### ARTICLE I ORGANIZATION TITLE

Sec. 1. Title: The name of this organization shall be the Russellville Homeowners and Property Owners, Inc. (RHPO).

### ARTICLE II MEMBERSHIP AND MEMBERS

Sec. 1. Qualifications: Each and every resident property owner or non-resident property owner in the area shown as Russellville, First and any subsequent Filings, as more fully described in the plot on record in the office of the Clerk and Recorder of the County of Douglas, State of Colorado, is eligible to become a member of this Association.

Sec. 2. Resident Membership: Resident membership is limited to all resident property owners (homeowners) in Russellville. A "Resident Membership" shall consist of all members of a family living at any home located in Russellville. A membership shall be deemed not in good standing, and shall lose voting privileges when membership dues become delinquent, as determined by the Executive Committee. Each adult resident property owner (homeowner) shall qualify as separate and individual active voting members providing that they possess a membership which is in good standing. A membership shall consist of not less than one, nor more than two active voting members.

Sec. 3. Non-Resident Membership: Non-resident membership is limited to all non-resident property owners in Russellville. A "Non-resident Membership" shall consist of the non-resident property owner of record. Each non-resident membership shall consist of one active voting member regardless of amount of property owned. A membership shall be deemed not in good standing and shall lose voting privileges when membership dues become delinquent, as determined by the Executive Committee.

Sec. 4. Dues. (a) This Corporation shall have no capital stock, and the same shall be a non-profit corporation.

(b) Until the Board of Directors shall otherwise change, alter, or fix additional initiation fees or dues, the following shall be effective:

(1) Membership fee for each Membership shall be \$18.00 per year.

(2) There shall be an initiation fee of \$5.00 for all Memberships and memberships shall not be transferable.

(c) The dues for each membership, consisting of not less than one, nor more than two voting members shall be due and payable on the first day of each fiscal year. The total amount shall be prorated on a quarterly basis for new members seeking active membership during the year.

(d) Any member of the Corporation whose dues have been in arrears for thirty (30) days shall not be a member of this Corporation provided, however, that any Membership may be reinstated upon payment of dues.

### ARTICLE III MEETINGS OF MEMBERS

Sec. 1. The annual meeting of the members of this Corporation shall be held during the month of October, and an additional meeting shall be held during the month of April, both at such times and places as may be determined by the Board of Directors.

Sec. 2. The fiscal year of this Corporation shall be October 1 to September 30.

Sec. 3. A special meeting of the members of this Corporation may be called at any time by request of the majority of the Executive Committee, the President, or by request of ten members hereof in good standing by giving no less than seven (7) days, nor more than fourteen (14) days written notice of such meeting, naming the place, hour, and purpose of said meeting in said notice.

Sec. 4. Quorum: Ten active members of the Association in attendance at any regular or special meeting plus the President or Vice President shall constitute a quorum for doing business.

Sec. 5. Voting: Only active members shall be entitled to vote. Each Resident Membership shall have two (2) votes which can be cast by either spouse only; and each Non-Resident Membership shall have one (1) vote which can be cast by either spouse only.

Sec. 6. Rules of Order. "Robert's Rules of Order" shall govern all matters of procedure at any regular or special meeting of the Association.

### ARTICLE IV ORGANIZATION

Sec. 1. Officers: The membership shall elect a President, Vice President, a Treasurer, and a Secretary. These four officers shall serve as the Executive Committee. Such officers shall serve for a term of one year. Vacancies shall be filled by direct appointment by the Board of Directors. The duties of these officers shall be defined as follows:

a) President: Only a Resident Member in good standing can serve as President. It shall be the duty of the President to act as the President of the Board or Directors and General Executive Officer of the Association; to preside at all meetings of the Executive Committee or of the membership; and to appoint, with advice of the Board of Directors,

such non-elective officers and Committees, as are deemed necessary.

b) Vice President: Only a Resident Member in good standing can serve as Vice President. It shall be the duty of the Vice President to perform the functions and duties of the President in event of his temporary absence, and to perform such other and further duties and functions as the Executive Committee may prescribe. The Vice President shall automatically become President at the Annual October meeting of the following year.

c) Treasurer: It shall be the duty of the Treasurer to maintain all records related to the financial condition of the Corporation. The Treasurer shall deposit all monies at a depository selected by the Board of Directors, and pay out the same by check or draft, counter-signed by such officers as the Board of Directors may direct. It shall be the Treasurer's responsibility to collect dues from the membership, and to report delinquent members.

d) Secretary: It shall be the duty of the Secretary to keep and maintain all records, documents, and papers belonging to the Association. The Secretary shall conduct the official correspondence of the Association, as directed by the President, and keep records of the proceedings of the Board of Directors and of all regular and special meetings of the membership. The Secretary shall maintain a directory of all Russellville resident and non-resident property owners, and have on file the names and addresses of all active members.

Sec. 2. Executive Committee: The four elected officers shall be the only members of the Executive Committee. The Executive Committee shall preserve, protect, and promote the interests of the Corporation and its members; and shall be responsible for formulating the general policy of the Corporation in accordance with the expressions of the will of the majority of the members; and, at the same time, preserve and protect the interests of the minority members. The Executive Committee shall supervise all activities of the Corporation, and shall establish special Committees, as it deems necessary, in order to properly carry out the object and purposes for which the Corporation is formed. Regular meetings of the Executive Committee shall be held as designated by the President. Special meetings may be called, as deemed necessary, by the President, or by a majority of the Executive Committee. Three officers in attendance at any regular or special meetings of the Executive Committee shall constitute a quorum for doing business.

Sec. 3. Standing Committees: The Executive Committee shall appoint members to the following standing Committees with the Chairman for each Committee being elected by the appointed Committee members:

a) Nominating and Membership Committee: It shall be the responsibility of the Nominating and Membership Committee to prepare a list of at least two candidates for each elected office from active members, who are willing to serve. This slate of candidates shall be published and made available to all active members at least two weeks prior to elections, which shall be held at the first regular meeting of the Association each calendar year. This Committee shall also assist the President in stimulating new and active membership.

b) Planned Growth: This Committee shall have full responsibility for the planned growth of Russellville including, but not restricted to, Architectural Control, Covenant Enforcement, and the maintenance, preservation, and enrichment of the environs of Russellville and the surrounding area. It shall be the responsibility of the Planned Growth Committee to keep informed of plans for economic and property development, which impact the health and safety of the membership of this Association. The Planned Growth Committee shall be particularly concerned with assuming the aesthetic quality of the environment, while maintaining the stability of property values and shall monitor existing and proposed plans for garbage disposal, sewage disposal, water supply, parks and recreational lands and open space. This Committee shall encourage the adoption of and adherence to a Comprehensive Master Plan for Douglas County, and shall keep informed of requests for zoning changes, which will affect Russellville.

c) Recreation: It shall be the responsibility of the Recreation Committee to consider, and

where deemed desirable and practical, to sponsor, organize and publicize recreational, athletic, or social functions for the membership of the Association. Such functions shall be open to the entire membership, and their families, or any special segment thereof (such as certain age groups of children); and shall, if costs are involved, rely upon these members participating to bear such costs. The Recreation Committee shall also keep informed of the use and development of Russellville Parks as well as Public Parks in the immediate environs.

d) Public Affairs: It shall be the responsibility of the Public Affairs Committee to develop and execute effective means of publicizing and notifying the membership of special concerns and activities which affect, or are sponsored by, the Association. This responsibility shall include, but not be limited to, publication of a periodic newsletter, maintaining a telephone sub-committee, monitoring local newspapers, communicating with the news media, and representing the views of the membership of this Association, in conjunction with the Executive Committee, to the appropriate public officials. This Committee shall appoint representatives to attend meetings of federal, state, and local governmental agencies and meetings of other similar associations of Douglas County as is appropriate.

e) Transportation and Schools: It shall be the responsibility of the Transportation and Schools Committee to keep informed of existing and planned facilities, and activities relating to transportation and school systems, which affect the membership of this Association. This responsibility shall include, but not be limited to, reporting facts to the membership relating to school building and curriculum plans, school and other bond issues, school and public busing, and traffic flow and safety in and around Russellville. This Committee shall represent the views of the membership of this Association in conjunction with the Executive Committee to the appropriate Boards, Commissions and public officials responsible for public schools and transportation.

## ARTICLE V BOARD OF DIRECTORS

Sec. 1. The affairs and management of this Corporation shall be under the control of a Board of Directors consisting of seven {7} members hereof and, except for the original officers, they shall hold office for two years from the date of their election, or until their successors are duly elected and qualified; the original officers shall have terms running one year. Members of the Board of Directors may not serve more than two consecutive terms.

Sec. 2. Composition of the Board of Directors shall be five (5) resident members, and two (2) non-resident members.

Sec. 3. Meetings of the Board of Directors shall be held at such time, place and hour as the President may set forth in the call for any meeting, and seventy-two (72) hours' notice to each member of the Board of Directors shall be necessary, unless such member or members shall waive such notice or be present at such meeting. Upon refusal of the President to call a meeting, any three (3) members of the Board of Directors may call a meeting upon three (3) days' notice in writing to each member of the Board.

Sec. 4. The Board of Directors will consist of the President, Vice President, Treasurer and Secretary and three at-large Directors as elected by the membership.

Sec. 5 Vacancies. Any vacancies in the Board of Directors shall be filled by appointment of the remaining members of the Board and such member shall hold office until the next annual meeting of the members at which meeting said position shall become vacant and shall be filled in accordance with Article VI.

Sec. 6. A member of the Board of Directors shall be automatically removed from his

position on the Board and as an officer if he misses three (3) consecutive meetings of the Board of Directors, Executive Committee, and/or meetings of the Association.

Sec. 7. No officer, member of the Board of Directors, or member of any committee or any person rendering any service on behalf of this Corporation shall have or be entitled to any compensation, remuneration, or monetary consideration unless the same shall have been first fixed by the Board of Directors.

## ARTICLE VI ELECTIONS

Sec. 1. The Nominating Committee shall nominate at least as many persons as there are vacancies on the Board of Directors due to expiration of terms. It shall also nominate at least as many persons as there are vacancies in unexpired terms and it shall file these tickets or nominees in writing with the Secretary at least two weeks prior to the date of the annual meeting.

Sec. 2. No candidate shall be announced for nomination unless his or her consent has been secured.

Sec. 3. The Secretary shall announce the names of these candidates by mail to all Members at least 20 days prior to the annual meeting.

Sec. 4. Additional nominations may be made by written petition, signed by at least three (3) members, and filed with the Secretary at least one week prior to the annual meeting. Such petitioners shall immediately announce the additional candidates to the entire membership by written notice.

Sec. 5. Election shall be held at the annual meeting by secret ballot.

Sec. 6. Candidates, corresponding in number to the number of vacancies, receiving the highest number of votes in each category of vacancy shall be elected. In case of a tie, a run-off election shall be held for those involved in the tie.

## ARTICLE VII AMENDMENTS

By a two-thirds (2/3) majority vote, when a quorum is present, these By-Laws may be amended, altered, added to, or changed at any meeting of the members by giving a two (2) weeks' notice in writing addressed to each member of the Corporation, setting forth the proposed amendment, alteration, addition, or change, together with the place and hour of such meeting; provided, that there is a quorum at said meeting and the same is duly constituted to do business, as provided for in these By-Laws.

## ARTICLE VIII PAYMENT OF BILLS

No financial obligation can be created without the approval of the Board of Directors.

## ARTICLE IX SEAL

Sec. 1. The Seal of this Corporation shall consist of the name of this Corporation in a circle thereon, together with the name "Colorado" and the word "Seal".

ARTICLE X  
INDEMNIFICATION OF OFFICERS

The Corporation and its members which jointly and severally indemnify the Officers of the Corporation for any liability incurred by the Officers acting within the scope of their assigned duties as described herein.

This excludes deeds caused by the negligence and willful misconduct of the officers.