

**AMENDED AND RESTATED BY-LAWS
OF
WOODLAND WEST WATER USERS ASSOCIATION**

**ARTICLE I
Office, Resident Agent, and Purpose**

Section 1. The Board of Directors shall select a qualified Registered Agent and file a statement of appointment with the Secretary of State. The Board of Directors may change the Association's registered agent by filing a statement with the Secretary of State setting forth the change.

Section 2. The principal office of the Association shall be as determined by the Board of Directors. The Board of Directors may change the Association's registered office by filing a statement with the Secretary of State setting forth the change.

**ARTICLE II
Membership**

Section 1. Membership in the Association shall be based on ownership of individual parcels of real property that are served by the Association ("Lot" or "Lots"). Such ownership of a Lot and corresponding membership in the Association shall be determined by the records of property ownership as maintained by the Teller County Clerk and Recorder and listed in the real property database maintained by the Teller County Assessor's Office.

Section 2. Membership in the Association occurs automatically upon the ownership of a Lot. However, notice of such ownership needs to be provided to the Association for the recognition by the Association of such membership. Membership in the Association automatically terminates upon the divestment of all ownership interest in property served by the Association.

Section 3. No membership may be transferred or assigned except upon the transfer of ownership of a Lot.

Section 4. Owners of parcels of real property not served by the Association who petition the Association for service and who are granted such service become owners of a Lot or Lots and thereby gain commensurate membership in the Association. Ownership of any Lot that is removed from service by the Association shall commensurately terminate the membership in the Association.

Section 5. All owners of a Lot are Members of the Association; however, each Lot shall be entitled to one vote. Ownership of multiple Lots shall entitle the owners to the same number of votes as Lots owned, with each Lot still only entitled to one vote no matter the number of owners.

**ARTICLE III
Meetings of Members**

Section 1. The Annual Meeting of the membership shall be scheduled by the Board of Directors and occur sometime in the month of October each year at such place as the President of the

Association may designate in the County of Teller, State of Colorado. If a quorum is not present, the Annual Meeting may be adjourned by a majority vote of the voting Members present, with such adjournment not less than fifteen (15) days or exceeding sixty (60) days from the scheduled Annual Meeting. Any rescheduled Annual Meeting due to adjournment shall require notice of the rescheduled Annual Meeting to be provided to Members within ten (10) days prior to the meeting.

Section 2. Special Meetings of the Association membership may be called by the President or in his/her absence by the Vice-President at his/her discretion or upon request of Members representing not less than fourteen (14) Lots from among the Association membership. Such requested Special Meeting shall occur no less than forty-five (45) days from the request being provided to the Secretary or President.

Section 3. A quorum at any Meeting of the Association membership shall consist of ten percent (10%) of Members representing the Lots in order to transact business at any Annual or Special meeting of the membership. Such quorum requirement does not apply to quorum requirements for assessments or dissolution, which such requirements are specified in Article XVII of the Articles of Incorporation.

Section 4. Members may appoint any other persons, not necessarily Members of the Association, to attend any Meeting of the Association membership and, by proxy, to cast the absent Member's vote on any matter to come before the Meeting. Such proxies must be in writing, signed by a Member or sent from a Member's personal email account (or email address) granting the same, and presented to the Secretary prior to or at the same time that the meeting is called to order. Members represented by proxy shall count toward the determination of a required quorum.

Section 5. Written ballots may be used in the election of Directors if received by the Secretary prior to the Meeting. In similar manner, the Board of Directors may allow written ballots delivered to the Secretary and received in advance of the Meeting, to be counted with respect to any other matter which may properly be subject to a vote of the membership. Members represented by written ballots shall count toward the determination of the required quorum and be considered present for the Meeting. However, such written ballots shall not be counted towards a quorum for any matter not addressed through written ballot.

Section 6. Written notice of each Annual Meeting of the Association membership shall be mailed (by first class or registered mail) or provided by email by the Secretary to each Member not less than thirty (30) days nor more than sixty (60) days prior to such meeting. Written notice of the time and place of each Special Meeting of the Association membership shall be mailed (by first class or registered mail) or provided by email by the Secretary to each Member not less than ten (10) days prior to such meeting. Written notice shall include the time, place, and a proposed agenda.

Section 7. All membership meetings of the Association shall be governed by Robert's Rules of Order. The President or, in his/her absence, the Vice-President, or in both their absence, any Director shall chair the meeting. The meeting chairperson has discretion to alter the order of the agenda to add or delete items to fit the reasonable needs of the participants, membership, or Association.

Section 8. Any motion, proposal, issue or question to be included as an agenda item shall be provided via email, hand delivery or the U.S. Postal Service to the Association Secretary or President at least twenty (20) days prior to the announced date of any Regular or Special meeting of the Association Members.

Section 9. Minutes of any Meeting shall be available within fifteen (15) days of the date of the meeting.

ARTICLE IV Board of Directors

Section 1. The business and affairs of the Association shall be managed by a Board of five (5) Directors, at least three (3) of whom shall be Members of the Association, and who shall be elected at the Annual Meeting of the Association as provided in Article VI of the Articles of Incorporation. The function of the Board shall include:

- A. selection of and delegation of authority to officers and committees necessary for the management of the Association business;
- B. determination of policies for guidance for the Association;
- C. control of expenditures and authorizing of budgets;
- D. keeping of Members informed of the business of the Association;
- E. reviewing financial records and reporting on the condition of the Association;
- F. establishing fees, charges, or other conditions for service, the levying and collecting of assessments, and enforcing the collection thereof in accordance with the laws of the State of Colorado;
- G. controlling the property of the Association;
- H. authorizing contracts, loans, agreements, and legal claims for and on behalf of the Association; and
- I. such other and further powers as may be reasonably necessary to govern the affairs of the Association as permitted by statute and not prohibited by the Articles of Incorporation or Bylaws.

Section 2. Subject to the limitations and requirements set forth herein, only Directors and Officers constitute agents of the Association and, as such, are the only people who are able to bind, speak for, and act on behalf of the Association.

Section 3. For any single expenditure greater than \$15,000.00, the Board shall call for a Special Meeting of the Members to vote on whether to approve such expenditure. All requirements for setting forth a Special Meeting shall be followed, including notice. If the Special Meeting does not consist of a quorum by presence and by means of proxy, the Board of Directors is authorized to

determine at its discretion whether to incur such expenditure. "Single expenditure" shall include multiple expenditures that relate to the same undertaking, project, circumstance, action, or endeavor. Further, "single expenditure" includes any loans or debt incurred for amounts greater than \$15,000.00. If an expenditure over \$15,000.00 is required to address an emergency situation, the Board is authorized to proceed with such expenditure as is reasonably necessary to address the emergency, up to, but not exceeding, the amount currently held in Association reserves. An emergency will be deemed to be any event, action, or happenstance that impairs immediate and safe water delivery and/or is required by Federal, State, or local law or regulation.

Section 4. The term of the Board of Directors is as set forth in Article VI of the Articles of Incorporation.

Section 5. Any vacancy in the Board of Directors, however caused, may be filled by a majority vote of the remaining Director or Directors at the next meeting of Directors, even though there may be less than a quorum present at any meeting held for the purpose, among others, of filling such a vacancy or vacancies. A Director thus appointed shall hold office until the next Annual Meeting of the Association membership at which time, if there be a remaining unexpired term for this Directorship, a Director shall be elected by the Members to fill such unexpired term.

Section 6. Any Director may be recalled from office by a majority vote at any Annual or Special Meeting of the Association membership.

Section 7. The Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of the Association membership and no notice shall be required in connection therewith.

Section 8. Meetings of the Board of Directors shall be held at a location in the discretion of the Board, but shall be locations that can accommodate the reasonable attendance of Members. Minutes of any Board meeting shall be made available within fifteen (15) days of the date of the meeting. These meetings shall generally be open to the membership, though Members shall not have voting rights, but shall have the right to reasonable discussion with the Board on matters being addressed by the Board. Not including the Annual Meeting as set forth above, the following are the types of meetings and related requirements for such meetings:

- A. *Regular Board Meetings:* The Board of Directors shall hold a regular meeting once per month. Written notice of the time and place and proposed agenda of regular meetings of the Board of Directors shall be posted on the Association website, mailed (by first class or registered mail), or provided by email by the Secretary to each Member not less than seven (7) days prior to such meeting. The Board of Directors shall be free to cancel a monthly meeting if all Directors agree such a meeting would be unnecessary. Notice of such cancellation shall be made in the same manner as notice for a meeting. The Annual Meeting shall qualify as a monthly regular board meeting for the month of October.
- B. *Special Board Meetings:* Special meetings of the Board of Directors may be called at any time upon request of any of the Directors. Written notice of the time and place and proposed agenda for a special meeting of the Board of Directors shall be

posted on the Association website, mailed (by first class or registered mail), or provided by email by the Secretary to each Member not less than two (2) days prior to such meeting.

- C. *Emergency Board Meeting:* The Board of Directors shall be free to hold emergency meetings of the Board of Directors at any time to address emergency matters that require expedited attention of the Board of Directors. Such meetings shall not require prior notice of occurrence, but the Board of Directors should endeavor to provide some level of notice if possible.
- D. *Operational Meetings:* The Board of Directors shall be free to hold operational meetings of the Board of Directors at any time in order to discuss the operations of the Association and to conduct working sessions. Such meetings shall not require prior notice of their occurrence. However, no matter shall be voted upon at such meetings.

Section 9. At least once each calendar quarter, the minutes of the regular meeting shall contain a current financial report that includes the following: current cash assets; cash on hand from the previous financial report; revenue; expenses during the period covered; and liabilities incurred but not paid. Categories of expenses and liabilities include, but are not limited to, the following: costs for water system maintenance and operation; capital improvements to the water distribution system; costs of water delivered to the Association; compensation to individuals; and costs for insurance. Additionally, the minutes shall also contain an operational report that includes the following: regulatory compliance activities; routine and preventive maintenance activities; storage monitoring activities; customer service line connection activities; and capital improvement, system repair, and construction activities.

Section 10. Three or more Directors shall constitute a quorum at any Meeting of the Directors. If the board consists of fewer than three Directors due to vacancies, a quorum cannot be achieved until the vacancies are filled pursuant to Section 5 above.

Section 11. The Directors shall serve without salary or other compensation, except that as approved by the Board they may receive reasonable reimbursement for travel expenses or other actual expenses which may be incurred in behalf of the Association, and may be compensated at an hourly rate as set by the Board when participating in water system operation, testing, maintenance and repair, special projects, training, or any activity that falls outside the scope of Board functions set forth in Article IV, Section 1. Accounting of time expended will be submitted prior to payment being made. Directors making requests for compensation of payment for work related to water system operation, testing, maintenance and repair, special projects, training, or other work as authorized by the Board, must submit a detailed accounting on a calendar monthly basis. The request will cover days in that month and any work from the prior month that occurred after the cut-off date for submission of requests in the prior month. Said requests must be submitted to the Treasurer no later than ten (10) days prior to the monthly meeting of the Board of Directors. Board approval shall be required for all compensatory payments.

ARTICLE V

Officers

Section 1. The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, who shall be elected by the Board of Directors at its Annual Meeting immediately following the Annual Meeting of the Association membership. The officers need not be Members of the Association or Directors of the Association. The officers shall all serve for terms of one year and may be re-elected. No person shall serve in more than one office, except the Secretary and Treasurer may be the same person.

Section 2. Any vacancy in the offices of the Association, however caused, may be filled by an appointment of the Board of Directors, even though there be less than a quorum present at any meeting for the purpose, among others, of filling such a vacancy or vacancies. An officer thus appointed shall hold office until the next Annual Meeting of the Board of Directors.

Section 3. The President shall preside over all meetings of the Association and the Board of Directors, shall call Special Meetings of the Board of Directors, and perform all acts and duties usually performed by an executive or a presiding officer. The President shall sign all notes, bonds, mortgages, contracts and other instruments on behalf of the Association. The President shall be an ex-officio Member of all standing committees and shall have such powers and shall perform such other duties as shall be properly required by the Board of Directors.

Section 4. The Vice-President, in the absence or disability of the President, shall perform the duties of the President. However, in the case of death, resignation, or disability of the President, the Board of Directors may declare the office vacant and elect a successor to fill the balance of the President's term.

Section 5. The Secretary shall keep a complete record of all meetings of the Association and of the Board of Directors and shall have general charge and supervision of the correspondence and records of the Association.

The Secretary shall attest the President's signature on papers pertaining to the Association unless otherwise directed by the Board of Directors.

The Secretary shall serve, mail, or deliver all notices required by these bylaws, and shall make a full report of all matters and business pertaining to the office to the membership at the Annual Meeting or at such other times as the Board of Directors may require.

The Secretary shall keep the membership records of the Association.

The Secretary shall make all reports required by law and shall perform such other duties that shall be required by the Association or the Board of Directors.

Upon the election of a successor, the Secretary shall turn over all books and other property belonging to the Association to the successor.

Section 6. The Treasurer shall keep a complete record of all business transactions of the Association and of the Board of Directors and shall have general charge and supervision of the financial records of the Association.

The Treasurer shall collect all assessments and monies due the Association and deposit

same in the depository designated by the Board of Directors, and shall disburse funds on the proper order of the Board of Directors and shall make a report on the business as requested.

The Treasurer shall serve, mail, or deliver all invoices, statements, or financial notices required by the Association's bylaws, and shall make a full report of all matters and business pertaining to the office to the membership at the Annual Meeting or at such other times as the Board of Directors may require.

The Treasurer shall make all reports required by law and shall perform such other duties as shall be required by the Association or the Board of Directors.

Upon the election of a successor, the Treasurer shall turn over all books and other property belonging to the Association to the successor.

Section 7. Officers shall serve without salary or other compensation, except that as approved by the Board they may receive reasonable reimbursement for travel expenses or other actual expenses which may be incurred on behalf of the Association, and may be compensated at an hourly rate as set by the Board when participating in water system operation, testing, maintenance and repair, special projects, training, or any activity that falls outside the scope of Board functions set forth in this Article V. Accounting of time expended will be submitted prior to payment being made. Officers making requests for compensation of payment for work related to water system operation, testing, maintenance and repair, special projects, training, or other work as authorized by the Board, must submit a detailed accounting on a calendar monthly basis. The request will cover days in that month and any work from the prior month that occurred after the cut-off date for submission of requests in the prior month. Said requests must be submitted to the Treasurer no later than ten (10) days prior to the monthly meeting of the Board of Directors. Board approval shall be required for all compensatory payments.

Section 8. The Board of Directors may appoint in addition to the officers named above, other agents or employees which shall be necessary to the operations of the Association as well as to assist with the above duties of the Secretary and Treasurer. Such agents or employees shall be authorized by the Board of Directors under its direction and pursuant to its rules and regulations of the Association. Such agents or employees shall be paid compensation for the performance of their duties in an amount to be determined by the Board of Directors.

ARTICLE VI

Finances

Section 1. The monies of the Association shall be deposited in the name of the Association in such financial institutions as the Board of Directors shall designate, and may not be drawn out except by checks signed in the name of the Association by such persons as the Board of Directors may designate. All checks so drawn will require two signatures and checks will not be signed prior to the payee, amount, and date being entered on the check. Where electronic/debit/credit payment is utilized, written authorization from a second officer must precede payment. A recorded vote in the minutes from a board meeting authorizing the payment is also acceptable. Notes and commercial paper, when authorized by the Board, shall be signed in the name of the Association by such officer or officers as shall thereunto be authorized by the Board.

Section 2. Payments for individual expenses in amounts not exceeding \$500 shall not require approval of the Board of Directors. Any payments for individual expenses exceeding \$500 shall require approval from the Board of Directors. In the event the Association becomes subject to a reoccurring expense that is greater than \$500, the Board of Directors may authorize a continuing approval of payment of such expense, thereby eliminating the need for Board of Directors approval every time such expense is to be paid.

Section 3. The fiscal year of the Association shall end September 30th of each year and begin on October 1st of each year.

Section 4. Recurring, contractual labor costs related to the operation or maintenance of the water distribution system, to include but not limited to meter reading, billing and operations manager(s), will be fully funded from monthly fees specifically imposed on Members for such services.

ARTICLE VII

Delivery of Water. Assessments. Method of Collection

Section 1. No water shall be delivered to any Lot until all rules, regulations, and requirements of the Association are complied with and all assessments, charges, fees, and rates due for such Lot have been paid in full, and after the Member(s) has been given thirty (30) days' notice of such delinquency. Delivery of such notice to the Member(s) by First Class mail shall constitute the beginning of such thirty-day notice. The Association has the discretion to enter into payment plans to resolve delinquent accounts.

Section 2. In addition to discontinuing water service, the Association is free to pursue all remedies at law for failure of any Member to abide by the rules, regulations, and requirements of the Association as well as failure to pay assessments, charges, fees, and rates due the Association after proper notice has been provided.

Section 3. The Board of Directors shall have the authority to discontinue water delivery to any Lot if the Association or the State of Colorado determines that the safety and/or integrity of the Association water system is threatened because of the connection to that Lot. Additionally, the Board of Directors shall have the authority to shut off the water to a Lot at the curb stop in the event a Lot's service line has broken or is leaking in order to prevent the waste of water. Water delivery shall only be discontinued after such Members have been given thirty (30) days' notice of the issue triggering the needs for discontinuance. Delivery of such notice to a Member via USPS First Class mail or hand delivery shall constitute the beginning of such thirty-day notice. In the case of an emergency situation due to significant breakage, water loss, contamination of the system, or actual or threatened damage to persons and/or property, the Board of Directors has the authority to immediately discontinue service to any Lot without the need to provide notice to Members as provided herein. However, the Board of Directors shall provide follow-up notice to the Members after the emergency situation has been addressed.

Section 4. Members shall comply with all reasonable requirements of the Association, including, but not limited to, the installation and maintenance of cross-connections and/or backflow prevention devices and providing notice to the Association of new installations that are connected to the water system.

Section 5. No use of water provided by the Association to any Lot shall occur without a properly installed and operating meter to measure the deliveries to said Lot.

Section 6. Members shall be financially responsible and shall reimburse the Association for any damage or destruction to Association property caused by such Member.

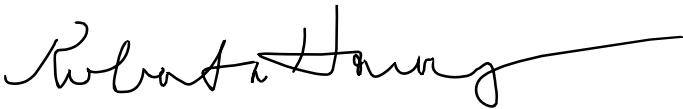
ARTICLE VIII
Amendment

These By-Laws may be altered, amended or repealed at any Annual or Special meeting of the Association membership, by a two-thirds majority vote of the Members then present.

We the undersigned, President and Secretary of the Woodland West Water Users Association, hereby certify that the above is a true and correct copy of the revised and restated bylaws which were duly adopted on the 15th day of October, 2024 at the Annual Meeting of the membership.



President – Mikel Bowman



Secretary – Roberta Howery