

By-Laws
Woodland West Water Users Association
Reprinted with amendments through the 2013 annual general meeting.

Administrative notes to the By-Laws:

The original By-Laws were adopted by the Board of Directors of the Woodland West Water Users Association on the 25th day of March 1978. As permitted by the Articles of Incorporation and the By-Laws, the By-Laws have been amended from time to time at annual general meetings of the membership; the By-Laws herein reflect the original By-Laws and amendments adopted through the 2013 annual general meeting of the membership. Sections amended, or created, are so noted at the end of the affected Section. Discussion of amendments can be found in the Association files of annual general meetings of the Association.

The Articles of Incorporation were amended 17 February 1984 to include in the WWWUA service area the three residential Lots that comprise the East Edlowe Subdivision; that subdivision is situated directly south of Woodland West adjacent to the south side of US Hwy 24. (The EE property was owned by the developer of WW and he wanted to have the Association provide water service to the Lots.) Thus, EE Lot owners are members of the Association and are governed by these By-Laws. Inclusion of EE Lot owners as members of the WWWUA was necessary to comply with the water court decree of 1978 that stated that all water pumped and delivered as allowed by that decree would be for use only in the WWWUA service area.

In 2009 the property where the well owned by MCI Water Company is located (adjacent to WW, zoned agricultural and intermittently used as a horse pasture) was purchased by MCI. The purchase was made to ensure the property was not re-zoned in a way that would potentially harm the quality of the water or unduly affect the aquifer by the drilling of additional wells.

As of June 2020, there have been no changes to the By-Laws subsequent to those approved at the 2013 annual general meeting of the members.

Foregoing by Dave Zehrer, 2 Nov 2010; updated June 2020

Article I
Office, Resident Agent, and Corporate Seal

Section 1. The Secretary of the Association shall also serve as Resident Agent and the principal office of the Association shall be in the home of the Secretary or in such place as he or she shall designate.

Section 2. The seal of the Association shall have inscribed thereon the name of the Association and the words “Colorado” and “Seal” and shall be in such form as may be approved by the Board of Directors who shall have the power to alter same at their pleasure. The Seal shall remain in the custody of the Secretary.

Article II
Stock

Membership in the Association will be by ownership of parcels of real property (commonly referred to as Lots) served by the Association. The record of property (Lot) ownership as maintained by the Teller County Clerk and Recorder, and as listed in the real property database maintained by the Teller County Tax Assessor, will be used to determine the members of the Association. No certificates of membership will be issued. *(Amended 2008)*

Article III
Stockholders and Meetings Thereof

Section 1. All owners of any lot or parcel of land in Woodland West Shall be members of the Association, as provided in Article IX of the Articles of Incorporation. Exhibit “A” to said Articles of Incorporation shall be the definition of “Woodland West” for the purpose of these By-Laws. *[Ed. Comment: See introductory administrative notes RE Lots outside of Woodland West now being part of the Association.]*

Section 2. In the absence of a resolution of the Board of Directors providing otherwise, the Annual Meeting of the Association membership for election of Directors and for the transaction of such other business as may properly come before the Meeting shall be held each year. The Board of Directors will schedule a meeting between the first and fifteenth day of October of each year at such place as the President of the Association may designate. If a quorum be not present, the Meeting may be adjourned from time to time, not exceeding sixty days in the aggregate. The first such meeting shall be held on November 21, 1978. *(Amended 1980 & 1990)*

Section 3. At each Meeting of the Association membership, one vote shall be allowed for the ownership of each Lot or parcel of land, as provided in Article X of the Articles of Incorporation.

Section 4. Special Meetings of the Association membership may be called by the President or in his absence by the Vice-President at his discretion or upon request of members representing not less than nine votes from among the Association membership.

Section 5. A quorum at any Meeting of the Association membership shall consist of members representing ownership of not less than thirteen lots or parcels of land in Woodland West and East Edlowe. A majority of such quorum shall decide any question that may come before the Meeting unless otherwise required by law, by the Articles of Incorporation, or by these By-Laws. In the election of Directors written ballots may be used and if received by the Secretary through the mails or by hand-delivery, prior to the Meeting, such votes shall be counted the same as if the members casting them were present at the meeting. In similar manner, the Board of Directors may, if they see fit, allow written ballots, mailed or hand 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. *(Amended 2013)*

Section 6. 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 member granting the same, and presented to the Secretary at the Meeting. Members represented by proxy shall count toward the determination of required quorum.

Section 7. Written notice of the time and place of each Annual Meeting or Special Meeting of the Association membership shall be mailed or provided by email by the Secretary to each member not less than ten days nor more than thirty days prior to such Meeting. *(Amended 2010)*

Section 8. The President of the Association, or in his absence the Secretary, shall be chairman at all Meetings of the Association Membership. *(Amended 2013)*

Article IV
Directors, Powers, and Meetings

Section 1. The property and business of Association shall be managed by a Board of five Directors, who must 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. (*Directors three to five, By-Laws informally amended 1986; Art of Incorporation formally amended 2003; qualifications Amended 2003.*)

Section 2. Any vacancy in the Board of Directors, however caused, may be filled by the remaining Director or Directors, even though there 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 an expired term.

Section 3. Any Director may be recalled from office by a two-thirds majority vote at any Annual or Special Meeting of the Association membership.

Section 4. 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 5. The Board of Directors will meet at least once per calendar quarter. Special meetings of the Board of Directors may be called at any time upon request of any of the Directors. Minutes of any Board meeting will be available within two weeks of the date of the meeting and be of sufficient detail to provide essential background on topic discussed, reflect substantive points relevant to each topic, and clearly reflect any decisions, recommendations, or findings of the Board. A copy of Board meeting minutes will be made available to any member of the Association upon request.

Section 5. a. At least once each calendar quarter, the minutes of the Board meeting will include 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; 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; costs for insurance. (*Added 2008*)

Section 6. Three or more Directors shall constitute a quorum at any meeting of the Board of Directors.

Section 7. In addition to the power granted by the Certificate of Incorporation and these By-Laws, the Board of Directors may exercise all such powers and do all such lawful acts and things as are not prohibited by statute or by the Certificate of Incorporation or these By-Laws.

Section 8. 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 expense 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; accounting of time expended will be submitted prior to payment being made. *(Added 1993, Amended 1997)*

Section 8 a. Directors making requests for compensation of payment for work related to water system operation, testing, maintenance and repair, or other work as authorized by the Board, must submit a detailed accounting on a calendar quarterly basis. The request will cover days in that quarter and any work from the prior quarter that occurred after the cut-off date for submission of requests in the prior quarter. Said requests must be submitted to the Treasurer no later than ten days prior to the quarterly meeting of the Board of Directors. The Board of Directors shall approve all compensatory payments. *(Added 2010)*

Section 8 b. At the first regularly scheduled meeting of the Board following the annual general meeting of the Association, the Directors shall establish the rate(s) of compensation for work related to water system operation, testing, maintenance and repair for the current Association fiscal year (i.e., October 1 through September 30). *(Added 2010)*

Section 9. The Directors of the Association will be responsible for matters directly related to the distribution of water and the general operation of the system for the benefit of the members (i.e., matters pertaining to the management of the operation, maintenance, repair and testing of the water system owned by the Association, metering of water delivered to members and financial aspects of the general operation of the system). Those matters not related to the foregoing will be the responsibility of duly formed committees or groups comprised of members of the Association which are organized for whatever purpose(s) stated. A Director may serve on any such committee or group so formed but shall be a member

thereof without official linkage to his/her position as a Director of the Association.
(Amended 1996)

Article V Officers

Section 1. The officers of the Association shall be a President, a Secretary and a Treasurer/Controller, 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. Any two offices, but not more than two, may be held by the same person except that one person shall not simultaneously hold the offices of President and Secretary. The officers shall all serve for terms of one year and may be re-elected. (Amended 2013)

Article VI Finances

Section 1. The monies of the Association shall be deposited in the name of the Association in such Bank or Banks 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 person or persons as the Board of Directors by appropriate resolution 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. 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. The fiscal year of the Association shall end September 30th of each year and begin on October 1st of each year. (Added 1991)

Section 3. With the exception of expenses associated with the operation, maintenance, or repair of the Association's water distribution system (as defined in the Articles of Incorporation and the Contract for supply of Water dated 9 April 1988) or to provide for Director' and officers' liability insurance for actions, omissions and errors for the Association Board of Directors and Officers, the Board of Directors shall not enter into any contract, purchase, or other transaction or establish any policy, program, rule or regulation which shall cause the Association to incur an indebtedness of more than one thousand Dollars, whether in a single payment or in multiple payments, from that transaction, policy, program, rule or regulation without first having given thirty days notice, in writing,

to the members of the Association that such a transaction, policy, program, rule or regulation is contemplated. (*Amended 2003 & 2008*)

ARTICLE VI, Section 3.a. 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. (*Added 2008*)

Section 4. Any assessment to be levied on property of members of the Association shall be on the basis of an equal amount for each Lot or parcel of land in Woodland West. No such assessment shall be levied unless it has first been voted upon at the Annual Meeting or a Special Meeting of the Association membership and shall require a three-fourths affirmative vote in such an election. Upon receipt of such an authorization from the membership, the Board of Directors may establish such an assessment and do such acts as may be required, under the law, to collect such an assessment.

Article VII

Delivery of Water, Assessments, Method of Collection

Section 1. No water shall be delivered to any member or to his premises until all assessments, charges, fees and rates due from such member, or the premises owned by such member, shall have been paid in full.

Section 2. Upon written request therefor, from time-to-time, the Secretary or Treasurer of the Association shall deliver to, or for the benefit of, any member, a statement in writing bearing the seal of the Association certifying either that all assessments, charges, fees and rates have been theretofore paid in full or, if not so paid, stating the amount due and owing to the Association on that date.

Section 3. Pursuant to Colorado law, the membership shares of the Association shall be subject to forfeiture for failure to pay assessments, charges, fees and rates due from such member or his premises. An action may be maintained in the name of the Association to recover payment which shall remain due and unpaid for the period of twenty days after personal demand therefor, or in the case where personal demand is not made, within thirty days after a written or printed demand has been deposited in the Post Office, properly addressed to the Post Office address of such delinquent member.

Section 4. Any claim which the Association may ever have against any of its members, or the property of any of its members, under its Articles of Incorporation, these By-Laws, or any rules and regulations which it may hereafter establish, shall at all times be subordinate to any recorded Deed of Trust covering any property in Woodland West given for the benefit of any bona-fide lending institution.

Article VIII
Amendments

Section 1. These By-Laws may be altered, amended or repealed at any Annual or Special Meeting of the Association membership by a two-thirds vote of the members present.

[END]