

WOODSIDE PARK, UNITS 5 & 6, HOMEOWNERS ASSOCIATION
BY-LAWS

As approved by WPHOA Units 5 & 6 Board of Directors on August 28, 2023

ARTICLE 1

Member Voting Rights

Section 1. Right to Vote.

The right to vote upon Association matters shall be vested in the Members as set forth in the Articles of Incorporation. The member's voting rights are limited by the number of lots owned by the member. Only one vote is permitted per lot owned by the member. A Member's voting rights may be suspended for non-payment of dues, assessments, or violations of covenants.

Section 2. Election of Directors.

Within thirty (30) days of the time at which the exclusive right to vote on Association matters is no longer vested in the Declarant, its successors or assigns as provided in the Articles of Incorporation, a meeting of the Members will be held for the purpose of electing a Board of Directors of the Association to succeed the original Board of Directors appointed by the Declarant. However, only one member per household may serve on the Board of Directors at the same time.

Section 3. Proxies.

Voting by proxy is hereby authorized provided that all proxies shall be filed in writing with the Secretary of the Association at least twenty-four (24) hours prior to the time of any meeting.

Section 4. Quorum.

One-third (1/3) of the Members entitled to vote shall constitute a quorum for the transaction of any business of this Association, including the election of Directors.

Section 5. Adoption of Resolutions.

It shall require a vote of the majority of the Members present at a meeting in person or by proxy to adopt a resolution presented at a membership meeting for adoption.

ARTICLE II
Membership Meetings

Section 1. Annual Meetings.

The annual meetings of the Association should be held the first quarter of each year at Woodside Park, Park County, Colorado or at such other time and place as may be fixed by the Board of Directors.

Section 2. Special Meetings.

Special meetings of members of the Association may be called by the President, or by resolution of the Board of Directors, or upon a petition signed by not less than one-fourth (1/4) of the Members entitled to vote. A notice of any special meeting shall state the time and place of the meeting and the purpose thereof. No business shall be transacted at any special meeting except as stated in such notice, unless by agreement of the majority of the Members present entitled to vote, either in person or by proxy.

Section 3. Place of Meeting

Meetings, both general and special, of the membership shall be held at any suitable place convenient to Members as may be designated by the Board of Directors.

Section 4. Notice of Meeting.

Notice of the annual meeting of Members of the Association shall be mailed to Members at least fifteen (15) days prior to the date fixed for such meeting. Notices of special meetings shall be given to Members at least five (5) days before such meeting is to be held. All such notices shall be mailed by the Secretary of the Association and addressed to the Member at the Member's last known address as shown on the records of the Association.

Section 5. Adjourned Meeting.

If any meeting of the Members cannot proceed by reason of the fact that a quorum is not present, either in person or by proxy at said meeting, the President may schedule another meeting and give proper notice not more than thirty (30) days from the time of the original meeting.

Section 6. Order of Business.

The order of business at the annual meeting of the Members shall be as follows:

- (a) Roll call of Members present
- (b) Inspection and verification of proxies
- (c) Report of Officers
- (d) Committee Reports

(e) Appointment of inspectors for canvass of ballots to be cast

- (f) Election of Members to the Board of Directors
- (g) Unfinished business
- (h) New business
- (i) Adjournment

ARTICLE III

Board of Directors

Section 1. Number and Qualifications.

Not less than three members shall be elected at the annual meeting of the Members of the Association. A member of the Board shall serve until their successors are duly elected and qualified.

Section 2. Election and Term of Office.

All Directors will be elected for two-year terms at the annual meeting of the Members. Nothing herein shall prevent the Election of a Director whose term has expired to a new term as the Director.

Section 3. Vacancies.

Vacancies in the membership of the Board of Directors caused by any reason shall be filled by a vote of the majority of the remaining Directors even though they may constitute less than a quorum; and each person so elected shall be a Director until a successor is elected at the next annual meeting of the membership.

Section 4. Removal of Directors.

The term of office of any Director shall be declared vacant when such Director ceases to be a Member of the Association. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association.

Section 5. Compensation.

Directors shall not be paid any compensation for their services performed as such Directors unless a resolution authorizing such remuneration shall have been adopted by the Association. Directors may be reimbursed for actual expenses incurred in connection with their duties as such Directors.

Section 6. Organization Meeting.

Following the election of a new Board of Directors, an organization meeting shall be held at a time and place fixed by the Board of Directors following which Officers of the Association shall be elected as provided for in Article IV hereof.

Section 7. Regular Meetings of the Board of Directors.

Regular meetings of the Board of Directors shall be held nt such time and place as w.ll be detennined from time to time by the President of the Association or by a majority of its Board of Directors. Notice of regular meetings of the Board of Directors shall be gh'ClI each Director personally or by mail, telephone or via e-majl. nt lenst three()) days prior to the time named for such meeting.

Section 8. Special Meetings of the Board of Directors.

Special meetings of the Board of Directors may be called by the President or Secretary on 48 hours' notice to each Director given personally by mail, telephone, or via e-mail, which notice shall state the time and place of the meeting nnd the purposes thereof.

Section 9. Waiver of Notice.

Before or at any meeting of the Board of Directors, nny Director may, in writing. \-ai\ve notice of such meeting. and such waiver shall be deemed equivalent to the giving of notice. Attendance by a Director nt nny meeting of the Board shall be a wafrer of notice by the Director of the time nnd place thereof. If aJI the Directors are present at a meeting of the Boord. no notice shall be required, and any business may be transacted at such meeting.

Section IO. Quorum.

A majority, but not less than three members of the Board of Directors then in office shall constitute a quorum for the transaction of any business of the Association and acts of the majority of the Directors present at a meeting at which time quorum was prese nt shall be the act of the Board of Directors. If at any meeting of the Board of Directors there be less th3n a quorum present, the majority of those present may schedule another meeting and give proper notice to the Association members not more than thirty (30) days from the time of the original meeting.

Section 11. Duties.

The Board of Directors of the Association shall carry on the duties nnd manage the affairs of the project known ns •· woodside Park, Units 5 & 6" pursuant to nnd in accordance with the Declaration of Covenants, Conditions and Restrictions of Woodside Park. Units 5 & 6, its Articles of Incorporation, and that certain decree of the Water Court, Division No. 1. Case #W8770-77, recorded in Park County on June 6, 1979 at Reception #273528 (hereinafter referred to as "Decree"). The Board may exercise for the Association all powers. duties and authority vested in or delegated to the Association and not specifically reserved to the membership by other provisions of the By-Laws, Articles, Declaration, or said Decree. Tite Board shall keep complete records of all its acts nnd corporate affairs and shnll present n swtment thereof to the Members nt the annual meeting of the Members or at nny special meeting when requested by at least 25% of all voting Members. T11e Board also shall supervise all officers, agents nnd employees of the Association nnd see that their duties nro properly performed.

The Board shall cause the Association to perform all duties incumbent upon it. The Board of Directors has certain fiduciary duties to the Association and its members including the duty of care, duty of loyalty and duty to act within the scope of authority. In the performance of these duties the Board of Directors shall act in the best interest of the Association members as a whole and shall exercise sound business judgment in the performance of their duties.

Section 12. Director and Officer Insurance Policy

At least annually, the Board of Directors will review the current Director and Officer Insurance Policy. The Board may, in its discretion, request quotes and contract for a new Director and Officer Insurance policy. The policy premiums shall be funded by WPHOA Units 5 & 6 membership dues.

Section 13. Manager.

The Board of Directors may employ the services of a Manager and may delegate to such Manager any of the duties, powers or authority of the Board.

Section 14. Rules.

The Board of Directors may adopt or amend rules and regulations for **Woodside Park**. Units 5 & 6, as set forth in the Declaration of Covenants, Conditions and Restrictions at any time by majority vote.

ARTICLE JV

Officers

Section 1. Designation.

The principal officers of the Association shall be a President, Vice President, Secretary and Treasurer, any of whom shall be elected by and from the Board of Directors. The officers of the Association may be combined, except that the President and Secretary shall not be the same person. Other officers may be appointed or elected by the Board of Directors as deemed necessary by the Board of Directors.

Section 2. Election of Officers.

The officers shall be elected annually by the Board of Directors at the organization meeting of each new Board and shall hold office at the pleasure of the Board of Directors.

Section 3. Removal of Officers.

Upon an affirmative vote of the majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his/her successor may be elected at any regular meeting of the Board of Directors or at any special meeting of the Board called for such purpose.

Section 4. Duties.

The duties of the officers are as follows:

President

The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and may co-sign all checks and promissory notes.

Vice President

The Vice President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of the Board.

Secretary

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; service notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, may co-sign all checks and promissory notes; and shall perform such duties as may be required by the Board.

The Secretary shall provide or make available a copy of all meeting minutes of the Board of Directors, membership meetings and/or the Annual Meeting not later than forty-five (45) days after the meeting.

Treasurer

The Treasurer shall receive and deposit in appropriate bank account all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at any special, regular, or annual meeting during the fiscal year and deliver a copy of the approved budget to the Members. An audit of the Association books and financial records by a certified public accountant may be authorized by the majority vote of the Board of Directors or Members of the Association at any time at the expense of the Association.

ARTICLE V

Books and Records - Inspection

Section 1. Books and Records.

The Board of Directors shall cause to be maintained at the principal office of the Association complete books of account of the affairs of the Association.

Section 2. Inspection.

Such books of account shall be open to inspection upon the written demand of any Member or holder of a first Deed of Trust on any Lot for a purpose reasonably related to the person's interest as such Member or holder and shall be exhibited to such Member or holder at any reasonable time upon ten (10) days' notice made to the Board of Directors. Such inspection may be made in person, or by agent or attorney, and the right of inspection includes the right to make extracts or perform audits. All foregoing shall be at the expense of the inspecting party. Any Member shall be furnished a statement of the Member's account setting forth the amount of unpaid assessments or any other charges owing by such Member, upon payment of a reasonable fee and then (10) days' notice to the Manager or Board of Directors.

ARTICLE VI

Budget

The budget, so adopted at the Annual Meeting, may be used as a basis for the Member assessments. The Board of Directors of the Association, by majority vote, shall have the power to increase or decrease the dues or assessment at any time.

The Board of Directors shall have full authority to execute the adopted budget on behalf of the membership. The Board of Directors is not authorized to expend funds or incur an indebtedness beyond the assets of the Association without the approval of the majority of a quorum of Members present at a regular, special, or annual meeting noticed for such purpose.

ARTICLE VII

Amendments

Section I. By-Laws.

These By-Laws may be amended by a majority vote of the Board of Directors at any regular meeting or at any special meeting called for such purpose, or by a majority of a quorum of Members. The notice of any meeting to amend the By-Laws shall specify such purpose and notice of any meeting wherein a material amendment to the By-Laws is contemplated shall be sent by the Secretary of the Association to all holders of first Deeds of Trust on Lots, requesting the same in writing. No By-Law shall be amended, nor shall supplemental By-Laws be added hereto which shall be in conflict with the statutes of the State of Colorado, the Declaration of Covenants, Conditions and Restrictions of Woodside Park Units 5 & 6, the Articles of Incorporation of the Association or the Decree.

Section 2. Articles of Incorporation.

The Articles of Incorporation of the Association may be amended by a two-thirds (2/3) vote of the Members present, in person or by proxy, entitled to vote thereon, at any regular or special meeting called for such purpose. Exempt from such amendment shall be all such provisions as required by the Decree. The Board shall adopt a resolution setting forth the proposed amendment and directing its submission to such vote. Amendment shall also be submitted to vote upon the request of at least one twentieth (1/20) of the Members entitled to vote. Written notice setting forth the proposed amendment or a summary of changes to be affected thereby shall be given to each Member entitled to vote thereon at least ten (10), but no more than thirty (30) days before such meeting. Such notice also shall be sent to all holders of first Moneys of Lots which request the same in writing.

ARTICLE VIII

Architectural Control Committee (ACC)

Section 1. Right to Vote.

The right to vote upon matters brought before the ACC shall be limited to one vote per ACC member, regardless of how many lots the ACC member owns. Only one member per household may serve on the ACC at the same time. An ACC member's voting rights may be suspended for non-payment of dues, assessments, or violations of covenants.

ACC Members must recuse themselves from voting on matters brought before the ACC for which they are directly involved.

Section 2. Selection or Election of Members to the ACC.

At least annually, but not later than the end of the first quarter, the Board of Directors will issue a call for those wishing to volunteer to become a member of the ACC. The call may be made via email, USPS and/or by notice in the Association's newsletter. The Board of Directors will select or elect ACC members from volunteers. A current ACC member may submit their name when the call is issued. At least 15 days' notice must be given for volunteers to respond. The call must include the means by which volunteers can submit their names.

The Board of Directors should take steps to ensure that both Units 5 AND 6 are represented on the ACC.

Members of the Board of Directors may not also serve as a member of the ACC, except as follows: A member of the Board of Directors may be assigned to serve as an Ad Hoc member of the ACC should membership fall below five members. Members of the same household may serve (separately) on the ACC and the Board of Directors.

The Board of Directors shall also issue a call for volunteers should a vacancy occur and ACC member drop below five (5) members.

Section 3. Decision Approvals.

A decision requires approval of at least fifty-one percent (51%) of eligible members of the ACC.

Section 4. ACC Meetings.

ACC meetings will be held as needed and may be conducted virtually, via telephone or email, and/or in person. However, an in-person meeting must be held if/when new volunteers are added to the ACC.

Section 5. Removal of ACC Members.

The term of office of any ACC member shall be declared vacant when such member ceases to be a Member of the Association. Any ACC member may be removed from the Committee, with or without cause, by a majority vote of the Members of the Board of Directors.

Section 6. Compensation.

ACC Members shall not be paid any compensation for their services performed as such Committee Member unless a resolution authorizing such remuneration shall have been adopted by the Association. Directors may be reimbursed for actual expenses incurred in connection with their duties as such directors.

Section 7. Meetings of the ACC.

Meetings shall be called by the ACC Chair when any of the following occur: a Lot Owner requests ACC approval for new construction/change to building or lot; a Lot Owner requests ACC guidance for a proposed change to said building/lot; a Notice of CCR violation is filed with the Board of Directors and/or new members are selected/elected to the ACC.

Section 8. Duties.

ACC Members shall carry on the duties defined in the CCRs of WPHOA Units 5 & 6, in these By-Laws and the Woodside Park Units 5 & 6 Architectural Standards and Construction Regulations. The ACC shall keep complete records of all its acts and shall present a statement thereof to the Members at the annual meeting of the Members or at any special meeting when requested by at least 20% of all voting Members of the Association.

Section 9. Officers of the ACC.

The principal officers of the ACC shall be a Chairperson, a Vice-Chair and a Secretary all of whom shall be selected/elected annually by the members of the ACC. The offices of the ACC may not be combined.

Section 10. Removal of Officers.

Upon an affirmative vote of the majority of the members of the Board of Directors, the Chairperson and/or Secretary may be removed, either with or without cause, and his/her successor may be selected/elected by members of the ACC.

Section 11. Duties.

The duties of the officers are as follows:

The Chairperson is responsible to:

- (a) Receive requests for ACC approval or Covenant Violation Reports (via email, telephone, in person or the mywoodside.com website).
- (b) Call meetings as needed.
- (c) Communicate decisions or other business to the ACC, the Board of Directors, affected parties, and/or Association members in writing. These decisions may include ACC approval requests, and/or Covenant Violation Reports. Communications must be made within 30 days of the request. However, every attempt will be made to accommodate expedited requests.

If a decision is not acted upon by the homeowner within six months, the homeowner must resubmit a request for ACC approval.

- (d) Report ACC actions at the Annual Association Meeting.
- (e) The Chair may delegate any of the above duties, if necessary.

The Vice-Chair is responsible to:

- (a) Serve as Chairperson in the absence of the Chair.

The Secretary is responsible to:

- (a) Maintain ACC records.
- (b) Update ACC Chair and Vice-Chair on ACC business as needed, including, but not limited to ACC decisions in preparation for the Annual Association Meeting.
- (c) Make records available when requested by Association members.
- (d) Amend the Request for ACC Approval and Covenant Violation Report forms as needed.
- (e) Share/request input from the Board of Directors when Variances are requested.

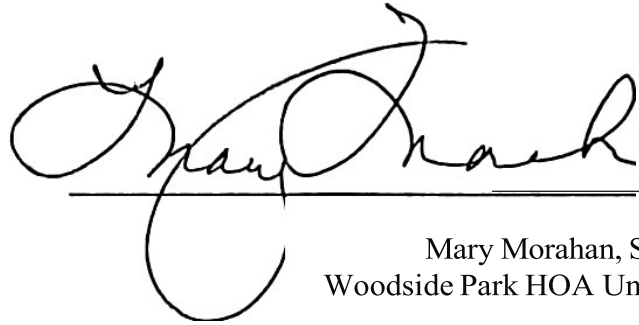
Section 13. Books and Records.

The ACC shall maintain complete books of the affairs of the ACC.

Section 14. Inspection.

Such books shall be open to inspection upon the written demand of any Member of the Association.

IN WITNESS WHEREOF, the undersigned has on the day and year first above written executed these By-Laws.



Mary Morahan, Secretary
Woodside Park HOA Units 5 & 6

Subscribed and sworn to before me this 31st day of July, 2023

STATE OF COLORADO

COUNTY OF Jefferson,

