

BY-LAWS

HIDDEN VALLEY HOMEOWNERS' ASSOCIATION

ARTICLE I NAME and LOCATION

The name of the corporation is THE HIDDEN VALLEY HOMEOWNERS' ASSOCIATION (the "Association"). The principle office of the Association shall be located at the home of a Board Member. The address of the principle office shall be updated as needed and published online.

ARTICLE II DEFINITIONS

Unless otherwise defined, or the context requires otherwise, the following terms are defined as set forth below:

(a) Association: The Hidden Valley Homeowners Association, a Colorado non-profit corporation, its successors and assigns.

(b) Officers: The officers elected by the Association to manage the property and affairs of the Association.

(c) Common Areas: All real and personal property now or hereafter acquired, pursuant to the Covenants or otherwise, and owned by the Association, if any, for the common use and enjoyment of the members.

(d) Covenants: The Declaration of Protective Covenants for the Hidden Valley Subdivision duly recorded in Delta County on 27 June 1996 and amended 2011.

(e) Lot: A parcel of land identified upon the recorded subdivision plate of the Hidden Valley Subdivision or recorded re-subdivision thereof, excluding the Common Area and any portion of the property dedicated for public use.

(f) Owner: The recorded owner, whether one or more persons or entities, of the fee simple title to any Lot, including contract sellers but excluding those having such interest merely a security for the performance of an obligation.

(g) Member: Any person or entity entitled to membership in the Association as provided in the Covenants. Any person or legal entity owning all or part of a Lot or Lots in the Hidden Valley Subdivision.

(h) Member in Good Standing: Any owner whose dues, interest, liens, fines, late charges and any other assessments are paid up and current. Being a Member in Good Standing is a qualification for eligibility to vote in an Association election or to be an officer of the Association.

(i) Property: That certain tract of property described as Hidden Valley located in Delta County, Colorado as legally described in the Covenants.

ARTICLE III MEMBERSHIP MEETING

Section 1. Annual Meetings

The Association will meet annually. The Officers shall designate the day and time of the meeting. Written notice of such meeting shall be mailed to the members not less than thirty (30) days or more than sixty (60) days prior to the meeting. The meeting notice will specify the place, date and time of the meeting and will include an Agenda.

Section 2. Special Meetings

(a) Special meetings of the members may be called at any time to consider reasonable business of the Association. Said meeting shall be called by a majority of the Officers or by twenty percent (20%) of the Members in Good Standing.

(b) Written notice of a special meeting shall be mailed to all members not less than twenty (20) days nor more than forty-five (45) days prior to the meeting. The meeting notice will specify the place, date, time and purpose of the meeting.

Section 3. Notice by Mail

All meeting notices will be sent to the last known USPS address or email address of the property owner. If that address is not current, the Association is not responsible for determining a current address. The meeting notice will specify the place, date, time and purpose of the meeting. Either mail or email will constitute adequate notice.

Section 4. Quorum

(a) The presence at any meeting – in person, by proxy or by absentee ballot – of twenty-five percent (25%) of the Members in Good Standing shall constitute a quorum. (b) Within 7 days of a second special meeting without a quorum, ballots will be mailed, and the returned ballots will constitute a quorum with the majority of those ballots determining the outcome of the vote.

Section 5. 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. No proxy will be valid for more than one specified meeting.

Section 6. Suspension of Voting Privileges

No Member who is shown to be delinquent in the payment of any assessment due to the Association shall be eligible to vote or to be an elected Officer.

Section 7. Minutes of Meetings

Written minutes of all Membership Meetings will be prepared by the Secretary and kept on file.

Section 8. Roberts Rules of Order

All meetings of the Association shall be conducted under Roberts Rules of Order or Modified Roberts Rules of Order.

ARTICLE IV ELECTION of OFFICERS

Section 1. Officers, Elections and Terms

The officers of this Association shall be president, vice president, secretary, treasurer or secretary/treasurer and such other officers as may from time to time be created by resolution. Only Members in Good Standing shall be eligible to be officers. The President and at least one other officer must reside in the Hidden Valley subdivision. Officers shall be elected at the Association's annual meeting by voice or hand vote of the Members present. Officers shall be elected to serve one (1) year terms unless the officer resigns or is removed or is otherwise disqualified to serve. Resolved – A fifth 'at-large' officer will be added to the board. This officer will have all general board privileges but no title.

Section 2. Resignation, Removal and Vacancies

Any officer may be removed from office with or without cause by a majority vote of the Members. Any officer may resign at any time giving written notice to the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office may be filled by appointment by the remaining officers. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced. All outgoing officers, directors, employees, or committee members must relinquish all official documents, records and any materials and property of the Association in his or her possession or under his or her control to the newly elected members within 30 days after the election.

Section 3. Multiple Offices

Other than the offices of secretary and treasurer, which may be combined, no Member shall simultaneously hold more than one office. No household shall have more than one Member serving as an officer at the same time.

Section 4. Compensation of Officers

No officer shall be compensated for performing the duties of an office. Officers may be reimbursed for expenses incurred on behalf of the Association.

ARTICLE V DUTIES OF OFFICERS

Section 1. Duties of the President

The President shall preside at all meetings of the officers; shall see that orders and resolutions of the officers are carried out; shall sign all leases deeds and other written instruments and shall co-sign checks to the extent deemed necessary by the officers, and shall co-sign with one other officer all promissory notes, deeds of trust, mortgages, except to the extent where attestation and/or consent is required.

Section 2. Duties of the Vice President

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

Section 3. Duties of the Secretary

The Secretary shall keep minutes of all meetings and proceedings of the officers and the Members; shall serve notice of meetings of the officers and of the Members; keep appropriate current records and prepare a directory showing Members of the Association.

Section 4. Duties of the Treasurer

The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the officers; shall sign checks and keep proper records of accounts; shall cause an annual in-house audit to be made and shall prepare an annual Treasurer's Report to be presented and distributed to all Association Members.

Section 5. Delegation of Duties

The accounting duties of the Secretary/Treasurer may be delegated to another Member as a financial administrator.

ARTICLE VI MEETINGS OF OFFICERS

Section 1. Officers Meetings

A meeting of the Officers may be called by the President or any two officers if business and affairs of the Association so dictate. Meetings may be online or in written/chat format.

Section 2. Quorum

A majority of Officers shall constitute a quorum for the transaction of business.

Section 3. Action Taken Without a Meeting

The Officers shall have the right to take any action without a meeting by obtaining the written approval of all Officers. Any action so approved shall have the same effect as though taken at a meeting of the Officers. Written approval may be in electronic form.

Section 4. Officers Decisions

Association Members shall be advised of decision made by the Officers whether the decision was made at a meeting or without a meeting. Members will be advised by a written Notice. Such Notice shall be sent within thirty (30) days of the action.

Section 5. Minutes of Meetings

Written minutes of all Meetings of Officers will be kept on file by the Secretary and made available to any Association Member upon request.

Section 6. Legal Transactions

All legal transactions, e.g., leases, shall be signed by the President and at least one other Officer.

ARTICLE VII COMPENSATION

Section 1. Compensation by Contract or Agreement

Nothing in the By-Laws shall prohibit the Association from compensating a Member for services furnished by contract or agreement with the Association. Compensation may be monetary or barter and shall be set at no more than the Colorado minimum wage. Such an agreement or contract shall be approved by a majority of the Officers.

Section 2. Compensation for Accounting Responsibilities

The Association may compensate a Member for services to perform accounting duties other than those designated as duties of the Secretary or Treasurer. Such compensation shall be approved by a majority of the Officers.

Section 3. Compensation for Irrigation Responsibilities

The Association may compensate a Member for services necessary to prepare and maintain the subdivision's irrigation system from May through September each year. Such compensation shall be approved by a majority of the Officers.

ARTICLE VIII COMMITTEES

The Officers may act as or appoint, from Association Members, an Architectural Committee, an Irrigation Committee and other committees deemed necessary to address the concerns and business of the Association. All committees shall consist of at least three (3) members.

ARTICLE IX BOOKS and RECORDS

The books, records and papers of the Association shall be subject to inspection by any member during reasonable business hours within two (2) days of the time a request has been made. Accounts of individual members are held confidential and may not be disclosed without such Member's approval. The Covenants, Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member. A nominal fee to defray printing costs will be charged if any copies of records are requested.

ARTICLE X ASSESSMENTS

As provided in the Covenants, each Member is obligated to pay the Association monthly dues and special assessments which can be secured by a lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be considered delinquent and shall be subject to any and all delinquent account policies in effect. The Association may bring an action at law against the owner(s) personally obligated to pay the same or foreclose the lien against the property, and delinquent fees, interest, costs and reasonable attorneys' fees for any such action shall be added to the amount of such assessment. Each lot will be assessed individually.

ARTICLE XI DECLARATIONS

Section 1. The Covenants and Articles of Incorporation

The Covenants and Articles of Incorporation are incorporated by this reference as though set forth in full.

Section 2. Amending the By-Laws

These By-Laws may be amended at a regular or special meeting of the Members of the Association by a majority of those Members present or by proxy. The Officers and Association Members may from time to time propose changes to these By-Laws. However, thirty (30) days written notice of a meeting called to discuss and vote on said changes must be given.

Section 3. Conflict of Declaration

In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control. In case of any conflict between the Covenants and these By-Laws, the Covenants shall control.

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of the Hidden Valley Homeowners Association, a Colorado Nonprofit Corporation, and that the foregoing By-Laws constitute the By-Laws of said Association, as duly adopted at a meeting of Members held on the 7th day of June 2022.

Hidden Valley Homeowners Association a Colorado Nonprofit Corporation

By: Namaste Reid, Secretary