

Bylaws

BYLAWS OF NIWOT COMMUNITY ASSOCIATION, INC.

Amended and Restated March 21, 1990

Amended May 6, 1992

Amended December 15, 1994

Amended February 22, 1995

Amended October 19, 1995

Amended February 6, 1996

Amended December 11, 1997

Amended April 5, 2000

Amended January 3, 2001

Amended January 9, 2002

Amended February 5, 2014

Amended November 4, 2015 (moved Heather Hills from Area 5 to 4)

Amended January 8, 2020 (add e-mail voting)

Amended February 5, 2020 (add approved changes from Dick's copy)

Amended April 1, 2020 (change criterion for Secretary to close e-voting)

ARTICLE I - NAME AND LOCATION

The name of the corporation is Niwot Community Association, Inc. hereinafter referred to as the "Association". Meetings of members and directors may be held at such places within the State of Colorado, County of Boulder, as may be designated by the Board of Directors.

ARTICLE II - DEFINITIONS

Section 1. "Association" and "NCA" shall mean and refer to Niwot Community Association, Inc., its successors and assigns.

Section 2. "Member" shall mean and refer to those persons entitled to vote as provided herein.

Section 3. "The Niwot Community Association Membership Area" is defined as all property falling within an area illustrated by the Addendum Section, Exhibit A and Exhibit B.

Section 4. "Mailing" shall mean correspondence sent via USPS or via electronic means (e-mail).

ARTICLE III - MISSION STATEMENT

The Niwot Community Association shall strive to maintain Niwot as an independent community with a unique identity by providing a communication link between the residents of the Niwot Community Association Membership Area and Boulder County Government regarding issues affecting our town. This will be achieved through accurate representation of the interests and concerns of the community. The NCA shall also strive to enhance and preserve the quality of life in Niwot through sponsoring activities, community meetings and social events which are unique to our town.

ARTICLE IV - GOALS

The goals and objectives of the Association are:

- a. To provide representation of the Niwot community interests and concerns to City, Local, County, State and Federal governments when appropriate;
- b. To provide a communication link for the citizens of Niwot on issues affecting the community, including community events, growth and development, planning, utilities, and the continued development of the Boulder County Comprehensive Plan.

- c. To maintain Niwot as a community separated from Longmont and Boulder.
- d. To preserve the semi-rural character of the Niwot Community.

ARTICLE V - MEETING OF MEMBERS

Section 1. Annual Meeting: The Annual meeting of its members shall be held in April of each **year**, at a time and place to be determined by the Board of Directors, or such other day, time or place as determined by the Board of Directors. Written notice of such meeting of the members shall be such notice, election ballot and proxy document, at least fifteen (15) days prior to such meeting. Meeting notice shall specify the place, day and hour of the meeting; its purpose or agenda.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the Board of Directors, or upon written request of one-third of the members who are entitled to vote.

Section 3. Notice of Meetings. Written notice of such meeting of the members shall be given by the Secretary by mailing a copy of such notice, at least five (5) days prior. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10th) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be signed, shall indicate instructions for voting on all matters, including election of Directors, and may be presented at the meeting or mailed by any member and shall be filed with the Secretary.

ARTICLE VI - BOARD OF DIRECTORS; AREA AND AT-LARGE REPRESENTATIVES; OFFICERS; SELECTION; DUTIES

Section 1. The affairs of this Association shall be managed by a Board of Directors. The Board of Directors shall be current members of the NCA. The Board of Directors shall consist of four (4) Executive Officers, eight (8) Area Representatives, and as many as ten (10) At-Large Directors; some of which may be assigned special duties. All Board Member positions have voting privileges. Other “liaison” positions may be appointed by the Board of Directors. (i.e.: the Niwot Business Association and MVFD Representative) Those holding liaison positions are not required to reside within the Niwot Community Association Membership Area; membership requirements are optional and they have no Board level voting privileges unless so provided by a dual responsibility providing such privilege.

Section 2. Area Representatives. The Area Representatives shall be one representative from each of eight (8) geographical areas in the Association Membership Areas, as set forth below. Such areas may be changed or amended by the Board of Directors. Area Representatives shall be elected at the annual meeting of the Members for two-year terms in the years indicated:

Area 1 (odd yrs.) - Burgundy Park, James Court, Johnson Farms, Johnson Valley, Neva Rd., Old Meadowdale, Old Town, 83rd St.

Area 2 (even yrs.) – Brittany Place, Elm St., North side of Niwot Road (95th Street to 83rd Street), Quiet Retreat, Overbrook, Waterford, Waterford Park, Niwot Meadow Farms.

Area 3 (odd yrs.) - Autumn Ridge, The Cove, Morton Heights, Niwot Hills, Legend Ridge, The Hills.

Area 4 (even yrs.)- Somerset, Springhill, Cottonwood Park and Country Side Condominiums, Centerbridge, Heather Hills.

Area 5 (odd yrs.) - Cottonwood Park West, Country Creek, Estate Circle, Monarch Park, Monarch Road, Peppertree, 79th Street

Area 6 (even yrs.)

– All residents residing south of Mineral Road, North of Lookout Road, between Highway 287 and North 71st on the West; (to include The Homestead and Gunbarrel North subdivisions) as illustrated in Addendum, Exhibit B.

Area 7

(odd yrs.) – All residents residing within the boundaries of Diagonal Highway, North of Monarch Road, and it's imaginary line extending westward to include Lake Valley Estates; thence northward along North 39th & 41st to Oxford Road, then continuing eastward to the Diagonal Highway. (Addendum, Exhibit B)
Area 8 (even yrs.) – All subdivisions and residents within the Northern boundary of Oxford Rd. in the Northeast, and it's imaginary extension Westward to Diagonal Highway, then Southeastward along the Diagonal to the Northern boundary of Area 1, then Eastward (excluding Niwot Meadow Farm and Quiet Retreat), to 95th Street, thence South to Mineral Road and East to Highway 287. (Addendum, Exhibit B)

Section 3. Officers. The following officers of the Association shall be elected at the annual meeting of the Members for two-year terms in the years indicated:

President (even years) *See Article VI, Section 1.

Vice-President (odd years)

Secretary (even years)

Treasurer (odd years)

The officers shall perform the duties which are usually prescribed for officers, together with the duties which are defined by these Bylaws and Robert's Rules of Order - Revised.

Section 4. Responsibilities. Board Members are expected to attend all meetings, contribute articles to the Left Hand Valley Courier for publication, and to oversee standing committees created as the Board may deem necessary. All Board Members will share in the responsibility of County Liaison -attending meetings with County government and arranging meetings on issues that may affect the community. Board Members will meet once per month or more often as circumstances dictate.

Section 5. Publicity. The Board of Directors may, when deemed necessary, purchase advertising from the Left Hand Valley Courier, or other local periodicals, for such purposes as publicizing planned meetings and events.

Section 6. Directors at Large. Ten (10) Directors at Large shall be elected at the Annual Meeting of the members for two-year terms in the years indicated. Six (6) will be elected at large to serve in the following positions:

*Communication (even yrs.) – Manage the Association Web Site and e-mail address groups. *Membership (odd yrs.) - Solicit new members and maintain the Membership List.

*Trails and Open Space (even yrs.) - Responsible for issues and activities relating to Open Space and other public lands in Niwot, and Coordinates with County Government.

*Business LID Representative: (even yrs.): Attends monthly Business LID meeting, and tracks status of funding for Association events.

*Paving LID Representative: (odd yrs.) – Attends all Subdivision Paving Local Improvement District Citizen Advisory Group Meetings and reports to the Association on the status of The District's finances and current rehabilitation service plan affecting subdivisions in the Association's area.

*Event Planning: (even yrs.) Directs the planning of all events sponsored by the NCA.

Section 7. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Board of Directors. If, in the judgment of the NCA Executive Committee, an individual member of the NCA Board has missed 4 or more meetings in a 12 month period and is absent from enough meetings to render them ineffective as a Board member, then the Executive Committee may recommend that the member be removed from office for nonattendance. If confirmed by a majority vote at a meeting of the full board, the member is immediately removed from office. Upon removal of a director for nonattendance, the Board's membership and voting quorum shall be automatically adjusted accordingly, and the Executive Committee shall use all diligence to immediately seek a replacement to serve for the remainder of the removed director's term. The appointment of a replacement director and the reinstatement of the original voting quorum shall be by action of the directors at a regular Board meeting. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 8. Compensation. No director shall receive compensation for any service he may render to the Association as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties as approved by the Board of Directors. (Any Board member may perform duties for the NCA as an independent contractor and receive compensation as approved by the Board.)

Section

9. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of an annual meeting or Board meeting which they could take at a meeting by obtaining approval of a majority of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Action can be taken through using e-mail, when there has already been discussion of the action at a meeting and there is consensus. If one-quarter of Board Members say that the action needs further discussion, then it is recognized that e-mail is not a good medium for discussion and the action is suspended for a Board meeting. Board members have five business days to respond to the e-mail message calling for action. Votes are sent directly from the e-mail account of record of the Board member to the Secretary of the Board. The e-mail must contain a clear message of yea, nay or abstain on the action. The Secretary will tally the votes and report promptly to the Board by e-mail. The number of votes must equal or exceed that of a quorum in order to decide the action. To be expeditious, the voting period may be closed early by the Secretary when the number of yea votes surpasses three-quarters.

ARTICLE VII - NOMINATION AND ELECTION OF DIRECTORS AND OFFICERS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Executive Committee of the Board of Directors after each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by written ballot unless otherwise unani- mously agreed by the members present. Ballots may be cast by signed proxy, delivered or mailed, and members so voting may be counted for the purpose of determining whether a quorum exists. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 3. Qualification.

- a) Election to the Board of Directors shall require that anyone applying for a Board position must reside within the Niwot Community Association Membership Area.
- b) Any person applying for a Board position must be a paid-up member of the NCA and all dues must be paid and received by the time of the annual election.

ARTICLE VIII - MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly at such place and hour as may be fixed from time to time by resolution of the Board. Any regular meeting may be canceled by a vote of the Executive Committee not less than three (3) days prior to the scheduled meeting. Directors shall be notified of the cancellation by written or oral communication.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by any director, after not less than three (3) days' notice to each director.

Section 3. Quorum. A majority of the directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Sec-

tion 4. Proxies. An absent director may assign his written proxy to an attending director for any single regular or special meeting. Such proxy shall be filed with the secretary and must be in the following form: I hereby grant my proxy to vote on all matters at the NCA Board of Directors Meeting on _____ to _____ (signed) _____.

Assignment of a proxy shall not constitute attendance at the meeting by the assigning director for purposes of the automatic removal provisions of Article VI, Section 7.

ARTICLE IX - POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- a) cause to be kept, a complete record of all its acts and corporate affairs including financial matters, and to present a statement thereof to the Members at the annual meeting of Members;
- b) to supervise all activities of the Association;
- c) cause all directors having fiscal responsibilities to be bonded, as it may deem appropriate) to prepare and adopt a budget;
- e) approve all expenditures of the Association.

ARTICLE X - EXECUTIVE COMMITTEE

Section 1. Appointment. The President, Vice-President, Secretary, Treasurer, and one Area Representative selected by the Area Representatives shall constitute an Executive Committee of the Board of Directors.

Section 2.

Authority. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by resolution of the Board of Directors and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Articles of Incorporation or amending the Bylaws of the Association.

Section 3. Meetings. Regular meetings of the Executive Committee may be held without notice at such time and place as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon not less than one day's written or oral notice, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the members of the Executive Committee at his or her home mailing address. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

Section 4. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section 5. Informal Action by Executive Committee.

Any action required or permitted to be taken by Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section

tion 6. Procedure. The Executive Committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

ARTICLE XI - MEMBERS

Section 1. Qualification. Niwot Community Association Regular Membership is extended to residents, business owners, and property owners, 18 years and over, in the Niwot Community Association Membership Area. Association Regular Membership is also extended to family members, 18 and over, of any family having children enrolled in the Saint Vrain Valley School

District schools which are located in the Niwot Community Association Membership Area. Associate Membership is open to anyone. All Regular Members in good standing shall have the right to vote. Only Regular Members residing within the Niwot Community Association Membership Area, defined above, may hold elective office.

Section 2. Dues. The Board of Directors may establish annual dues to be paid by Members, payment of which shall be a prerequisite to membership.

Section 3. Nondiscrimination. Membership shall not be denied to any person on the basis of race, color, creed, religion, sex, **sexual orientation**, or national origin.

ARTICLE XII - BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member.

ARTICLE XIII - AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the directors, by a two-thirds (2/3) vote of a quorum of the Board of Directors, except those provisions which require a vote of the Members, which may be amended only by approval of a majority of Members.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

ARTICLE XIV - MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Approved March 21, 1990, as amended May 6, 1992, as amended December 15, 1994, as amended February 22, 1995, as amended October 19, 1995, as amended February 6, 1996, as amended December 11, 1997, as amended April 5, 2000, as amended January 3, 2001, as amended January 9, 2002, as amended February 5th, 2014, as amended November 4th, 2015, **as amended February 5th, 2020.**



Addendum, Exhibit A - Niwot Service Areas