

**AMENDED BYLAWS  
OF  
BLACKHAWK RANCH PROPERTY OWNERS ASSOCIATION, INC.  
September, 2013**

**Article I. OFFICES**

The principal office of the corporation in the State of Colorado shall be at 257 CR 312, Walsenburg, Colorado 81089, Huerfano County. The corporation may have such other offices, either within or without the State of Colorado, as the Board of Directors may designate or as the business of the corporation may require from time to time.

**Article II. MEMBERS**

SECTION 1. Members. Members of the Blackhawk Ranch Property Owners Association are registered property owners of Blackhawk Ranch. Members eligible to vote and to hold a position as a Director must be in Good Standing with the Association. Good Standing is defined as being current on all dues and assessments and not in violation of any Restrictive Covenant of the Association.

SECTION 2. Annual Meeting. The annual meeting of the members shall be held at a date and time as determined by the Board of Directors, beginning with the year 1996, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

SECTION 3. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than twenty percent of all the members of the Association.

SECTION 4. Place of Meetings. The Board of Directors may designate any place in the State of Colorado unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place in the State of Colorado, unless otherwise prescribed by statute, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Association in the State of Colorado.

SECTION 5. Notice of Meeting. Written notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall unless otherwise prescribed by statute, be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail or electronic mail by or at the direction of the President, or the Secretary or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the books of the Association, with postage thereon prepaid, but if three successive letters mailed to the last known address of any member of record are returned as undeliverable, no further notices to such member shall be necessary until another address for such member is made known to the Association.

SECTION 6. Quorum. A majority of the members of the Association entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than a majority of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

SECTION 7. Proxies. At all meetings of members, a member may vote in person or by proxy executed in writing by a member in good standing or by his/her duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Association before the meeting. No voting proxy shall be valid beyond the certification of the vote for which the proxy was intended.

The proxy shall only be granted to a member in good standing who will be present at the Annual Meeting or to the Secretary of the Association.

Shares held by a personal representative, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of such membership into his name. Membership standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote a membership held by him without a transfer of such membership into his name.

SECTION 8. Informal Action by Members. Unless otherwise provided by law, any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the membership, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

### ARTICLE III. BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. Number, Tenure and Qualifications. The number of Directors of the corporation shall be no less than three or more than ten. The number of Directors shall be set at any meeting of Directors, but the members shall be five until changed at a subsequent meeting of Directors.

The Tenure and Qualifications of Board members shall be as described in the Policies & Procedures Manual - Section 300.

SECTION 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution, fix the time and place for the holding of additional regular meetings without other notice than such resolution.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place for holding any special meeting of the Board of Directors called by them.

SECTION 5. Telephone Meetings. Members of the board of Directors or any committee designated by the Board may participate in any meeting of the Board or Committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

SECTION 6. Notice. Notice of any Special Meeting shall be given at least three days previously thereto by written notice delivered personally or mailed to each Director at his business address, or by email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 7. Quorum. A majority of the number of Directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 8. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 9. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent, in writing, setting forth the action so to be taken, shall be signed by all of the Directors.

SECTION 10. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of Directors by the Membership.

SECTION 11. Presumption of Assent. A Director of the Association who is present at a meeting of the Board of Directors at which action or any Association matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 12. Removal. Removal of any Blackhawk Ranch Director must be in compliance with **subsection 7-128-108 of the Colorado Revised Statutes.**

### ARTICLE IV. OFFICERS

SECTION 1. Number. The officers of the Association shall be a President, a Vice-President, if elected by the Board of Directors, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors.

Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. The officers of the Association shall be natural persons of the age of eighteen years or older.

SECTION 2. Election and Term of Officers. Officers of the Association will be elected by the Board of Directors at the first meeting after the Annual Meeting. This meeting will be scheduled by the Board of Directors via phone/email communication and will

be held soon after the Annual Meeting. Each officer shall hold office until a successor has been elected or until his/her death or until he/she resigns or is removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment, the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. He shall, when present, preside at all meetings of the members and of the Board of Directors, unless a different Chairman has been otherwise designated or elected. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice-President. In the absence of the President or in the event of death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 7. Secretary. The Secretary or the Managing Agent(s) shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors. These minutes will be available on the bhrpoa.com website; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents the execution of which on behalf of the Association under its seal is duly authorized; (d) keep a register of the post office address of each member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. If other person or persons or managing agent is employed by the Board of Directors, they shall maintain fidelity insurance coverage in an amount not less than fifty thousand dollars or such higher as the Board of Directors shall determine.

SECTION 8. Treasurer. The Treasurer and/or the Managing Agent(s) shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provision of Article VII of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of these duties in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 9. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the Association.

#### ARTICLE V. MEMBERS' RESPONSIBILITY

SECTION 1. Change of Address. Each Property Owner is responsible for keeping a current mailing address and phone number on file with the business office of the Blackhawk Ranch POA and for promptly notifying the POA of any name change, address change or change of ownership (including name change in the case of establishment of a trust, marriage, divorce, or sale of property).

SECTION 2. Road Damage. Most of our annual dues are spent on road maintenance. Our roads are fragile and easily damaged, especially when they are damp from rain or melting snow. Due to budget constraints, it has become necessary to charge fines for road damage caused by inappropriate use.

Upon determination of a Property Owner's responsibility for intentional road damage (including deliveries during hazardous conditions); whether by an individual, a delivery service or contractor, an assessment of the damage will be conducted by the road committee. Repairs will be made by the POA's road contractor. The amount of the fine to the individual property owner will consist of the cost of the repair work plus any legal fees incurred. (see Article VI below.)

SECTION 3. Property Owners are responsible for completing a Driveway and Building Compliance Form (Appendix A) prior to construction of a driveway or a house. Property Owners are responsible for completing a Request for Waiver Form (Appendix B) to request Board approval for deviating from any Covenant requirement.

SECTION 4. Property Owners are responsible for familiarizing themselves with the governing documents, i.e. The Amendments to the Declaration of Protective Covenants, The Bylaws and the Policies and Procedures Manual.

#### **ARTICLE VI. FINES AND ENFORCEMENT**

SECTION 1. Authority and Enforcement. The Board of Directors shall have the power to impose reasonable fines, which shall constitute a lien upon the Owner's property, for violation of any duty imposed under these Bylaws or the Protective Covenants. If any property owner violates the Bylaws or Protective Covenants a fine may be imposed against the property owner. The failure of the Board of Directors to enforce any provision of the Bylaws or Protective Covenants shall not be deemed a waiver of the right of the Board to do so thereafter.

SECTION 2. Finning Procedure. The Board shall not impose a fine unless and until the board has sent or delivered written notice to the violator as provided in the Policies & Procedures Manual Section 800. Compliance with this SECTION 2 shall not be required for late charges on delinquent assessments.

SECTION 3. Additional Enforcement Rights. The Association shall have the authority to record a Notice of Covenant Violation with the Clerk and Recorder in Huerfano and/or Las Animas County against the property of an individual whose property is in violation of the Association's Bylaws or Protective Covenants.

#### **ARTICLE VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

SECTION 1. Contracts. The Board of Directors may authorize, in writing, any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, savings institutions, trust companies or other depositories as the Board of Directors may select.

#### **ARTICLE VIII. FISCAL YEAR**

The fiscal year of the corporation shall begin on January 1, and end on December 31 of each year.

#### **ARTICLE IX. CORPORATE SEAL**

The Board of Directors shall provide an Association seal.

#### **ARTICLE X. WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any member or Director of the corporation under the provisions of these Bylaws or under the provisions of the Colorado Revised Nonprofit Corporation Act, C.R.S. 7-121-101 through C.R.S. 7-137-301, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XI. DOING BUSINESS WITH THE ASSOCIATION**

Any Blackhawk Ranch Property Owner wishing to do business with the Association must be a Member in Good Standing at the time the business arrangement is entered into. This standing must be maintained for the duration of the business engagement. Failure to maintain this standing is grounds for cancellation of the business arrangement.

#### **ARTICLE XII. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors, subject to the rights of members to repeal or amend Bylaws as provided by law.