

CONSTITUTION OF THE BUCKSKIN HEIGHTS ROAD ASSOCIATION, INC

Adopted December 12, 1974
Revised August 10, 1991
Revised September 14, 2009
Revised August 18, 2013
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Revised June 25, 2017

Revised April 30, 2018
Revised August 23, 2019
Revised August 21–September 18, 2020
Revised August 27–September 10, 2023
Revised August 25, 2024

ARTICLE I Name

The name of the corporation shall be the BUCKSKIN HEIGHTS ROAD ASSOCIATION, INC.

ARTICLE II Objects

The purpose for which the non-profit Association is formed is to promote the health, civic and general welfare of its members and in pursuance thereto to construct and operate roads, and such objects as are appropriate in the conduct of its activities, in the County of Larimer and State of Colorado, for the use of its members, their families and others as are approved by the Board.

ARTICLE III Validation and amendments

Section 1. Validation. This Constitution shall become effective upon ratification of a two-thirds (2/3) majority vote of the total membership in good standing.

Section 2. Amendments. Amendments to the Constitution will require ratification by two-thirds (2/3) majority vote of the total membership in good standing.

BYLAWS OF THE BUCKSKIN HEIGHTS ROAD ASSOCIATION

Article. I Government

Section 1. Management. The Association shall be managed by a Board of six (6) directors. The Board shall consist of a President, Vice President, Secretary, Treasurer, and two directors at large. {Change approved 8/10/97}

Section 2. Terms of Directors.

- a. The members shall elect from themselves for a term of two (2) years, the directors whose terms of office have expired. Said directors shall hold office until their successors are elected and qualified.
- b. Directors may not be elected to more than two (2) consecutive terms, not to exceed four (4) years. Directors may be reelected after one (1) year absence from the Board. {Annual Meeting 8/18/13}

Section 3. Election of Directors. When there are more nominations for director than board positions open, directors shall be elected by successive ballot votes of members until (a) all open positions are filled; and (b) each elected director has received a majority of the votes cast. {Annual Meeting 8/18/13}

Section 4. Removal or Resignation of Directors.

- a. Any member of the Board of Directors may be removed from the Board by a three-fourths (3/4) majority vote of the memberships in good standing voting at an annual meeting or a special meeting called in accordance with these *Bylaws*. {Change approved 9/10/23 & 8/25/24}
- b. In the event that any member of the Board of Directors shall cease to have a possessory interest in the lands of Buckskin Heights, or resign, said director shall be automatically removed from the Board.

- c. The Board of Directors may also accept any director's resignation and appoint a member of the Association eligible under Article I, Section 2 in her/his place, to serve until the next regular meeting or special meeting of the membership, at which time a director shall be elected to serve for the balance of the resigning members term. {Change approved 8/18/13}

Article II. Board of Directors

Section 1. Duties. Consistent with these *Bylaws*, the Board of Directors shall:

- a. Transact all Association business and make and amend rules for the regulation of the use of Association property. It may appoint and remove such non-elected officers, clerks, agents, servants or employees as it may deem necessary, and fix their duties and compensations.
- b. Fix, impose and collect penalties for violation of these *Bylaws* and rules of the Association.
- c. Elect from the Board of Directors, which Board in turn will elect a President, Vice President, Secretary, and Treasurer. The remaining two board members will be considered directors at large.
- d. If necessary, create additional offices deemed necessary, and appoint one or more persons, who need not be members of the Association, to such offices.
- e. Constitute and appoint committees and define the powers and duties of the same, and appoint the membership and leadership of the same. At least one board member shall be designated by the Board as an *ex officio* member of each committee formed, who shall serve as liaison to the Board. {Change approved 8/21/20}
- f. Fill any vacancy in the membership of the Board of Directors from among the members in accordance with Article I, Section 4. {Change approved 8/18/13}

- g. Assess annual memberships per tract or lot, in accordance with Article V, which dues together with other funds of the Association, may be disbursed in such manner as the Board deems proper and in accordance with these *Bylaws*.
- h. Ensure that all mandatory local, state and federal documents are filed, including, but not limited to, taxes, and other such requirements related to the legal status of the Association. {Annual Meeting 8/18/13}
- i. Ensure that the liabilities and assets of the Association are properly protected with appropriate insurance policies; and that the Association maintains appropriate directors' and officers' liability insurance coverage. {Annual Meeting 8/18/13; 8/21/20}
- j. Association Records. {Change approved 8/21/20}
 - i. Review, approve, and publish the minutes of the annual and special meetings on the Association website in a timely manner. {Annual Meeting 8/30/15}
 - ii. Ensure both the openness of Association records and privacy of membership records as required by Colorado law.
 - iii. Any membership may inspect public records of the Association upon specific written request. The Secretary shall make such specified records available within seven (7) days of receiving the request.

Section 2. Depository. The Board shall designate the bank or banks in which funds of the Association shall be deposited and determine the manner in which checks, drafts, and other instruments for the payment of funds of the Association shall be executed.

Section 3. Annual Audit. The Board shall cause the books of the Association to be audited annually by a committee selected by the directors. The fiscal year for the Buckskin Heights Road Association (BHRA) shall be January 1 – December 31. {Change approved 8/18/02}

Section 4. Meetings.

- a. The Board of Directors shall meet at least quarterly, and may meet at other such times and intervals as it may deem necessary.
- b. The directors may take any time-sensitive action in the absence of a meeting, which they could take at a meeting, by obtaining the approval of a majority of the directors. Any such action or

approval shall have the same effect as though taken at a meeting of the directors; and shall be ratified and recorded in the minutes of the next board meeting. {Annual Meeting 8/21/20}

Section 5. Quorum. A majority of the Board shall constitute a quorum.

Section 6. Expenditure of Funds.

- a. The Board of Directors shall have authority to commit the Association to contracts only to the extent of resources in, or reasonably expected to be in, the treasury by the next annual meeting. Additional expenses will require the approval of a majority of the memberships. {Change approved 8/12/78}
- b. Special Assessments. Capital expenditure authorization (other than normal maintenance and operating expenses) shall require a mail ballot sent to all property owners in accordance with these *Bylaws*, preceded by at least one meeting, in-person or electronically, to debate the proposal. The expenditure shall be approved if two thirds (2/3) of those responding vote for approval. {Change approved 11/17/96; 8/21/20}
- c. Expenditure of emergency funds shall be made, as deemed necessary, at the discretion of the Board. {Change approved 8/17/03}
- d. Work on Association roads must be specifically authorized in advance by the Board of Directors. If the Board authorizes use of equipment, the Board pays for operating expenses but no maintenance of equipment. {Change approved 8/8/87}
- e. Invoices for road materials, grading, ditch and other work on the road shall be approved in writing by the Vice President before payment by the Treasurer. Such written approval in conjunction with the original invoice shall together provide complete information on who did the work; the date and specific location of the work; a description of the work completed, including equipment, time spent and cost breakdown of the work and materials; and (if applicable) the kind, amount and specific location(s) of road materials applied. The written approval from the Vice President shall be attached to the original invoice by the Treasurer and be included in the annual audit. {Change approved 8/23/19}

Section 7. Indemnification of Directors and Officers.

Each person who acts as a director or officer of the Association, or any agent of the Association given such privileges by the Board of Directors, shall be indemnified by the association against expenses actually and necessarily incurred by her/him in the connection with the defense of any action, suit or proceedings in which he/she is made a party by reason of her/his being or having been a director or officer of the Association, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct, and except any sum paid for the Association in settlement of an action, suit or proceeding based upon the gross negligence or willful misconduct in the performance of her/his duties. The right of indemnification provided herein shall insure to each director and officer, whether or not he/she is such director or officer at the time such cost or expenses are imposed or incurred, and in the event of her/his death shall extend to her/his legal representatives. {Annual Meeting 8/21/20}

Article III. Officers

Section 1. Officers. The officers of the Association shall be President, Vice President, Secretary, and Treasurer. The officers shall be elected annually by the Board of Directors by a majority vote from among its members; and shall hold office until the end of the first meeting of the Board following the annual meeting. An officer may be removed from office by a two-thirds (2/3) vote of the Board of Directors. {Change approved 8/18/13}

Section 2. Duties of the President. The President shall preside at the meetings of the Association and of the Board. He/she shall be the administrative officer of the Association. He/she shall assume the functions of the Vice President in the absence or disability of the Vice President. {Change approved 8/21/20}

Section 3. Duties of the Vice President. The Vice President shall monitor the condition of the roads, ditches, culverts, gates, etc. of the Association; arrange for equipment and/or operators and work parties, if needed, to perform maintenance and/or improvements for the facilities of the Association; and keep written records of the specific work done during her/his tenure of office. He/she is not responsible for snow removal, private driveways or properties. Before contracting for equipment and/or operators and/or work parties, he/she shall assure funds are adequate by conferring with the President or Treasurer or both. The Vice President, in the absence of or disability of the President, shall act in her/his stead. {Change approved 8/23/19}

Section 4. Duties of the Secretary. The Secretary shall send out the notices of the meetings of the Association and of the Board; keep the minutes, maintain the corporate records and attend to the correspondence pertaining to the office as may be required by the Board. In the absence or disability of both the President and Vice-President, the Secretary shall perform the minimal necessary functions of those offices for the continuing operation of the Association.

Section 5. Duties of the Treasurer. The Treasurer shall by January 31st of each year issue notices of dues and be responsible for the collection thereof; maintain the books of account of the Association; deposit funds of the Association received by her/him in the name of the Association and disburse said funds at the direction of the Board of Directors; and shall report on the financial condition of the Association at the regular meeting of the Board of Directors and at the annual meeting and special meetings of the Association; and shall perform other duties as may be requested by the Board of Directors.

Section 6. Duties of the Directors at Large. The directors at large support Board functions as assigned.

Article IV. Membership

Section 1. Membership Defined.

- a. Membership shall be defined as the owners of lots as described below:
 - i. All lots of the Buckskin Heights first sub-division as detailed on the approved plat and accepted by the Larimer County Planning Commission on October 14, 1970.
 - ii. All lots of the Buckskin Heights second sub-division as detailed on the approved plat and accepted by the Larimer County Planning Commission on February 10, 1971.
 - iii. All tracts adjacent to the access road to the Buckskin Heights first sub-division. Description of access road is recorded in Book 1444 at page 325 of the Larimer County Clerk and Records Office.
- b. In the event that a lot shall be owned by more than one person, as undivided owners, said undivided group shall be considered to be one (1) membership. Each membership shall be considered to be a single entity, entitled to a single vote and obligated to a single fee, assessment or obligation. Subsequent division of recorded lots will constitute an additional membership. In all cases, a single lot will constitute one membership.

Section 2. Requirements of Membership. In order to become and maintain a membership in good standing of the Association, a member representing said membership shall own land or interest in land as above described; and shall pay all annual dues and assessments.

Section 3. Use of the Facilities of the Association.

- a. All memberships in good standing of the Association shall be accorded equal use of the roads and facilities of the Association.
- b. The gates on the access road to Buckskin Heights, established by the *Grant of Easement* indenture between Arnold E. and Joyce A. Friend and John O. Anderson, dated April 17, 1969, shall be closed and locked each time passed through.

- c. Association property, including gates, are to be used at the property owner's complete responsibility and liability for damage caused by themselves and others coming to or from the property owner's lot. Property owners are responsible for family members, guests, visitors, contractors, workmen, delivery persons, renters, or others passing through the gate for their benefit. Access to the sub-division is by invitation only. {Change approved 8/26/00}

Article V. Dues

Section 1. Dues.

- a. Annual dues are payable by April 1st of each year. {Change approved 8/11/79}
- b. When a simple majority of the memberships in good standing at an annual meeting, or special meeting called to consider a change in dues, discusses and recommends a vote to change the annual dues, the Board shall: {Change approved 4/30/18, 9/10/23 & 8/25/24}
 - i. Conduct a mail vote in accordance with these *Bylaws* within thirty (30) days.
 - ii. If a simple majority (more than half) of all the valid mail ballots received by the deadline are cast in the affirmative, the change in dues shall be approved.

Section 2. Delinquencies. Annual dues become delinquent May 1st of the year which due. Special assessments become delinquent ninety (90) days after notification unless granted otherwise by the Board.

- a. In the event that members become delinquent in the payment of annual dues or assessments, the Board may:
 - i. Sue for said delinquencies in a court of competent jurisdiction and/or impose a lien upon the member's property.

- ii. Suspend all privileges of membership, including road use privilege, by sending a registered letter to the last known mailing address of the member. The road use suspension letter shall state that the order will be automatically enacted within 15 business days of the date of the letter unless the property owner requests a hearing in writing within that time frame. Violation of a Board-authorized suspension of road usage may result in civil or criminal action. {Change approved 8/18/13}
- iii. Turn delinquent accounts over one year to a collection agency. {Annual Meeting 8/18/13}
- b. Penalties for Delinquent Dues {Change approved 8/18/13}
 - i. Delinquent dues for a given year shall be subject to a late penalty of \$15/month plus \$5/month interest on the unpaid principle, to be assessed on May 1 through December 1 for each month or partial month that dues are delinquent during the first calendar year of unpaid dues.
 - ii. In subsequent years of unpaid dues, delinquent dues for a given year shall be subject to \$5/month interest on the unpaid principle, to be assessed on January 1 through December 1 for each month or partial month that dues are delinquent.
 - iii. Past late penalties on unpaid dues or assessments owed by property owner(s) from May 1, 2001 to date, if any, shall be retroactively re-calculated to comply with this policy.
- c. Collection action for delinquent dues shall commence not later than 45 days after such dues or assessments become delinquent. Collection of delinquent dues shall be substantially completed within 180 days of delinquent date unless circumstances exist beyond the control of the Board of Directors. The responsibility to administer this action shall reside with the Treasurer or with a member of the Association appointed by the President. {Change approved 8/29/04}

Article VI. Meetings

Section 1. Annual Meetings.

- a. The annual meeting of the Association shall be held between June 1st and August 31st of each year at such time and place as the Board of Directors may determine. A minimum notice of 30 days will be required.
- b. The annual meeting shall be for the purpose of electing directors, presenting committee reports and for the transaction of such other business as may be indicated in the notice or which may be properly brought before it.

Section 2. Special Meetings.

- a. Special meetings of the Association to deal with important issues that require action before the next annual meeting may be called by the Board of Directors, or upon written petition, signed by fifteen percent (15%) of the memberships stating the purpose thereof, given to the Secretary.
- b. At least thirty (30) days written notice shall be given to the memberships.
- c. The Board shall determine the time and place of special meetings, with a preference for in-person meetings within the platted subdivision, to maximize attendance.

Section 3. Electronic Meetings. All meetings of the Association – annual, special, board and committee – may be held electronically. {Annual Meeting 8/21/20}

Section 4. Notice.

- a. Whenever notice to the membership shall be required by the *Bylaws*, the Article of Incorporation or otherwise, said notice shall be determined properly given and adequate when it is either (1) addressed to the memberships at such address as shall appear in the records of the Association, and is deposited in the USPS mail, postage prepaid; or (2) addressed to the memberships at such USPS or email address as specified by the membership and contained in the records of the Association, and is either deposited with the USPS mail, postage prepaid, or electronically transmitted.

- b. Notice to any member of a membership shall constitute notice to the entire membership.
- c. Each membership shall be responsible to provide the Association with its correct address and any change of address.

Section 5. Voting at Meetings or by Mail.

- a. Each membership in good standing shall be entitled to one (1) vote. A membership in good standing is defined as one where no annual dues or assessments are delinquent.
- b. At annual and special meetings of the Association, a membership entitled to vote may vote in person, electronically or by proxy. {Change approved 8/28/20 & 9/10/23}
- c. Voting at meetings may be by voice, but five (5) memberships shall have the right to demand a roll call vote.
- d. Proxy voting. {Annual Meeting 8/28/20}
 - i. The proxy must be executed in writing and include:
 - The date of the meeting;
 - The name and address of the person designated to execute the proxy;
 - The specific or general scope of the proxy; and
 - The name, BHRA property address and dated signature of the member granting the proxy.
 - ii. An email containing all the bulleted information above from the member granting the proxy, sent from an email address on file with the Association, is acceptable.
 - iii. All proxies must be presented to the Secretary of the Association before the meeting is called to order. It is the sole responsibility of the member granting the proxy to ensure that her/his proxy is received in a timely manner.
 - iv. The Secretary shall determine the validity of all proxies.
 - v. No membership may vote more than two (2) proxies at any meeting.

- e. Mail Votes: Mail votes not specifically authorized in these Bylaws should generally be reserved for important issues that require action before the next annual meeting. All mail votes shall be preceded by at least one meeting, in-person or electronically, to discuss the proposal before conducting the mail vote as follows: {Change approved 9/18/20 & 9/10/23}
 - i. Send to each membership in good standing, either by USPS alone, or by USPS or email as specified by each membership in accordance with these *Bylaws*, at least thirty (30) days before the published return deadline: (1) an exact description of the proposal; (2) a brief summary of reasons for and against the proposal; and (3) either a self-addressed, postage-paid, postmarked signature-ready paper ballot or a secure electronic ballot.
 - ii. Each membership in good standing choosing to vote shall return on or before the published deadline either (1) a signed paper ballot to the Association's USPS mailing address or (2) a secure electronic ballot to the Association's email address from the membership's email address contained in the records of the Association.
 - iii. The Secretary shall keep paper ballots and paper copies of electronic ballots on file in the records of the Association.

Section 6. Quorum. Twenty percent (20%) of the entire membership, present in person or electronically, shall constitute a quorum at all Association membership meetings. {Change approved 8/28/20 & 8/27/23}

Section 7. Board Meetings.

- a. The Board shall hold its first meeting following the annual meeting of the members each year within thirty (30) days after the annual meeting.
- b. The Board may, by resolution, establish from time to time a schedule of its meetings and rules for the conduct thereof.

Section 8. Rules of Order. All meetings will be conducted according to *Robert's Rules of Order Newly Revised*.

Article VII. Changes to Bylaws

Section 1. Changes and/or Amendments to the Bylaws shall require a two-thirds (2/3) majority vote of the membership in good standing at an annual meeting or special meeting called in accordance with these *Bylaws*; or by mail ballot sent to all members by the President or Secretary, preceded by at least one meeting, in-person or electronically, to debate the changes and/or amendments. {Change approved 8/21/20}

Article VIII. Miscellaneous

Section 1. Culverts. Culverts for driveways to private property shall be a minimum of fifteen (15) inches in diameter, conforming to Larimer County standards. {Annual Meeting 8/14/76}

Section 2. Private Road Sign. The road shall have a sign reading, "Private Road – No Trespassing." {Annual Meeting 8/11/79}

Section 3. Road Definition.

- a. The width of the defined roadway is legally described by the *Grant of Easement* (April 17, 1969) as "sixty (60) feet wide, extending thirty (30) feet from either side of the center line of said existing road," as defined by the *Dedication of Access Road* (October 13, 1970) and the *Plat Plan of the Buckskin Heights First and Second Filings* (October 21, 1970 and January 1, 1971).
- b. As a practical matter, the width of the road shall be determined by terrain, drainage, and community safety considerations. {Annual Meeting 8/18/13}
- c. No encroachment into the defined roadway that poses a safety hazard, or impedes emergency access or road maintenance, shall be permitted. Existing structures as of August 21, 2020 shall be exempt from this provision. Larimer County ordinances shall be followed. {Annual Meeting 9/18/20}

Section 4. Internet Communications {Annual Meeting 8/18/13; change approved 9/18/20}

- a. The Association website shall be known as www.buckskinheights.org. It shall be maintained by a webmaster appointed by the Board of Directors. The content of the website shall be determined by the Board of Directors. The content of the website shall promote the health, civic and general welfare of the members of the Association; and shall not include personal opinion, political or religious information, or commercial advertisement.
- b. The Association shall also maintain an internet communication system for both emergency and general interest use; it shall exclude religious, political and commercial content. The Board of Directors shall appoint two co-administrators to promote civility and fairness, and to provide technical support and continuity.

Section 5. Rules of the Road. {Annual Meeting 8/18/13; change approved 8/21/20}

- a. The rules of the road shall apply to all persons residing at, or visiting, a member's property:
 - i. Vehicles ascending grades of six percent or more shall have the right-of-way.
 - ii. The speed limit on all roads is 20 MPH. The speed limit shall apply to all motorized vehicles, including ATVs, motorcycles, and snowmobiles.
- b. Reckless or careless driving that endangers persons or property shall be reported to the Larimer County Sheriff's Office

Section 6. Community Water Tank. The Association shall be authorized to maintain a community water tank for fire suppression to promote the general welfare of the members of the Association. Funding for the maintenance of the water tank shall come entirely from private sources, not from Association funds. {Mail Vote 6/25/17; change approved 8/21/20}