

**BY-LAWS  
OF  
CODY PARK PROPERTY OWNERS ASSOCIATION, INC  
May 17, 2019**

**ARTICLE I. ORGANIZATION**

SECTION 1. The name of the organization shall be the Cody Park Property Owners Association, Inc. (CPPOA).

SECTION 2. The organization shall have a seal which shall be in the following form:



SECTION 3. The principal office of the organization shall be within the State of Colorado at the home of the President, or one of the Directors, as the CPPOA Board of Directors may, in its sole discretion, from time to time establish.

**ARTICLE II. PURPOSES**

SECTION 1. The following are the purposes for which this organization has been organized in accordance with the Declaration of Protective Covenants:

To enforce the protective covenants as described in the Declaration of Protective Covenants for Cody Park;

To assess and collect annual dues;

To see that assessment funds are used as described in the Declaration of Protective Covenants;

And, insofar as permitted by law, to do any other thing that, in the opinion of the CPPOA Board of Directors, will promote the common benefit and enjoyment of all of the members.

SECTION 2. The CPPOA Board of Directors shall have vested in it the right and duty to enforce covenants compliance by all members. Authority for these provisions rests in Covenants II and XIII of the Declaration of Protective Covenants for Cody Park.

**ARTICLE III. MEMBERSHIP**

SECTION 1. Every owner, including co-owners of property subject to the Declaration of Protective Covenants for Cody Park, Fremont County, CO, recorded on May 19, 1987 in book 821 at page 74, Fremont County Records will automatically be a member of the Cody Park Property Owners Association, Inc. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to the covenants. The CPPOA Board of Directors shall have the power to suspend the privilege of membership if, in the opinion of the Board, a member has violated any of the rules or regulations of this organization or is delinquent in paying one or more assessments. Any member whose privileges are suspended shall be notified in writing of such suspension 30 days prior to the date such suspension of privileges shall become effective. A member shall have the right to appeal such suspension. Suspension resulting from non-payment of assessments shall be removed upon payment by the member of all amounts then currently due, including interest. The term of suspension for reasons other than non-payment shall be left to the discretion of the CPPOA Board of Directors.

**ARTICLE IV. MEMBERSHIP MEETINGS**

SECTION 1. The annual membership meeting of this organization shall be held annually. The date will be announced by the CPPOA Board of Directors 90 days prior to the meeting.

SECTION 2. The Secretary shall cause to be mailed (emailed) to every member in good standing at their address (as it appears in the CPPOA membership roll) a notice telling the time and place of such annual meeting. This notice shall be mailed (emailed) at least thirty days, but no more than sixty days prior to the date of the annual meeting.

SECTION 3. Special meetings of the members of this organization may be called at any time by resolution of the CPPOA Board of Directors, or upon the written request of not less than one-third of the members, or as may be provided by law. Notices of such meeting shall be mailed to all members at his/her address (as it appears in the CPPOA roll book) at least thirty days before the scheduled date set for such special meeting. Such notice shall state the object of the meeting.

SECTION 4. The CPPOA Board of Directors may designate any place, within the State of Colorado, unless otherwise prescribed by statute, as the place of meeting for any annual meeting or any special meeting of the membership.

#### **ARTICLE V. MEMBERSHIP VOTING**

SECTION 1. All votes by the membership shall be at the annual membership meeting or by Internet or US mail ballot. The CPPOA Board of Directors shall develop the procedures and materials for such an election. A list of directors whose terms are expiring, the election procedures for the current year, and any other pertinent information shall be included in the newsletter to be conveyed by internet or US mail not less than thirty and not more than fifty days prior to the annual membership meeting.

SECTION 2. The Chairman of the CPPOA Board of Directors shall, prior to the commencement of balloting for the annual election of directors, appoint a committee of three who shall act as "Inspectors of Election." No inspector shall be a candidate for office. The inspectors shall, at the conclusion of such balloting, certify in writing to the Chairman the results, which shall be included in the minutes of the annual meeting.

SECTION 3. Representation by written proxy shall be allowed and the instrument authorizing the proxy to act at the meeting shall be exhibited at the time of such meeting when called for and filed with the Secretary.

SECTION 4. Members shall be entitled to one vote for each lot owned. For any lot that is co-owned, the owners must decide who will cast the one vote for the lot.

SECTION 5. Any member may at any time waive any notice required to be given under these By-Laws.

SECTION 6. Any issue, question, election of directors or other proposition that might be brought before the annual or special meeting of members may be decided by ballot distributed and voted by internet or US mail pursuant to instruction adopted by resolution of the CPPOA Board of Directors; provided that at least 51% of the eligible votes shall be validly cast by internet or US return mail addressed to the Election Chairperson of the organization.

#### **ARTICLE VI. ORDER OF BUSINESS OF THE ANNUAL MEMBERSHIP MEETING**

1. President's Welcome
2. Financial Report
3. Committee Reports
4. Presentation of Directors

#### **ARTICLE VII. CPPOA BOARD OF DIRECTORS**

SECTION 1. The business of this organization shall be managed by a Board of Directors consisting of seven members.

SECTION 2. Members of the CPPOA Board of Directors shall be natural persons of the age of eighteen years of age or older and shall be members in good standing in the CPPOA. No two or more co-owners of the same Cody Park lot shall serve concurrently on the CPPOA Board of Directors.

SECTION 3. Directors shall serve staggered terms of two years.

SECTION 4. The CPPOA Board of Directors shall have the control and management of the affairs and business of this organization and shall only act in the same of the organization when it is regularly convened by its Chairman after due notice to all the Directors of such meetings. Such meetings shall be open to the membership. It shall be the duty of the CPPOA Board of Directors to exercise general supervision over the management of the affairs of the organization and to receive and pass upon the reports of the officers, to audit all bills and accounts against the organization and to direct the officers thereof in the general conduct and business of the organization.

SECTION 5. Four members of the CPPOA Board of Directors shall constitute a quorum and the meetings of the CPPOA Board of Directors shall be held regularly four times per year. Special meetings of the CPPOA Board of Directors may be called at any time by the president upon three days' notice to all directors.

SECTION 6. Members of the CPPOA Board of Directors may participate in any meeting of the Board 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 7. Any action that may be taken by the CPPOA Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by all of the Directors.

SECTION 8. Each director shall have one vote and such voting may not be done by proxy.

SECTION 9. The CPPOA Board of Directors may make such rules and regulations covering its meeting as it may, in its discretion, determine necessary.

SECTION 10. Vacancies in the CPPOA Board of Directors shall be filled by a vote of the majority of the remaining members of the Board until the next annual meeting of the membership.

SECTION 11. The President of the organization, by virtue of the office, shall be Chairman of the CPPOA Board of Directors. All officers elected by the CPPOA Board of Directors shall also be members of the Board.

SECTION 12. A Director may be removed for cause at any time by a vote of two-thirds of all Board members present and voting at any special meeting of members called for that purpose.

#### **ARTICLE VIII. OFFICERS**

SECTION 1. The officers of the association shall be President, Vice President, Secretary and Treasurer, each of whom shall be elected by the CPPOA Board of Directors.

Such other officers and assistant officers as may be deemed necessary may be appointed by the CPPOA Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 2. The officers of the association shall be nominated by the CPPOA Board of Directors at the first meeting of the Board after each annual meeting.

Officers shall be elected and take office January of the following year and shall serve until the next January meeting of the following year.

Officers shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Any officer or agent may be removed from their office by the CPPOA Board of Directors whenever, in its judgment, the best interest of the association will be served thereby, but such removal shall be without prejudice to the contract rights.

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

SECTION 5. To qualify for the office of President, the candidate must have been a director, an officer, served as a committee chairperson, led on a special project or have been an active committee member within the previous five years.

SECTION 6. Duties of the President: The President shall preside at all membership meetings. He/She shall, by virtue of the office, be Chairman of the CPPOA Board of Directors.

He/She shall present at each annual meeting of the organization, an annual report of the work of the organization. He/She shall appoint all committees, temporary or permanent.

He/She shall be one of the officers who may sign the checks or drafts of the organization. He/She shall sign all contracts and other instruments in writing authorized by the CPPOA Board of Directors to be executed and the minutes of all meetings over which he/she may have presided.

He/She shall have such powers as may be reasonably construed as belonging to the chief executive of any organization, including such other duties as may be required of him/her by law, by these By-Laws, and by the CPPOA Board of Directors.

SECTION 7. Duties of the Vice President: The Vice President shall, in the event of the absence or inability of the President to exercise the office, become acting President of the organization with all the rights, privileges and powers as if he/she had been duly elected President.

SECTION 8. Duties of the Secretary: The Secretary shall keep the minutes and records of the organization in appropriate books. The Secretary may delegate the CPPOA Board of Directors minutes and records to a recording secretary. It shall be his/her duty to file any certificate required by any statute, federal or state.

He/She shall give and serve all notices to members of the organization.

He/She shall be one of the officers that may sign checks and drafts of the organization.

He/She shall present to the membership at any meetings any communications address to him/her as Secretary of the organization.

He/She shall submit to the CPPOA Board of Directors any communications which shall be addressed to him/her as Secretary of the organization.

He/She shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

He/She shall have the custody of the corporate seal and records of the organization and shall attest the affixing of the seal to all contracts and other instruments in writing executed under the corporate seal of the organization; to have charge and preserve all papers and documents of the organization not properly belonging to the custody of the treasurer; and generally to perform such duties as usually pertain to the office of Secretary and such as may be specifically assigned to the CPPOA Board of Directors.

SECTION 9. Duties of the Treasurer: The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization's working funds. Checks for payment exceeding \$5000 require the signature of the Treasurer and another officer of the Board within 30 days of receipt of the invoice.

He/She must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign checks issued upon it.

He/She shall render at stated periods as the CPPOA Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the CPPOA Board of Directors of such meeting.

He/She shall exercise all duties to the office of the Treasurer.

SECTION 10. No officer shall, for any reason of his/her office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

#### **ARTICLE IX. SALARIES**

The CPPOA Board of Directors shall hire and fix the compensation of any and all employees which they, in their discretion, may determine to be necessary for the conduct of the business of the organization.

#### **ARTICLE X. COMMITTEES**

All committees of this organization shall be appointed by the President and their term of office shall be for a period of one year, or less, if sooner terminated by the President. All committee Chairpersons shall submit a written report to the President prior to each regularly scheduled board meeting.

The permanent committees shall be:

1. Finance Committee

Purpose: To assess and collect dues. To prepare an annual budget. To maintain the financial records for the organization in accordance with accepted bookkeeping standards.

Subcommittees: The CPPOA Board of Directors shall convene subcommittees from time to time as needed. Such subcommittees may be: special assessments, special products/services (i.e. credit cards) and donations/gift programs (i.e. non-profit, tax deductible donations.)

2. Covenants Compliance Committee

Purpose: To provide the organization with an objective set of steps to report, review, investigate, mediate, recommend action or make decisions to correct covenant violations.

Subcommittees: The CPPOA Board of Directors shall convene subcommittees from time to time as needed. Such subcommittees may be: architectural review, solar power.

3. Security Committee

Purpose: To recommend, develop and implement such security measures as requested by the CPPOA Board of Directors.

Subcommittees: The CPPOA Board of Directors shall convene subcommittees from time to time as needed. Such subcommittees may be: hunting regulation, fire, police and emergency service operations and planned road closures/controlled access.

4. Corporate Operations Committee

Purpose: To study, analyze and make recommendations to the CPPOA Board of Directors on all matters pertinent to the legal, structural and functional nature of the CPPOA.

Subcommittees: The CPPOA Board of Directors shall convene subcommittees from time to time as needed. Such subcommittees may be: By-Laws, legal, covenants, articles of incorporation, taxation and nomination.

5. Roads Committee

Purpose: To recommend, develop and implement such security measures as requested by the CPPOA Board of Directors.

Subcommittees: The CPPOA Board of Directors shall convene subcommittees from time to time as needed. Such subcommittees may be: snow removal, grading and repair, signage and culverts.

6. Special Projects Committee

Purpose: To design, staff and implement all projects not assigned to any other permanent standing committee.

Subcommittees: The CPPOA Board of Directors shall convene subcommittees from time to time as needed. Such subcommittees may be: annual picnic, air space encroachment, annual meeting, logo items sales, newsletter advertising and rummage sales.

7. Communications Committee

Purpose: To design, staff and implement all broad-based communications from the CPPOA Board of Directors and the Committees to the general membership.

Subcommittees: The CPPOA Board of Directors shall convene subcommittees from time to time as needed. Such subcommittees may be: newsletter, directory, special mailings, public relations (i.e. interface with local community and media) website and new member packet.

8. Long Range Planning Committee

Purpose: To develop and maintain a long range plan for Cody Park.

Subcommittees: The CPPOA Board of Directors shall convene subcommittees from time to time as needed. Such subcommittees may be: Bull Domingo liaison, common areas and member survey, etc.

9. Fire Protection Committee

Purpose: To create and implement within Board approved budget limits a plan to ensure that Cody Park Property Owners support the efforts of local firefighting agencies.

Subcommittees: The CPPOA Board of Directors shall convene subcommittees from time to time as needed. Such subcommittees may be: brush clearing, fire department liaison, emergency communications, special mailings, fund raising, water tank location and equipment.

10. Grazing Committee

Purpose: Responsible for checking and fixing fences, overseeing the grazing operation and signing the grazing permit.

11. Election Committee

Purpose: To plan and conduct the annual election process per Article V Section 6.

## **ARTICLE XI. COVENANT VIOLATION**

Enforcement of covenants shall be by proceeding at law or in equity against any persons or persons violating or attempting to violate any covenant. Invalidation of any of those covenants or restrictions by judgment or court order shall in no way affect any other provisions which shall remain in full force and effect. The CPPOA Board of Directors shall have the authority to enforce these covenants on its own behalf or on behalf of any owner or group of owners, and shall have the authority to issue policies and procedures concerning such enforcement authority, including the right to collect reasonable attorney's fees and costs from any owner against whom an enforcement action requires legal counsel, whether or not suit is initiated.

## **ARTICLE XII. ANNUAL ASSESSMENTS**

SECTION 1. Every member of the association shall be and hereby is made subject to the uniform assessments per lot (and not per acre) for the use and benefit of the association and its members. The dues of this organization shall be determined by the CPPOA Board of Directors and shall be payable annually on February 1 of each year, starting in 2006. Such assessments shall be set by the CPPOA Board of Directors and may be increased from time to time as the Board may direct.

SECTION 2. In addition to any annual assessments, the CPPOA Board of Directors may also declare a special assessment for capital improvements or other purposes approved by the board of directors.

SECTION 3. All assessments shall become and constitute a lien on each lot as of March 3, following the date such assessment is established, as to annual assessments; or as of the first day of the month following the date such assessment is established as to special assessments. The annual and special assessments, together with interest, costs of collection and reasonable attorney's fees, shall also be the personal obligation for delinquent assessments, shall not pass to an owner's successor in title unless expressly assumed by them; however, the same shall remain as a lien against the lot and may be foreclosed in accordance with these By-Laws and by operations of the law.

SECTION 4. The annual assessments provide for herein, shall be paid at the beginning of each 12-month period, commencing on February 1 of each year, and shall be delinquent if not paid by March 31 of that year. Special assessments shall be on the date they become a lien and shall be paid and collected in such installments with such dates of delinquency as may be provided in the resolution establishing the same.

SECTION 5. The association shall provide written notice to all members, by ordinary mail addressed to the last known address of the member, of all annual or special assessments.

SECTION 6. The association shall, upon demand, and for a reasonable charge, furnish a certificate signed by an officer of the association setting forth whether the assessments of a specified lot have been paid, and such certificate shall be binding upon the association with respect to any purchaser relying thereon.

SECTION 7. Any assessment not paid on or before the delinquency date, shall bear a late fee of \$25 per annum until paid. The association may bring action to collect all delinquent assessments against the member personally obligated to pay the same, or foreclose the assessment lien against such member's lot. In addition to any other remedies herein or by law provided, the lien herein established may be foreclosed by an action in the court having jurisdiction over the property in the manner of foreclosure of common law mortgages pursuant to the statutes of the State of Colorado, and subject to all rights and duties provided, including redemption.

## **ARTICLE XIII. CONTRACTS, LOANS AND FISCAL YEAR**

SECTION 1. The CPPOA Board of Directors may authorize 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.

## **ARTICLE XIV. AMENDMENTS**

SECTION 1. These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds of the members of the CPPOA Board of Directors present at any meeting called up notice in accordance with these By-Laws.

SECTION 2. A notice to members of the CPPOA of an amendment to the By-Laws (together with any clarification, justification and anticipated consequences) shall be placed in the next quarterly newsletter following the adoption of said amendments. If not the newsletter, then a separate mailing of such notice shall be made within 90 days of said adoption.

## **ARTICLE XV. ANNEXATION**

Annexation of additional lands to the properties subject to the declaration referenced in Article III is authorized upon a vote of two-thirds of the members of the Board of Directors present at any meeting called upon notice in accordance with these By-Laws.

## **ARTICLE XVI. DIRECTOR LIABILITY**

Each officer and director shall be indemnified by the organization against all expenses and liabilities, including attorney fees, reasonable incurred by or imposed upon him/her in any proceeding to which he/she may be a party, or in which he/she may become involved by reason of his/her being or having been an officer or director of the organization, or any settlement thereof, whether or not he/she is an officer or director engages in wanton or willful acts or omissions not performed in good faith; provided that in the event of a settlement, the identification shall apply only when the CPPOA Board of Directors approves such settlement and reimbursement as being in the best interest of the organization.

## **ARTICLE XVII. FISCAL PROCEDURES**

SECTION 1. No officer or member of this organization shall authorize or incur any debt or obligation on its behalf except by order of or under the direction of the CPPOA Board of Directors.

SECTION 2. All written obligations of the organization, including acceptances, contracts, agreements, deeds and all other instruments in writing, shall be signed with the corporate name by the President or, in his/her absence, by the Vice President, and attested by the Secretary with the corporate seal affixed thereto.

SECTION 3. All checks drawn on organization funds shall be signed with the corporate name by those officers, one or more, as may be authorized by the CPPOA Board of Directors.

SECTION 4. The funds of this organization shall be deposited in such bank or banks, as the CPPOA Board of Directors may from time to time direct.

## **ARTICLE XVIII. PROHIBITED ACTIVITIES AND DISTRIBUTION OF ASSETS**

No part of the income or net earnings of the association shall be distributable to or inure to the benefit of its members, directors, officers, or any individual; provided however, that reasonable compensation may be paid for any services rendered in the organization, and payments and distributions may be made in furtherance of the purposes set forth as these By-Laws may otherwise provide. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the organization shall not carry on any other activities not to be carried on by a corporation exempt from Federal Income taxation under two provisions applicable to this organization of Section 501(C) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States or Colorado law.) In the event of the dissolution of the corporation, the property and assets thereof remaining, after providing for all obligation and liabilities of the corporation, shall then be disposed of exclusively for the purposes of the corporation in such manner, or to such organization or organizations exempt from taxation under Section 501(C) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States or Colorado Law) as shall be determined by the CPPOA Board of Directors.