

DEERFIELD HOMEOWNERS AND PROPERTY OWNERS, INC. BY-LAWS

ARTICLE I - ORGANIZATION

Section 1. Title and Purpose: This organization is called Deerfield Homeowners and Property Owners, Inc. (DHPO). The DHPO is incorporated under the laws of Colorado pursuant to the Colorado Nonprofit Corporation Act. The DHPO is a voluntary, nonprofit corporation dedicated to the preservation of the natural beauty, native and rural setting and surroundings of Deerfield.

Section 2. Anti Discrimination Policy: The DHPO does not and shall not discriminate on the basis of race, creed, ancestry, color, religion, sex, sexual orientation, handicap - physical or mental disability, gender, gender expression, age, military status, familial status, marital status, or national origin in any of its activities, decisions or operations. The DHPO is committed to providing an inclusive and welcoming environment for all.

Section 3. Adoption of Amendment. This Amendment has been adopted at a meeting of the members with a 2/3 majority vote, when a quorum was present, and after proper notice to each Member, pursuant to Article VII of the original Bylaws of DHPO

ARTICLE II - MEMBERSHIP

Section 1. Qualifications: Each and every resident property owner or non-resident property owner of record in the areas shown as Deerfield 1 and Deerfield 2 (Deerfield) as more fully described in the plots on record in the office of the Clerk and Recorder of the County of Douglas, State of Colorado, is eligible to become a member in good standing with the DHPO. A member in good standing, as defined herein, shall include the terminology "active member" and "active voting member".

Section 2. Resident Membership: Resident membership is limited to all resident property owners (homeowners) of record in Deerfield. A "Resident Membership" shall consist of person(s) who are property owners of record and live in a home located in Deerfield. Each adult resident property owner of record (homeowner) may qualify as a separate and individual active voting member. A Resident Membership shall have not less than two nor more than two votes, regardless of the amount of property owned.

Section 3. Non-resident Membership: Non-resident membership is limited to all non-resident property owners in Deerfield. A "non-resident membership" shall consist of non-resident property owner(s) of record. Each non-resident membership shall have no more than one vote regardless of the amount of property owned.

Section 4. Dues

A. The DHPO shall have no capital stock and the same shall be a voluntary, non-profit corporation.

B. Membership fee for each membership shall be \$300.00 per year. A change in dues must be approved by a vote of a 2/3's (66 2/3%) majority of a quorum of the members in good standing at the annual meeting.

C. There shall be no initiation fee for memberships and memberships shall not be transferable.

D. The dues for each membership shall be due and payable on the first day of each fiscal year. The fiscal year is defined as being from July 1st to June 30th of each calendar year as listed in Article III, Section 2 of these Bylaws. The total amount shall be prorated on a quarterly basis for new property owners seeking active membership during the year.

E. Any member of the DHPO whose dues have been in arrears for thirty (30) days shall not be a member in good standing of this DHPO and shall lose voting privileges. However, any Membership may be reinstated upon payment of dues.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. Annual Meeting: The annual meeting of the members of this DHPO shall be held during the month of February, and an additional meeting shall be held during the month of September, both at such times and places as may be determined by the Board of Directors. Notice of these meetings will be sent by email, prominently displayed on the mail boxes and posted on the website at least one week in advance of the meeting.

Section 2. Fiscal Year: The fiscal year of this DHPO shall be July 1 to June 30.

Section 3. Special Meeting: A special meeting of the members of this DHPO may be called at any time by request of the majority of the Board of Directors, the President, or by request of 25 members hereof in good standing by giving no less than seven (7) days nor more than fourteen (14) days written notice of such meeting, naming the place, hour, and purpose of said meeting in said notice. Such notice shall be sent by email, posted on the mail boxes in clearly visible print, and, also, posted on the community website.

Section 4. Quorum: Twenty Five (25) active members of the DHPO *in attendance* at any regular or special meeting plus the President or Vice President constitutes a quorum for doing business at that meeting. If a quorum of the membership calls a special meeting and *requests* the attendance of the President or Vice President, it is mandatory that the President or Vice President attend. The special meeting called by the quorum must be made at a reasonable time and place for the President or Vice President. It shall be considered a violation of the President's or Vice President's Fiduciary Duty of Loyalty if he/she is requested to attend and intentionally and deliberately fails and/or refuses to attend a special meeting called by 25 members (quorum). An intentional, deliberate refusal to attend the special meeting by the President or Vice President shall be deemed a reason for recall for cause by a simple majority (51%) vote in writing by the members (*See Article V, Section 8*).

Section 5. Voting: Only active members shall be entitled to vote. Voting can be accomplished either in person at a meeting or by proxy. Each resident Membership shall have two (2) votes which can only be cast by property owner(s) of record and each nonresident membership shall have one (1) vote which can only be cast by a property owner of record.

ARTICLE IV - ORGANIZATION

Section 1. Officers: The membership shall elect a President, Vice President, a Secretary, and a Treasurer.

Only resident property owners of record in good standing as members can serve on the board in any capacity. The duties of these officers shall be defined as follows:

A. **President:** It shall be the duty of the President to act as President of the Board of Directors and of the membership and to appoint, with advice of the Board of Directors, officers and committees as are deemed necessary. With the approval of the Board of Directors, and under any conditions imposed by them, the President may enter into mediation and/or binding arbitration with residents in order to resolve disputes. The purpose of this authority is to expedite resolution of disputes and to avoid the cost of litigation on behalf of the DHPO.

B. **Vice President:** It shall be the duty of the Vice President to perform the functions and duties of the President in the event of the President's temporary absence, and to perform such other and further duties and functions the Board of Directors may prescribe.

C. **Secretary:** The Secretary shall conduct the official correspondence of the DHPO, as directed by the President, and keep records of the proceedings of the Board of Directors and of all regular and special meetings of the membership. The Secretary shall maintain a directory of all Deerfield resident and nonresident property owners and have on file the names and addresses of all active members. The Secretary will maintain all records, documents and papers belonging to the DHPO.

D. **Treasurer:** It shall be the duty of the Treasurer to maintain all records related to the financial condition of the DHPO. The Treasurer shall deposit all monies at a depository selected by the Board of Directors, and payout the same by check or draft, countersigned by such officers as the Board of Directors may direct. It shall be the Treasurer's responsibility to collect dues from the membership and to report delinquent members to the other Board members and to the delinquent members. The Treasurer shall maintain all financial records in an orderly fashion, open all financial records at a member's request at a reasonable time and location, and post a full financial statement monthly on the website.

Section 2. Board of Directors: The Board of Directors shall preserve, protect, and promote the interests of the DHPO and its members, and shall be responsible for formulating the general policy of the DHPO in accordance with the expressions of the will of the majority of the members in good standing and at the same time, preserve and protect the interests of the minority members. The Board of Directors shall supervise all activities of the DHPO in order to properly carry out the objective and purposes for which the DHPO is formed. The Board shall have the duty to manage and supervise the affairs of the DHPO and shall have all powers necessary or desirable to permit it to do so. Without limiting the generality of the foregoing,

the Board shall have the power to exercise or cause to be exercised all of the powers, rights and authority not reserved to Members in the Articles of Incorporation, these Bylaws, or the Colorado Revised Nonprofit Corporation Act and, upon assignment of such powers, may exercise the powers and duties of the Environmental Control Committee established under the Protective Covenants for Deerfield.

Regular meetings of the Board of Directors shall be held as designated by the President. Special meetings may be called, as deemed necessary, by the President, or by a majority of the Board of Directors or by 25 members in good standing. Four members of the Board in attendance at any regular or special meetings of the Board of Directors shall constitute a quorum for doing business. Business the Board of Directors may conduct is limited by these Bylaws and must be done for the benefit of the DHPO. Minutes of all meetings must be posted on the DHPO's website.

Section 3. Standing Committees: The Board of Directors shall act as a Committee-of-the-Whole to carry out the functions of any or all of the following Committees or, at its discretion, appoint or reappoint members to the following standing Committees to any position that may come vacant during the year with the Chair for each Committee being selected by the appointed Committee members.

A.Nominating and Membership: The Board of Directors may prepare a list of at least one candidate from the list of active Resident members (Article II, Section 2) for each elected office from the active members, who are willing to serve. See also Article VI, Elections. This slate of candidates shall be published by the Secretary, and made available to all active members at least 20 days prior to elections by e-mail and website postings, for consideration at the regular February meeting as defined in Article III, Section I. At-large members will likewise serve for a period of two years, being elected at the regular February meeting as defined in Article II, Section 2, if that general meeting occurs in an even-numbered calendar year.

B.Environmental Control Committee (ECC): This Committee shall consist of five (5) active members appointed by, and serving at the pleasure of, the Board. This Committee is mandatory and will have full responsibility for the planned growth of Deerfield including, but not restricted to, Architectural Control, Covenant Enforcement, and the maintenance, preservation, and enrichment of the environs of Deerfield. It shall be the responsibility of the ECC to keep informed of plans for economic and property development, which impact the health and safety of the membership of the DHPO. The ECC shall be particularly concerned with the preserving of the aesthetic quality of the environment, while maintaining the stability of property values, and shall monitor existing and proposed plans for garbage disposal, sewage disposal, water supply, parks and recreational lands and open space. The ECC shall encourage the adoption of and adherence to the Comprehensive Master Plan for Douglas County and shall keep informed of requests for zoning changes which will affect Deerfield. The Board of Directors is empowered to assess a review fee on plans submitted for building/architectural review in accordance with the Deerfield Protective Covenants. Such review fee shall be \$200.00 for a new home construction, \$300.00 for all other plan reviews for resident property owners who are not members in good standing. There is no charge for all other plan

reviews, except new home construction, for members in good standing. The ECC shall ensure that all requests for plan reviews are posted on the website two (2) weeks prior to such approval or denial. The ECC shall ensure that plan review final decisions are immediately posted on the website. Any variances granted by the ECC pursuant to the Deerfield Covenants (Article III, Section III, Subsection b) must be in writing and filed with the Secretary or they are not valid. The ECC shall ensure that all requests for variances are posted on the website two (2) weeks prior to such variance approval or denial. The ECC shall ensure that variance final decisions are immediately posted on the website.

C. Public Affairs: The Board of Directors may either, by their own actions or the formation of a Public Affairs Committee, develop and execute effective means of publicizing and notifying the membership by email and website posting of special concerns and activities which affect, or are sponsored by, the DHPO. This responsibility shall include, but not be limited to, monitoring local newspapers, communicating with the news media, and representing the views of the membership of the DHPO, in conjunction with the Board of Directors, to the appropriate public officials and elected representatives. The Board of Directors may appoint representatives to attend meetings of federal, state, and local governmental agencies and meetings of other similar organizations of Douglas County as is appropriate.

D. Social: The Board of Directors may consider, and where deemed desirable and practical, sponsor, organize and publicize recreational, athletic, or social functions for the membership of the DHPO. Such functions shall be open to the entire membership, and their families, or any special segment there is (such as certain age groups of children). If costs are involved, the Board may approve payment of reasonable costs limited by Article VIII. Members not in good standing, may attend but will be charged on a prorata basis. To these ends, the Board of Directors may form a Social Committee on a permanent or ad hoc basis.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Control of Affairs and Management: The affairs and management of this DHPO shall be under the control of a Board of Directors, all of whom shall hold office for two years from the date of their election, or until their successors are duly elected and qualified.

Members of the Board of Directors may not serve more than two consecutive terms in the same position.

Section 2. Composition of the Board of Directors: The composition of the Board of Directors shall be seven (7) Resident members in good standing, which will consist of the President, Vice President, Secretary, and Treasurer, and three At-large Directors as elected by the Membership..

Section 3. Board of Director Meetings: Meetings of the Board of Directors shall be held at such time, place and hour as the President may set forth in the call for any meeting, and seventy-two (72) hours notice to each member of the Board of Directors shall be necessary unless such member or members shall waive such notice or be present at such meeting. Upon refusal of the President to call a meeting, any four (4) members of the Board of Directors may

call a meeting upon three (3) days notice in writing to each member of the Board. The Board of Directors must give 48 hours' notice of any Board meeting by email to all members and website posting. The meeting must be open to the members.

Section 4. Vacancies: Any midterm vacancies in the Board of Directors shall be filled by appointment by the remaining members of the Board and such appointed Board member shall hold office only until the next annual meeting of the members at which meeting said position shall become vacant and shall be filled in accordance with Article VI.

Section 5. Automatic Removal: A member of the Board of Directors shall be automatically removed from position on the Board as an officer if they miss three (3) consecutive meetings of the Board of Directors, and/or meetings of the DHPO.

Section 7. Compensation, Remuneration or Monetary Consideration: No officer, member of the Board of Directors, member of any committee, or member of the DHPO shall have or be entitled to any compensation, remuneration, or monetary consideration. A person rendering any service on behalf of the DHPO, that is not a member of the Board of Directors, member of any committee, or member of the DHPO may receive compensation, remuneration or monetary consideration if approved by the entire Board of Directors provided such financial transaction is not an illegal conflict of interest as defined in the Colorado Nonprofit Corporation Act (7-128-501). Article VIII of these Bylaws limits the Board of Director's authority for this approval.

Section 8. Recall: A Board member, or the entire Board of Directors, may be recalled for cause. "Cause" shall be defined as an intentional, deliberate violation of these By-Laws, the applicable sections of the Colorado Nonprofit Corporations Act, or any one of the following Fiduciary Duties:

1. Duty of Reasonable Care: Take care of the DHPO by ensuring prudent use of all assets, including people and good will; and provide oversight for all activities that advance the nonprofit's effectiveness and sustainability;
2. Duty of Loyalty: Make decisions in the best interest of the DHPO; not in his or her self-interest; or
3. Duty of Adherence to Applicable Laws: Ensure that the DHPO obeys applicable laws and acts in accordance with ethical practices and that the DHPO adheres to its stated corporate purposes.

A. Recall Requirements: A recall can only be called by a minimum of 25 members in good standing in the DHPO. A recall ballot must be in writing. A recall is valid if at least a simple majority (51%) of all of the votes submitted support the recall. The votes must be counted and verified by an independent certified mediator. There must be 25 votes total at a minimum for a recall to be valid.

B. Elections of New Members: If a Board member, or the entire Board, is recalled, 25

members in good standing shall call a special meeting to elect new board members. Adherence to the requirements of Article III, Sections 4 and 5 of the By-laws is required, as well as the requirements of this section. A quorum must be *physically present* at the special meeting. The quorum requesting the recall may appoint 3 of the quorum to act as a Nominating Committee. Four (4) weeks prior to the special meeting for the election, the Nominating Committee shall send out a call for nominations to the entire membership by email and website for vacancies on the Board of Directors due to the recall. Persons nominating and voting must be members in good standing. Voting may be done by proxy. A proxy form and proxy instructions, as well as the written ballot, must be available through the quorum. If the entire Board is recalled, in the interim before a new Board is elected, the Fiduciary duties of the recalled Board Members continue until the new Board is elected. No candidate shall be announced for nomination unless their consent has been secured. By email and posting on the website, the Nominating Committee shall announce the names of these candidates to the entire membership by e-mail, posting on the mail boxes and website posting at least 20 days prior to the Special Meeting.

C. Term Limits of New Board Member(s): If a Board member, or the entire Board, is recalled, the new Board member(s) elected shall finish out the remaining time left in the term of the recalled Board member(s). If the time remaining in that term is less than 50 percent (less than 183 days), the Board member (s) are eligible to run for two more two year terms. If the remaining time left in the term is more than 50 percent (more than 183 days), the Board member(s) may only run for election for one more two year term. Recalled Board member(s) will not be eligible for re-election on the DHPO Board.

ARTICLE VI - ELECTIONS

Section 1. Candidate Nominations: An ad hoc Nominating Committee shall be appointed by the Board of Directors. Six (6) weeks prior to the election at the annual meeting the Nominating Committee shall send out a call for nominations to the entire membership by email and website posting for all vacancies on the Board of Directors due to expiration of terms. The Nominating committee shall file the names of the nominees in writing with the Secretary at least four weeks prior to the date of the annual meeting.

Section 2. Consent of Nominees: No candidate shall be announced for nomination unless their consent has been secured.

Section 3. Announcement of Candidates: The Secretary shall announce the names of these candidates to the entire membership by e-mail and website posting at least 20 days prior to the annual meeting. It will be the responsibility of individual members to notify the Secretary of any changes in contact information, and the Secretary will be deemed to have made a good faith effort by using contact information from the current directory.

Section 4. Additional Nominations: Additional nominations may be made by written petition, signed by at least three (3) members in good standing, and filed with the Secretary at least one week prior to the annual meeting. Such petitioners shall immediately announce the additional candidates to the entire membership by written notice or by posting on the website.

Section 5. Elections shall be held at the annual meeting by written ballot. The Secretary will verify, maintain and record the number of written ballots and the results.

Section 6. Candidates receiving the highest number of votes in each category of vacancy shall be elected. In case of a tie, a runoff election shall be held for those involved in the tie within 14 days following the election.

ARTICLE VII - AMENDMENTS

By a two thirds (2/3) majority vote, when a quorum is present, these By-Laws may be amended, altered, added to or changed at any meeting of the members by giving a two (2) week notice by email to all members of the DHPO and by website posting setting forth the proposed amendment, alteration, addition or change, together with the place and hour of such meeting provided there is a quorum as provided for in these By-Laws.

ARTICLE VIII - PAYMENT OF BILLS

No financial obligation can be created without the approval of the entire Board of Directors. The Board of Directors can spend no more than \$3000.00 on any single project or item without approval at a meeting where a quorum of members are present. The Board of Directors may commit the DHPO to legal action, including mediation or binding arbitration, potentially costing more than \$3000.00 with the approval of a simple majority (51%) of a quorum of members, either at a regular meeting or meeting specially called for that purpose.

ARTICLE IX - ENFORCEMENT

If the Board of Directors determines there is a violation of the covenants, the Board may commence litigation/enforcement action against a property owner only after the Board has ensured that every reasonable effort has been made to resolve any alleged violation(s) of the covenant(s) without seeking litigation in court. Before any litigation/enforcement action can be taken in court, at a minimum, the Board must, by either email or by mail:

1. Make a reasonable attempt to meet with the property owner who has an alleged violation of a covenant(s) to try to clarify and resolve the issue(s) with the property owner.
2. Make a reasonable attempt to meet with the notifying member, if applicable, to try to clarify and resolve the issue(s).
3. Make a reasonable attempt to set up a meeting between the Board, the alleged violator and the notifying member, if applicable, to try to clarify and resolve the issue(s).
4. If all of the above measures fail, make a reasonable attempt to set up a meeting with the Board, the alleged violator, and the notifying member, if applicable, and a certified Mediator
5. If all of the above measures fail, after approval by the entire Board of Directors, the Board may seek binding arbitration and/or an injunction to bring the alleged violator into compliance with the covenant(s). See Article VIII for payment of bills for the commencement of any legal action.

ARTICLE X - SEAL

The Seal of this Corporation shall consist of the name of this Corporation in a circle thereon, together with the name "Colorado" and the word "Seal".

ARTICLE XI - INDEMNIFICATION OF OFFICERS

The DHPO and its members jointly and severally indemnify the Officers of the DHPO for any liability incurred by the Officers acting within the scope of their assigned duties as described herein. This excludes deeds caused by the criminal misconduct of the officer(s), any negligence and willful misconduct of the officer(s) and/or intentional, deliberate violation(s) of his/her Fiduciary Duties.

ARTICLE XII - COVENANT INTERPRETATION

Section 1. Short Term Occupancy/Use:

Deerfield Covenant Article V, "Restrictions on Lots and Tracts," Section 2: "Number and Location of Buildings" restricts the dwelling house on a lot to a "single family." And Article V, Section 18, "Single Family Dwelling" defines "Single Family" as: "Single family shall be interpreted to mean one male and/or female [See By-law Article I, Section 2] head of the household and his or her blood related or legally adopted dependents. Multiple families under one roof are prohibited." Pursuant to those covenants, short-term rentals for homes in Deerfield shall be prohibited for occupancy for less than 30 days (i.e. Vacation rentals, B&B, parties, weddings, AirB&B, short term rents of any kind). Violation of this by-law constitutes a violation of the covenants cited herein and shall result in a \$1000.00 fine per day until compliance with the cited covenants. Any reduction of this fine requires a 100% vote of the Board.

Section 2. Failure to obtain plan review and approval from Environmental Control Committee:

Deerfield Covenant Article III, Sections 4 and 5 require plan review and approval by the Environmental Control Committee prior to commencement of any work. Violation of this by-law constitutes a violation of the cited covenant herein and shall result in a \$600.00 fine.

3/16/2016 – By-Laws amended and approved see "DHPO BOARD/MEETING INFO" page on deerfieldexpress.org website

10/5/2017 – By-Laws amended and approved see "DHPO BOARD/MEETING INFO" page on deerfieldexpress.org website

3-20-2021 - By-Laws amended and approved, see "DHPO BOARD MEETING INFO" page on deerfieldexpress.org website