

**AMENDED BY-LAWS OF THE  
SPRING CREEK MEADOWS OWNERS ASSOCIATION INC.  
(Amending “Bylaws of Spring Creek Meadows Owners Association, Inc.,” dated  
November 9, 2021)**

**ARTICLE I NAME, OBJECTS, PURPOSES, AND PRINCIPAL PLACE OF  
BUSINESS**

The Association, **Spring Creek Meadows Owners Association Inc.**, (The Association) incorporated under the laws of the State of Colorado, shall be operated to provide for the enforcement of covenants, assessment of dues, and in general act as the owners association on behalf of all lot owners. The Association is the owners association for **Spring Creek Meadows Subdivision**, (the Subdivision) as provided in Section 2.01(b) of the Protective Covenants for the Subdivision, recorded May 8, 2007 at Reception No. 772626. The principal place of business shall be the location of the residence of the Association Treasurer.

**ARTICLE II MEMBERSHIP**

Section 1: Members. Every Owner shall be a member of the Association. When more than one person or entity holds an ownership interest in any Lot, all such persons or entities shall be Members.

**ARTICLE III MEMBERSHIP MEETINGS**

Section 1: Annual Meetings. Annual meetings of the members shall be held for the purpose of election of directors and for other business, which may properly come before said meeting. Annual meetings shall be held in December of each year.

Section 2: Special Meetings. Special Meetings of the members may be called at any time by the President, by a majority of the Board of Directors (The Board), or upon written petition of one-third of the Association members. Notice of special meetings shall specify the business to be transacted and shall be given as in Section 3 of this Article III.

Section 3: Notice. Written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days or more than fifty (50) days before the date of the meeting. Written notice may be given either personally, by mail, or by email, to each member entitled to vote at such meeting. Every member shall keep a current email address and USPS mailing address on file with the Association. If mailed, such notice shall be deemed to be

delivered when deposited in the United States Postal System, addressed to the USPS mailing address on file, with postage there prepaid, or upon emailing to the email address on file.

Section 4: Quorum. There are twenty-eight (28) Lots governed by the Association. Members from at least six Lots, present either in person or by proxy, shall constitute a quorum for the transaction of business at any annual or special membership meeting. If such a quorum is not present, the meeting shall be adjourned for a period not to exceed sixty (60) days.

Section 5: Order of Business. All membership meetings shall be governed by Robert's Rules of Order. The order of business at all membership meetings shall include as far as possible:

1. Roll Call
2. Proof of due notice and determination of quorum
3. Reading and approval of any unapproved minutes.
4. Nominations for the Board of Directors (if applicable).
5. Report of Board of Directors by president or vice-president.
6. Report of Secretary
7. Report of Treasurer
8. Unfinished Business
9. New Business
10. Election (if applicable)
11. Adjournment

Section 6: Voting Rights. The Association shall have one (1) class of voting membership. Each Lot shall have one (1) indivisible vote. When more than one member holds an ownership interest in a Lot, the vote for that Lot shall be exercised as such members agree among themselves. In no event, however, shall the voting rights for a Lot be divided, nor shall more than one (1) vote be cast with respect to any one Lot. If Members who are Owners of a Lot are unable to agree in any instance as to how their vote shall be cast, then the vote shall not be counted.

#### **ARTICLE IV DIRECTORS, THEIR FUNCTIONS, DUTIES AND OBLIGATIONS**

Section 1: Function of the Board of Directors. The business and affairs of this Association shall be managed by a board of five (5) directors, each of whom shall be a member in the Spring Creek Meadows Subdivision. Its functions shall include the (a) selection of and delegation of authority to management; (b) determination of policies for guidance of management; (c) control of expenditures and approved budgets; (d) levying and collecting assessments and enforcing the collection thereof in accordance with the laws of the State of

Colorado; (e) keeping members fully informed of the business of the Association; and (f) maintaining Association records for a minimum of seven (7) years.

Section 2: Election and Term of Board Members. The directors shall be elected for a term of one (1) year each.

Section 3: Appointment of Officers. The Board of Directors shall elect the following officers among themselves: President, Secretary, and Treasurer. Said officers shall serve for a period of one year, and until their successors are appointed or elected and qualified.

Section 4: Compensation of Directors and Officers. The Board of Directors and the officers, shall serve without compensation.

Section 5: Meetings of the Board of Directors. Meetings of the Board of Directors shall be held at such regular intervals as the board shall determine. A majority of the Board of Directors, three (3) directors present in person at any meeting of the board, shall constitute a quorum for the conduct of business thereat. All regular and special meetings of the Association's Board of Directors, or any committee thereof, shall be open to attendance by all members of the Association or their representatives. Agendas for meetings of the Board of Directors shall be made reasonably available for examination by all members of the Association or their representatives.

Section 6: Powers of the Board. The Board of Directors shall have the general power to act for the Association in any manner not prohibited by statute. The Board of Directors shall have the power to establish assessment rates to assure sufficient income to cover Association business costs, maintain irrigation water shares, priority water, and to properly operate and maintain the common areas. The Board shall announce to the members at their annual meeting, the amount of the assessments to be levied for the ensuing year. The Board of Directors shall have the power to adopt and issue regulations for the fair and equitable distribution of irrigation water to its members and to enforce such regulations by the discontinuance of the delivery of irrigation water to the member violating such regulations.

Section 7: Vacancies. When any vacancies shall occur among the members of the Board of Directors by death, resignation, or because such vacating director has ceased to be a member of the Association, such vacancy shall be filled by the remaining directors by the selection of a member of the Association who shall serve as a member of the board until the election of directors at the next ensuing annual meeting of members.

Section 8: Removal of Directors and Officers. Any director or officer may be removed from office upon hearing by the board for the determination of charges against such director or officer made by any members in writing with the secretary, supported by a petition signed by ten percent of the members, on one or more of the proper grounds of: failure to attend two meetings without being excused by the majority of the board; failure to properly perform the

duties of a board member, actions which are detrimental to the purposes of the Association, or ceasing to be a member of the Association. In the event the board at such meeting determined that such charges have not been substantiated and proven or that they are not grounds for removal, a special meeting of the members may be held upon petition of twenty percent of the members present at such meeting. Such meeting shall be held only upon notice as required in Article III of these by-laws. The director or officer against whom any such charges have been brought shall be informed in writing of such charges five (5) days prior to the meeting of the board initially hearing such charges and shall have an opportunity at such meeting to be heard in person or by counsel and to present witnesses. Any vacancy in the Board of Directors, or in an office created by the removal of a director or officer, shall be immediately filled by the remaining members of the Board of Directors, or in the event removal occurs by action at a special meeting of the members, the vacancy shall be filled by a majority vote of the members present and voting at such meeting.

## **ARTICLE V OFFICERS**

Section 1: Duties of the President. The President shall preside at all meetings of the members and of the Board of Directors and shall have such powers and perform such other duties as may be properly required by the Board of Directors.

Section 2: Duties of the Secretary. The Secretary shall keep a record of the proceedings of the Board of Directors, shall keep all records of the Association, shall attest the signature(s) of the officials of the Association executing documents on behalf of the Association, and shall do and perform such other duties and functions as may be required of him/her by the Board of Directors.

Section 3: Duties of the Treasurer. The Treasurer shall keep the books and financial records of the Association, shall collect all assessments and moneys due the Association and deposit the same in the depository designated by the Board of Directors, and shall do and perform such other duties and functions as may be required of him/her by the Board of Directors. Financial records will include bank statements for review at Board meetings.

## **ARTICLE VI ASSESSMENTS AND CHARGES**

Section 1: Responsibility for Payment of Assessments. The payment of all assessments shall be the responsibility of the individual lot owner.

Section 2: Levy of Assessments. The Board of Directors shall have the power to establish assessment rates to assure sufficient income to cover operational expenses and maintain a reserve for unforeseen expenses. A proportionate amount of the total assessment levied in any

year shall be levied against each lot. The Board shall announce to the members at their annual meeting the amount of the assessments to be levied for each lot and will present a budget outlining the projected operational expenses and targeted reserves for the ensuing year.

Section 3: Enforcement of Payment of Assessments and Water Charges. An account is delinquent when payment is not received by the due date as shown on the billing statement. When an account becomes delinquent, a flat five-dollar (\$5.00) fee per month will be added until the account is paid. If delinquency continues thirty (30) days beyond the due date as shown on the original billing statement, a letter demanding payment will be sent to such delinquent account holder. If in spite of the demand letter, delinquency continues sixty (60) days beyond the due date as shown on the original billing statement, the membership of the account holder will be subject to suspension by the Board of Directors. Such membership shall be reinstated only upon full compliance with regulations and conditions to be provided by the Board of Directors. In addition to the authority to collect the delinquent assessments or water charges, the Board of Directors is authorized and directed to refuse to deliver water to any member who has not made payment of his assessment or water charges on the date prescribed. In the event of suit to collect a delinquent payment, the prevailing party shall receive their reasonable attorneys' fees.

Section 4: Lien on Real Property for Delinquent Assessments. The annual and special assessments, together with interest thereon, costs and reasonable attorney's fees, shall be a charge on the land and shall be a continuing lien upon the property against which each such assessment is made. To evidence such lien, the Board of Directors shall prepare a written notice setting forth the amount of such unpaid indebtedness, the name of the Owner and a description of the property. Such a notice shall be recorded in the office of the Clerk and Recorder of the County of Montrose, Colorado. Such lien may be enforced by foreclosure of the defaulting Owner's property by the Association in like manner as a mortgage on real property, upon the recording of a notice or claim thereof. In any such foreclosure, the Owner shall be required to pay the costs and expenses of such proceedings, the costs and expenses for filing the notice or claim of lien and all reasonable attorney's fees.

## **ARTICLE VII INDEMNITY**

Section 1: Indemnification of Directors and Officers. The Association indemnifies each member of the Board of Directors and each of its Officers, for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these By-Laws, in a manner and to the extent permitted by applicable law. The Association shall indemnify each of its Directors and Officers, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him/her by reason of being or having been such a Director or Officer and acting within the scope of his/her official duties, but only when the

determination shall have been made judicially or in the same manner herein provided that he acted on good faith for a purpose which he reasonably believed to be in the best interests of the Association and, in the case of criminal action or proceeding, in addition, had no reasonable cause to believe that his conduct was unlawful. This indemnification shall be made only if the Association shall be advised by its Board of Directors acting (1) by a quorum consisting of Directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the Officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent legal counsel.

Section 2: Definitions. Every reference herein to a member of the Board of Directors or officer of the Association shall include every Director and Officer thereof and former Director or Officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above stated. The right of indemnification herein provided shall be in addition to any and all rights to which any Director or Officer of the Association might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

## ARTICLE VIII AMENDMENTS

These By-laws, or any section or article, may be changed, amended or repealed only by a special meeting of the members held for that purpose by approval of 67% of the voting membership. Provided notice of such proposed change has been incorporated in the call for such special meeting. The affirmative vote of the majority present, in person or by proxy, is required to change, amend or repeal these By-laws.

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These Amended By-Laws were approved by a vote of the Association's Board of Directors on November 9, 2021.

Effective Date of Amended By-laws: November 9, 2021

SPRING CREEK MEADOWS OWNERS ASSOCIATION, INC.

\_\_\_\_\_ Kent  
Kuster, President

\_\_\_\_\_ Herb  
Ensley, Treasurer

\_\_\_\_\_ Steve  
Cox, Secretary

\_\_\_\_\_ Doug  
Harris, Board Member

\_\_\_\_\_ Jeremy  
Allinson, Board Member