

BY-LAWS

of the

BLACK FOREST COMMUNITY CLUB

ARTICLE I - Name

The name of the organization shall be the **Black Forest Community Club**. The organization shall be referred to hereafter as the "BFCC." The BFCC shall be organized as a non-profit corporation in the State of Colorado.

ARTICLE II - Purpose

The purpose of the BFCC is to promote community among the residents of the Black Forest; to promote interaction among its members; to provide a place: for social and intellectual growth, for the dissemination of information, for discussion of public affairs, and for entertainment and social activities; to obtain local improvements; to assist in the preservation of the Black Forest; and to provide a point of contact for issues affecting the Black Forest. To this end, it is also the particular business and objective of the BFCC to have and to hold property both real, personal, and mixed; to acquire property in any lawful manner or means as an endowment; to promote the aims and objectives of the BFCC; and to have and to maintain in the Black Forest, in the County of El Paso, in the State of Colorado, a club house with all of the usual appurtenances, grounds, belongings, matters, and things of a club for the use of the BFCC and community meetings, and for such other activities as the BFCC deems appropriate.

ARTICLE III - Membership

Section 1. Active Membership Active membership in the BFCC shall be open to all residents who live within the boundaries defined below:

A.Membership A membership is defined as a family living within the same household. Appointed lifetime members shall retain their status and payment of dues shall be optional for such members.

B. Geographic Boundaries Active membership in the club shall be open to all residents who live within the Black Forest boundaries defined as follows, generally following the boundaries of the Black Forest Preservation Plan: the center of County Line Road and/or the county line on the north; the center of Highway 83 on the west southward to Shoup Road; continuing along the Colorado Springs city line borders eastward to Howells Road and then south to Old Ranch Road (including Rainbow Lane); eastward to Black Forest Road; southward to Cowpoke Road; then west continuing still along the city line border and south to Woodman Road; eastward along the center line of Woodman Road as the southern border to Falcon Meadows Road (the section line at the east border of The Meadows); northward to Arroyo Lane line; east to Meridian Road; south to the Stapleton Road line; east to Eastonville Road; northward along Eastonville Road to Evans Road; east to Elbert Road and north to the county line. Any areas along these boundaries

that fall into the incorporated area of the City of Colorado Springs are not included. Future areas that are incorporated into the City of Colorado Springs will be deleted from the above boundaries.

Section 2. Associate Membership Associate membership in the BFCC shall be open to residents living outside the BFCC boundaries as defined in Section 1. Associate members have no voting rights at general or special meetings. Associate members may serve on committees but may not chair any committee.

Section 3. Lifetime Membership Lifetime membership may be conferred upon a person who has contributed to the betterment of the BFCC, the community, or the Black Forest. Such distinction would be recommended by the board of directors with the approval of the membership. Lifetime members must live within stated Black Forest boundaries at the time of appointment and are entitled to privileges of active members. Payment of dues is optional and left to the discretion of the lifetime member.

Section 4. Dues The annual dues shall be recommended by the board of directors and approved by the membership.

A. Membership Renewal Membership renewals shall be payable between October 1 and December 31 and shall be effective for the next calendar year. Memberships not renewed by December 31 shall lapse and the members shall not be eligible to vote in the annual election.

B. New Membership New memberships initiated after August 1 are active for the remainder of the year plus the next calendar year.

ARTICLE IV - Officers

Section 1. Officers The management of the ongoing, regular operations and activities of the BFCC shall be vested in four officers; president, vice-president, secretary, and treasurer.

Section 2. Term of Office The officers shall be elected for a term of one year. No officer shall serve for more than three consecutive terms in the same office with the exception of the Treasurer, who will not be limited as long as elected to additional terms by a two-thirds vote of the members present.

Section 3. Qualifications Before accepting a nomination for officer, a candidate must be a member in good standing for at least eleven months prior to the election date and have paid dues for the current year.

Section 4. Duties of Officers

A. President The president shall:

- Preside at general and special meetings of the BFCC.
- Oversee the function of all committees created by the by-laws, the board of directors, or the membership.
- Insure that order is preserved in all meetings.
- Insure the by-laws are enforced.
- The president, or acting president, shall have voting privileges in the absence of a director.

B. Vice-President The vice president shall:

- Perform all of the duties of the president in the absence of the president.
- Assist the president when called upon.

C. Secretary The secretary shall:

- Maintain a record of the proceedings of all annual, general, special and board meetings, maintain attendance and membership records, and act as liaison to the membership committee.
- Insure the books provided by the BFCC are open to inspection by any member of the BFCC at all regular meetings.
- File required reports and papers with the State of Colorado as required to maintain the BFCC non-profit corporate status.

D. Treasurer The treasurer shall:

- Receive all monies, document all sources, and provide receipts when requested.
- Pay all bills as ordered by the BFCC and board of directors. All binding contracts and utilities shall be paid without the vote of the members, except in the case of any irregularities.
- Maintain all books, papers, vouchers, etc., that may be necessary for the proper audit of the accounts.
- Prepare financial statements for general meetings and provide them to members upon request.
- Deposit all BFCC monies in an insured financial institution as soon as practical after receipt.
- File financial reports and papers as required by the Internal Revenue Service and the State of Colorado to maintain the BFCC non-profit corporate status.

Section 5. Resignation, Removal, and Replacement Resignation of officers shall be presented in writing to the board of directors. Any officer who misses three consecutive meetings without just cause, such as sickness or absence of an emergency nature, may be removed from that position. Any vacancy shall be filled by appointment by the board of directors to serve until the next election.

ARTICLE V - Meetings

Section 1. Annual Meetings The annual meeting of the BFCC for the election of directors and officers shall be held on the second Thursday in January of each year.

Section 2. General Meetings The general meetings of the BFCC shall be held at least quarterly.

Section 3. Special Meetings Special meetings of the BFCC or of the board of directors and/or officers shall be called whenever deemed advisable by the board of directors or within fifteen days of the written request of the board of directors by ten members of the BFCC. Requests and announcements of special meetings shall also include the reason(s) for the special meeting. Written notification to all members shall be at least three days in advance and shall be the responsibility of the requestors.

Section 4. Quorum No business shall be transacted unless at least twenty members are present to vote at any general or special meeting.

Section 5. Meeting Announcements Announcement of general meetings shall be made to the membership. At each general meeting, the president shall announce the time and location of the next general meeting and board of directors meeting. Announcement of all BFCC general and board of directors meetings shall also be posted in the BFCC newsletter.

ARTICLE VI - Board of Directors

Section 1. Directors The government of the BFCC shall be vested in a board consisting of three directors and direction of the BFCC shall be vested in the membership.

Section 2. Terms of Office Directors shall be elected for a term of three years. Terms shall be staggered so as to elect one new director each year. No director shall serve more than five consecutive years.

Section 3. Qualifications Before accepting a nomination for director, a candidate must be a member in good standing for at least eleven months prior to the election date and have paid dues for the current year.

Section 4. Duties The board of directors shall set the strategic direction and overall policies for the BFCC. The board of directors shall direct an audit of the treasurer's books annually, prior to the election of the new officers.

Section 5. Meetings The board of directors shall meet at least quarterly with the officers being required to attend said meeting. A quorum of at least two board members must be present to conduct business. All directors shall have voting privileges. A chairperson shall be elected annually by the board, from among the three directors, to preside at these meetings. Meeting minutes and record of attendance shall be maintained for all board meetings. All meetings are open to members. Times and locations for meetings shall be announced at each BFCC meeting and in the BFCC newsletter.

Section 6. Resignation, Removal, and Replacement Resignation of board members shall be presented in writing to the board of directors. Any board member who misses three consecutive meetings without just cause, such as sickness or absence of an emergency nature, may be removed from that position. Any vacancy shall be filled by appointment by the remaining board members to serve until the next election.

ARTICLE VII - Elections

Section 1. Eligibility List Lists of members eligible to hold office and eligible to vote shall be provided by the membership committee to the election committee.

Section 2. Election Committee The board of directors shall appoint an election committee not less than sixty days prior to the annual meeting. Prior to the annual meeting the election committee shall prepare a list of nominations on which they shall place one or more names for each office. Nominations from the floor may be made and seconded at the annual meeting and shall be voted upon by written ballot with those nominations submitted by the election committee.

Section 3. Eligibility to vote To be eligible to vote a member must have an active membership since at least October 1 of the previous year or lifetime member and must be at least eighteen years old.

Section 4. Election procedures The election committee shall distribute ballots to eligible members at the election. The chairperson of the election committee shall select three tellers by lottery from among the active members present to count ballots. If there is only one candidate for a Club Officer or Board of Directors position, the ballot vote may be suspended for that position and a voice vote taken.

Section 5. Proxy voting Proxy or absentee voting is prohibited in elections.

Section 6. Plurality Vote In any election when there are three or more choices for one office (or proposition), the results shall be determined by plurality vote.

ARTICLE VIII - Committees

Section 1. Standing Committees The standing committees are as follows:

A. Property Maintenance Committee This committee shall be responsible for maintenance, repairs, and improvements to BFCC property.

B. Building Management Committee This committee shall be responsible for scheduling club house activities and maintaining the calendar. The committee shall be responsible for general supplies and proposing the fee schedule for rentals to the board of directors.

C. Membership Committee This committee shall maintain the master list of active members and inform the board of directors of lapsed memberships. The committee shall maintain a register for members to sign at BFCC meetings and be responsible for issuing membership cards.

D. Land Use Committee This committee shall be the point of contact for issues relating to the Black Forest Preservation Plan and other matters relating to roads, trails, and land use in the Black Forest.

E. Keeper of the Forest

This committee shall be responsible for the selection of the Keeper of the Forest. This selection is an annual process. In addition, the committee shall arrange for an awards dinner to honor the new Keeper. This dinner will be held during the month of August as close as possible to the Club's annual Festival.

F. Transportation Committee

This committee shall be the point of contact for issues relating to the Black Forest Preservation Plan regarding road and traffic safety matters in the Black Forest. The Committee will interface with County and State Transportation Departments to ensure the precepts of the Black Forest Preservation Plan are upheld.

G. Wildfire Protection Plan Committee

(words TBD)

Section 2. Other Committees

Other committees may be formed by the board of directors or by a vote of the membership as deemed necessary to further the purposes and goals of the BFCC.

Section 3. Committee Expenses Reasonable expenses associated with the function of committees shall be reimbursed with proper receipts upon approval of the board.

Section 4. Committee Leadership No officer or director of the board shall serve as the chairperson of any standing committee.

Section 5. Committee Membership All committee members shall be appointed by the board of directors and may be removed by the board of directors or by a majority of the membership.

ARTICLE IX - Dissolution

All real property including buildings and land, funds, equipment, and other assets are and shall remain the property of the BFCC until dissolution of the organization. Proper authority to

dispose of property shall be defined and consist of all three points as follows: 1) Announcement of property disposal shall be made at a general meeting by the board of directors. 2) Announcement of property disposal shall be posted in three public places for thirty days and publicized in local newspaper on three different occasions after being announced. 3) Three-fourths of the regular membership in good standing shall approve said property disposal.

ARTICLE X - Rules of Order

Section 1. Rules of Order Roberts Rules of Order Newly Revised shall be observed at all meetings and followed in the handling of BFCC issues and proceedings.

Section 2. Standing Rules The board and officers together may establish standing rules to permit orderly and efficient operation of the BFCC. If established, these rules shall not be in conflict in any way with these by-laws and shall be available to members. Standing rules may be suspended or changed at any meeting by a two-thirds vote of the active members present.

ARTICLE XI - Amendments

Section 1. Proposed Changes Proposed changes to the by-laws can be submitted for review and vote by the membership by one of two ways: 1) by the board of directors upon advice of the by-laws committee, or 2) by submission of a petition signed by at least 5% of the active members.

Section 2. Notification These by-laws may be amended by a two-thirds vote of the active members present at any meeting of the BFCC, provided notice of the proposed amendment shall have been posted at the club house, and shall have been mailed to each member not less than thirty days prior to the time of voting.

APPROVED: By the following members of the board of directors:

Director: Richard Stockwell date

Director: Barbara Hosmer date

Director: Donald Root date

POSTED: I, _____, Secretary attest that the foregoing by-laws have been posted as required. position

date