

**REVISED BYLAWS
OF
CRESTMoor COMMUNITY ASSOCIATIONS
AS APPROVED BY THE MEMBERSHIP
February 9, 2023**

**ARTICLE 1
NAME**

Section 1.1 Name

The name of the organization shall be The Crestmoor Community Association (the "Association").

**ARTICLE 11
OBJECTS AND PURPOSES**

Section 2.1 Objects and Purposes

The Association shall be a nonprofit organization having as its objects and purposes the promotion of the health and general welfare of its Members and the community in which it is situated. Pursuant to such objects and purposes, the Association shall own and operate all such real and personal property as its Members, acting through their elected Board of Directors, may deem desirable.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1 General Powers

The governing authority of the Association shall reside in the Board of Directors (the "Board") of the Association. Except as otherwise limited by these Bylaws, the Board shall have the same powers and authorities as are granted by the statutes of the State of Colorado to the board of directors of a corporation organized under those statutes. It shall, in addition, have the power and authority to adopt such rules and regulations regulating the use of the property of the Association by its Members, guests of Members and the public and the conduct of Members of the Association and their guests as the Board may deem necessary or desirable.

Section 3.2 Number

The Board shall consist of 18 to 23 individuals, all of whom must be Members, as that term is later defined, of the Association.

Section 3.3 Election, Tenure and Vacancies

The members of the Board shall be elected by a majority of the Members of the Association present in person or by written proxy at the annual meetings of the Association. Each member of the Board shall be elected for a term of three years, except when a member is elected to the Board to serve the unfilled term of a former member. The existing pattern of staggered terms of the members of the Board shall be preserved; this pattern is designed so that the elected term of not more than one-third of the Board

membership should end in any one year. No member of the Board who has served a full three-year term may be elected to a successive term except that a member of the Board may run for election for up to two additional years in order to serve as an officer. Should any member of the Board fail to serve a full term on the Board, the vacancy created may be filled temporarily, through the end of the calendar year in which the resignation occurred, by a new Board member appointed by the Board and such vacancy shall be filled permanently by an election at the next annual meeting of the Association, with the new member of the Board being elected to serve the unfilled term of the former member of the Board or a full three-year term.

Section 3.4 Resignations

Any member of the Board may resign at any time by giving written notice to the President of the Association. Such resignation shall take effect at the time specified. A member of the Board who has been absent from three consecutive regular meetings of the Board shall be deemed to have resigned unless extenuating circumstances are established to the satisfaction of the Board.

Section 3.5 Removal from Office

Any member of the Board may be removed from office by a majority of the Members present at an annual meeting of the Association or at a special meeting of the Association called for the stated purpose of removing such a member of the Board from office.

Section 3.6 Election of Officers

The Board annually, at its first meeting following the annual meeting of the Association, shall elect from the membership of the Association the following officers of the Association: the President, the Vice-President, the Secretary, the Treasurer and such other officers or assistant officers as the Board shall deem appropriate. Any such officer who is not an elected member of the Board shall become an ex-officio member of the Board.

Section 3.7 Regular and Special Meetings

The Board shall meet at least once a month during at least eight months of the year and at such other times as the President or any three members of the Board may request. The Board may by resolution adopt dates and places of meetings, and no further notice for those meetings shall be required. For any other meeting of the Board, a notice shall be given at least 48 hours previous thereto personally delivered, or emailed to an address for each board member selected for such notice, or mailed to the residence of the respective members of the Board. The members of the Board may at any time waive notice of a meeting.

Section 3.8 Quorum and Voting

A majority of members of the Board shall constitute a quorum. Unless otherwise specifically provided by these Bylaws, the act of a majority of the members of the Board present at which a quorum exists shall be the act of the Board. In the event a question before the Board results in a tie vote and the Board is unable to resolve the issue, the President shall cast the deciding vote.

Section 3.9 Limits on Indebtedness

Without submitting such matter for approval at a meeting of the membership of the Association, the Board may not borrow or pledge the credit of the Association for indebtedness which requires an annual installment payment of principal in excess of \$10,000.

ARTICLE IV OFFICERS

Section 4.1 Election of Officers

The officers of the Association shall be elected annually by the Board, as provided in Section 3.6 of these Bylaws. They shall serve from the date of their election or until their successors are elected. Any officer may be removed from office at any time if such officer ceases to be a Member of the Association or if at least two-thirds of the members of the Board vote to remove such officer from office.

Section 4.2 President

The President of the Association shall be the executive officer of the Association. The President shall have general authority over the business affairs of the Association, its officers, agents and employees. The President shall be the presiding officer at meetings of the membership of the Association and of the Board. The President shall appoint, subject to confirmation by the Board, all committees and designate the chairs thereof. The President shall be an ex-officio member of all committees.

Section 4.3 Vice-President

The Vice-President shall assist the President and shall perform such duties as may be assigned by the President. In the absence of the President, the Vice-President shall have the powers and perform the duties of the President. The Vice-President shall be the chair of the Finance Committee, and an ex-officio member of all other committees.

Section 4.4 Secretary

The Secretary shall: (a) keep the minutes of the meetings of the membership of the Association; (b) keep the minutes of the meetings of the Board; (c) see that all notices of meetings of the membership of the Association and of the Board are given in accordance with the provisions of these Bylaws; (d) attend to the correspondence of the office; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board.

Section 4.5 Treasurer

The Treasurer shall be the principal financial officer of the Association and shall have the care and custody of all funds, securities and evidences of indebtedness of the Association. The Treasurer shall have the authority to receive on behalf of the Association all sums due the Association. The Treasurer shall deposit all funds of the Association in such accounts, and other financial instruments as may be designated by the Board. The Treasurer shall cause to be paid out of the funds on hand by the Treasurer's signature alone all bills, payrolls and other just debts of the Association of whatever nature when due; provided, however, all expenditures in excess of \$3,000 shall be made only with the co-signature of the President or the Vice-President. If the Treasurer is not available, expenditures for \$3,000 or less can be made with the signature of either the President or Vice-President, and expenditures for more than \$3,000 shall be made only with the co-signatures of the President and Vice-President. The Treasurer, subject to confirmation by the Board, shall employ (a) such persons or firms as may be necessary to maintain complete books and records of account of the Association; and (b) auditors to cause a certified statement of account to be made annually showing the financial position of the Association and the result of its operations. The Treasurer shall be a member of the Finance Committee.

Section 4.6 Fidelity Bond

The Treasurer, the President and the Vice-President shall give the Association a corporate fidelity bond in the principal amount of not less than \$25,000. The premium for the bond shall be paid for by the Association.

ARTICLE V MEMBERSHIP

Section 5.1 Members and Senior Status

The membership of the Association shall consist of various family units called Members. Included within the designation of Members shall be all those classes formerly known as Charter Members (members of the Association prior to May 1, 1954), Resident Members, Non-Resident Members, Senior Members, Junior Members, and Honorary Members. Any Member who has been a Member for 25 years can select senior status by sending a written request with proof of eligibility to the Membership Committee Chair by March 1. Members with senior status shall have all the rights of Members except that the Family unit consists of only the adult head(s) of family and specifically excludes children and grandchildren. Senior status, once selected, is irrevocable.

Section 5.2 Definition of Family Member Units

The family unit of any Member shall include the husband and wife, or head(s) of the family, financially dependent children or legally dependent grandchildren age 25 or under who are enrolled in an accredited program of education, except in the case of Members with senior status. Members with senior status will only include the adult head(s) of family and will specifically exclude children and grandchildren.

Section 5.3 Calendar Year Determination

The composition of the family unit of each Member as it exists on the first day of the calendar year shall conclusively be deemed to continue unaltered during the entire calendar year, unless such membership is terminated or relinquished or unless senior status is selected by the March 1 deadline.

Section 5.4 Number of Members

The maximum number of Members shall be established by the Board, but may not exceed 375. The Board may not, however, reduce the number of Members below 350. Members with senior status are not included in determining the number of Members.

Section 5.5 Memberships Nonnegotiable and Nontransferable

All memberships in the Association are nonnegotiable and nontransferable. No termination or relinquishment of any membership shall entitle the owner of such a membership to any refund of the initiation fee or dues.

Section 5.6 Membership Vacancies

Whenever a vacancy exists in the membership of the Association, the Board, at the earliest convenient time, shall fill such vacancy from applications already approved by the Board. No applications for membership may be approved by less than two-thirds of the members of the Board present at a regular or special meeting of the Board. The Board shall grant the following orders of priorities to application: (a) to persons who were former members of the Association, in good standing; however, a person who

has not been a member for more than five years prior to the date of reapplication shall not be eligible for this priority; (b) to sons and daughters of a Member at the date of application; (c) to existing, longtime, outstanding employees with at least fifteen years of service in good standing, as approved by the Board, and as more clearly defined below; (d) to persons owning homes and residing in Crestmoor Park, first or second filing, Denver, Colorado; and (e) to persons residing outside Crestmoor Park, but within the Metropolitan Denver area. The Board may establish rules governing the eligibility of applicants for these respective priorities.

As provided above in Section 5.6(c), the Board may offer an Honorary Membership to an existing, longtime, outstanding employee with at least fifteen years of service in good standing, as approved by the Board. The employee shall have a Board member to sponsor the employee and present the matter to the Board for a vote. If the Board does not approach said employee proactively, the eligible employee may lobby the then Board to secure a Board sponsor. For the Board to vote on whether to offer an Honorary Membership, the eligible employee must have a Board member sponsor and the Board member sponsor must present whether to offer an Honorary Membership to the eligible employee for a vote. If the eligible employee is unable to secure a Board member sponsor, there will be no vote by the Board as to whether to offer an Honorary Membership to said employee.

Such Honorary Membership will last five years/five seasons, whichever is longer, with the exception that the Board may offer a Lifetime Honorary Membership to former General Manager or Tennis Director employees. During the Honorary Membership, the employee and the employee's family will have equal rights to all Members in all respects except that the Honorary Member cannot vote, sponsor a prospective member, or sit on the Board. The Honorary Member will not pay dues during the employee's Honorary Membership, the duration of which cannot exceed five years/five seasons, with the exception for a lifetime Honorary Membership noted above.

Excluding Lifetime Honorary Memberships, at the end of the five year/five season Honorary Membership (or sooner if the employee so chooses), the employee may begin paying full dues and become a full-fledged Member, meaning the employee, as a Member, would be able to vote, sponsor a prospective member, and/or sit on the Board. The Honorary Member will not be required to pay the initiation fee at the end of the Honorary Membership, only the annual dues. If the Honorary Member chooses to not begin paying annual dues at the end of the five year/five season Honorary Membership, then the Honorary Member shall have no membership of any kind, unless the employee/Honorary Member later decides to apply for membership in the same manner as any other prospective member.

There is no limit as to the number of Honorary Memberships allowed. The number of Honorary Memberships and resulting Memberships shall not be counted in the number of Members allowed in Section 5.4. The number of Honorary Memberships and resulting Memberships is in addition to the number of Members allowed in Section 5.4.

Section 5.7 Initiation Fee

The initiation fee for Members shall be established by the Board. The initiation fee of a family invited for membership in the Association must, as a condition precedent to membership, be paid in full within 30 days of invitation to membership by the Board. An applicant whose invitation to membership is rescinded for failure to pay their initiation fee on time may not submit a new application for a twelve-month period commencing on the application deadline date for the year in which they received the invitation to membership. An applicant who wishes to reapply must submit a new application and

pay a new application fee and will be placed at the end of the waiting list in the appropriate category for which they qualify.

If both the husband and wife or the head(s) of a family unit are less than thirty-six (36) years of age on January 1 of the year when that family unit is invited to membership, the initiation fee may be paid in full or one-half of the initiation fee must be paid within 30 days of invitation to membership and the remaining one-half of the initiation fee must be paid by March 1 of the following year. The failure of any such Member to pay such initiation installment by March 1 of the following year shall result in an automatic termination of membership after written notice is sent with an opportunity to be heard according to the procedures in the Rules. Such former Member may not reapply for membership until the application deadline date of the calendar after the year in which they were terminated. Such former Member must submit a new application and pay a new application fee and will be placed at the end of the waiting list in the appropriate category for which they qualify. Their application will only be considered once all fees, dues and charges are paid in full.

Section 5.8 Suspension and Termination of Membership

In addition to suspension or termination pursuant to the provisions of Section 7.3, 7.5 and 8.10 of these Bylaws, any Member may, for cause, be suspended for a period not exceeding three months by a vote of two-thirds of the members of the Board present at the meeting, or have their membership terminated by a vote of three-fourths of the members of the Board present at the meeting. Cause for suspension or termination shall, in general, consist of a violation of these Bylaws, a violation of the rules or regulations of the Association, or of conduct unbecoming. In the case of either suspension or termination, written notice will be sent and the member will have an opportunity to be heard according to the procedures in the Rules. The Board may terminate, without benefit of suspension, the membership of any Member whose membership has been suspended once and whose actions qualify them for a second suspension within a five-year period. A Member terminated may not reapply until two full years after the date of termination. Such member must submit a new application and pay a new application fee and will be placed at the end of the waiting list in the appropriate category for which they qualify. A former member who owes the Association for any unpaid dues, fees or charges must pay all owed before their new application will be considered. Terminated members are not eligible for reinstatement and must pay new initiation fees along with annual dues to rejoin the Association.

ARTICLE VI ASSOCIATION MEETINGS

Section 6.1 Annual Meetings

An annual meeting of the Association shall be held within the first three months of each calendar year at such place and time as may be selected by the Board. The purpose of the meeting shall be for the election of persons to the Board to fill vacancies existing on the Board, to review the affairs of the Association and to transact such other business as may be brought before the meeting.

Section 6.2 Special Meetings

Special meetings of the Association may be called by the Board or by the membership of the Association through a petition for a special meeting signed by ten Members in good standing. Any such petition shall state the purpose of the special meeting and shall be filed with the Secretary. The Secretary shall respond to any such petition by calling a meeting of the Association within 30 days of the date the

petition was filed with the Secretary. At a special meeting, only those matters contained in the notice of the meeting shall be considered and be deemed to be in order.

Section 6.3 Notice

The Secretary shall mail a notice of each annual and special meeting to the Members not less than 14 days prior to the date of any such meeting. A Notice of meeting shall set forth the date, time and place of the meeting and the purposes for which the meeting is being held. A Notice of annual meeting shall also state the names of the persons to be nominated by the Nominating Committee for election to the Board.

Section 6.4 Chair of Meetings

The President, or in the absence of the President, the Vice-President, shall act as the chair of all meetings.

Section 6.5 Quorum and Voting

Fifty family units in good standing present, in person or by proxy, shall constitute a quorum for any annual or special meeting. Only Members in good standing shall be entitled to vote at and special meetings. Each family unit shall be entitled to one vote, which vote may be cast in person or by written proxy by the husband or wife or head of the family. In the election of members of the Board, each family unit shall be permitted to cast one vote for each position and cumulative voting shall not be permitted.

ARTICLE VII DUES AND CHARGES

Section 7.1 Dues

The Board, annually and prior to the last day of January, shall establish the dues for the Members for the ensuing calendar year. In setting the annual dues, the Board may increase the dues for the coming year, but such increase is limited to 4% in any given year. In establishing the dues, the Board shall give consideration to the anticipated operating expenses of the Association and planned improvements to the property of the Association. The Board may not, however, increase the dues by more than 4% over the dues of the previous year without having such increase approved by a majority of the Members of the Association present, in person or by proxy, at an annual or special meeting. If the Board proposes a dues increase greater than 4%, each member of the Association must be given notice of the proposed increase at least 14 days prior to the annual or special meeting, along with the certified statement of account of the previous fiscal year, as required in Section 4.5 of these Bylaws.

Section 7.2 Payment of Dues

Annual dues shall be paid in full on or before March 1. The Treasurer shall cause a statement for the dues payable to be mailed to each Member. The dues of Members with senior status shall be one-half the annual dues as established by the Board for the ensuing calendar year.

Section 7.3 Delinquent Dues

A late charge will be assessed on the account of each Member whose dues are not received in full by March 1. If, on April 1 dues and assessed late fee have not been paid in full, the membership of the Member who is in default shall be terminated after written notice is sent giving an opportunity to be

heard according to the procedures in the Rules. Any Member whose membership is suspended or terminated shall remain liable to the Association for all unpaid charges but not for any unpaid dues.

Section 7.4 Charges

Each Member shall be responsible for the payment of all charges incurred by family-unit members and their guests. The Treasurer each month shall cause a statement for such charges as have been incurred to be mailed to each Member. The statement for charges must be paid within thirty (30) days of the statement date. A late charge will be assessed on the account of each member whose payment for charges is not received within thirty (30) days of the statement date.

Section 7.5 Delinquent Charges

A Member is automatically suspended who has not paid all charges within 60 days of the original statement date, except when the Member has timely contested charges in writing according to procedures stated in the Rules and has paid all charges for which no such timely challenge has been submitted. Written notification of suspension will be sent giving an opportunity to be heard according to the procedures stated in the Rules. A suspension of membership is in effect until such time as all past-due charges and assessed late fees are paid in full or the membership is terminated. A suspension of membership shall carry with it a loss of the right to use any of the facilities or participate in the affairs or activities of the Association during the period of membership suspension. A list of suspended Members may be posted. The membership of any Member who fails to bring current all charges due within 90 days after the original statement date and has not submitted a timely challenge shall be terminated after written notice is sent with an opportunity to be heard. The Board may set a minimum dollar amount below which termination will not be automatic. Any Member whose membership is suspended or terminated shall remain liable to the Association for all unpaid charges and assessed late fees.

Section 7.6 Reporting of Financial Terminations

The Treasurer shall report monthly to the President and the Secretary the identity of all Members whose memberships have terminated through a failure to pay dues or charges.

ARTICLE VIII COMMITTEES

Section 8.1 Committee Appointments

Pursuant to Section 4.2 of these Bylaws, the President shall appoint the chair(s) and members of the following standing committees: Finance, Nominating, Membership, Swimming, Tennis, Grounds and Safety, Social, Communications, and Rules and Personnel. The chair(s) and each member of the standing committees shall serve only at the pleasure of the President.

Section 8.2 Finance Committee

The Finance Committee shall act as the financial advisor to the President and the Board. It shall prepare the annual budget of the Association and make recommendations to the Board as to sources for funding the budget, including initiation fees, annual dues, charges for services and guest fees.

Section 8.3 Nominating Committee

The Nominating Committee shall include the Vice-President and at least two other members of the

Board, and shall be responsible for placing in nomination at the annual meeting of the membership the names of Members to be elected to the Board. (This section shall not be construed as being the exclusive method of nominating persons to be elected for the Board. Any Member in good standing may make a nomination for the Board from the floor at any annual meeting of the membership.)

Section 8.4 Membership Committee

The Membership Committee shall have primary authority for the procurement of new Members; membership drives; the processing of all applications for membership in the Association; and keeping a list of the names and addresses of all Members of the Association. It shall report to the Board each application for membership and give to the Board its recommendation concerning each such application.

Section 8.5 Swimming Committee

The Swimming Committee shall have primary authority to create and implement all swimming and diving activities and programs of the Association. In discharging this task, it shall work cooperatively with the employed staff of the Association.

Section 8.6 Tennis Committee

The Tennis Committee shall have primary authority to create and implement all racquet activities and programs of the Association. In discharging this task, it shall work cooperatively with the employed staff of the Association.

Section 8.7 Grounds and Safety Committee

The Grounds and Safety Committee shall have primary authority for the care, maintenance and repair of all physical assets, real and personal, of the Association and may conduct a continuing program of study of the facilities and activities of the Association for the purpose of creating a safe and healthy environment for the membership in its use and enjoyment of such facilities and activities. It shall report to the Board periodically as to its findings and recommendations. It may create such instruction programs for the membership as it deems advisable.

Section 8.8 Social Committee

The Social Committee shall have primary authority to create and implement all social activities of the Association.

Section 8.9 Communications Committee

The Communications Committee shall have primary authority for the Association's publications, including the annual membership directory, newsletter, website, scrapbook and any other information to be distributed to the general membership.

Section 8.10 Rules and Personnel Committee

The Rules and Personnel Committee shall have primary authority for drafting such rules and regulations as the Board may request. It shall be charged with the authority of enforcing all rules and regulations of the Association. It shall have the authority to suspend the membership of any Member for a period of ten days for an egregious violation of the bylaws or rules of the Association, or a violation of the law, that endangers the health and safety of Members and guests or that causes or threatens to cause damage to the Association's property. The suspended member will be given immediate written notice of such a

suspension and an opportunity to be heard within five days of the effective date of the suspension. In addition, the committee shall have authority for the employment of the staff and the supervision of all Association personnel.

Section 8.11 Special Committees

The President, subject to the consent of the Board, may create and appoint any other special committee that the President shall deem advisable.

Section 8.12 Approval of Expenditures

No committee shall be authorized to make any expenditure or to obligate the Association for any indebtedness without first having obtained the approval of the President and the Treasurer.

ARTICLE IX AMENDMENTS

Section 9.1 Amending Bylaws

These Bylaws may be amended only by the affirmative vote of two-thirds of the Members present in person or by proxy at any meeting of the membership of the Association.

ARTICLE X INDEMNIFICATION, LIABILITY AND CONFLICTS OF INTEREST

Section 10.1 Indemnification of Directors and Officers

The Association shall indemnify each director and officer of the Association to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 10.1. The Association shall have the right, but shall not be obligated, to indemnify any employee or agent of the Association not otherwise covered by this Section 10.1 to the fullest extent permissible under the laws of the State of Colorado.

Section 10.2 Elimination of Claims

No Member of the Association or any guest of the Association shall have any claim against the Association for personal injury, damage to or loss of property of such Member or guest.

Section 10.3 Property Damage Reimbursement

Any property of the Association broken or damaged by a Member of the Association or a guest of such a Member shall promptly be paid for by such Member.

Section 10.4 Conflicts of Interest

(a) Definitions. As used in this Section 10.4, "conflicting interest transaction" means: a contract, transaction, or other financial relationship between the Association and a director or officer of the Association, or between the Association and a party related to a director or officer, or between the corporation and an entity which a director of the nonprofit corporation is a director or officer or has a

financial interest. For purposes of this Section 10.4, "party related to a director or officer" shall mean a spouse, a descendant, an ancestor, a sibling, the spouse or descendant of a sibling, an estate or trust in which the director or officer or a party related to such director or officer has a beneficial interest, or an entity in which a party related to a director is a director, officer, or has a financial interest.

(b) Prohibition Against Loans to Directors or Officers. No loans shall be made by the Association to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Association for the amount of such loan until repayment thereof.

(c) Voidability of Conflicting Transactions. No conflicting transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a Member or by or in the right of the Association, solely because the conflicting interest transaction involves a director of the Association or a party related to a director or an entity in which a director of the Association is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the Association's board of directors or of a committee of the board of directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the director's vote is counted for such purpose, if:

(i) The material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or the committee, and the board of directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of disinterested directors, even though the disinterested directors are less than a quorum; or

(ii) The conflicting interest transaction is fair as to the Association.

(d) Approval of Conflicting Interest Transactions. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

Section 10.5 Savings Clause

If any part of this Article is held to be prohibited by or invalid under applicable law, such part shall be deemed amended to accomplish the objectives of the part as originally written to the fullest extent permitted by law, and all other parts shall remain in full force and effect.