

**BYLAWS
OF
GILPIN-CLEAR CREEK HOME AND LANDOWNERS ASSOCIATION, INC.
Amended By-laws 5/29/2026**

ARTICLE I

Name and Location

The name of the corporation is GILPIN-CLEAR CREEK HOME AND LANDOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The registered office as filed with the Colorado Secretary of State is PO Box 237 Idaho Springs, CO 80452 The registered office will be changed from time to time by action of the Executive Committee of the Board of Directors and such change shall be filed with the Secretary of State. Meetings of members and directors may be held at such places within the State of Colorado, as may be designated by the Board of Directors.

ARTICLE II

Members

Section 1. Members "in good standing" of the Association will be such owners of real property in York Gulch and surrounding areas who have paid the annual dues since owning their property. The Board of Directors shall determine the dues from time to time. The Executive Committee (Board President and Vice-President, Treasurer and Secretary) shall keep a current list of members and addresses. The Executive Committee shall have discretion to determine what areas of Gilpin or Clear Creek County are appropriate for Membership purposes subject to veto by a majority vote of the Board of Directors.

Section 2. For voting purposes, a member shall have one vote for each yearly dues paid. Dues are paid on improved (75/year) or unimproved (\$50/year) property. Property owners are only obligated to pay dues on one property. Where property is jointly or severally owned, all owners may otherwise be members. A record owner of a lot may designate any person to exercise the rights of membership, including attending meetings and voting at such meetings.

ARTICLE III

Meetings of Members

Section 1. **Annual Meetings.** An annual meeting of the members shall be held for the purpose of introducing the Board elected through an email election of all members of the association and for the transaction of such other business as may come before the meeting. The Board of Directors shall set the date, time and place of the annual meeting.

Section 2. Board and **Special Meetings.** Special meetings of the members may be called at any time by the Board of Directors, or upon written request of one-fourth of all of the members who are entitled to vote. Board meetings will be called by the President at any time.

Section 3. **Quorum.** A simple majority of the Board of Directors is considered a quorum for the purposes of voting.

Section 4. **Proxies.** At all meetings of Board members, each member may vote in person or by written proxy.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. **General Powers.** The business and affairs of the Association shall be managed by its Board of Directors.

Section 2. **Number and Qualifications.** The number of directors shall be not less than five (5) nor more than eleven (11).

Directors shall be members of the Association.

Section 3. **Term of Office and Vacancies.** The term of office for each director shall be one year and each director may serve any number of terms. In the event of death or resignation of a director, a successor may be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor.

Section 4. **Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall be appointed by the Board of Directors. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine. Such nominations must be made from among the Association members.

Section 5. **Election.** Election to the Board of Directors shall be by an email vote in August of every year. Every dues paying association member has an opportunity to vote for the Board of Directors.

Section 6. **Compensation.** Directors as such shall not receive any stated salaries for their services. However, any director may be reimbursed for actual expenses incurred in the performance of his or her duties. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor.

Section 7. **Regular Meetings.** The Board of Directors shall meet on call of its President or any two of its members, at least once a year, and as often as the interests of the Association may require. Notice of meetings shall be given at least 10 days prior to such meetings.

Section 8. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of any two (2) directors. Notice of any special meeting of the Board of Directors shall be given at least two days prior to the special meeting.

Section 9. **Quorum.** A simple majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board. Written proxies can be submitted prior to Board action.

Section 10. **Action Taken Without A Meeting.** In the absence of a meeting, the directors shall have the right to take any action which they could take at a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 11. **Resignation and Removal.** Any director may resign at any time by delivering a written resignation to the Board of Directors. Any director may be removed at any time for cause, including conduct injurious to the best interests of the Association, by the affirmative vote of two-thirds of all of the directors, provided that the notice of the meeting where such action is taken specified that one of the items on the agenda for said meeting shall be the proposed removal of such director.

ARTICLE V

Officers

Section 1. **Number.** The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer. Such other officers and agents as may be deemed necessary may be appointed by the Board. Two or more offices may not be held by the same person.

Section 2. **Election.** The officers of the Association shall be elected annually by the Board of Directors. Election of officers shall take place at the first meeting of the Board following the annual meeting of the Association members.

Section 3. **Term.** Each officer of the Association shall hold office for one (1) year or until the officer resigns or is removed, or otherwise disqualified to serve.

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

Section 5. **President.** The President shall be the principal executive officer of the Association and shall, in general, supervise and control all the business and affairs of the Association. He or she shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; and, shall sign all contracts, leases and other written instruments which the Board of Directors has authorized to be executed.

Section 6. **Vice President.** The Vice President shall perform the duties of the President in the event of his or her absence, or inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

Section 7. **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings of the members and of the Board of Directors; serve notice of meetings of the Board and of the members; keep a register of the post office addresses of each member; and, in general, perform all duties as from time to time as may be assigned by the President or by the Board Of Directors.

Section 8. **Treasurer.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and Promissory Notes of the Association; keep proper books of account; shall prepare a statement of income and expenditures to be presented to the members at their regular annual meeting; and, in general, perform all duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE VI

Committees

The Association shall appoint a Nominating Committee as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE VII

Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member.

ARTICLE VIII

Dues and Fees

Section 1. Annual dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Association by members.

Section 2. Payment of dues. Dues shall be payable by the date of the annual meeting of the members.

Section 3. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of three (3) months from the date upon which such dues became payable, his or her membership may thereupon be terminated by the Board of Directors.

ARTICLE IX

Seal

The Association shall have a seal in circular form, having within its circumference the words GILPIN-CLEAR CREEK HOME AND LANDOWNERS ASSOCIATION, INC.

ARTICLE X

Fiscal Year

The fiscal year of the Association shall be as may be determined by the Board of Directors.

ARTICLE XI

Amendments

Section 1. These Bylaws may be amended at any time by a two-thirds vote of the Board of Directors present at a regular or special meeting of the Board. At least 15 days prior to such meeting, notice which includes the proposed amendments must be sent to all directors.

Section 2. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.