

BY – LAWS

**SPHINX PARK IMPROVEMENT
ASSOCIATION**

Revised and Updated

May 2016

BY-LAWS – S.P.I.A.

ARTICLE I

Name

The name of this organization shall be “Sphinx Park Improvement Association”, hereafter referred to as SPIA or the Association. It is an incorporated, not-for-profit organization in the State of Colorado.

ARTICLE II

Objectives

The objective of the Association shall be the general concern, welfare and purposes beneficial to the Sphinx Park area as a whole, within resources available, including but not limited to:

- promoting community spirit, security, cleanliness
- providing a household trash service
- maintenance of the summer water delivery system
- road maintenance and improvement

ARTICLE III

Memberships

There shall be two classes of memberships in the Association; Active Membership without water usage and Active Membership with Water Usage.

Active memberships without water usage shall be composed of those individuals, partnerships, corporations or trustees who are property owners or tenants, or those who have a vested interest in the Sphinx Park area and who have paid annual dues as assessed and are members in good standing. Each such membership is entitled to one vote per address regarding Association affairs.

Active memberships with water usage shall be composed of those individuals, partnerships, corporations or trustees who are property owners or tenants, or those who have a vested interest in the Sphinx Park area and who have paid annual dues as assessed and are members in good standing. In addition, these members are users of the summer water delivery system, have a signed “Non-Potable Water Use Waiver & Release of Liability” on file with the SPIA Treasurer, and have paid annual water delivery system maintenance fees, a new connect or re-connect fee (only if applicable), as well as any special assessments for capital improvements or repairs to the water delivery system, which may be levied, as needed, to keep the system functioning effectively.

It is the policy of SPIA that water memberships be limited to a maximum of 25. Water Membership is granted on a first come, first served basis. The delivery of water to our Member households is totally dependent on natural factors which determine whether there is water available in our spring. SPIA is in no way responsible for supplying water to its Water Members if the natural supply from the spring is not available or not useable at any given time. Water usage members shall comply with the current Water Use Rules published by SPIA. Each membership is entitled to one vote per address regarding Association affairs.

ARTICLE IV Annual Dues

The dues and fees of members shall be reviewed annually by the Board of Directors and, if an increase is deemed necessary, voted on by those present at the next scheduled Member meeting. Notice of the amount of said dues and the due date shall be sent to all members of record of the Association as well as to all prospective members of record of the Association. This notice is to be sent at least two (2) weeks prior to the Annual meeting. The payment of membership dues shall be absolute contributions to the Association for the privilege of membership.

All Members of the Association shall have the right to review and examine the practices and finances of the Association, upon reasonable request. A summary shall be presented to the Membership each year at the Annual Meeting.

Active memberships with water usage, in addition to regular membership dues as outlined in the preceding paragraph, shall be assessed an annual water delivery system maintenance fee, a new connect or re-connect fee (if applicable) and, as needed, any special assessment for the effective operation of the water delivery system as determined by the Association and the Board of Directors. This amount may vary from year to year.

Along with the fee, each water-user member household will be required to sign and return a one-time “Non-Potable Water Use Waiver & Release of Liability”. This waiver shall be kept on file by the SPIA Treasurer and shall remain in effect until such time as the property changes ownership. At that time, the new owner must submit a new signed waiver, along with all previously stated requirements, in order to maintain the “water-user membership” status of the property.

Water cannot be turned on to any individual property until waiver, dues and fees for that property have been received by the SPIA Treasurer.

ARTICLE V
Directors

The business and affairs of the Association shall be managed by a Board of seven (7) directors who shall be active members in good standing of the Association.

The Board of Directors shall have general management and control of the business, affairs and property of the Association; shall elect, appoint or employ all officers and agents and prescribe their duties. The Board of Directors shall perform all other such acts as may be deemed necessary or expedient in connection with the management and control of the Association.

Four (4) members of the Board of Directors shall constitute a required quorum for the transaction of business. If circumstances are such that 7 Directors are not currently serving, a majority of current Directors shall constitute a quorum.

Directors who fail to attend regular meetings or otherwise attend Association affairs as directed by the President of the Association are subject to removal from the Board of Directors after having missed two successive meetings without just cause and notification to the President. Such final action can only be taken if approved by a majority vote of the Board of Directors.

All Directors, both Officers and At-Large, shall serve without compensation and shall not be liable for actions carried out in the normal discharge of their assigned duties, except in the case of fraud, theft or illegal act.

Insurance coverage for the Directors and for the Association shall be purchased by the President or Board of Directors and paid for by the Association.

ARITCLE VI
Elections

Directors are elected to two (2) year terms. The terms are such that no more than three (3) Directors are elected in any one year. Vacancies that might occur in the Board of Directors shall be filled by election or appointment for the remaining term of the Director whose office became vacant.

For Director positions not appointed, the Board shall nominate at least one candidate, who has agreed to serve, for each up-coming vacancy on the Board of Directors. The names of these nominees shall be sent to the membership with the notice of the annual meeting. Additional nominations from the floor are to be called for by the presiding officer at the annual meeting.

ARTICLE VII

Officers

The officers of the Association shall be a President, Vice President, Secretary and Treasurer, who shall be elected annually by the Board of Directors from the Board membership. The Treasurer is exempted from the foregoing provision and may hold office continuously at the discretion of the Board of Directors and the membership.

The President shall be the chief executive officer of the Association and shall preside at all meetings, and shall appoint all committees, subject to the approval of the Board of Directors.

The Vice President shall perform the duties of the President in the absence of the President and any other such duties as prescribed by the President.

The Secretary shall give notice of all meetings of the Association and shall take and keep correct and full minutes of all meetings. The Secretary shall, under the supervision of the President, conduct all correspondence with the Members.

The Treasurer shall collect all dues and shall pay all duly authorized bills and shall keep a full and accurate account of all funds of the Association and sign all checks issued by or in the name of the Association. The Treasurer shall maintain a current list of all members and non-members of record.

The Treasurer and the President shall keep all records and papers of the Association for a period of four years at which time documents shall go into the SPIA Archives. An Archivist shall be appointed by the Board of Directors with input from the Members.

ARTICLE VIII

Meetings

The Annual meeting of the Association for the election of Directors, and for the proper transaction of other business shall be held on the Saturday of May that precedes the Memorial Day holiday, at the convenient time and place to be designated by the President.

The Secretary shall send notice, either electronic or written, of all meetings of the Association stating the time and place, not less than two (2) weeks prior to each meeting. Such notice is to be sent to all members and non-members of record.

Special meetings of the Association may be called at any time by the President or by resolution of the Board of Directors. Special meetings shall be held at a convenient time and place to be designated by the President or the Board of Directors. For special issues needing to be brought to the attention of the Membership and/or requiring a vote of the Membership, either electronic or mail communications from the Board of Directors and electronic or mail responses from the Members shall be deemed valid for conducting all SPIA business.

A quorum necessary to transact affairs of the Association at any regular or special meeting shall consist of at least four (4) members of the Board of Directors or a simple majority of currently active Directors.

The order of business at all meetings shall be as follows:

- Call to order
- Reading and approval of minutes
- Treasurer's Report
- Reports of the officers and directors
- Reports of committees
- Election of Directors as required
- Old Business
- New Business
- Adjournment

The Annual meeting of the Board of Directors shall be held immediately after the Annual meeting of the membership. Officers for the ensuing year shall be elected at this meeting with their term of office to start upon their election.

ARTICLE IX Amendments

Amendments to the By-Laws may be made by a simple majority vote of the Members present at any Annual or special meeting when notice of the proposed changes has been given in the announcement of the meeting sent to the Membership at least two weeks prior. Members who are unable to attend the meeting may submit their comments, and their vote on the proposed changes, electronically or by mail.

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These By-Laws were adopted by unanimous vote of the members at a special meeting on the 27th day of May 2002 and updated by the Board of Directors and approved by the membership in September, 2007.

The above By-Laws were updated by the SPIA Board of Directors in April 2014. With two voted upon changes to that draft, these By-Laws were adopted by a unanimous vote of the Members at the Annual Meeting on May 24, 2014.

The foregoing By-Laws were amended and changes unanimously approved by a vote of the Members at the May 2016 Annual Meeting.