

By-Laws
WALNUT HILLS CIVIC ASSOCIATION
as amended 25 October 1998
as amended 9 October 2008
as amended March 2010

Article I
NAME

The name of this corporation shall be: WALNUT HILLS CIVIC ASSOCIATION, INC

Article II
OBJECT

The Walnut Hills Civic Association is a nonprofit Colorado Corporation founded in 1965 for the purpose of the promotion and improvement of the Walnut Hills community.

The nature of the business of the corporation and the objects and purposes to be transacted, promoted and carried on by it include but is not limited to the following:

1. Promotion and improvement of public parks, schools, transportation, street lighting and maintenance;
2. Promotion and improvement of fire and police protection, and all emergency relief, civil defense and safety programs;
3. Promotion of fair, equitable and just zoning, building and tax statutes, ordinances and regulations, and securing fair, equitable and just application of such statutes, ordinances or regulations by government agencies;
4. Promotion and improvement of all types of municipal, state and federal planning and services of any and every nature whatsoever;
5. Promotion of friendly relations among the residents of Walnut Hills;
6. Doing all things necessary, proper or incidental to the promotion of the above-mentioned objects and of the general welfare of the residents of Walnut Hills.

Article III
MEMBERSHIP

Section 1. QUALIFICATIONS

Each and every verifiable resident, homeowner or householder of legal voting age who resides in or owns a home in the area known as "Walnut Hills", or as more fully described in the plats on record in the Office of the Clerk and Recorder of the County of Arapahoe, the State of Colorado, shall be members of this corporation.

Section 2. CLASSES OF MEMBERSHIP

Membership in this corporation shall be classed as active or inactive, as hereinafter defined.

- A. There are three classes of active member:
 1. Resident/owner: person who owns a home in Walnut Hills **and** lives in that home
 2. Resident/non-owner: person who lines in a home in Walnut Hills but does **not** own it
 3. Owner/non-resident: person who owns a home but doesn't live in Walnut Hills
- B. An inactive member is a member, as defined above, who has not paid the dues, as hereinafter required, for the current fiscal year.

Article IV BOARD OF DIRECTORS

Section 1. COMPOSITION

The Board of Directors shall consist of not less than nine (9) nor more than fifteen (15) active members elected at large from among the membership of this corporation. One (1) Director (1-12) shall be elected from each of the twelve (12) residential areas as shown on the Walnut Hills Area map (Exhibit #1). An additional three (3) Directors (13, 14, 15) shall be elected At-Large. If one or more Neighborhoods does not have a nominee to represent it at the time of election, the number of At-Large seats may be expanded accordingly such that that Neighborhood number is represented by an At Large seat. If a Neighborhood nominee becomes available, s/he will attend Board meetings for a period of three (3) months in parallel with the existing, appointed At Large Neighborhood representative. After that time the new Neighborhood representative may be appointed to the seat and the At Large Neighborhood seat will be eliminated. The interim person will not have voting rights until formally appointed to the Board.

Section 2. ELECTION

The Board of Directors shall select a nominating committee from among the membership, which committee shall have the duty of proposing a slate of nominees to replace the directors whose terms shall expire at the next Annual Meeting. Additional nominations may be made by any active member from the floor during the meeting. The nominees receiving the largest number of votes cast by all active members present shall be deemed elected to the Board of Directors and shall take office immediately following the adjournment of the Annual Meeting. If a quorum, as defined in Article VI. Section 4, is not present at any annual meeting, the existing Board of Directors shall continue to serve until the election of a new Board has taken place. It shall be the duty of the Board to call a special meeting for the purpose of election and to make a general polling of the members to obtain a quorum at that meeting.

Section 3. TERM OF OFFICE

Directors shall serve for two-year terms, with one-half of the total directors being elected in one Annual Meeting. Odd-numbered seats will be filled in odd-numbered years and even-numbered seats will be filled in even-numbered years.

Section 4. VACANCY

In the event of a vacancy, the vacancy shall be filled by appointment by the Board. The Board member shall serve, when so appointed, only until the next Annual Meeting, at which time an election to fill said vacancy shall be held. An appointed member of the Board shall be eligible for nomination and election at the Annual Meeting of the membership following his/her appointment.

Section 5. MEETINGS

Regular meetings of the Board of Directors shall be held at least quarterly. The Board will set the frequency of Board meetings. The Board of Directors may, by giving the membership of this corporation notice at least one (1) week in advance, change the date of said meeting. Special meetings may be called as deemed necessary by the Chair of the Board or by a majority of the members of the Board. All regular meetings of the Board shall be open to the general membership of this corporation.

Section 6. ABSENCE FROM MEETINGS

The absence of a Board member from three (3) consecutive Board meetings, without justifiable cause, shall be sufficient reason for the Board of Directors to request his or her resignation or to consider his or her position on the Board as vacant.

Section 7. QUORUM

Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business by the Board. A quorum being present, majority vote shall determine the position of the Board on any questions which come before it.

Section 8. POWERS AND DUTIES

The Board of Directors shall preserve, protect, and enforce the interests of this corporation and its members and shall be responsible for formulating the general policy of this corporation in accordance with the expressions of the will of the majority of the members, and at the same time preserve and protect the interest of the minority members. The Board shall supervise all transactions of this corporation and shall be empowered to acquire, encumber, transfer, assign or sell any of the property, real or personal, or mixed, of this corporation, except as limited by the Articles of Incorporation, and except that, until the express consent of the majority of the active membership present at an Annual or Special Meeting is obtained. (The value of any transaction permitted by the Board shall not exceed the presently existing balance of funds in the treasury of the corporation.) The Board shall require an audit of the books of the Treasurer by an Auditing Committee of at least three (3) persons at least once during each fiscal year.

Article V OFFICERS

Chair, Vice Chair, Secretary, and Treasurer shall be elected at the first board meeting following their election. The officers shall serve for a term of one (1) year and shall remain in office, as active or ex-officio members of the Board, until the time of election of new officers.

A. CHAIR

It shall be the duty of the Chair to act as the general executive officer of this corporation, to preside at all meetings of the Board of Directors or the membership of this corporation, and to appoint, with the advice and consent of the Board, such nonelective officers, employees and committees as are deemed necessary.

B. VICE CHAIR

It shall be the duty of the Vice Chair to perform the functions and duties of the Chair in the event of the Chair's absence and such other duties and functions as the board may prescribe.

C. SECRETARY

It shall be the duty of the Secretary to take charge of all records, documents and papers belonging to this corporation, to conduct the official correspondence of the corporation as directed by the Chair, to keep records of the proceedings of the Board of Directors and of all regular and special meetings of the membership of this corporation, and to make regular reports at each meeting of the Board and such other reports as may be required by the Board.

D. TREASURER

It shall be the duty of the Treasurer to take charge of all monies belonging to this corporation, to deposit the same at a depository selected by the Board and to pay out same by check or draft, countersigned by one other member of the Board of Directors, and to make regular reports at each meeting of the Board of Directors, and such other reports as may be required by the Board.

Article VI MEETINGS

Section 1. ANNUAL MEETINGS

The Annual Meeting of the Walnut Hills Civic Association shall be held the first quarter of the calendar year, on a date designated by the Board of Directors of this corporation. In addition to any and all business which may properly come before such meeting, there shall be conducted at the Annual Meeting the election of persons to serve on the Board of Directors to replace those whose term(s) are expiring. Notification of such meeting shall be given by the Board of Directors by the best media of communication available. In order to insure notice to each of the members, and shall be given at least thirty (30) days in advance of the date of the meeting.

Section 2. SPECIAL MEETINGS

Special Meetings shall be called by the Chair of the Board of Directors, or upon the petition in writing of thirty (30) active members of the corporation. Within three (3) days of a request for a special meeting, a date for the special meeting must be established, and the meeting must be held within forty-five (45) days of the request. Notification of Special Meetings, including the purpose of the meeting, shall be given by the Board of Directors by the best media of communication available in order to insure notice to each of the members, and shall be given at least ten (10) days in advance of the date of the meeting.

Section 3. PRESIDING OFFICER

The Chair of the Board of Directors shall be the presiding officer of all meetings of the membership of the corporation, or in his/her absence, the Vice Chair, or in the absence of the Chair and Vice Chair, the Secretary or in the absence of the Chair, Vice Chair, and the Secretary, the Treasurer.

Section 4. QUORUM

The presence of fifteen (15) active members of this corporation shall constitute a quorum for doing business at any Annual or Special Meeting.

Section 5. VOTING

Voting rights are restricted to one (1) vote for each active member. Cumulative, proportional and/or proxy voting are prohibited.

Section 6. ORDER OF BUSINESS

The order of business at any Annual or Special Meeting of the members of this corporation may be as follows:

- a. Call to order
- b. Roll Call
- c. Correction and approval of minutes of preceding meeting
- d. General Improvement District report

- e. Treasurer's Report
- f. Chair's Report
- g. Report of the Auditing Committee
- h. Reports of standing committees
- i. Reports of special committees
- j. Communications
- k. Deferred or unfinished business
- l. New business
- m. Resolutions and motions in order
- n. Nominations and election of Directors
- o. Adjournment

Section 7. RULES OF ORDER

Robert's Rules of Order shall govern all matters of procedure at Annual or Special Meetings which are not otherwise covered by the By-laws.

Article VII FINANCIAL

Section 1. DUES

The annual membership dues, as hereinafter referred to and the payment of which qualifies a member as active, shall be an amount set by the Board of Directors and payable upon admission to active membership, and thereafter once each fiscal year.

Only active members may vote at Annual or Special Meetings. Each home with a resident owner has only one vote. A home with a resident/non-owner and an owner/non-resident of the same address purchasing memberships allows each to have one vote. An owner of more than one home may only have one vote.

Section 2. FISCAL YEAR

The fiscal year of this corporation shall run from April 1 through March 31.

Article VIII POLITICAL

Section 1.

This corporation shall not support, represent or become identified with any political candidate or elected official, nor shall it become identified with or support any political party, further providing that no elected official of any government body shall serve as Director of this corporation, and if so elected while serving, s/he will automatically and immediately be removed from Directorship of this corporation.

Section 2.

The principal or agent of a building or development company, then active in Walnut Hills, is not allowed to serve as a Director, and if in office prior to identification with above, will automatically and immediately be removed.

Article IX
AMENDMENTS

Amendments to these By-laws may be made by the membership of this corporation at its Annual Meeting or at Special Meetings called for such purpose. Any amendment shall be considered adopted which receives an affirmative vote of a three-fifths majority of the active members present. Proposed amendments shall be submitted in writing to the Board of Directors at least forty-five (45) days prior to the meeting at which it is to be considered for adoption.

Exhibit # 1 follows.

ARTICLE OF INCORPORATION
WALNUT HILLS CIVIC ASSOCIATION, INC.

Know All Men by These Presents, that we, K. F. Flynn, Howard Roy Gifford, Ed H. Cuiver, L. H. Lindemann, Marie Conlon, Gladys M. Isaacson and Arthur B. Odden, Citizens of the United States and residents of Colorado, have associated ourselves together to establish a corporation not for profit under and pursuant to the general corporation laws of the State of Colorado, for the purposes hereinafter set forth, and we hereby certify as follows:

ARTICLE I

The name of this corporation shall be:
WALNUT HILLS CIVIC ASSOCIATION, INC.

ARTICLE II

The principal office of this corporation shall be the County of Arapahoe and State of Colorado.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The nature of the business of the corporation and the objects and purposes to be transacted, promoted and carried on by it are as follows:

1. Promotion and improvement of public parks, schools, transportation, street lighting, and maintenance;
2. Promotion and improvement of fire and police protection, and of all emergency relief, civil defense, and safety programs;
3. Promotion of fair, equitable and just zoning, building and tax statutes, ordinances and regulations; and securing fair, equitable and just application of such statutes, ordinances or regulations by governmental agencies;
4. Promotion and improvement of all types of municipal, state and federal planning and services of any and every nature whatsoever;
5. Promotion of friendly relations among all residents of Walnut Hills;
6. Doing all other things necessary, proper or incidental to the promotion of the above stated objects and of the general welfare of the residents of Walnut Hills.

ARTICLE V

This corporation shall have all those powers vested in it by virtue of the laws of the State of Colorado in such cases made and provided. The power to acquire, encumber, transfer, assign and sell any of the property, real, personal or mixed, of the corporation is hereby vested in the board of directors, the chairman and secretary, or such other officers as the board may designate in such resolution shall be empowered to execute and deliver all deeds, conveyances, mortgages, instruments and documents affecting the corporation; PROVIDED, however, that no sale or disposition of all the property of this corporation shall be had except in compliance with the terms and conditions of the statutes of the State of Colorado in such cases made and provided.

179062

ARTICLES OF INCORPORATION

WALNUT HILLS CIVIC ASSOCIATION, INC.

DOMESTIC

NOT FOR PROFIT

Filed in the office of the Secretary of State, of the State of Colorado, on the

8th day of April A.D. 1968

BYRON A. ANDERSON
Secretary of State

Filing Clerk Tapscott fees \$5.00

Old Age Pension Fund _____

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This document has been inspected
and found to be in compliance
with the provisions of the
Act of the 1st class.

Oct 24, 1968
179062

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AMENDMENTS
to
ARTICLE OF INCORPORATION
of
WALNUT HILLS CIVIC ASSOCIATION, INC.

At a Special Meeting of the Stockholders of WALNUT HILLS CIVIC ASSOCIATION, INC., a corporation organized and existing under the laws of the State of Colorado, which meeting was duly convened pursuant to the Articles of Incorporation and By-Laws of said corporation on the 1st day of March, 1957, the following Articles were added to the Articles of Incorporation by approval of two-thirds of the active members present at said meeting who affirmatively concurred in the adoption of such Articles:

ARTICLE VIII

No part of the net earnings shall inure to the benefit of any private shareholder or individual.

ARTICLE IX

In the event the organization dissolves, its assets will be transferred to another organization organized and operated for a similar exempt purpose or to the federal, state, or local government.

We, the undersigned, GEOFFREY S. RACE, Chairman, and MARILYN SMITH, Secretary of WALNUT HILLS CIVIC ASSOCIATION, INC., do hereby certify that the foregoing Amendments to the Article of Incorporation of said corporation were duly adopted at the meeting of said corporation held on the 1st day of March, 1957. We hereby further certify that the foregoing copy of such Amendments is a full, true and correct copy of the Amendments as

passed at said meeting.

IN WITNESS WHEREOF, the said GEOFFREY S. RACE, as Chairman, and the said MARILYN SMITH, as Secretary, have hereunto set our hands and have caused the corporate seal of said corporation to be affixed hereto in Arapahoe County, Colorado, on this 10th day of July, 1967.

Geoffrey S. Race
Chairman

Marilyn Smith
Secretary



STATE OF COLORADO)
COUNTY OF Denver) ss.

Subscribed and sworn to before me this 10 day of July 1967, by Geoffrey S. Race as Chairman and Marilyn Smith as Secretary of Walnut Hills Civic Association, Inc.

Witness my hand and official seal.

My commission expires 9/14/69

[Signature]
Notary Public



194939
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF WALNUT HILLS CIVIC
ASSOCIATION, INC.

DOMESTIC
NOT FOR PROFIT

FILED in the office of the Secretary of
 State, of the State of Colorado, on the
 18th day of July A.D. 1967
 BYRON A. ANDERSON
 Secretary of State
 Filing Clerk Low Fees \$5.00
 Old Age P. Fees Paid _____
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This document has been inspected
 and is hereby recorded on the Rec-
 ord of the U.S. Tax Department.

Date Oct 24, 1968 OK
Page 914 Clerk

62 15

STATE OF COLORADO

DEPARTMENT OF
STATE



NONPROFIT
CERTIFICATE OF
ACCEPTANCE

J. Byron A. Anderson,

Secretary of State of the State of Colorado, hereby certify that duplicate originals of an Election to Accept the provisions of the Colorado Nonprofit Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Acceptance to

Walnut Hills Civic Association, Inc.
a Colorado corporation

and attaches hereto a duplicate original of the Election to Accept.

Dated this thirtieth day of June A. D. 1972

Byron A. Anderson
SECRETARY OF STATE

Francis J. Crowley
CLERK

ELECTION TO ACCEPT
the Colorado Nonprofit Corporation Act

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the under-
signed corporation elects to adopt the provisions of the Colorado Nonprofit Corporation
Act and does hereby state that:

1. The name of the corporation is Walnut Hills Civic Association, Inc.
2. All required reports have been or will be filed, and all fees, taxes & penalties due to the State of Colorado accruing under any act to which this corporation has been subject have been paid.
3. On the 25th day of June, 19 72, the directors of the corporation, a quorum being present, voted to accept the Colorado Nonprofit Corporation Act, (members OR stockholders OR directors) (the acceptance is authorized, by at least 2/3 of the votes of the members, OR 2/3 of the votes of the stockholders, OR by a majority vote of the directors, which were present at such meeting)
4. The corporation followed the requirements of the law under which it was organized.
5. The address of the registered office in Colorado is 333 Petroleum Club Bldg., Denver, Colorado 80202 and the name of its registered agent at such address is Robert W. Carney Denver County
6. Following is the name and address of the officers and directors.

NAME	TITLE	ADDRESS
<u>Bill Carson</u>	<u>President--Director</u>	<u>8114 E. Davis Ave. Englewood, Colo</u>
<u>Mike Carter</u>	<u>Vice-President--Director</u>	<u>8431 E. Davis Ave. Englewood, Colo</u>
<u>Janet Gibor</u>	<u>Secretary--Director</u>	<u>1154 So. Cooke St. Englewood, Colo</u>
<u>Bill Kimball</u>	<u>Treasurer--Director</u>	<u>7250 E. Ute St. Englewood, Colo</u>
<u>Lee Modemitt</u>	<u>Director</u>	<u>8251 Briarwood Place, Englewood, Colo.</u>
<u>Evelyn Lochenstein</u>	<u>Director</u>	<u>7218 E. Spruce St. Englewood, Colo.</u>
<u>Robert W. Carney</u>	<u>Director</u>	<u>8376 E. Santa Place, Englewood, Colo.</u>
7. The attached copy of incorporation is true and correct Not Applicable
8. Issued shares of stock are not authorized.

NUMBER OF SHARES AUTHORIZED	NUMBER OF SHARES ISSUED	NO OUTSTANDING

9. All issued and outstanding shares of stock have been delivered to the corporation to be cancelled.
10. The authority of the corporation to issue shares of stock shall hereby be terminated.

Bill Carson
its President

Janet Gibor
its Secretary

STATE OF Colorado
COUNTY OF Denver ss.

The foregoing instrument was acknowledged before me this 25th day of June, 19 72, by Bill Carson, Mike Carter, Janet Gibor, Bill Kimball, Lee Modemitt, Evelyn Lochenstein, Robert W. Carney (Insert names of such officers, as signed above, titles, & correct name of corporation)

In witness whereof I have hereunto set my hand and seal.

My commission expires June 19 1973



Paul J. ...
Notary Public

Notes: In 7. If the documents of this corporation are on file in the office of the Secretary of State of Colorado, type the words "not applicable" in the space provided.

In 8. If the corporation is formed (and most non-profit are) without authorized capital stock type the word "not" in the space provided. In 11-24-27 the law provides "Except for corporations organized for the acquisition and distribution of water to their stockholders, a corporation shall not have or issue shares of stock."

Submit this Form in the original typed & one carbon copy
10. 37.00

4/20/74

274885

SA Form 0-1 (Rev. 4-1-73)

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH.

To the Secretary of State of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, organized under the laws of the State of Colorado, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

First: The name of the corporation is Walnut Hills Civic Association, Inc.

Second: The address of its REGISTERED OFFICE is 8665 E. Smelter Avenue Englewood, Colorado 80110

Third: The name of its REGISTERED AGENT is CHAPMAN E. COX

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is 7220 W. Blakes Englewood, Colorado 80110

WALNUT HILLS CIVIC ASSOCIATION, INC. (Note 1)

By Barbara Stephenson (Note 2)

STATE OF COLORADO City 6 County of Denver

Before me, Chapman E. Cox, a Notary Public in and for the said County and State, personally appear Barbara Stephenson who acknowledged before me that she is the President of Walnut Hills Civic Association, Inc., Colorado corporation, that she signed the foregoing and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 19 day of June A. D. 1974.

My commission expires October 16, 1978

Chapman E. Cox Notary Public

- Notes: 1. Full corporate name of corporation making the statement 2. Signature of officer signing for the corporation must be President or Vice President except as provided 3. Signature of Notary Public must be exactly as shown on Notary Seal, and must agree with printed name 4. This document must be typed twice

NOTARY PUBLIC

NOT FOR PROFIT

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FILED

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SHRIMP ONE
Filing fee \$5.00

STATEMENT OF CHANGE OF REGISTERED OFFICE STATE OF COLORADO
OR REGISTERED AGENT, OR BOTH.

- 1. Exact corporate name of corporation making the statement.
- 2. Signature and title of officer signing for the corporation, — must be President or Vice-President.
- 3. Signature of Notary. Notary must be sworn in as shown on Notice of Qualification, and must agree with actual corporation.
- 4. This document must be typewritten.

1111

To the Secretary of State
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, organized under the laws of the State of Colorado, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

First: The name of the corporation is Walnut Hills Civic Association, Inc.

Second: The address of its REGISTERED OFFICE is Atkinson, Bank and Trust
2777 E. Atkinson Road, Greenwood, CO 80112

Third: The name of its REGISTERED AGENT is C. E. Tressler

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is N/A

Sixth: REGARDING FOREIGN CORPORATIONS: THIS STATEMENT MAY BE EXECUTED BY THE REGISTERED AGENT WHEN IT INVOLVES ONLY A REGISTERED ADDRESS CHANGE. A COPY OF THIS STATEMENT HAS BEEN FORWARDED TO THE CORPORATION BY THE REGISTERED AGENT.

RECORDED

Walnut Hills Civic Association, Inc. (Record)

ROLL 460

SECRETARY OF STATES OFFICE

By Paul A. Tressler (Record)

is X President
is _____ Registered Agent

STATE OF Colorado
City and County of Denver

Before me, Gillian B. Kruck, a Notary Public in and for the said County and State, personally appeared Paul A. Tressler who acknowledged before me that he is the Chairman of the Board of Walnut Hills Civic Association, Inc. a Colorado corporation, that he signed the foregoing, and that the contents contained therein are true.

In witness whereof I have hereunto set my hand and seal this 30th day of April 1979.

My commission expires March 1, 1982.

Gillian B. Kruck
Notary Public