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HIGH PLAINS RECREATION ASSOCIATION, INCORPORATED  
BYLAWS  
AS OF DECEMBER 13, 2016  
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ARTICLE I
NAME AND PLACE OF BUSINESS

Section 1. **Name.** The name of this Corporation shall be High Plains Recreation Association, Incorporated, herein referred to as the Corporation. The Corporation being Indian Hills Golf Course, Yuma Gun Club, and the restaurant/caddy shack, herein referred to as "Clubhouse", located at 5294 County Road 39, Yuma, CO 80759.

Section 2. **Place.** The principal place of doing business and office of the Corporation in the State of Colorado shall be located in the High Plains Recreation Association Clubhouse at 5294 County Road 39, Yuma CO 80759.

ARTICLE II
MEMBERSHIP, ASSOCIATION FEE AND DUES

Section 1. **Classes of Members.** The Corporation shall have one class of members. The Treasurer of the Board of Directors shall maintain a list of all members.

Section 2. **Association Fee.** Before becoming a member of the Corporation, an association fee (see Dues) must be paid. This association fee is a determination of the Board of Directors. A single membership will receive one vote. A couple membership will receive each one vote. A family membership will receive one vote for each of the two adults. Children of family memberships do not receive any voting rights. This association fee is non-transferable and not redeemable. For accounting purposes, this association fee will be treated similar to a regular membership fee.

Section 3. **Dues.** Annual dues in the amount to be determined by the Board of Directors shall be payable by all members. Dues will be considered delinquent if not paid by January 31st of each year, at which time the member loses all membership privileges. Finance plans in hardship cases may be applied for through the Board of Directors.

Section 4. **Voting Rights.** Only current members of HPRAI as described in Article II, Section 2 will receive notice of and be able to vote, either in person or by proxy, at annual or special meetings.

Proxy voting shall be allowed, with an official Proxy Ballot and Notice of Annual Meeting being mailed to members on or about 30 days before planned date of the Meeting. The official Proxy Ballot must be signed and dated to be valid. This official Proxy Ballot must be received by the Board of Directors or the Election Inspectors appointed in time for the Meeting. Returning a Proxy Ballot will not prevent a Member from voting in person at the Meeting. A member may revoke a Proxy Ballot by attending the Meeting and voting in person.

Votes cast in person or by proxy ballot at the Meeting will be counted by the persons appointed by the Board of Directors to act as Election Inspectors for the Meeting.

Section 5. **Termination of Membership.** The Board of Directors, by affirmative vote of five (5) Board Members, may suspend or expel a member for cause after an appropriate hearing.

ARTICLE III
MEETINGS OF MEMBERS

Section 1. **Annual Meeting.** The annual meeting of the members shall be 60 days prior to or 60 days after December 31st for the purpose of electing Directors and for the transaction of any business that may properly come before the Board.

Section 2. **Special Meetings.** Special meetings of the members for any stated purpose, unless otherwise prescribed by statute, may be called by the Board of Directors.

Section 3. **Place of Meeting.** Meetings shall be held at the Clubhouse, except that the Board of Directors may by Resolution designate any place, either within or without the State of Colorado, unless otherwise prescribed by statute, as the place of meeting for any regular, special, or annual meeting called.

Section 4. **Notice of Meeting.** Mailed or emailed written notice or printed notice in the Yuma Pioneer stating the place, day and hour of the meeting and, in case of a special meeting, the purpose(s) for which the meeting is called shall be provided. Notice shall be delivered/printed not less than ten (10) days before the date of the meeting. The notice of meeting shall be deemed to be delivered when emailed or deposited in the United States mail addressed to the member at his or her physical or electronic address as it appears on the records of the Corporation.

Section 5. **Quorum.** A Quorum for the transaction of business at an annual meeting shall consist of the presence of, in person or by proxy, 10% of the current membership that holds a voting right.

Section 6. **Order of Business.** The order of business at the regular meeting and, insofar as possible at all other meetings, shall be that prescribed in the most recent revision of Robert's Rules of Order and all questions of procedure shall be thereby governed.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. **General Powers.** The business and affairs of the corporation shall be managed by its Board of Directors (herein referred to as the "Board").

Section 2. **Number, Tenure and Qualifications.** There will be a total of seven (7) Directors, each serving for a period of three (3) years. Terms will be offset so no more than three (3) Directors will be elected at the same time. Directors now serving will continue throughout their elected terms. In the election of Directors, the candidates receiving the highest number of votes shall be elected. A Director must be a current HPRAI member in good standing.

If not already a Director, the president/director of the Women's League and Men's League will set on the board in a non-voting, advisory capacity.

Section 3. **Regular Meetings.** Regular meetings shall be conducted on a monthly basis, unless extraordinary circumstances dictate otherwise. Place of meetings shall be the Clubhouse. Specific date and time to be posted on the HPRAI bulletin board in the Caddy Shack. If the Board holds additional meetings, changes the date or time of a regular Board

Meeting, or holds the meetings elsewhere, such information will be posted at the Caddy Shack at least one week prior to the meeting.

Section 4. **Special Meetings.** Special meetings of the Board may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meeting of the Board called by them within reason.

Section 5. **Notice.** Notice of any special meeting shall be communicated to all Directors in a timely manner. Method of notification is unspecified, but there must be an acknowledgement that the notification was received. Leaving a message does not constitute notification. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 6. **Quorum.** A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. **Manner of Action.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 8. **Resignation/Removal.**

- a) Any Board Director may resign at any time. Such resignation shall be made in writing and submitted to the President or Vice-President and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the President/Vice-President. The acceptance of a resignation shall not be necessary to make it effective.
- b) Any Board Director may be removed by the Board whenever, in its judgment, the best interests of the Corporation would be served thereby. The Board Director being considered for removal shall be given at least two (2) weeks prior notice of the meeting for such action and shall have the opportunity to address the Board at that meeting. The removal of a Board Director shall require four (4) affirmative votes.
- c) Any Board Director missing three (3) consecutive meetings or five (5) total meetings during a calendar year shall be considered for removal under the provisions in paragraph 8(b), above.

Section 9. **Vacancies.** It is recommended that the person getting the next most votes in the last election be asked to fill a vacancy. If that person declines or there is no such person, the Board may solicit any HPRAI member. Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill the vacancy shall be elected until the next annual election. A successor will then be elected for the unexpired term of his or her predecessor in office.

Section 10. **Compensation.** Directors shall not receive any stated salaries for their services as Board Members but may be compensated for their reasonable expenses of conducting Corporate business. However, if a Board member regularly provides extra service, such as daily bookkeeping, the Board may vote to compensate said Board member for such services.

ARTICLE V
EMERGENCY MEETINGS

Section 1. **Emergency Meetings.** Emergency meetings of the Board may be called by or at the request of any Director. The person or persons authorized to call the meeting may fix the place for holding any emergency meeting of the Board called by them within reason. The person or persons calling the meeting shall attempt to notify every Board member of the emergency meeting. A majority of the Board shall constitute a quorum for the transaction of business. Any emergency motions shall require four (4) affirmative votes to pass.

ARTICLE VI
OFFICERS

Section 1. **Officers.** The Officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by the members of the Board. Such other officers as may be deemed necessary may be elected or appointed by the Board. The offices of Secretary and Treasurer may be held by the same person.

Section 2. **Election and Term of Office.** The Officers of the Corporation shall be elected annually by the members of the Board during the first meeting following the Annual Meeting. Each Officer shall hold office until his or her successor has been duly elected or until he or she has been removed in the manner hereinafter provided.

Section 3. **Removal.** Any officer or agent elected or appointed by the Board or members may be removed by the Board whenever, in its judgment, the best interests of the Corporation would be served thereby. Such removal shall be held without prejudice to the contract right, if any, of the person so removed. The removal of an Officer or agent shall require four (4) affirmative votes.

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

Section 5. **President.** The President shall be the principal executive officer of the Board and shall be in general supervision and control of all the business and affairs of the Corporation. He or she shall, when present, preside at all meetings of the members and of the Board. He or she may sign, with the Secretary or other proper Officer of the Corporation thereunto authorized by the Board, any deed, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except in cases where the signing or execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. In general, the President shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board from time to time.

Section 6. **Vice-President.** In the absence of the President, or in the event of his or her death, inability or refusal to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

Section 7. **Secretary.** The Secretary shall:

- a) Keep the minutes of the members and of the Board meetings;
- b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c) Prepare and cause to be delivered to the Colorado Secretary of State, between the first day of January and the first day of May of each year, a report on forms prescribed and furnished by the Secretary of State;
- d) If required, notify any financial institution that holds HPRAI funds (checking account, savings account, CD's, loans, etc.) of any change in Bylaws or Corporate Officers and provide documentation; 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 to him or her by the President or the Board.

Section 8. Treasurer. The Treasurer shall be responsible for the Corporation's income, expenses, assets, and liabilities. The Treasurer, in conjunction with the Finance Committee, shall direct the activities and work of accountants and bookkeepers to plan, budget, review, and report the Corporation's finances, disburse funds, file tax returns and pay taxes.

The Treasurer shall present to each member of the Board of Directors at each regularly scheduled Board of Directors' meeting updated and current copies of the Corporation's Profit and Loss Statement, Balance Sheet and list of proposed expenditures. At each regular or special meeting of the Board, the Board shall consider a motion to approve the proposed expenditures presented by the Treasurer. Other proposed, special or non-budgeted expenditures may be presented by any member of the Board and considered separately.

The Treasurer shall be authorized to sign and manage all depository bank accounts of the Corporation. However, the opening or closing of accounts or the disbursement of funds shall require the signature and acknowledgement of at least two (2) members of the Finance Committee.

The Treasurer shall keep a register of all Members in good standing of the Corporation and their contact information. The register shall be available in the Caddy Shack.

At each annual meeting of the Members, the Treasurer shall submit for the information of the Members a copy of the current list of members, proposed budget for the coming year, a year-end Balance Sheet and Profit and Loss Statement illustrating actual amounts, budgeted amounts, and previous year amounts for each line item.

Section 9. Finance Committee. The Finance Committee shall be comprised of the President, Vice-President, Secretary and Treasurer. The Finance Committee shall be knowledgeable about the Corporation's income, expenses, assets, and liabilities. The Finance Committee shall work in conjunction with accountants and bookkeepers to plan, budget, review, and report the Corporation's finances.

Members of the Finance Committee shall be authorized signers and managers of the Corporation's bank accounts. Disbursement of funds in any manner whatsoever shall require two (2) signatures by any two (2) members of the Finance Committee. Additionally, the Finance Committee shall review, approve, and sign all Federal and State tax returns and tax deposits.

The Finance Committee shall cause to be created an annual budget for consideration and approval of the entire Board. The annual budget shall be completed and approved by the Board

at or prior to the annual meeting each year. The budget shall then be presented to the general membership at the Annual Membership meeting each year.

ARTICLE VII
CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. **Contracts.** The Board may authorize any Officer or Officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a vote of the Board. Such authority may be general or confined to specific instances, and presented to any holder of a lease or lien.

Section 3. **Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by at least two (2) members of the Finance Committee.

Section 4. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank, trust companies or other depositories as the Board may select. All places of deposit used by the Corporation must be FDIC insured.

ARTICLE VIII
POWERS AND DUTIES OF MANAGER

The Board may employ for the Corporation a Manager for any or all of the separate entities (Indian Hills Golf Course, Yuma Gun Club, Clubhouse (restaurant/Caddy Shack) for which the Board is responsible. The Manager or Managers shall serve under the supervision and control of the Board. No Director shall serve as a Manager. Any Manager will carefully preserve and turn over to his successor all books, records, documents and correspondence pertaining to the business of the Corporation that may come into his or her possession.

ARTICLE IX
BOOKS AND RECORDS

The books and records of the Corporation and such papers as may be placed on file by vote of the Board shall be subject to inspection of any member of the Corporation during all reasonable business hours.

ARTICLE X
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December of each year.

ARTICLE XI
AUDIT

An audit, annual financial statement, and verification of the Corporation's Balance Sheet and Statement of Income and Expenses shall be performed by a Certified Public Accountant on an annual basis and supplied to any holder of a lease or lien and the Board as soon as possible, but in no case later than sixty (60) days following the end of each fiscal year

ARTICLE XII
WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the members or at least four (4) affirmative votes by the Board Directors present at any meeting, regular or special, if at least ten (10) days' notice is given of intention to alter, amend, repeal or adopt new Bylaws at such meeting.

ARTICLE XIV
DISSOLUTION

In the event of dissolution, either voluntarily or pursuant to order of a court of competent jurisdiction, and after the payment of all outstanding liabilities, all remaining assets shall be transferred to one or more corporations, groups, or other legal entities organized and operated exclusively for charitable, recreational, or educational purposes, or any combination of such purposes, on a not-for-sale basis.