Greenest Homeowners Association is a Colorado Nonprofit Corporation pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, C.R.S. 7-121-101, etc. The Association has all rights, duties and powers permitted by the Nonprofit Act. Sections of the Act may be modified by the Bylaws only for sections of the Act that include one of the following statements.

* “Unless otherwise provided in the bylaws”, or
* “Unless the bylaws provide for a longer or shorter period”, or
* “Unless the bylaws provide for a greater or lesser number”.

All applicable sections of the Nonprofit Act govern the Association even when not included or referenced in the Association Bylaws.

The current GHOA Amended Bylaws were drafted in 2012 (the 2018 revision changed only the Dues amount) and the Nonprofit Act of has undergone major revisions since 2012. The current Bylaws include unnecessarily restrictive provisions vs the requirements of the 2023 Nonprofit Act. (e.g. no voting by telecommunications or by proxy, meeting notice only by USPS first class mail.).

While there are other important updates needed to the Association’s current Bylaws, the changes to the Bylaws sections proposed below are needed for efficient operation of the Association.

**NOTICE OF MEETING**:

* GHOA Amended Bylaws Article IV Section 3 requires notice by USPS first Class mail.
* Modify to allow voting by any means permitted in the Nonprofit Act (C.R.S. 7-127-104, 7-127-105, and 7-121-402).

**Revised Bylaws Article IV Section 3.**

**Section 3. Notice of Meeting.** (C.R.S. 7-127-104, 7-127-105, 7-12-402).

(1) The Association shall give to each member entitled to vote at the meeting notice consistent with its bylaws of meetings of members in a fair and reasonable manner.

(2) Any notice that conforms to the requirements of subsection (3) of this section is fair and reasonable, but other means of giving notice may also be fair and reasonable when all the circumstances are considered.

(3) Notice is fair and reasonable if:

1. The Association notifies its members of the place, date, and time of each annual, regular, and special meeting of members no fewer than ten days, or if notice is mailed by other than first class or registered mail, no fewer than thirty days, nor more than sixty days before the meeting date.
2. Notice of an annual or regular meeting includes a description of any matter or matters that must be approved by the members or for which the members' approval is sought under C.R.S. sections 7-128-501, 7-129-110, 7-130-103, 7-130-201, 7-131-102, 7-132-102, and7-134-102; and
3. Notice of a special meeting includes a description of the purpose or purposes for which the meeting is called.

(4) If an annual, regular, or special meeting of members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place, if the new date, time, or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed under C.R.S. section 7-127-106, however, notice of the adjourned meeting must be given under this section to the members of record as of the new record date.

(5) When giving notice of an annual, regular, or special meeting of members, the Association shall give notice of a matter a member intends to raise at the meeting if:

1. Requested in writing to do so by a person entitled to call a special meeting; and
2. The request is received by the secretary or president of the Association at least ten days before the Association gives notice of the meeting

(6) Notice may be given in person; by telephone, telegraph, teletype, electronically transmitted, or other form of wire or wireless communication; or by mail or private carrier.

(7) Written notice by the Association to its members, if mailed, is correctly addressed if addressed to the member's address shown in the Association’s current record of members. If three successive notices given to a member have been returned as undeliverable, no further notices to such member shall be necessary until another address for the member is made known to the Association.

(8) Written notice by the Association to its members, if in a comprehensible form, is effective at the earliest of:

1. The date received;
2. Five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;
3. The date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
4. Thirty days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered, or certified postage affixed.

(9) Oral notice is effective when communicated if communicated in a comprehensible manner.

(10) Notice by publication is effective on the date of first publication.

(11) If articles 121 to 137 of the Nonprofit Act prescribe notice requirements for particular circumstances, those requirements govern.

(12) A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to members shall constitute a written notice or report if addressed or delivered to the member's address shown in the Association’s current list of members, or in the case of members who are residents of the same household and who have the same address in the Association's current list of members, if addressed or delivered to one of such members, at the address appearing on the current list of members.

**Section 3.1 Waiver of Notice** (C.R.S. 7-127-105)

(1) A member may waive any notice required by articles121 to 137 of this title or by the bylaws, whether before or after the date or time stated in the notice as the date or time when any action will occur or has occurred. The waiver shall be inwriting, be signed by the member entitled to the notice, and be delivered to the Association for inclusion in the minutes or filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver.

(2) A member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice.

**VOTING**

* GHOA 2012 Bylaws Article IV Section 5 does not allow voting by proxy, written consent, or telecommunications.
* Modify to allow voting by any means permitted by the Nonprofit Act (7-127-203, 7-127-108) including by proxy, telecommunication or electronic means.

**Revised Bylaws Article IV Section 5**

**Section 5. VOTING**. (C.R.S. 7-127-203, 7-127-108).

Each membership shall be entitled to cast one vote per lot as set forth in Section 1 of Article II on any issue on which members are entitled to vote. Each Lot shall represents one membership and one vote to be cast as its Owners determine.

Members may vote in person or by proxy. Voting may be in person, by electronic, telecommunication or absentee ballots. Absentee ballots must be requested from the Board of Directors.

**Section 5.1 Meetings by telecommunication**. (7-127-108)

Any or all of the members may participate in an annual, regular, or special meeting of the members by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 5.2 Proxies** (7-127-203)

(1) A member entitled to vote may vote or otherwise act in person or by proxy.

(2) Without limiting the manner in which a member may appoint a proxy to vote or otherwise act for the member, the following shall constitute valid means of such appointment:

1. A member may appoint a proxy by signing an appointment form, either personally or by the member's attorney-in-fact.
2. A member may appoint a proxy by transmitting or authorizing the transmission of a telegram, teletype, or other electronic transmission providing a written statement of the appointment to the proxy, to a proxy solicitor, proxy support service organization, or the person duly authorized by the proxy to receive appointments as agent for the proxy or to the Association; except that the transmitted appointment shall set forth or be transmitted with written evidence from which it can be determined that the member transmitted or authorized the transmission of the appointment.

(3) An appointment of a proxy is effective against the Association when received by the Association, including receipt by the Association of an appointment transmitted pursuant to paragraph (b) of subsection (2) of this section. An appointment is valid for eleven months unless a different period is expressly provided in the appointment form.

**COMPOSITION OF BOARD**

GHOA 2012 Amended Bylaws Article IX Section 2 provides the following. “*The Board of Directors shall consist of seven (7) or nine (9) members. The Board of Directors shall be composed of members of the Association. A service year shall be November 1 through October 31. Directors may serve a maximum of two (2) terms or four (4) years on the Board and will be eligible to serve again after one (1) year off the Board. Four Members shall be elected in odd years* *and five in even numbered years, plus any Directors needed to fill vacancies*.”

Proposed changes are the result of difficulty recruiting volunteers serve on the board, to provide needed flexibility and continuity in the operation of the board and to reflect how the board has been compelled to operate for the past several years.

Proposed Changes:

* + Provide a range of 7 to 9 Directors instead of fixed size of 7 or 9..
	+ Delete director term limits and staggered elections.
	+ Incorporate wording and provisions of C.R.S. 7-128-103 “*Number of directors*” and C.R.S. 7-128-105 “*Terms of director*”.

**Revised Bylaws Article IX Section 2**

**Section 2. COMPOSITION OF BOARD.** (C.R.S. 7-128-103, 7-127-105).

The board of Directors shall be composed of members of the Association*.* Directors shall be elected by the voting members at the annual meeting of the members.

1. The size of the board shall be range from a minimum of 7 directors and to a maximum of 9 directors.
2. The number of directors may be fixed or changed from time to time within the range by the voting members or the board of directors. (7-128-103)
3. The term of each director shall be two years and directors may be elected for successive terms. (7-128-105)
4. A service year shall be November 1 through October 31
5. A decrease in the number of directors or in the term of office does not shorten an incumbent director's term. (7-128-105)
6. The term of a director filling a vacancy expires at the end of the unexpired term that such director is filling. (7-128-105)
7. Despite the expiration of a director's term, a director continues to serve until the director's successor is elected, appointed, or designated and qualifies, or until there is a decrease in the number of directors. 7-128-105