

**Bylaws of
Metea Valley Community Association
(revised October 6, 2024)**

Article I Name:

The name of the organization shall be Metea Valley Community Association (MVCA).

Article II Purpose:

The purposes for which Metea Valley Community Association is organized are:

- a) To enhance the livability of the neighborhood by establishing and maintaining an open line of communication and liaison among property owners of the neighborhood.
- b) To provide an open process by which all residents of Metea Valley may involve themselves in the affairs of the neighborhood.
- c) To do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted, and engage in any lawful activity for which the association might have an interest in.
- d) For such other objectives as are approved by the Board of Directors (Board) or membership.

Article III Boundaries:

Boundaries of the community association shall include all residential and common property within the current or future boundaries of Metea Valley subdivision.

Article IV Membership:

Section 1 Qualifications: Membership in the Metea Valley Community Association shall be required of all property owners of Metea Valley located within the boundaries of Article III of these bylaws.

Section 2 Voting: All members as defined above shall be entitled to one vote per lot each to be cast during attendance at any general or special meeting of the Metea Valley Community Association. Unless otherwise specified in these bylaws decisions of the MVCA shall be made by majority vote of those members present at any duly constituted meeting of the Association.

Article V Financial Support:

All property owners, except for the President¹ and Treasurer², will be responsible for payment of annual dues or assessments established by the Board of Directors as provided for in these bylaws. In the event the neighborhood is managed by an outside firm, the President and the Treasurer shall be responsible for their dues and assessments.

¹ As voted upon at the 2013 Annual Meeting

² As voted upon at the 2006 Annual Meeting

Article VI Membership Meetings:

Section 1 General Membership Meetings: There shall be at a minimum an Annual meeting for the general membership each year. The Annual meeting shall be at a time and place to be determined by a majority vote of the Board of Directors to timely facilitate the financial activities of the Board. Notification of the Annual meeting shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists, or any other means of communication to reach all property owners. Such notification shall require a minimum seven-day advance notice.

Section 2 Special or Non-regular Meetings: Special meetings of the membership, board, or committees, may be called by the President or by a majority of the Board of Directors, or by 15 % of the property owners. Notification of a special or non-regular meeting shall include the reason for the meeting. Notifications shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists, or any other appropriate means of communication which can reach all members. Such notification shall require a minimum seven-day advance notice.

Section 3 Agenda: Subject to the approval of the Board, the President shall prepare the agenda for the Annual meeting or any special or non-regular meeting. Any member may add an item to the agenda by:

- a) submitting the item in writing to the Board at least seven days prior to the meeting or,
- b) Making a motion to the Board to add an item to the Annual meeting or any special or non-regular meeting at those respective meetings. Adoption of the item requires a motion second and majority vote to be considered.

Section 4 Quorum: A quorum at the Annual meeting shall be ten (10) property owners.

Section 5 Participation: Any general, special or non-regular, Board meeting, or committee meeting is open to any property owner who may wish to be heard regarding any item on the agenda. Only members of the Board or committee will be eligible to vote. All actions or recommendations of the Annual meeting, special or non-regular meetings will be communicated to all affected parties.

Section 6 Procedure: Robert's Rules of Order shall be followed in all areas not covered by these bylaws.

Article VII Board of Directors:

Section 1 Number: The Board shall determine the exact number of Board members/positions annually. There shall be at least five (5) and no more than nine (9) Board members.

Section 2 Eligibility: Only persons eligible for membership shall be qualified to hold and elected or appointed position.

Section 3 Terms of Office: Terms of office are staggered. The initial appointment for one (1) year, two (2) years, and three (3) years will be determined by the Board. Upon expiration of the initial terms of office, all re-appointments would be for three-year terms. A Board member may succeed himself or herself by the normal election process.

Section 4 Board Vacancies: The Board may fill any vacancy on the Board or committee by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term until his or her successor is elected.

Section 5 Election of Board Members: Board members shall be elected annually by a vote of the membership present at the Annual meeting. The names of all candidates for Board membership shall be placed in nomination by a nominating committee or the by the Board or by any member of the Metea Valley Community Association. Election requires a majority vote of the membership present with a quorum.

Section 6 Duties of Board Members: The Board shall have the following responsibilities and powers:

- a) Manage the daily affairs of Metea Valley Association.
- b) Make decisions and represent the interests of MVCA on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting or thru the Newsletter.
- c) Appoint committees to perform necessary functions and represent MVCA on specific topics.
- d) Establish an annual expense and income budget, recommending the necessary dues and/or assessments to the membership.
- e) Assure and enforce compliance with MVCA Community Covenants and Restrictions (CC and R's).
- f) Maintain common areas for the benefit of all residents.
- g) Enter into contracts with 'others' to assist in carrying out the daily activities of the association.
- h) Establish, communicate, and enforce necessary rules and regulations for the benefit of all residents.

Section 7 Election of Board Officers: Board members shall meet after the Annual meeting and, by majority vote of the Board members present, elect a President, Vice-President, Secretary, and Treasurer. The remaining Board members shall be members-at-large.

Section 8 Duties of Board Officers:

- a) President: The President shall preside at all board meetings and all membership meetings and shall perform such duties as the Board and membership from time to time authorize. The President shall represent the position of the Board and interests of MVCA.
- b) Vice-President: The Vice President shall perform the duties of the President in the President's absence and as authorized by the bylaws or regulations of the Board.
- c) Secretary: The Secretary shall record and maintain minutes of Membership and Board meetings; assist the President with correspondence and maintain non-financial files of MVCA. The Secretary will maintain a list of Board members and their terms.
- d) Treasurer: The Treasurer shall have charge of all funds belonging to MVCA. And shall receive and disburse funds for MVCA in a bank or financial institution in such manner designated by the Board. The Treasurer shall make financial reports to the Board and general membership at the Annual meeting and at other times as may be directed by the Board.

Section 9 Board Meetings:

- a) Regular Board Meetings: There shall be at least two (2) regular Board meetings per year. The meetings shall be convened at a date and time agreed upon by a majority of the Board members. Notification of Board meetings shall be by mail, newsletter, posted notice, telephone calls, electronic mail list, or any other means of communication that will reach a majority of Board members. Notifications shall require seven (7) days advance notice. Discussions via alternative communication methods may be used in time-sensitive situations.
- b) Special or Non-regular Board Meetings: Special or non-regular Board meetings of the Board may be called by the President, or by a majority of the Board. Notifications be by mail, newsletter, posted notice, telephone calls, electronic mail lists, or other means of communication that will reach a majority of the Board. Notifications shall require a seven (7) day advance notice.

- c) **Emergency Meetings:** Emergency meetings of the Board may be called by the President or by a majority of the Board as deemed necessary. Notifications shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists, or any other means of communication that will reach a majority of the Board members. Notifications shall require not less than 24 hours notice to members of the Board.
- d) Board meetings are chaired by the President.
- e) **Quorum:** A quorum for Board meetings of MVCA shall be 4 members.
- f) **Voting:** Unless otherwise specified in these Bylaws decisions of the Board shall be made by majority vote of those members present at any meeting.

Section 10 Powers of the Board: The Board shall be responsible for all business coming before Metea Valley Community Association and for assuring that residents are informed of business that affects them through reasonable means of notification. The Board has the responsibility of acting in the best interest of MVCA but is not specifically bound to act according to the desire of the majority of members attending a particular meeting.

Section 11 Termination for Non-attendance: Board members failing to attend three (3) consecutive Board meetings may be terminated from the Board upon written notice.

Article VIII Committees:

There may be standing committees as designated by the Board and special committees as may be established by the President. Committees must have at least one (1) Board member on them.

Article IX Conflict of Interest:

A transaction in which a Director may have a direct or indirect conflict of interest may be approved by a vote of the Board if in advance of the vote by the Board all material facts of the transaction and the Director's interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives a affirmative vote of the majority of Directors who have no direct or indirect interest in the transaction. A transaction shall not be authorized by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of, or vote cast by a Director with a direct or indirect interest in the transaction, does not affect the validity of the action taken by the Board. The Director with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

Article X Grievance Procedures:

groups of homeowners are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.

Section 2 Eligibility to Grieve: Any property owner or group of property owners may initiate this grievance procedure by submitting a grievance in writing to the Board. Grievances are limited to complaints that the grievant has been harmed by a violation of the CC & R's, of these Bylaws, or has been directly affected by the outcome of a decision by the MVCA Board. Grievances must be submitted within 45 days of the alleged violation.

Section 3 Processing the Grievance: The Board shall appoint a Grievance Committee, consisting of three (3) members of MVCA, which shall review the grievance. The Grievance Committee shall hold a hearing in a timely manner and give the grievant and others wishing to present relevant comment and an opportunity to be heard. Deliberations of the Grievance committee shall be held in Executive session. Within thirty (30) calendar days of the conclusion of the hearing, the Committee shall forward its findings and recommendation to the Board.

Section 4 Final Resolution: Within thirty (30) calendar days from receipt of the Grievance Committee recommendation, the MVCA Board shall render a final decision on the grievance and notify the grievant of their decision in writing.

Article XI Procedure for Consideration of Proposals:

Section 1 Submission of Proposals: Any homeowner or group of homeowners may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, a standing or special committee, or general or special meeting.

Section 2 Notification: The proponent and members directly affected by such proposal shall be notified in writing of the place, day, and time the proposal will be reviewed not less than 24 hours in advance.

Section 3 Attendance: The proponent and affected homeowners may attend this meeting to make a presentation and answer questions concerning the proposals.

Section 4 Dissemination: MVCA Board shall record recommendations and dissenting views in meeting minutes

Article XII Public Meetings/ Public Records: MVCA shall abide by all requirements to the extent possible pertaining to public meetings and public records. Official actions and recommendations of the MVCA Board shall be documented in meeting minutes. The minutes shall include a record of attendance, and the results of any votes and recommendations, along with a summary of dissenting views. The minutes may be reviewed by any property owner within reasonable time requests. The minutes will be part of the Board documents.

Article XIII Nondiscrimination:

MVCA will not knowingly discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender, age, disability, national origin, income, or political affiliation in any of its policies, recommendations, or actions.

Article XIV Adoption and Amendment of Bylaws:

All amendments to these bylaws must be proposed in writing and be made available to all homeowners for reading prior to being read at a general meeting before voting for their adoption. Notice of a proposal to amend the bylaws, specifying the date, time, and place for consideration, must be provided to all homeowners with a minimum of seven (7) days before voting.

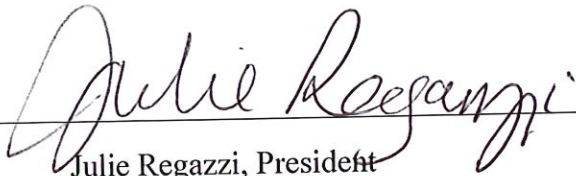
Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the homeowners present at a general meeting.

Originally Adopted: March 18, 2010
Annual Meeting Metea Valley Community Association

Bylaws revised: October 6, 2024
Adopted: February 25, 2025 @
Metea Valley Community Association Annual Meeting

Original Version: 1/17/2010
Revised: 10/6/2024

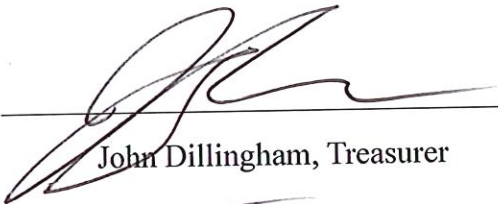
Date: 2/25/25


Julie Regazzi, President

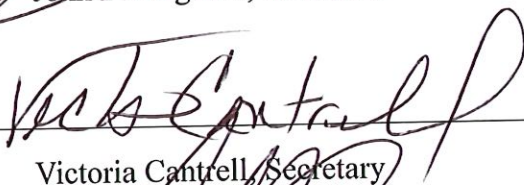
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Anne Tkacz, Vice President

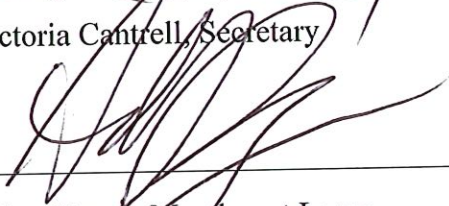
Date: 2/25/25


John Dillingham, Treasurer

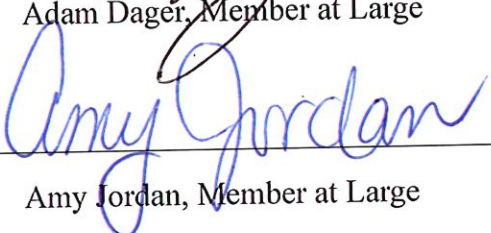
Date: 2-25-25


Victoria Cantrell, Secretary

Date: 2-25-25


Adam Dager, Member at Large

Date: 2/25/25


Amy Jordan, Member at Large

Date: 9-15-25


Scharee Zuccolotto, Member at Large