CONIFER MOUNTAIN NEIGHBORS BYLAWS

As approved and adopted by the Board of Directors on July 24, 2026.

This organization shall be known as Conifer Mountain Neighbors, Conifer, Colorado, a non-profit Colorado corporation.

ARTICLE I – PURPOSE

Section 1. General Purpose. This corporation is organized exclusively for charitable and educational purposes that qualify it for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. This corporation is organized for nonprofit purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons.

Section 2. Specific Purposes. The specific purposes for which this corporation is formed are:

a) To promote and support the civic, safety, and educational interests of the residents of the Conifer Mountain subdivision, Jefferson County, Colorado;

b) To foster a sense of community among residents by organizing and conducting neighborhood-based programs, services, activities, meetings and events for the benefit of the residents;

c) To provide educational resources and information to residents regarding wildfire risk awareness, defensible space, homeowners insurance, emergency preparedness, and other matters affecting community safety and welfare;

d) To serve as an educational forum to discuss issues affecting the Conifer Mountain subdivision residents;

e) To advocate for the interests of the Conifer Mountain subdivision residents; and

f) To engage in any other lawful activities that promote the educational and charitable purposes of the corporation, provided such activities are consistent with the purposes set forth herein and qualify under Section 501(c)(3) of the Internal Revenue Code.

Section 3. Powers. The corporation shall have all powers granted to nonprofit corporations under the Colorado Revised Nonprofit Corporation Act, as amended from time to time.

ARTICLE II – MEMBERSHIP AND VOTING

Section 1. Membership.

a) All lot owners in the Conifer Mountain Subdivision shall be eligible for membership so long as they continue to own a lot in said subdivision. "Owner" shall mean and refer to the record owner, whether one of more persons or entities, of fee simple title to any lot in the Conifer Mountain Subdivision.

b) The Conifer Mountain Filings 1 through 9 shall be defined as the Conifer Mountain Subdivision, as filed with Jefferson County, State of Colorado, and all subdivisions of filings or plots for subdivisions which have the name Conifer Mountain in them, or are located in the area contiguous to Conifer Mountain. Owners within any area contiguous to the Conifer Mountain Subdivision shall be eligible for membership upon approval of the Board of Directors.

c) Active members shall include those eligible members present at any annual or special meeting and have paid any applicable membership fee as set by the Board of Directors.

Section 2. Voting.

a) All voting at an annual or special meeting shall be done in person. All active members present at an annual or special meeting shall be eligible to vote on matters brought before the membership by the Board of Directors.

b) A quorum shall consist of active members present at any annual or special meeting, or as otherwise determined by the Board of Directors, regardless of the actual number of active members present or the total eligible membership.

ARTICLE III – BOARD OF DIRECTORS

Section 1. The affairs of the Conifer Mountain Neighbors shall be managed by the Board of Directors. The Board of Directors shall preserve, promote, and protect the interests of the corporation and its members, and it shall be responsible for the formulation of the general policy of the corporation in accordance with the wishes of its members. The Board of Directors shall supervise all transactions of the corporation and the conduct and work of its committees. The Board of Directors shall make all decisions with the best interests of the corporation in mind.

Section 2. The Board of Directors shall consist of at least three (3) active members. The Board of Directors shall be elected by simple majority of the active members present at the annual meeting. The term of office shall be two (2) years.

Section 3. Two successive absences from the Board of Directors meeting by a Board of Director, without valid cause, may be considered a refusal to serve, and the Board of Directors may assume his/her resignation and appoint a new Board of Director in accordance with Article III, Section 5, of these Bylaws.

Section 4. Recall of a Board of Director can be initiated by twenty percent (20%) of the membership present at an annual or special meeting, and a majority vote of the members present.

Section 5. Vacancies. The Board of Directors shall fill vacancies on the Board of Directors by appointment and willingness to serve by the individual until the next annual meeting, at which time the members present at the annual meeting will elect the Board of Director for the unexpired term.

Section 6. The time and place of all Board of Directors meetings will be decided by the Board of Directors. A quorum will consist of a majority of the current Board of Directors members.

a) Regular Board of Directors meetings will be held at least twice annually.

b) Special Board of Directors meetings may be called at request of the President or any two Board of Director members.

Section 7. Voting at the Board of Directors meetings is limited only to the Board of Director members.

ARTICLE IV – OFFICERS

Section 1. The officers shall consist of a President, Vice President, Secretary, and Treasurer, and any other such positions as determined by the Board of Directors. Officers shall be elected from within the Board of Directors. If only three directors are serving, the Secretary shall also fulfill the duties of Vice President but shall have only one vote on Board matters. The term of office shall be two years or as otherwise determined by the Board of Directors.

Section 2. President - shall serve as the President of the corporation and Executive Officer of the Board of Directors; shall preside at all meetings of the corporation and of the Board of Directors; shall have general supervision of the officers and policies of the corporation.

Section 3. Vice President - shall execute all powers of the President in his/her absence, resignation, disability, or death; shall have other such duties as the Board of Directors may assign.

Section 4. Secretary - shall oversee and manage all records, documents, and papers; shall conduct the correspondence and maintain all the records of the corporation; shall take minutes and report on the proceedings of the Board of Directors and all meetings of the membership; shall notify the membership of all meetings.

Section 5. Treasurer - shall receive all revenues, pay all claims by check or draft co-signed by such officers as the Board of Directors may direct; shall deposit all moneys at a depository selected by the Board of Directors; shall maintain adequate record of all moneys received and paid out; may, at the discretion of the Board of Directors, enter into a good and sufficient security bond, paid for by the corporation; shall make reports at each meeting of the Board of Directors and at the annual meeting, and shall make such other reports as may be required.

ARTICLE V - ADMINISTRATION

Section 1. The corporation shall have one annual meeting each year, and other meetings or events throughout the year as the Board of Directors may determine.

Section 2. The Board of Directors shall establish any committee it deems necessary.

Section 3. All officers and the Board of Directors shall be reimbursed from the funds of the corporation for reasonable out-of-pocket expenses incurred in performing their duties as officers or Board of Directors of the corporation.

ARTICLE VI – AMENDMENTS

Section 1. Amendments to these Bylaws must be recommended by the Board of Directors and submitted at an annual or special meeting at which the vote will be taken. A two-thirds majority vote of the members present shall constitute passage and adoption of the amendment.

ARTICLE VII – INDEMNIFICATION

Section 1. Each person who acts as a Board of Director or officer of the corporation shall be indemnified by the corporation against expenses actually or necessarily incurred by him/her in defense of any action, suit, or proceeding in which he/she is made a party thereof by reason of his/her being or having been a Board of Director or officer of the corporation, except, in matters in which he/she shall be adjudged in such action, suit, or proceeding to being liable for gross negligence or willful misconduct, and except for any sum paid for the corporation in settlement of any action, suit, or proceeding based on gross negligence or willful misconduct in the performance of his/her duties. In the event of his/her death this indemnification shall extend to his/her legal heirs or and representatives.

ARTICLE VIII – CONFLICT OF INTEREST

Section 1. Any director, officer, or committee member who has a financial or personal interest in a matter before the Board of Directors shall fully disclose that interest to the Board of Directors and recuse him/herself from the discussion. The interested person shall not participate in discussion or vote on the matter and shall withdraw from the meeting during deliberation and voting. The remaining disinterested directors may approve of the transaction or arrangement only if they determine, in good faith and with reasonable care, that it is fair, reasonable, and in the best interests of the corporation. The minutes of the specific meeting shall reflect the disclosure, the abstention of the interested person, and the Board of Directors' final determination.

ARTICLE IX – INTERPRETATION

Section 1. The Board of Directors, by majority vote of the Board of Directors, shall be the final authority in the interpretation of the provisions of these Bylaws.

Adopted by the Board of Directors
of Conifer Mountain Neighbors
on July 24, 2026

BethLynn Maxwell

BethLynn Maxwell, President