



# HIGHLANDS RANCH

## COMMUNITY ASSOCIATION

# 2022-2023 Bylaws Committee

- First Bylaws committee meeting was on May 10, 2022
- Current members
  - Mark Dickerson – Chairperson
  - Nancy Smith – Vice Chairperson
  - Clinton Cave
  - Dennis Epperly
  - Rosabel Harrington
  - Pattie McGuinness
  - Michael Petruccelli
  - Frank Tezak
- Board Liaison – Monica Wasden



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- First Amendment – Article V, Section 5.3
- Qualifications of Delegates – Language is changed so that the qualifications for Delegate and Board Member are the same.
- Much of the original qualification language is superfluous.
- Best to align qualifications for Delegates and Directors to be the same.
- Makes it clear that only a “natural person” can be a Delegate, and that they have a property interest.
- Adopted unanimously.



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# 2022-2023 Bylaws Committee

- Second Amendment – Article VI, Section 6.12
- Chairperson of Meeting – Create Delegate Chair and Vice Chair to facilitate Delegate meetings. Delegate Chair would set the Delegate meeting agenda and serve as a liaison to the Board. Removes Board President as Chair of the Delegate meeting.
- Committee believes it would be best for Delegates to run their own meeting.
- Directors have indicated they prefer the Delegates run their own meeting.
- Adopted unanimously



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# 2022-2023 Bylaws Committee

- Third Amendment – Article VI, Section 6.7
- Quorum at Delegates' Meeting – Changes quorum from 51% to 50% plus one vote.
- This is a draft error in the original Bylaws.
- Reduces the number of lots to make a quorum from 16,286 to 15,968.
- Adopted unanimously.



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# 2022-2023 Bylaws Committee

- Fourth Amendment – Article VII, Section 7.4.A
- Section 7.4.A - Number of Directors – Increases the number of Board of Directors from Five (5) to Seven (7) members. Also spells out how the transition to seven will happen over the next few years.
- HRCA has had five Directors since its inception of 300 homes, but now has 31,934 lots. Adding two more Directors would provide greater representation.
- Highlands Ranch has grown from a small area to a very large area, with many different discreet neighborhoods.
- The area of Highlands Ranch is so large that many neighborhoods have no real visibility to all of the Directors, so problems may be overlooked.
- At no point would a majority of the Board come up for election in a single election year. (see Amendment Five section 7.5.A)
- Adopted unanimously.



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# 2022-2023 Bylaws Committee

- Fifth Amendment – Article VII, Section 7.5.A
- Section 7.5.A – Terms of Directors changed to three years.
- Creates a new term of office for each Directors from two (2) years to three (3) years.
- Requested by the Directors as they believe it takes a new board member a full year just to get up to speed.
- Committee willing to endorse the idea of a longer term of office if more directors are added in 7.4.A
- Three-year terms are phased in.
- Adopted unanimously.



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# 2022-2023 Bylaws Committee

- Sixth Amendment – Article VII, Section 7.5.C
- Term limits on Directors – Directors can only serve three (3) consecutive terms. If Director takes a term off, they can serve one (1) additional term. A partial term doesn't count against term limits.
- Committee believes nine consecutive years as a director is more than enough. “New Blood” is needed to revitalize the Board from time to time.
- Recommended 6-1



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# 2022-2023 Bylaws Committee

- Seventh Amendment – Article VII, Section 7.8
- Vacancies in Director positions – Vacant position open for longer than 90 days shall have a Special Meeting of the Delegates to elect a new Board member. Positions that become vacant with 90 days or less in the elected term would remain vacant until the next Regular election.
- Revises the procedure for filling vacancies on the Board of Directors.
- Removes the power of the Board to fill vacancy
- Committee believes that the Delegates should be filling vacancies on the Board
- Adopted unanimously.





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# 2022-2023 Bylaws Committee

- Eighth Amendment – Article VII, Section 7.4.B
- Section 7.4.B – Limits Board Members to only one Director per Delegate District.
- Establishes a new limit of no more than one Board member from the same Delegate District
- Committee Believes that as expansive as Highlands Ranch has become, it is both appropriate and necessary to make sure that all areas of Highlands Ranch have the opportunity to representation on the Board.
- Best and most workable solution Committee could devise to address the need to broaden representation.
- Adopted unanimously.