

LINCOLN COMMONS HOMEOWNERS ASSOCIATION

A COLORADO NON-PROFIT CORPORATION

NOTICE OF SPECIAL MEETING OF THE MEMBERS TO BE HELD AT 6:00 P.M. ON AUGUST 8, 2019

***AT THE
Security Fire Department Station 1
400 Security Boulevard
Colorado Springs, CO 80911***

To the Members of Lincoln Commons Homeowners Associationⁱ:

NOTICE is hereby given that a Special Meeting of the Members of Lincoln Commons Homeowners Association, a Colorado non-profit corporation (the “**Association**”), has been called by Lincoln Commons, LLC, the Declarant, and Jordon Guinane, President of the Association, pursuant to Section 5.6 of the Association’s Articles of Incorporation and Colo. Rev. Stat. §38-33.3-308(1), and will be held at the Security Fire Department Station 1, 400 Security Boulevard, Colorado Springs, Colorado 80911, on Thursday, August 8, 2019, beginning at 6:00 p.m. All capitalized terms not otherwise defined herein shall have the meaning set forth in the Association’s Articles of Incorporation and Declarationⁱⁱ.

MEMBERSHIP AND VOTING

The Members of the Association are the current record Owners of a Lot within Lincoln Commons Townhomes. There is one membership per Lot, and if a Lot is owned by more than one person or entity, then all such co-Owners shall share the privileges of such membership. Members shall have one vote for each Lot they own. If a Lot is owned by multiple co-Owners, then a majority of the co-Owners shall decide how to cast the vote allocated to such Lot. The Special Meeting of the Members is open to every Owner and to any person designated by an Owner in writing as the Owner’s representative.

The Association will have a list of the record Owners on hand and will verify that each individual is an Owner or designated Owner’s representative before providing a voting ballot. Please bring sufficient identification to verify your identity. If you have any questions on Ownership or need to update the designated representatives of an Owner, please contact Ashley at AshleyM.jelliott@gmail.com on or before August 6, 2019.

For more information, please refer to Article 4 and Article 5 of the Association’s Articles of Incorporation and Section 3.1 of the Association’s Declaration.

PURPOSES OF THE MEETING

The purpose of the Special Meeting of the Members and the proposed actions to be taken include:

1. To ratify the prior actions of the Declarant, the Association, its Directors, and Officers;
2. To adopt the Bylaws of the Associationⁱⁱⁱ;
3. To elect Owners to serve on the Association's executive Board of Directors^{iv}; and
4. To transact such other business as may properly come before the meeting.

On or prior to August 6, 2019, a copy of the agenda for the Special Meeting of the Members will be available at: www.LincolnCommonsHOA.com.

Pursuant to Colo. Rev. Stat. §38-33.3-308, the quorum requirement of the Special Meeting of the Members will be satisfied by the presence of Owners entitled to cast twenty percent of the total votes of the Associations. In this case, the presence of Owners entitled to cast 18 votes will satisfy the quorum requirements. If the quorum requirements are satisfied, the affirmative vote of a majority of the votes cast shall be necessary to approve any proposed action.



Jacque Guinane, Secretary

Colorado Springs, Colorado
July 26, 2019

ⁱ **NOTE:** The Declaration defines the Association as Lincoln Commons Homeowners Association, a Colorado nonprofit corporation. Declaration, ¶ 1.1. The Association was formed as a Colorado nonprofit corporation on March 31, 2016 by filing Articles of Incorporation with the Colorado Secretary of State's office. Prior to the Declarant's acquisition of the land for the Lincoln Commons development, a previous owner created Lincoln Commons Townhomes Owners Association, Inc., a separate nonprofit corporation intended to serve as the prior developer's owners association. Although that separate nonprofit corporation has a similar name, and its name has erroneously been used on certain notices or other documents for the Association, that separate entity has never served as the homeowners association for the Lincoln Commons development.

ii **NOTE:** “**Declaration**” means the Declaration of Covenants, Conditions and Restrictions of Lincoln Commons Townhomes recorded with the El Paso County Clerk and Recorder on April 18, 2016 at reception number 216040148.

Copies of the Association’s Articles of Incorporation and Declaration have previously been provided and are available at: www.LincolnCommonsHOA.com.

iii **NOTE:** In connection with its purchase of the land for the Lincoln Commons development, the Declarant received a copy of the proposed Bylaws for Lincoln Commons Townhomes Owners Association, Inc., the separate nonprofit corporation established by the previous owner, and erroneously believed them to be Bylaws of the Association. While they have never been formally adopted by the Association, the Bylaws for Lincoln Commons Townhomes Owners Association, Inc. were provided to the Members.

Colo. Rev. Stat. §7-122-106(2) states that if neither the Declarant (incorporator) nor the Board of Directors have adopted initial Bylaws, the Members may do so. Bylaws for the Association have never been formally adopted by the Declarant or the Board of Directors. One purpose of this special meeting of the Members of the Association is to allow the Members to approve and adopt the proposed Bylaws for the Association.

Enclosed as Attachment 1 is a copy of the proposed Bylaws of the Association, which the Members will be asked to vote upon and adopt as the Bylaws of the Association. The proposed Bylaws are also available at: www.LincolnCommonsHOA.com.

Enclosed as Attachment 2 is a description and discussion of the general nature of the terms of the proposed Bylaws and some important differences between the proposed Bylaws and the Bylaws of Lincoln Commons Townhomes Owners Association, Inc.

iv **NOTE:** A special meeting of the Members of the Association was held on February 20, 2019 to allow the Owners to elect Directors to serve on the Association’s Board of Directors. At that meeting, the following five Owners volunteered and were elected to serve on the Board: Jordon Guinane, Jacque Guinane, Michael Ferioli, Sandy Tilley, and Tori Mace. Upon review, the quorum requirements were not satisfied for the February 20, 2019 special meeting of the Members. Accordingly, the results of that election are not valid and those Owners have not been installed.

The Members will be asked to vote upon and elect Owners to serve on the Association’s Board of Directors. Each of the five Owners listed above have indicated a willingness to continue to serve on the Board of Directors. Additional nominations, including self-nominations may be made in advance by informing Ashley at AshleyM.jelliott@gmail.com on or before August 6, 2019, or such nominations may be made in person at the Special Meeting of the Members.