

**LIMITED AMENDMENT
TO THE BY-LAWS OF
PARK EAST SQUARE HOMEOWNERS ASSOCIATION, INC.**

THIS LIMITED AMENDMENT is made this 12th day of November, 2019.

RECITALS

The Park East Square Homeowners Association, Inc., a Colorado nonprofit corporation (“Association”), certifies that:

- A. The Board of Directors desires to amend its Bylaws currently in effect in order to revise the provisions related to Board action without a meeting and amendment in order to be consistent with default procedures and requirements under Colorado law.
- B. Pursuant to C.R.S. §7-130-201 of the Colorado Revised Nonprofit Corporation Act (“Act”), the Board may amend the Bylaws at any time to add, change or delete a provision unless: (1) the Act reserves such power to the members, (2) a particular bylaw expressly prohibits the Board from doing so, or (3) it would result in a change of the rights, privileges, preferences, restrictions, or conditions of a membership class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions or conditions of another class.
- C. None of the limitations set forth in Recital B applies with respect to this proposed Amendment. Accordingly, a majority of the Board of Directors present at a Board meeting at which a quorum of directors was present approved this proposed Amendment.

NOW THEREFORE, the Bylaws of the Association are hereby amended as follows:

I. Amendments.

A. **Repeal and Restatement.** Article IV, Section 5 is hereby repealed in its entirety and replaced with the following Article IV, Section 5:

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action, except the adopting of a rule or regulation, in the absence of a meeting, which they could otherwise have taken at a meeting, by:

- (a) Obtaining the unanimous verbal vote of all directors which vote shall be noted in the minutes of the next meeting of the Board and ratified at that time; or

(b) Providing written notice to each director of a proposed action to be taken. The notice shall include the date and time by which the directors must respond to the proposed action (“Deadline”) and shall state that failure to respond by the Deadline will have the same effect as abstaining in writing to a proposed action and failing to demand in writing that action not be taken without a meeting.

Upon receiving written notice of a proposed action each director, by the Deadline, may: (i) vote in writing for such action; (ii) vote in writing against such action; (iii) abstain in writing from voting; (iv) fail to respond or vote; or (v) demand in writing that action not be taken without a meeting.

(1) In the event a sufficient number of affirmative votes for the proposed action are cast in writing and not revoked by the Deadline, and equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted, then the action is taken unless one or more directors demands that the action not be taken without a meeting. In the event action is taken pursuant to this provision, the action shall be noted in the minutes of the next meeting of the Board and ratified at that time.

(2) Any director who in writing has voted, abstained, or demanded action not be taken without a meeting pursuant to this Section may revoke such vote, abstention, or demand in writing provided such revocation is received by the Association by the Deadline. A director's right to demand that action not be taken without a meeting shall be deemed to have been waived unless the Association receives such demand from the director in writing by the Deadline and such demand has not been revoked.

(c) Any action taken under subsections (a) and (b)(1) above shall have the same effect as though taken at a meeting of the directors and shall be effective at the end of the time stated in the notice for such proposed action.

A. Repeal and Restatement. Article XIII, Section 1 is hereby repealed in its entirety and replaced with the following Article XIII, Section 1:

Section 1. These Bylaws may be amended by either of the following:

(a) The affirmative vote of a majority of the members of the Board of Directors at a duly constituted meeting; provided, however, no amendment shall be made to the quorum requirement without the affirmative vote of Members pursuant to subsection (b);

or

(b) The affirmative vote of Members holding at least a majority of the votes entitled to be cast in the Association present and voting, in person or by

proxy, at a regular or special meeting of the Members called for such purpose at which a quorum is present, provided that notice has been sent to all Members pursuant to these Bylaws, and such notice sets forth that the meeting is being conducted for the purpose of amendment.

(b) Notwithstanding anything to the contrary in these Bylaws, these Bylaws may be amended by the Board of Directors, without Member approval, to comply with any statutory or judicial requirements.

II. No Other Amendments.

Except as amended by the terms of this Amendment and any prior amendments, the Bylaws shall remain in full force and effect.

By signature below, the President and Secretary of the Board hereby certify that at least a majority of the Board voted in favor of this Amendment at a regular or special meeting of the Board at which a quorum of directors was present.

**PARK EAST SQUARE HOMEOWNERS
ASSOCIATION, INC.,**
a Colorado nonprofit corporation



President



Secretary