



**Highlands Ranch Community Association
Bylaw Amendment Committee**

CHARTER

I. STATEMENT OF POLICY

This Charter establishes the Bylaw Amendment Committee (the "Committee") of the Board of Directors (the "Board") of Highlands Ranch Community Association, Inc. (the "HRCA"), the scope of the responsibilities of the Committee, and the manner in which those responsibilities shall be performed.

The primary purpose of the Committee is to review and propose amendments to the Amended and Restated Bylaws of Highlands Ranch Community Association, a copy of which is attached to this Charter as Exhibit A. The Committee shall have the authority to obtain advice or assistance from HRCA staff, consultants, and legal counsel, with the fees and costs of the same borne by the HRCA.

II. AUTHORITY FOR APPOINTMENT

This Committee is appointed pursuant to the authority stated in HRCA's existing Bylaws at Article VII, Section 7.10 and Article V, Section 5.1, the Community Declaration at Article IV, Section 4.2, and the Colorado Revised Nonprofit Corporation Act at C.R.S. § 7-128-206. The Committee and the Board will adhere to the Committee Appointment Policy adopted on November 18, 2008 and as amended September 21, 2010.

III. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee shall be comprised of one or more Delegates and/or Owners within HRCA who meet the requirements for Committee membership as set forth herein. The Committee shall comprise not more than nine voting members. It shall also include, as non-voting members, a member of HRCA staff and HRCA's general counsel or individuals designated by HRCA staff and HRCA's general counsel.

Each member of the Committee shall be appointed by majority vote of the Board, and shall serve until their successors are duly elected and qualified or their earlier resignation or removal. Any member of the Committee may be removed or replaced by the Board at any time and from time to time, in the Board's discretion, but any replacement must meet the qualifications for Committee membership set forth herein. Unless a chairman of the Committee is appointed by the Board, the members of the Committee may designate a chairman by majority vote of the full Committee membership.

IV. MEETINGS



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The Committee shall meet as often as it determines necessary. A majority of the members of the Committee shall represent a quorum of the Committee and if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee.

The Committee shall meet or consult with HRCA management and legal counsel as it deems necessary. The Committee shall maintain written minutes of its meetings. The Committee shall provide monthly updates to the Delegates. All regular and special meetings of the Committee shall be open to attendance by all members of HRCA or their representatives.

The Committee's meetings, consultation and communications with legal counsel, and minutes of such meetings, notes of such consultation, and such communications shall be confidential and protected from disclosure by the attorney-client privilege, and the Committee will take all necessary steps to preserve the privileged nature of those meetings, consultation and communications. No Committee member may disclose any matter protected by the attorney-client privilege, even if such Committee member is no longer on the Committee, without written consent of the Board and with the concurrence of legal counsel.

The Committee may invite to a meeting any other advisors or other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

V. COMMITTEE SCOPE, AUTHORITY, AND RESPONSIBILITIES

The Committee shall act in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in the manner it believes to be in the best interests of the HRCA. In furtherance of such obligations, it shall have the following authority and responsibilities:

A. Consult with HRCA management, legal counsel and other competent advisors as necessary to discuss contemplated amendments to the HRCA Bylaws. Such consultations may include but are not limited to discussions of process; analysis of language of proposed amendments; and considerations of the impact the proposed amendments may have on existing operations.

B. Direct HRCA management and legal counsel to either draft or revise proposed amendments and associated documents.

C. The Committee shall have the right to rely on information, opinions, reports, or statements of third parties as provided in C.R.S. 7-128-401.



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D. The Committee shall submit its proposed Bylaw amendments first to staff; then to legal counsel, and finally, to the Board for approval. Upon the Board's approval of the proposed Bylaw amendments, the Board shall cause the proposed amendments to be voted on by the Delegates as required by C.R.S. § 7-128-206(4)(b).

E. Upon Delegate approval of the amendments to the Bylaws, the Committee members shall be relieved of their responsibilities and the Committee shall be dormant until a majority of Delegates request the Board to reactivate and reappoint the Committee for future Bylaw amendments.

PRESIDENT'S

CERTIFICATION: The undersigned, being the President of Highlands Ranch Community Association, Inc., a Colorado nonprofit corporation, certifies that the foregoing Resolution was adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board of Directors on August 17, 2021 and in witness thereof, the undersigned has subscribed his/her name.

**Highlands Ranch Community
Association, Inc.,**
a Colorado nonprofit corporation

By: 
Its: President