

**AMENDMENTS TO THE
AMENDED AND RESTATED BYLAWS
OF THE HIGHLANDS RANCH COMMUNITY ASSOCIATION, INC.**

THE FOLLOWING AMENDMENTS to the Amended and Restated Bylaws of the Highlands Ranch Community Association, Inc. (“Amendment”) are effective the 22nd day of August, 2023.

RECITALS

WHEREAS, on November 14, 2017, the Amended and Restated Bylaws of the Highlands Ranch Community Association, Inc. (“Amended and Restated Bylaws”) were adopted by a vote of the requisite number of Delegates at a meeting of the Delegates held for the purpose of adopting such Amended and Restated Bylaws; and

WHEREAS, on November 29, 2017, the Amended and Restated Bylaws were recorded in the real property records of the Clerk and Recorder for Douglas County, Colorado at Reception No. 2017080631; and

WHEREAS, the Delegates of the Highlands Ranch Community Association desire to amend Section 5.3 of the Amended and Restated Bylaws to conform the qualifications of Delegates with the qualifications of Directors; and

WHEREAS, the Delegates of the Highlands Ranch Community Association desire to amend Section 6.7 of the Amended and Restated Bylaws to change the quorum requirements for meetings of the Delegates; and

WHEREAS, the Delegates of the Highlands Ranch Community Association desire to amend Section 7.5 A of the Amended and Restated Bylaws to provide for three year staggered terms for Directors and to preserve Section 7.5 B as currently written; and

WHEREAS, pursuant to Article XI, Section 11.1 of the Amended and Restated Bylaws, the Amended and Restated Bylaws may be amended, at a regular or special meeting of the Delegates called for such purpose, by a vote of a majority of quorum of Delegates present in person or by proxy at such meeting of the Delegates; and

WHEREAS, a majority of a quorum of Delegates at a meeting called in part for the purpose of voting on this Eighth Amendment, voted to approve this Eighth Amendment.

NOW THEREFORE, the Amended and Restated Bylaws are hereby amended as follows:

I. Article V, Section 5.3 of the Amended and Restated Bylaws is deleted in its entirety and replaced with the following:

5.3 Qualifications of Delegates. In order to qualify as a Delegate, a Person must (a) be a natural person, (b) an Owner of a Privately Owned Site within the Community Association Area, or the spouse of such an Owner, who is designated by the Owner as the authorized agent of the Owner, and (c) must reside within the Community Association Area. If a Privately Owned Site is owned by an Entity, a natural person who is an authorized agent of such Entity shall be qualified to be a Delegate if such Privately Owned Site is within the Community Association Area and such natural person resides within the Community Association Area. If a Privately Owned Site is owned by multiple Owners, each Owner shall be eligible to

be a Delegate. If a Delegate ceases to be an Owner of a Privately Owned Site within the Community Association Area, ceases to reside within the Community Association Area or if a Delegate, who is an authorized agent of his or her spouse, who is an Owner, or of an Entity, ceases to be such authorized agent, or if the spouse of the Delegate, on whose behalf the Delegate is acting as an authorized agent or the Entity of which a Delegate is an agent transfers title to his or her or its Privately Owned Site, such person's term as a Delegate shall immediately terminate and a new Delegate shall be elected as promptly as possible to fill such vacancy in the manner provided for in Section 5.7 of these Bylaws. Any Delegate who is more than sixty (60) days delinquent in payment of any Assessments, who is in violation of any provision of the Governing Documents of the Association for more than thirty (30) days, after notice and the opportunity for a hearing have been provided, or has been convicted of a felony shall not be qualified to be elected or serve as a Delegate. If a Delegate is not qualified to serve as a Delegate, the Delegate position shall be deemed vacant.

II. Section 6.7 of the Amended and Restated Bylaws is amended to change the quorum requirement for meetings of the Delegates from 51% of the votes of all Delegates to 50% of the votes of all Delegates plus 1 vote of a Privately Owned Site to establish quorum. Section 6.7 of the Amended and Restated Bylaws now reads in its entirety as follows:

6.7 Quorum at Delegates' Meetings. Except as may be otherwise provided in the Community Declaration, the Articles of Incorporation or these Bylaws, and except as hereinafter provided with respect to the calling of another meeting of Delegates, the presence in person or by proxy of Delegates entitled to cast at least 50% of the votes plus 1 vote of a Privately Owned Site shall constitute a quorum at any meeting of Delegates. Delegates present at a duly organized meeting of Delegates may continue to transact business until adjournment, notwithstanding the withdrawal of Delegates so as to leave less than a quorum. If the required quorum is not present at any meeting of Delegates, another meeting may be called, subject to the notice requirements hereinabove specified, and the presence of Delegates entitled to cast at least 25% of the votes of all Delegates shall, except as may be otherwise provided in the Community Declaration, the Articles of Incorporation or these Bylaws, constitute a quorum at such meeting.

III. Section 7.5 A of the Amended and Restated Bylaws is deleted in its entirety and replaced with the following:

A. For all Directors elected prior to the annual meeting of the Delegates held in March of 2024, the term of office for such Directors shall be for two years. Beginning with the class of Directors elected by the Delegates in March of 2024 as specified above in Section 7.4 of these Bylaws, the term of such Directors shall be for three year terms. For the class of Directors elected at the annual meeting of Delegates held in March of 2025 as specified above in Section 7.4 of these Bylaws, the term of such Directors shall be for three year terms. No class of Directors shall be elected at the annual meeting of Delegates held in March of 2026. Following the election of Directors in 2024 and 2025, the terms for these classes of Directors shall continue for three year terms until such time as the terms of Directors are amended in these Bylaws.

IV. Section 7.5 B of the Amended and Restated Bylaws as currently written is preserved as currently stated and provides as follows:

B. Any candidate for the office of Director shall file intent of his or her candidacy by completing all items on the Candidate Data Form provided by the Community Association Office, and filing said form with the Community Manager no later than 5:00 P.M., on the 45th day prior to the election of Directors.

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Highlands Ranch Community Association, Inc., a Colorado nonprofit corporation, and that the foregoing was approved by a majority vote of Delegates, voting in person or by proxy, at a duly called meeting of the Delegates in part for such purpose at which a quorum of Delegates was present.

Signed this ____ day of _____, 2023.

Secretary