

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

THIS FIRST AMENDMENT to the Amended and Restated Bylaws of the Highlands Ranch Community Association, Inc. ("First Amendment") is effective this ____ day of _____, 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, 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 First Amendment, voted to approve this First 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.”

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 called in part for such purpose at which a quorum of Delegates was present.

Signed this ____ day of _____, 2023.

Secretary

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

THIS SECOND AMENDMENT to the Amended and Restated Bylaws of the Highlands Ranch Community Association, Inc. ("Second Amendment") is effective this ____ day of _____, 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 6.12 of the Amended and Restated Bylaws to provide that a Delegate shall be elected to preside as Chairperson at all meetings of the Delegates and to also elect a Vice Chairperson to preside at any meeting of the Delegates at which the Chairperson is not present; 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 Second Amendment, voted to approve this Second Amendment.

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

I. Section 6.12 of the Amended and Restated Bylaws is deleted in its entirety and replaced with the following:

"6.12 Chairperson of Meetings. At the annual meeting of Delegates or at any other regular meeting of the Delegates or special meeting of the Delegates called for such purpose, the Delegates shall elect by a majority vote of quorum, a Delegate to serve as Chairperson of the Delegates for the limited purpose of presiding over all meetings of the Delegates and a Vice Chairperson to preside over any meeting of the Delegates at which the Chairperson is not present. From the date such Chairperson and Vice Chairperson are elected by the Delegates, such Chairperson and Vice Chairperson shall serve until the next annual meeting of Delegates. If a Chairperson or Vice Chairperson is no longer qualified to serve as a Delegate, resigns as Chairperson or Vice Chairperson or becomes incapacitated and is no longer able to serve as Chairperson or Vice Chairperson, at the next regularly scheduled meeting of the Delegates or at a special meeting of Delegates called for such purpose, the Delegates shall elect another Delegate to serve as Chairperson or Vice Chairperson, as applicable, until the next annual meeting of the Delegates. At a meeting of the Delegates called for such purpose, by a vote of a majority of quorum, the Delegates shall have the authority to remove a Chairperson or Vice Chairperson and to elect a Delegate to replace such Chairperson or Vice Chairperson until the next annual meeting of Delegates."

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 called in part for such purpose at which a quorum of Delegates was present.

Signed this _____ day of _____, 2023.

Secretary

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

THIS THIRD AMENDMENT to the Amended and Restated Bylaws of the Highlands Ranch Community Association, Inc. ("Third Amendment") is effective this ____ day of _____, 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 6.7 of the Amended and Restated Bylaws to change the quorum requirements for meetings of the Delegates; 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 in part 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 Third Amendment, voted to approve this Third Amendment.

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

- I. 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."

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

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

THIS FOURTH AMENDMENT to the Amended and Restated Bylaws of the Highlands Ranch Community Association, Inc. ("Fourth Amendment") is effective this ____ day of _____, 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 7.4 of the Amended and Restated Bylaws to increase the number of Directors from five to seven Directors; 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 Fourth Amendment, voted to approve this Fourth Amendment.

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

- I. Section 7.4 of the Amended and Restated Bylaws is deleted in its entirety and replaced with the following:**

"7.4 Number of Directors and Prohibition on Directors from the Same Delegate District Serving on the Board.

- A.** Until the annual meeting of Delegates which will be held in March of 2024, the number of Directors of the Community Association shall be five (5). At the annual meeting of Delegates which will be held in March of 2024, three (3) Directors shall be elected to fill the three (3) open seats on the Board with terms ending in March of 2024. At the annual meeting of Delegates held in March of 2025, two (2) Directors shall be elected to fill the two (2) open seats on the Board with terms ending in March of 2025. At the annual meeting of Delegates held in March of 2026, two (2) additional Directors shall be elected to serve on the Board to increase the total number of Directors of the Community Association to seven (7) and that number of Directors shall remain at seven (7) until such time as these Bylaws are amended to increase or decrease the number of Directors. The number of Directors may be increased or decreased from time to time by amendment of these Bylaws provided that the number of Directors shall not be less than three (3)

and no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.”

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

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

THIS FIFTH AMENDMENT to the Amended and Restated Bylaws of the Highlands Ranch Community Association, Inc. ("Fifth Amendment") is effective this ____ day of _____, 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 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 in part 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 Fifth Amendment, voted to approve this Fifth Amendment.

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

I. 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. For the class of Directors elected at the annual meeting of Delegates in March of 2026 as specified above in Section 7.4 of these Bylaws, the term of such Directors shall be for three year terms. Following the election of Directors in 2024, 2025 and 2026, the terms for these three classes of Directors shall continue for three year terms until such time as the terms of Directors are amended in these Bylaws.

II. 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

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

THIS SIXTH AMENDMENT to the Amended and Restated Bylaws of the Highlands Ranch Community Association, Inc. ("Sixth Amendment") is effective this ____ day of _____, 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 7.5 of the Amended and Restated Bylaws by adding Subsection C. to create term limits for Directors; 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 in part 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 Sixth Amendment, voted to approve this Sixth Amendment.

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

I. Subsection C. is added to Section 7.5 of the Amended and Restated Bylaws as follows:

"C. Beginning with the classes of Directors elected in 2024, 2025 and 2026, no Director shall serve more than three consecutive three year terms, without first taking at least three years off from serving on the Board of Directors after which that individual may serve for 1 additional 3 year term on the Board. If a Director is appointed by the Delegates to serve the remainder of the term of a previous Director who resigned, was removed from the Board or was unable to serve the remainder of their term, that partial term shall not be counted as a "term" for the purpose of calculating term limits."

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

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

THIS SEVENTH AMENDMENT to the Amended and Restated Bylaws of the Highlands Ranch Community Association, Inc. ("Seventh Amendment") is effective this ____ day of _____, 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 7.8 of the Amended and Restated Bylaws to specify how Delegates will fill vacancies on the Board of Directors; 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 in part 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 Seventh Amendment, voted to approve this Seventh Amendment.

NOW THEREFORE, the Bylaws are hereby amended as follows:

I. Section 7.8 of the Amended and Restated Bylaws is deleted in its entirety and replaced with the following:

"7.8 Vacancies in Directors. Except as provided for in Section 7.6 of these Bylaws, in the event of a vacancy occurring on the Board of Directors in which the remaining term of the vacant seat is ninety days or less, such seat shall remain vacant until the next annual meeting of the Delegates where the Delegates shall elect a Director to serve a full term for that seat. In the event of a vacancy occurring on the Board of Directors in which there are more than ninety days left on the term, a Special Meeting of the Delegates shall be called for the Delegates to elect a Director to fill the vacancy for the unexpired term of the vacant seat. A Director seat to be filled by reason of an increase in the number of Directors shall be filled only by a vote of the Delegates."

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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

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

THIS EIGHTH AMENDMENT to the Amended and Restated Bylaws of the Highlands Ranch Community Association, Inc. ("Fourth Amendment") is effective this ____ day of _____, 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 7.4 of the Amended and Restated Bylaws to add a provision to that Section to prohibit Directors from the same Delegate District from serving on the Board of Directors at the same time; 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. The following Subsection B. is added to Section 7.4 of the Amended and Restated Bylaws:

"B. At no time shall more than one Member from any Delegate District serve at the same time on the Board of Directors. If two or more candidates who are Members of the same Delegate District run for a seat on the Board of Directors at the same time, only that candidate receiving the highest number of votes from among them shall be eligible to serve on the Board of Directors. In addition, no Member from a Delegate District may run for a position on the Board of Directors if a current Director with an unexpired term is a Member of the same Delegate District."

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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