

# **AMENDED AND RESTATED BYLAWS OF FIRST HYLAND GREENS ASSOCIATION**

## **ARTICLE I INTRODUCTION AND PURPOSE**

Section 1 Introduction. These are the Bylaws of the First Hyland Greens Association, which Association shall operate under the Colorado Revised Nonprofit Corporation Act, as amended, and applicable provisions of the Colorado Common Interest Ownership Act, as amended ("Act").

Section 2 Purposes. The purposes for which the Association was formed are for those purposes set forth in the Association's Articles of Incorporation, including specifically, to preserve and enhance the value of the properties of members and to govern the Common Interest Community and the Common Area of Hyland Greens subdivision, a Planned Community situated in the county of Adams, State of Colorado as the Common Interest Community was created pursuant to the Declaration. Terms which are defined in the Declaration shall have the same meaning herein, unless defined otherwise in these Bylaws.

Section 3 Persons Subject to Bylaws. All present or future Owners, tenants, future tenants, guests or any person that might use or occupy, in any matter, the Properties and the facilities within the Common Interest Community, are subject to the terms and provisions of these Bylaws, and the other governing documents ("Documents") of the Common Interest Community. The mere acquisition, rental or use of a Lot will signify that the Documents of the Common Interest Community are acceptable, ratified and will be complied with.

## **ARTICLE II DEFINITIONS**

Section 1 "Association" shall mean and refer to the First Hyland Greens Association, its successors and assigns.

Section 2 "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants Conditions and Restrictions and amendments thereto, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3 "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4 "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5 "Owner" shall mean and refer to the record owner, whether one or more persons or entities of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6 "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the office of the Clerk and Recorder of Adams County, Colorado as amended from time to time.

Section 7 "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration; Members must be Owners.

Section 8 "Director" shall mean and refer to a member of the Board of Directors.

## **ARTICLE III MEMBERS**

Section 1. Members. Every Owner of a Lot is a Member of the Association. The Association shall have one class of Members.

Section 2. Memberships Appurtenant to Lots. Each Membership shall be appurtenant to the fee simple title to a Lot. The Member which has fee simple title to a Lot shall automatically be the holder of the Membership therefor, and the Membership shall automatically pass with fee simple title to the Lot. No Member may resign his, her, or its Membership without the conveyance of fee simple title to the Lot.

Section 3. Members' Votes. The Owners of each Lot shall be entitled to vote one vote for each Lot owned within the Common Interest Community.

Section 4. Voting by Joint Members. If there is more than one Owner of a Lot, the vote for such Lot shall be exercised as the persons holding such interest shall determine between themselves, provided that in no event shall more than one vote be cast with respect to any Lot. If, however, the Owners of a Lot are unable, within a reasonable time, to agree upon how they will vote any issue, they shall be passed over and their right to vote on such issue shall be lost. If the Owner of a Lot is an entity, the entity may designate a specific person who is authorized to cast the vote of the entity, and in the absence of a designation of a specific person, the vote of the entity may be cast by any authorized or apparent representative of the entity.

Section 5. Resolution of Voting Disputes. In the event of any dispute as to the entitlement of any Member to vote or as to the results of any vote of Members at a meeting, a disinterested majority of the Board of Directors shall act and the decision of the Board shall be final.

Section 6. Good Standing. No Member shall be entitled to vote who is not in good standing. Good standing means that the Member is no more than thirty (30) days late in the payment of any assessments, and who has none of his, her or its membership privileges suspended.

#### **ARTICLE IV MEETINGS OF MEMBERS**

Section 1 Annual Meeting. The annual meeting of the Members shall be held on a date selected by the Board of Directors during that year. The annual meeting must be scheduled within 90 days of the date the Board adopts a budget for the following fiscal year. At these meetings, the Directors shall be elected by the Members in accordance with the provisions of these Bylaws. The Members may transact other business as may properly come before them at these meetings. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Association.

Section 2 Special Meetings. Special meetings of the Members may be called at any time by the President, by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all the membership.

Section 3 Notice of Meetings. Written notice of each meeting of the Members shall be given by or at the direction of, the secretary or person authorized to call the meeting by mailing a copy of such notice postage prepaid, at least 10 days before and not more than 50 days in advance of such meeting to each Member entitled to vote thereat. The mailing shall be addressed to the Member's address last appearing on the books of the Association, the address appearing on the records of Adams County, or the address supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. The notice of any meeting must state the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the Declaration, the Articles, or these Bylaws, any budget changes, and any proposal to remove an officer or Director. Notice shall be physically posted in a conspicuous place, to the extent that such posting is feasible and practicable. Such physical posting is in addition to any electronic posting or electronic mail notices that the Board of Directors may determine to post.

Section 4 Quorum. The presence at the meeting of Members, in person or by proxy, entitled to cast one-tenth (1/10) of the votes of the total membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these By-laws. If however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5 Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary prior to the time the proxy is exercised. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot. A Member may appoint a proxy by signing an appointment form, either personally or by the Member's attorney-in-fact, in accordance with Colorado law. A proxy shall be valid for only the meeting specified. Appointment of a proxy is revoked by the person appointing the proxy: (a) attending any meeting and voting in person; or (b) signing and delivering to the Secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form. A proxy shall not be valid if obtained through fraud or misrepresentation.

Section 6 Vote Required at Members' Meetings. At any Members' meeting, if a quorum is present, in person or by proxy, a majority of the votes present in person or by proxy and entitled to be cast on a matter shall be necessary for the adoption of the matter, unless a greater percentage is required by law, the Declaration, the Articles of Incorporation or these Bylaws; except that in the case of elections in which there are more candidates than positions to be filled, the person (or persons if there is more than one position to be filled) receiving the highest number of votes cast shall be elected. Votes for contested positions on the Board shall be taken by secret ballot. At the discretion of the Board or upon the request of twenty percent of the Members who are present at the meeting or represented by proxy, a vote on any matter affecting the Association on which all Members are entitled to vote shall be by secret ballot. Ballots shall be counted by a neutral third party or by a committee of volunteers. Such volunteers shall be Members who are selected or appointed at an open meeting, in a fair manner, by the President of the Board or another person presiding during that portion of the meeting. The volunteers shall not be Directors and, in the case of a contested election for a Board position, shall not be candidates. The results of a vote taken by secret ballot shall be reported without reference to names, addresses, or other identifying information of Members participating in the vote. No Member is entitled to vote who is not in Good Standing.

Section 7 Acceptance or Rejection of Vote, Consent, Ballot, Waiver or Proxy. The Board of Directors is entitled to reject a vote, consent, written ballot, or proxy appointment if the Secretary of the Association, or the committee of volunteers authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the Owner.

Section 8 Member Participation at Meetings. All meetings of the Association and Board are open to every Member, or to any person designated by a Member in writing as the Member's representative, and Members or designated representatives so desiring shall be permitted to attend, listen, and speak at an appropriate time during the deliberations and proceedings; except that, for regular and special meetings of the Board, Members who are not Directors may not participate in any deliberation or discussion unless expressly so authorized by a vote of the majority of a quorum of the Board. The Board may place reasonable time restrictions on those persons speaking during the meeting but shall permit a Member or a Member's designated representative to speak before the Board takes formal action on an item under discussion, in addition to any other opportunities to speak. The Board shall provide for a reasonable number of persons to speak on each side of an issue. Upon the final resolution of any matter for which the Board received legal advice or that concerned pending or contemplated litigation, the Board may elect to preserve the attorney-client privilege in any

appropriate manner, or it may elect to disclose such information, as it deems appropriate, about such matter in an open meeting.

Section 9 Cumulative Voting Not Permitted. Cumulative voting by Members is not permitted.

Section 10 Order of Business. The order of business at any meeting of Members shall be as follows: (a) proof of notice of meeting or waiver of notice; (b) announcement of a quorum; (c) approval of minutes of preceding meeting; (d) other business; and (e) election of Directors (at annual meetings or special meetings held for such purpose).

## **ARTICLE V BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE**

Section 1 General Powers and Duties of the Board. The affairs of this Association shall be managed by the Board of Directors, and the Board shall have all powers necessary or desirable to permit it to do so. Without limiting the generality of the foregoing, the Board shall have the power to exercise or cause to be exercised all of the powers, rights and authority not reserved to Members in the Declaration, the Articles of Incorporation, these Bylaws, the Act or the Colorado Revised Nonprofit Corporation Act. The Board's authority with respect to the Common Area is exclusive.

Section 2 Qualifications of Directors. A Director shall be a natural person who is eighteen years of age or older and must be a Member or, if the Member is a limited liability company, partnership, corporation, trust or other type of entity, then a Director must be an authorized agent of such entity. If a Director conveys or transfers title to his or her Lot, then such Director's term shall immediately terminate and a new Director shall be selected as promptly as possible to take such Director's place. No two Directors shall be Members from the same household. No Member may serve as a Director if such Member is not in good standing with the Association as provided in Section 7 of Article III above. Any Member, or person who is related by blood, marriage, adoption, or who is a member, manager, shareholder, director, officer, agent, or employee of a Member, who is an adverse party to the Association in any legal proceeding or action shall not be qualified to serve as a Director for the duration of the proceeding. If a Member is not qualified to serve as a Director, the Director's position shall be deemed vacant, and the vacancy may be filled in accordance with Section 4 of this Article V.

Section 3. Numbers. The number of Directors shall be not less than 10 nor more than 15 directors. The number of directors (within the range of 10 - 15) shall be as determined by formal action of the Board from year to year.

Section 4 Term of Office. The Members shall elect directors for staggered terms of up to 3 years so that not more than one-half of the terms shall expire in any one year. Directors who are elected at the annual meeting of Members shall begin their term at the first meeting of the Board after the annual meeting of the Members. For Directors whose terms are expiring, their terms shall end at the beginning of the first meeting of the Board after the annual meeting of the Members. During the period of time between the annual meeting of Members and the first Board of Directors' meeting after, the Officers and Directors shall remain the same as those in place at the time of the annual meeting of Members and those Officers and Directors shall continue to act on behalf of the Association. When their terms are about to expire, current Directors may be re-elected at the annual meeting of Members or, after the annual meeting of Members, former Directors may be reappointed by the Board. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining Directors, whether or not such remaining Directors constitute a quorum, and shall serve until the expiration of the term of the Director being replaced.

Section 5 Removal. Any Director may be removed from the Board, with or without cause by a majority vote of the Members of the Association.

Section 6 Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of their duties.

## **ARTICLE VI NOMINATION AND ELECTION OF DIRECTORS**

Section 1 Nomination. Nominations for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting of Members. The Nominating committee shall consist of a Chairman, who shall be a Director and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, and the Committee shall attempt to nominate not less than the number of vacancies that are to be filled.

Section 2 Elections. Election to the Board of Directors at the annual meeting of Members shall be by secret written ballot except that when the number of people nominated is less than or equal to the number of vacancies, then a verbal vote of acclamation may be used instead of a written ballot. At such election, the Members or their proxies may cast, in respect to each vacancy one vote for each lot they own as provided under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Written ballots shall be counted by a committee of volunteer Members who are not Directors or candidates for a Board contested position. The volunteers shall be appointed at the meeting, in a fair manner, by the President of the Board or another person presiding during that portion of the meeting.

## **ARTICLE VII MEETINGS OF DIRECTORS**

Section 1 Regular Meetings. Regular meetings of the Board of Directors shall be held monthly at such place and hour as may be fixed from time to time by the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday or on another day determined by the Board.

Section 2 Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two Directors after not less than three (3) days notice to each director.

Section 3 Quorum. A majority of the current, actual number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4 Open Meetings. All regular and special meetings of the Board, or any committee thereof, shall be open to attendance by all Members or to any person designated by a Member in writing, and shall be subject to the Association's policy regarding conduct of meetings.

Section 5 Proxies. Section 5 Proxies. For purposes of casting a vote for or against a particular proposal, a director may be deemed to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Otherwise, a Director shall not be entitled to vote by proxy at any meeting of Directors.

Section 6 Officers at Meetings. The President shall act as chairman and the Secretary shall act as secretary at all meetings of the Members and the Board.

Section 7 Waiver of Notice. A waiver of notice of any meeting of the Board, signed by a Director, whether before or after the meeting, shall be equivalent to the giving of notice of the meeting to such Director.

Section 8 Action of Directors Without a Meeting.

a. Any action required to be taken or which may be taken at a meeting of Directors may be taken without a meeting if a notice stating the action to be taken and the time by which a director must respond is transmitted in writing to each Director and each Director, by the time stated in the notice, either: (i) votes in writing for such action; or (ii) votes in writing against such action, abstains in writing from voting, or fails to respond or vote and fails to demand that action not be taken without a meeting.

b. The notice required by this section shall state: (i) the action to be taken; (ii) the time by which a Director must respond; (iii) that failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time stated in the notice and failing to demand in writing by the time stated in the notice that action not be taken without a meeting; and (iv) any other matters the Association determines to include.

c. Action is taken under this section only if, at the end of the time stated in the notice: (i) the affirmative votes in writing for such action received by the Association and not revoked as hereafter provided in this section 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; and (ii) the Association has not received a written demand by a Director that such action not be taken without a meeting other than a demand that has been revoked pursuant to this section.

d. 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 time stated in the notice and such demand has not been revoked as provided in this section.

e. 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 received by the Association by the time stated in the notice.

f. Unless the notice states a different effective date, action taken pursuant to this section shall be effective at the end of the time stated in the notice.

g. A writing by a Director under this section shall be in a form sufficient to inform the Association of the identity of the Director, the vote, abstention, demand, or revocation of the Director, and the proposed action to which such vote, abstention, demand, or revocation relates. All communications under this section may be transmitted or received by the Association by electronically transmitted facsimile, e-mail, or other form of wire or wireless communication. For purposes of this section, communications to the Association are not effective until received.

h. Action taken pursuant to this section has the same effect as action taken at a meeting of Directors and may be described as such in any document. All writings made pursuant to this section shall be filed with the minutes of the meetings of the Board of Directors.

Section 9 Participation by Electronic Means. The Board may permit any Director to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

**ARTICLE VIII  
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section. 1 Powers. The Board of Directors shall have power to:

a. Adopt and publish rules and regulations governing: (a) the use of the Common Area and facilities and the personal conduct of the Members and their guests thereon and to establish penalties for the infraction thereof; and (b) for architectural control and covenant enforcement;

b. Suspend the voting rights and right to use the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing during the period of any infraction of published rules and regulations and up to 60 days thereafter;

c. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-laws, the Articles of Incorporation or the Declaration;

d. Declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

e. Employ a manager or such other professional or employees as they deem necessary and to prescribe their duties. The Association's contract with a managing agent shall be terminable for cause without penalty to the Association. Any such contract shall be subject to renegotiation;

f. Appoint committees to assist in the operation and management of the Association; persons appointed to committees must be Members; and

g. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not expressly reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;

Section 2 Duties. It shall be the duty of the Board of Directors to:

a. Cause to be kept minutes of its meetings which shall be open to inspection by Members;

b. Keep financial records sufficiently detailed to enable the Association to comply with the requirement that it prove statements of unpaid assessments. All financial and other records shall be made reasonably available for examination and copying by any Member and such Member's authorized agents;

c. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

d. As more fully provided in the Declaration to:

1. Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period.

2. Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of the due date for the payment of assessments; and

3. Pursue collection of unpaid accounts in the manner as determined by the Board of Directors, from time to time.

e. Procure and maintain adequate liability and hazard insurance on property owned by the Association and obtain insurance for errors of omissions by Directors and employees of the Association;

f. Cause all officers or employees having fiscal responsibilities to be bonded as it may deem appropriate;

g. Cause the Common Area and all improvements thereon to be maintained;  
and

h. Invest Association funds subject to any investment policy the Board may adopt which reflects the basic investment objectives of diversity, safety, liquidity and income return. At least annually, the Board shall make available to the Members information regarding the amount, type and rate of return, of the instruments, funds and accounts in which Association funds are invested or deposited.

## **ARTICLE IX OFFICERS AND THEIR DUTIES**

Section 1 Enumeration of Officers. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer who shall at all times be Directors and such other officers as the Board may from time to time create.

Section 2 Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3 Term. The officers of this Association shall be elected annually by the Board after the annual meeting of the Members and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4 Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period have such authority and perform such duties as the Board may from time to time, determine.

Section 5 Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign as an officer at any time by giving written notice (which may be electronically) to the Board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7 Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8 Duties. The duties of the officers are as follows:

(a) The PRESIDENT shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, promissory notes, mortgages, deeds and other written instruments; and shall co-sign checks as required by the Board.

(b) The VICE PRESIDENT shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such as may be required of him by the Board.

(c) The SECRETARY shall be the custodian of the records of the Association; shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the



Members; serve notice of meetings of the Board and of the Members; and shall perform such other duties as required by the Board.

(d) The TREASURER shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by resolution of the Board of directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; keep appropriate current records showing the Members of the Association together with their addresses; and shall prepare an annual budget for consideration by the Board; shall keep correct and complete financial records and books of account and records of financial transactions and condition of the Association and shall submit such reports thereof as the Board may, from time to time, require, including statements of unpaid assessments, and a statement of income and expenses to be represented to the membership at its regular annual meeting. The treasurer, assistant treasurer, a manager employed by the Association if any, or in their absence, any officer having access to the books and records of the Association may prepare, certify, and execute statements of unpaid assessments in accordance with Section 316 of the Act.

The Association may charge a reasonable fee for preparing statements of unpaid assessments. Any unpaid fees may be assessed against the Lot for which the certificate or statement is furnished.

## **ARTICLE X COMMITTEES**

The Association may appoint an Architectural Control Committee as provided in the Declaration<sub>1</sub> and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees, as deemed appropriate in carrying out its purposes.

## **ARTICLE XI BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member, subject to the Association's policy regarding inspection and copying Association records. All documents related to Association business which are held by any Director shall be open to inspection by any other Director even if those documents are working documents or preliminary documents not available to Members.

## **ARTICLE XII CORPORATE SEAL**

The Association may have a seal in circular form having within its circumference the words. First Hyland Greens Association, with the word "SEAL" in the center.

## **ARTICLE XIII ENFORCEMENT**

Section 1 Abatement and Enjoinment of Violations by Lot Owners. The violation of any of the Rules and Regulations adopted by the Board or the breach of any provision of the Documents shall give the Board of Directors the right, after notice and hearing in compliance with the Association's policies and procedures for covenant and rule enforcement. in addition to any other rights set forth in the Declaration or these Bylaws, to enjoin, abate or remedy by appropriate legal proceedings either at law or in equity, the continuance of any breach.

Section 2 Fines for Violations. In accordance with the Association's policies and procedures for covenant and rule enforcement, the Executive Board may levy reasonable fines for violations of the Declaration or rules.

**ARTICLE XIV  
INDEMNIFICATION**

The directors and officers of the Association shall not be liable for actions taken or omissions made in the performance of their duties except for wanton and willful acts or omissions. The directors, officers, committee persons and other volunteers serving the Association at the request of the Board shall be considered "Corporate Officials" as that term is used in the Colorado Revised Nonprofit Corporation Act, and shall be entitled to indemnification, as provided by Colorado statutes and in the Colorado Revised Nonprofit Corporation Act, the provisions of which are incorporated by reference and made a part of this document.

**ARTICLE XV  
AMENDMENTS**

Section 1 Amendments. These Bylaws may be amended, at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy.

Section 2 Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control. In the event of a conflict between the Declaration and the Articles of Incorporation, the Declaration shall control.

**ARTICLE XVI  
MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of October and end on the 30th day of September of every year, except that the first fiscal year shall begin on the date of incorporation.

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of First Hyland Greens Association, a Colorado nonprofit corporation, and that the foregoing Amended and Restated Bylaws were duly adopted by a majority of the Members of the Association present in person or by proxy at the annual meeting of the Members at which a quorum was present held on the 10th day of November, 2009, and constitute the Bylaws of said Association.

Signed this 19th day of November, 2009.

*The original minutes are signed by the Secretary and are held as part of the First Hyland Greens Association's records. For security reasons the signature is not shown on this electronic copy.*

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Secretary