

BYLAWS OF
River's Edge at Southmont Subdivision Property Owners Association

These Bylaws are entered into and effective this 7th day of October, 2019, by and between the River's Edge at Southmont Subdivision Property Owners Association ("Association"), a Colorado nonprofit corporation. These Bylaws supersede any and all prior versions for the Association.

ARTICLE I
GENERAL

1.1 Provisions The Association is organized under the Colorado Revised Nonprofit Corporation Act, Articles 121 - 137 of Title 7 of the Colorado Revised Statutes (the "Corporation Act"), as amended. The purpose of the Association is set forth in the Articles of Incorporation for the Association, and is to serve as the Lot Owners' Association for Rivers Edge, which is an association created pursuant to the Colorado Common Interest Ownership Act, Article 33.3 of Title 38 of the Colorado Revised Statutes, as amended ("CCIOA"). Except as otherwise stated in these Bylaws, terms used in these Bylaws have the same meaning given those terms in the Declaration of Covenants, Conditions, and Restrictions (the "Declaration"). If they are not defined in the Declaration, the same meaning given those terms in CCIOA.

1.2 Notices. Unless specifically provided otherwise in CCIOA, the Declaration, the Corporation Act, or these Bylaws, all notices required to be given by or to the Association, the Board, the Association officers or Owners or Guests shall be in writing and shall be effective upon the following methods of delivery, hand-delivery, by USPS, email, website or community posting. Notices shall be sent no less than 10 days and no more than 50 days prior to any event conducted by the Board or the Owners.

1.3 Severability. The invalidity or unenforceability of any part of these Bylaws shall not impair or affect in any manner the validity, enforceability or effect of the balance of these Bylaws.

1.4 Conflicts in Documents In the event of any conflict among the provisions of:

- (a) CCIOA
- (b) the Declaration
- (c) the Articles of Incorporation
- (d) the Bylaws
- (e) policies
- (f) the Rules and Regulations.

CCIOA shall control unless CCIOA permits the Association Documents to control. Between the Declaration, Articles of Incorporation, Bylaws, policies, and Rules and Regulations, the Declaration shall control, between the Articles of Incorporation, Bylaws, policies and Rules and Regulations, the Articles of Incorporation shall control, and between the Bylaws, policies and the Rules and Regulations, the Bylaws shall control.

1.5 Waiver. No restriction, condition, obligation or provision contained in these Bylaws shall be deemed to have been repealed or waived by any failure to enforce these Bylaws, irrespective of the number of violations or breaches thereof which may occur.

1.6 Fiscal Year. The fiscal year of the Association shall be the calendar year.

ARTICLE II MEMBERSHIP

2.1 Membership Each person who is an "Owner," as defined in Article I Section 8 of the Declaration, is automatically a member of the Association. No Person who is not an Owner may be a member of the Association. A Person shall cease to be a member when that Person ceases to be an Owner.

2.2 Registration of Members Each Owner shall register with the Secretary of the Association or current Management Company, in writing, within thirty (30) days after taking title to a lot:

(a) the name and address of each Owner of the Lot or who has an interest in the lot and,

(b) the registered USPS address, email address and phone numbers of all Owners of the Lot.

2.3 Transfers. The interests, rights, and obligations of an Owner in the Association may be assigned, pledged, encumbered or transferred, but only along with and as part of the title to the Owner's lot or as otherwise specifically authorized by the Association Documents or by law. No Person shall be a member of the Association solely because such Person has a lien on or security interest in a Lot.

ARTICLE III VOTING

3.1 Entitlement. Votes and voting rights shall be allocated to each Lot, one vote is allocated to each lot.

3.2 Voting by Proxy. An Owner may cast the vote allocated to the Owner's Lot, and be counted as present at any meeting of the Owners, by executing a written proxy naming another Member entitled to act on that Owner's behalf, and delivering the same to the Secretary or current Management Company prior to the beginning of any meeting. Any proxy granted by an Owner expires at the end of the meeting.

3.3 Suspension. The Board may suspend the voting rights of a member for failure to comply with governing documents or defaulting on any other obligations to the Association.

3.4 Voting Register. The Secretary or current Management Company shall have available at each meeting a list of the Lot numbers, the names of the Owners, the name of the Person authorized to cast the vote allocated to a Lot with multiple Owners and a list of the holders Owner proxy votes.

ARTICLE IV MEETINGS OF OWNERS

4.1 Place. All meetings of the Owners shall be held at a place in the State of Colorado, reasonably accessible to the Owners, as may be designated by the Board in any notice

of a meeting of the Owners.

4.2 Annual Meetings. An annual meeting of the Owners shall be held in each fiscal year on a date, and at a reasonable time and place, designated by the Board. At each annual meeting of the Owners:

- (a) the Members who are to constitute the Board shall be elected
- (b) the President's report shall be made to the Owners on the activities and financial condition of the Association
- (c) any other matter that is included in the notice of the annual meeting, and is a proper subject for discussion or decision by the Owners, shall be considered and acted upon at the meeting.

4.3 Special Meetings. Special meetings of the Owners may be called by:

- (a) The President
- (b) A majority of the members of the Board
- (c) The Owners entitled to cast at least twenty percent (20%) of all votes in the

Association. Any such meeting called by Owners or by members of the Board shall properly notify the membership. The call for any special meeting of the Owners shall state the items to be listed on the agenda for the meeting. If an amendment to these Bylaws is proposed the agenda shall include the exact wording of the proposed amendment. In addition, if an amendment is to be considered on the agenda, the notification shall be made no less than twenty (20) days prior to the date of the meeting. The additional ten (10) days notification is to allow Owner comments regarding the proposed amendment to be sent to the Secretary or the Management Company. The business transacted at the special meeting shall be confined to the matters listed in the call for the meeting. The purposes for which the meeting is requested and held shall be lawful and consistent with the Association's purposes and authority under the Association Documents.

4.4 Executive Session The members of the executive board or any committee thereof may hold an executive or closed-door session and may restrict attendance to executive board members and such other persons requested by the executive board during a regular or specially announced meeting or a part thereof. The matters to be discussed at such an executive session shall include only matters enumerated below:

- (a) Matters pertaining to employees of the association or the managing agent's contract or involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee of the association;
- (b) Consultation with legal counsel concerning disputes that are the subject of pending or imminent court proceedings or matters that are privileged or confidential between attorney and client;
- (c) Investigative proceedings concerning possible or actual criminal misconduct;
- (d) Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure;
- (e) Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy;
- (f) Review of or discussion relating to any written or oral communication from legal counsel.

4.4.1 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.

4.4.2 Prior to the time the members of the executive board or any committee thereof convene in executive session, the chair of the body shall announce the general matter of discussion as listed above.

4.4.3 No rule or regulation of the board or any committee thereof shall be adopted during an executive session. A rule or regulation may be validly adopted only during a regular or special meeting or after the body goes back into regular session following an executive session.

4.4.4 The minutes of all meetings at which an executive session was held shall indicate that an executive session was held and the general subject matter of the executive session.

4.5 Notice of Meetings. Notification of meetings will be in accordance with Article 1.2.

4.6 Quorum/Adjournment. The presence, in person or by proxy, of Owners who have authority to cast more than twenty percent (20%), of all votes in the Association shall constitute a quorum at all meetings of the Owners for the transaction of any business that the owners are entitled to vote on. In the absence of a quorum, a majority of those present may nonetheless vote to adjourn the meeting and reconvene it at a later time. No vote or other binding action may be taken unless a quorum is present at the time of the action.

4.7 Agenda. The agenda for regular annual meetings of the Owners shall be established by the Board and shall be sent to all Owners along with the "Notice and Agenda" of the meeting.

4.8 Meetings for Telecommunication. Any or all of the Owners may participate in an annual or special meeting of the Owners by any means of communication by which all persons participating the meeting may hear each other during the meeting. An Owner participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE V BOARD OF DIRECTORS

5.1 Number and Qualification. The affairs of the Association shall be governed by a Board of Directors. The Board shall be composed of not less than three (3) nor more than five (5) Directors, each of whom shall either be Owners or be designated representatives of Owners that are corporations, partnerships limited liability companies, trusts or other entities that have the capacity to hold title to real estate.

5.2 Term of Office, the terms of office of the members of the Board shall be as follows:

- a) The term of office of the Directors of the Association shall be three (3) years.
- b) Elections of Directors shall be independent of each other.
- c) Regular elections will be conducted at the annual meeting of the Owners.
- d) Elections shall be held on a staggered schedule to provide continuity on the Board. The election cycle will be three years. Two directors will be elected the first and second year of the cycle. On the third year of the cycle only one director will be elected. The Secretary or the current Management Company will maintain the order of election cycle.

- e) A vacancy on the Board will remain unfilled until the next annual meeting of the Owners. If the vacated Director position occurs outside the normal election cycle, the members will also elect a successor to that Director position. The elected member will serve the remainder of the term of the vacated Director.
- f) No person shall serve more than two (2) consecutive full terms as a director.
- g) After being out of office for two (2) years, a person is eligible to be elected as a director.

5.3 Nominations. Nominations for election to the Board shall be made from the floor at an annual or special meeting of the Owners.

5.4 Powers. The Board shall have all powers necessary for the administration of the affairs of the Association and may exercise for the Association all powers and authority vested in or delegated to the Association by law or by the Association Documents, the powers of the Board shall include, without limitation, those powers specifically enumerated under CCIOA and the power to:

- (a) Adopt, amend and revoke Rules and Regulations and Policies not inconsistent with the Association Documents, as follows:
 - (i) regulating the use of the Common Elements;
 - (ii) regulating use of the Lots, and conduct of Owners and Guests, to the extent such use or conduct may jeopardize the health, safety or welfare of the other Owners and Guests, involve noise or other disturbing activity, or may damage the Common Elements or other Lots,
 - (iii) regulating animals,
 - (iv) regulating changes in the appearance of the Common Elements,
 - (v) implementing the Association Documents, and exercising the powers granted by this section and by other provisions of the Association Documents,
 - (vi) otherwise facilitating the operation of the Association,
- (b) Adopt and amend budgets for revenues, expenditures, and reserves, and levy and collect Assessments for Common Expenses from Owners;
- (c) Hire or retain, and discharge, property managers, managing agents and other employees, agents and independent contractors;
- (d) Institute, defend or intervene in litigation or administrative proceedings on matters affecting the Property or the Association, or with the consent of the Owners of the affected Lots, on matters affecting only those Lots;
- (e) Make contracts and incur liabilities;
- (f) Regulate use, maintenance, repair, replacement and modification of the Common Elements;
- (g) Cause improvements to be made to; or as a part of, the Common Elements;
- (h) Acquire, hold, encumber and convey in the name of the Association any right, title or interest to real estate or personal property, subject to the provisions of the Declaration or of CCIOA restricting the conveyance or encumbrance of the Common Elements;

- (i) Grant easements, leases, licenses and concessions through, over or under the Property, subject to the terms of the Declaration;
- (j) Impose and receive any payments, fees or charges for services provided to Owners and for the use, rental or operation of the Common Elements, other than Limited Common Elements that are located within a Lot or are allocated exclusively to a single Lot;
- (k) Impose charges for late payment of Assessments, recover reasonable attorneys' fees and other legal and administrative costs for collection of Assessments and other actions to enforce the power of the Association, whether or not suit is initiated, and after notice and an opportunity to be heard, levy reasonable fines for violations of the Rules and Regulations or other Association Documents.
- (l) Impose reasonable charges for the review, preparation, and recordation of amendments to the Declaration or Bylaws, statements of unpaid Assessments or furnishing copies of Association records;
- (m) Provide for the indemnification of its Directors, officers, and committee members and maintain Directors', officers', and or committee members' liability insurance;
- (n) Assign collaterally the Association's right to future income, including the right to receive future Assessments, subject to the requirements in the Declaration;
- (o) Provide for reasonable procedures, consistent with the Association Documents, governing the conduct of meetings and the election of Directors;
- (p) Appoint, regulate and dissolve committees; and
- (q) Exercise any other powers conferred by law or the Association Documents, or that are necessary and proper for the governance of the Association.

5.5 Meetings: An annual meeting of the Board shall be held promptly following each annual meeting of the Owners. At each annual meeting, the officers of the Association shall be elected. Other meetings of the Board shall be held in accordance with the following provisions:

- (a) Regular Board meetings shall be established to meet in the first month of each quarter. The dates may be changed by a majority of the Board Members and subject to notification as specified in Article 1.2.
- (b) Special meetings of the Board may be called by the President of the Association or by any two Directors. Notice of any special meeting shall be in accordance with Article 1.2. Agenda items for these special meetings shall be open to all members and included in the notice and agenda. Notice and Agenda of all Board meeting shall be sent to all Owners.
- (c) The Board shall permit any Director to participate in a regular or special meeting by or conduct the meeting through the use of, any means of communications 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.

5.6 Quorum and Voting. A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting thereof. No vote or other binding

action may be taken unless a quorum is present at the time of the action. A quorum shall include a minimum of three (3) Directors. Each Director shall have one vote. The vote of a majority of the Directors present at any meeting at which a quorum is present shall be sufficient to adopt any action. Proxies shall not be permitted.

5.7 Action Taken Without a Meeting. The Board may take, without a meeting, any action that it could take at a meeting except the adoption of policies or amendments, provided such action is authorized in writing signed by all Directors. Signatures of Directors on two or more counterparts of substantively identical documents shall be equivalent to signatures on the same document, and signatures transmitted digitally shall have the same effect as the originals.

5.8 Removal A Director may be removed from the Board, with or without cause, by a vote of sixty (60) percent of the votes represented by persons present or represented by proxy at any annual or special meeting of the Owners; provided, that

- (a) a quorum shall be present at the time the vote is taken,
- (b) the notice of the meeting at which removal is to be considered shall have stated such consideration as a purpose or agenda item for the meeting,
- (c) the Director to be removed shall have been given a reasonable opportunity to be heard at the meeting, and
- (d). A Director may also be removed by the Board if:
 - (i) such Director has more than two unexcused absences from meetings of the Board or meetings of the Owners within the preceding twelve (12) months, or
 - (ii) Assessments with respect to any Lot represented by such Director are more than sixty (60) days past due.

A vacancy resulting from the removal of a Director by the Board or a vacancy resulting from removal of a Director by the Owners will remain open until the next annual meeting.

5.9 Compensation. Except as may be authorized by Owners holding a majority of all votes in the Association, the directors of the Association shall receive no compensation for their services in such capacity. A Director or other Owner or Guest may, upon approval by the Board, be retained by the Association and be compensated reasonably for specific goods or services furnished to the Association by such Person in an individual capacity. Directors shall be reimbursed for reasonable out-of-pocket expenses properly incurred in the performance of their duties for the Association. The Board may adopt policies or guidelines regarding reimbursable expenses.

ARTICLE VI OFFICERS

6.1 Officers. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Board. The Board may from time to time elect other officers and designate their duties as in their judgment may be necessary to manage the affairs of the Association. A person may hold more than one office simultaneously, except those of President and Vice President.

6.2 Election. The officers of the Association shall be elected annually by the Board at its annual meeting and shall hold office at the pleasure of the Board.

6.3 Removal. Upon an affirmative vote of a majority of the members of the Board, any officer may be removed with or without cause.

6.4 President. The president shall be the chief executive officer of the Association and shall preside at all meetings of the Board and of the Association. The President shall have all of the powers and duties which are customarily vested in the office of president of a nonprofit corporation and executes all contracts and similar obligations on behalf of the Association as approved by the Board. The President shall have such other duties as may from time to time be prescribed by the Board.

6.5 Vice President. The Vice President, if any, shall take the place of the President and perform the duties of the office whenever the President shall be absent or unable to act.

6.6 Secretary. The Board hereby grants the Secretary authority to delegate administrative functions to a community managing agent. Delegation of the Secretary's administrative functions to a Management Company does not relieve the Secretary of the ultimate responsibility for the Secretary's duties. The Secretary shall be responsible for:

- a. recording the minutes of all meetings of the Board and the Association
- b. keeping the books and records of the Association
- c. all notices required by the Association Documents, the Corporation Act or

CCIOA

- d. executing certifying, recording and filing amendments to the Declaration Articles and Bylaws.

6.7 Treasurer. The Treasurer shall have responsibility for all financial assets of the Association, and shall be covered by a fidelity insurance in such sum and with such companies as the Board may require. The Board may delegate the Treasurer's administrative functions to a community managing agent, provided that such delegation shall not relieve the Treasurer of the ultimate responsibility for the Treasurer's duties.

The Treasurer or the current Management Company agent shall be responsible for:

- a. keeping the Association's financial books, assessment rolls and accounts
- b. maintaining the financial books of the Association in accordance with customary and accepted accounting practices
- c. submitting them to the Board for its examination upon request
- d. depositing all monies and other monetary assets of the Association in the name of or to the credit of the Association in depositories designated by the Board
- e. disbursing the funds of the Association as ordered by the Board.

The office of Secretary and Treasurer may be held by the same Board Member.

ARTICLE VII OPERATION OF THE PROPERTY

7.1 Budget and Assessment Procedures. The Board shall adopt, modify and distribute budgets and fix General and other Assessments. Surplus funds remaining after payment of or provision for common expenses and any prepayment of or provisions for reserves shall be retained in the Associations operating or reserve accounts.

7.2 Payment of Assessments. Annual General Assessments shall be due and payable

annually. Special Assessments shall be due when designated by the Board. All Owners shall be absolutely and unconditionally obligated to pay the Assessments levied pursuant to the Association Documents. No Owner shall have any right of withholding offset or deduction against the Association with respect to any Assessments or related late charges or costs of collection. Any rights or claims alleged by an Owner may be pursued only by separate action.

7.3 Default in Payment. If any Owner fails to pay any Assessment, on or before the date on which such Assessment or such installment is due, such Owner shall be in default of such Owner's obligations to the Association, and the following provisions shall apply:

- (a) The delinquent amount shall accrue interest at a rate specified by the Association documents. The Owner shall pay to the Association on demand or according to a payment plan negotiated with the Board.
- (b) late charges and legal fees shall be levied in accordance with the Associations CCR Policy #3, Collection of Unpaid Assessments, as may be amended from time to time by the Board and CCIOA.

7.4 Collections and Foreclosure of Liens of Unpaid Assessments. The Association has the right to levy a lien against a Lot for Assessments imposed by the Association, as more fully described in the Associations CCR Policy #3 Collection of Unpaid Assessments and CCIOA.

7.5 Records. In addition to those records the Association must maintain pursuant to CCIOA, the Board shall maintain at the registered office of the Association, and at any other place as the Board may determine, records of:

- (a) the actions of the Board
- (b) minutes of the meetings of the Board
- (c) minutes of the meetings with the Owners
- (d) names of the Owners and contact information
- (e) detailed and accurate records of the receipts and expenditures of the

Association.

7.6 Enforcement of Obligations. All Owners and Guests are obligated and bound to observe the provisions of the Polices, Rules and Regulations, other Association Documents and CCIOA. The Association may impose any or all of the charges, sanctions, and remedies authorized by the Rules and Regulations, Policies, other Association Documents, and CCIOA. The Association may take such action as appropriate to enforce and implement the Association's rights and to otherwise enable it to manage and operate the Association.

ARTICLE VIII AMENDMENTS

These Bylaws may be amended, and the amendment shall be effective upon the satisfaction of the following conditions:

8.1 Adoption of Amendments A meeting notice and the exact wording of the amendment and the reasoning for the proposed amendment(s) shall be sent according to Article 1.2 except the notice shall be delivered at least twenty (20) days prior to the date of the meeting at which the amendment(s) are to be considered. Owners may submit by email, written comments regarding the proposed amendment(s) to the

Secretary of the Board or the Management Company. Owners may also provide comments at the meeting prior to discussion of each amendment by the Board. After discussion of each amendment by the Board, the Board votes on the proposed amendment.

8.2 Amendments by the Board: The Board may propose amendments to the Bylaws at any time provided the notification process Section 8.1 has been followed.

8.3 Amendments by the members: Members may submit proposed amendments to the Board for consideration at any time provided the submittal is at least twenty (20) days prior to the next regular meeting or a special meeting. The amendment shall be clearly worded and may include justification for the amendment. This written material may be submitted to any member of the Board of Directors or to the Management Company.

8.4 Approval. After discussion of Owner inputs submitted by email or from the floor at the meeting when the voting is to occur, the Board will vote. The amendment will be adopted by a sixty (60%) percent vote of the entire Board of Directors.

8.5 Effective Date; Recording. The amendment shall be effective on the date of approval by the required vote of the Board. Amendments shall be attached to the existing Bylaws of the Association and shall be maintained by the Secretary of the Association or the Management Company along with the other permanent records of the Association.

ARTICLE IX INDEMNIFICATION

9.1 Authority to Indemnify Directors.

(a) The Association shall indemnify a person made a party to a proceeding because the person is or was a Director against a liability incurred in a proceeding if:

(i) The person's conduct was in good faith

(ii) The person reasonably believed:

(A) In the case of conduct in an official capacity with the Association, that the conduct was in the Association's best interests

(B) In all other cases, that the conduct was at least not opposed to the Association's best interests

(iii) In the case of any criminal proceeding, the person had no reasonable cause to believe the conduct was unlawful

(b) The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere*, or its equivalent, is not of itself a determination that the Director did not meet the standard of conduct described in Association documents.

(c) Except to the extent authorized by a court as provided in the Corporation Act, the Association may not indemnify a Director if

(i) In connection with a proceeding by or in the right of the Association in which the Director adjudged liable to the Association; or

(ii) In connection with any other proceeding charging that the Director derived an improper personal benefit, whether or not involving action in an official capacity, in which proceeding the Director was adjudged liable on the basis that he or she derived an improper personal benefit.

(d) Indemnification permitted in connection with a proceeding by or in the right of the Association is limited to reasonable expenses incurred in connection with the proceeding.

ARTICLE X **INSURANCE**

Insurance on Common Elements. The Association will provide and pay for fidelity insurance coverage and for liability and property damage insurance coverage for the Common Elements as required by law and the Associations governing documents. In addition, the Association may obtain insurance against such other risks, as it shall deem appropriate, including but not limited to personal liability insurance to protect directors and officers of the Association.

CERTIFICATION

IN WITNESS WHEREOF, we being the President and Secretary/Treasurer of the Board of Directors, certify that on the 7th day of October, 2019 a meeting of the Board of Directors was held and a quorum established, with four (4) directors present and one (1) director voting by proxy. We further certify that these amended Bylaws were approved by a unanimous vote of the Board of Directors as determined by the Bylaws in effect, dated October 8th, 1999.

THEREFORE, IN WITNESS WHEREOF, we, being the President and Secretary /Treasurer of the Board of Directors of the River's Edge at Southmont Subdivision Property Owners Association, have hereunto set our hands this 1st day of Nov 2019 2019.

Dan Campbell

Dan Campbell, President
Board of Directors
River's Edge at Southmont Subdivision
Property Owners Association

Barrie Riddoch

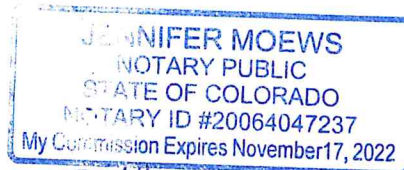
Barrie Riddoch Secretary/Treasurer
Board of Directors
River's Edge at Southmont Subdivision
Property Owners Association

STATE OF COLORADO)
)S.S.
County of Montrose)

The foregoing instrument was acknowledged before me this 1st day of November 2019, by Dan Campbell, President, and Barrie Riddoch, Secretary/Treasurer, both members of the Board of Directors of the River's Edge at Southmont Subdivision Property Owners Association.

Witness my hand and official seal:

My commission expires 11-17-2022



Jennifer Moews

**FIRST AMENDMENT TO THE BYLAWS OF THE
RIVER'S EDGE AT SOUTHMONT SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC.
a Colorado Non-Profit Corporation**

This Amendment to the Bylaws of the River's Edge at Southmont Property Owners Association is made and executed to be effective as of the 10th day of May, 2022, by the Executive Board of Directors of the River's Edge at Southmont Property Owners Association, Inc., a Colorado non-profit corporation ("Association").

WHEREAS, the Articles of Incorporation for the River's Edge at Southmont Property Owners Association, Inc. ("Articles"), were recorded on 7th day of September 1999, in the records of the Colorado Secretary of State at Reception No. 19991186540,

WHEREAS, the Declaration of Covenants, Conditions and Restrictions for the River's Edge at Southmont Property Owners Association ("Declaration"), was recorded on 8th day of January 2020 in the records of the Montrose County Clerk and Recorder at Reception No. 916910,

WHEREAS, the Bylaws, Articles and Declaration ("Governing Documents") of the River's Edge at Southmont Property Owners Association grant and assign the duty, authority, and responsibility to manage the affairs of the Association to the Executive Board of Directors,

WHEREAS, the Bylaws of the River's Edge at Southmont Property Owners Association specify in Article VIII (Amendments), the authority of the Executive Board of Directors to amend the Bylaws,

AND WHEREAS, pursuant to a duly called meeting of the Executive Board, the Executive Board wishes to replace Article V, Section 5.2.

NOW, THEREFORE, the Executive Board does hereby publish and declare that the Bylaws shall be amended as set forth below:

5.2 Term of Office, the terms of office of the members of the Board shall be as follows:

- a) The term of office of the Directors of the Association shall be two (2) years.
- b) Elections of Directors shall be independent of each other.
- c) Regular elections will be conducted at the annual meeting of the Owners.
- d) Elections shall be held on a staggered schedule to provide continuity on the Board. The election cycle will be two years. Two directors will be elected the first year of the cycle. On the second year of the cycle three directors will be elected. The Secretary or the current Management Company will maintain the order of election cycle.
- e) A vacancy on the Board will remain unfilled until the next annual meeting of the Owners. If the vacated Director position occurs outside the normal election cycle, the members will also elect a successor to that Director position. The elected member will serve the remainder of the term of the vacated Director.
- f) No person shall serve more than two (2) consecutive full terms as a director.
- g) That person who serves two (2) consecutive full terms as a director must be out of office for two (2) years before the person is eligible to be elected again as a director.

The undersigned certifies that the Association has complied with the Governing Documents:

RIVER'S EDGE AT SOUTHMONT PROPERTY OWNERS
ASSOCIATION, INC., a Colorado non-profit corporation,


By: Denise Davis, President