

**LIMITED AMENDMENT TO THE
BYLAWS OF
THE LODGE AT RIVERBEND HOMEOWNERS ASSOCIATION**

THIS AMENDMENT is made this 21 day of November, 2022.

RECITALS

The Lodge at Riverbend Homeowners Owners Association, a Colorado nonprofit corporation ("Association") certifies that:

- A. The Association desires to amend the Bylaws currently in effect in order to update the procedures under which the Board may take action outside of a meeting (i.e., vote by email).
- B. Article VIII of the Bylaws provides that "the Board may amend these Bylaws by unanimous vote at any regular or special meeting, provided a quorum is present at such meeting."
- C. The Board of Directors, by unanimous, vote hereby approves this Limited Amendment to the Bylaws of The Lodge at Riverbend Homeowners Owners Association (the "Limited Amendment").

NOW THEREFORE, the Bylaws of the Association are hereby amended as follows:

I. Amendments.

- a. **Repeal and Restatement. Article V, Section 5.17 is hereby repealed in its entirety and the following Article V, Section 5.17 is substituted:**

5.17 Consent to Corporate Action.

The directors shall have the right to take any action, except the adopting of a rule or regulation, in the absence of a meeting, which they could otherwise have taken at a meeting, by:

- (a) Obtaining the unanimous verbal vote of all directors which vote shall be noted in the minutes of the next meeting of the Board and ratified at that time; or
- (b) Providing written notice to each director of a proposed action to be taken. Such notice shall include the date and time by which the directors must respond to the proposed action and shall state that failure to respond by the time stated in the notice will have the same effect as abstaining in writing to a proposed action and failing to demand in writing that action not be taken without a meeting. Upon receiving written notice of a proposed action, each director, by the date and time provided for in such notice, may: (i) vote in writing for such action; (ii) vote in

writing against such action; (iii) abstain in writing from voting; (iv) fail to respond or vote; or (v) demand in writing that action not be taken without a meeting.

(1) In the event a sufficient number of affirmative votes for the proposed action, pursuant to these Bylaws, are cast in writing and not revoked by the time stated in the notice for such proposed action, the Board may take such action unless one or more directors demands that the action not be taken without a meeting. In the event action is taken pursuant to this provision, the action shall be noted in the minutes of the next meeting of the Board and ratified at that time.

(2) 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; provided such revocation is received by the Association by the time and date stated in the notice for such proposed action. 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 for such proposed action and such demand has not been revoked.

(c) Any action taken under subsections (a) and (b)(1) above shall have the same effect as though taken at a meeting of the directors and shall be effective at the end of the time stated in the notice for such proposed action.

II. No Other Amendments. Except as amended by the terms of this Limited Amendment, the Bylaws shall remain in full force and effect.

By signature below, the President of the Board hereby certifies and the Secretary hereby attests that the Board of Directors, by unanimous vote, approved this Limited Amendment at a regular or special meeting of the Board held on November 21, 2022.

THE LODGE AT RIVERBEND HOMEOWNERS OWNERS ASSOCIATION, a Colorado nonprofit corporation



President

Secretary