

**FIRST AMENDMENT TO BYLAWS OF RED MOUNTAIN RANCH OF GUNNISON  
COUNTY ASSOCIATION, INC.**

WHEREAS, on May 14, 1996, the Executive Board (the "Board") of Red Mountain Ranch of Gunnison County Association, Inc. (the "Association") adopted the Bylaws of the Association (the "Bylaws").

WHEREAS, the Association desires to amend the Bylaws to clarify the number of Directors, the length of term of Directors, and to implement staggered Director terms to promote Board continuity.

NOW THEREFORE, upon the affirmative vote of not less than two-thirds of the Board and upon the ratification and adoption by a majority of Lot and Unit Owners at the 2022 annual meeting, duly noticed at which a quorum of Directors and Lot and Unit Owners is present, all in accordance with Sections 2.1 and 9.1 of the Bylaws and Colorado law, the Bylaws of the Association are amended as follows:

1. Article II, Section 2.1 is amended and restated in its entirety as follows:

**Section 2.1 Number, Voting, Qualifications, and Term of Directors.**

(a) The affairs of the Common Interest Community and the Association shall be governed by an Executive Board which shall consist of five members.

(b) At each annual meeting of the Association, Directors shall be elected by Lot and Unit Owners by ballot, either oral or written, with the person receiving the highest number of ballots cast for such Director vacancy being declared elected.

(c) At the 2022 annual meeting of the Association, two Directors shall be elected with one serving a three-year term and one serving a four-year term. At the 2023 annual meeting of the Association, one Director shall be elected for a four-year term. At the 2024 annual meeting, two Directors shall be elected with one serving a four-year term and one serving a five-year term. At the 2025 annual meeting and each annual meeting thereafter, one Director shall be elected for a term of five years.

(d) Directors shall be Lot or Unit Owners. If any Lot or Unit is owned by a partnership or corporation, any shareholder, director, officer, partner or employee of that Lot or Unit Owner shall be eligible to serve as a Director and shall be deemed to be a Lot or Unit Owner for purposes of serving as a Director.

- (e) The Directors shall take office upon election.

Except as set forth above, the Bylaws shall remain unchanged.

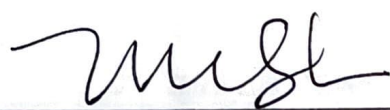
Duly approved and adopted by the Board of the Association upon the affirmative vote of not less than two-thirds of the Board and upon the ratification and adoption by a majority of Lot

and Unit Owners at the Association's annual meeting held on July \_\_, 2022 as duly noticed and at which a quorum of Directors and Lot and Unit Owners was present.

Red Mountain Ranch of Gunnison County  
Association, Inc.

By:  \_\_\_\_\_  
President

Attest:

  
\_\_\_\_\_  
Secretary

**RESOLUTION OF LOT AND UNIT OWNERS OF RED MOUNTIAN RANCH OF GUNNISON COUNTY ASSOCIATION, INC.**

WHEREAS, at the 2022 annual meeting of the Red Mountain Ranch of Gunnison County Association, Inc. (the "Association"), the Executive Board (the "Board") of the Association voted to approve the First Amendment to Bylaws of the Association (the "Amendment").

WHEREAS, attached to this Resolution as Exhibit A is the Amendment approved by the Board.

WHEREAS, the Amendment clarifies the number of Directors, establishes the length of term of Directors, and implements staggered Director terms to promote Board continuity.

WHEREAS, the Lot and Unit Owners have ratified and adopted through majority vote, the Amendment.

NOW THEREFORE, upon the majority vote of the Lot and Unit Owners at the 2022 annual meeting of the Association duly noticed at which a quorum of Lot and Unit Owners are present, all in accordance with Sections 2.1, 3.9, 3.10, and 3.11 of the Bylaws and Colorado law, the Lot and Unit Owners hereby state as follows:


At the July \_\_, 2022 annual meeting of the Association, the Board voted by no less than two-thirds of the Directors, to approve the Amendment attached hereto as Exhibit A. After approval by the Board, the Lot and Unit Owners approved by majority vote the ratification and adoption of the Amendment.

Duly ratified and adopted by the Lot and Unit Owners of the Association upon the majority vote of the Lot and Unit Owners at the Association's annual meeting held on July \_\_, 2022 as duly noticed and at which a quorum was present.

Red Mountain Ranch of Gunnison County  
Association, Inc.

By:   
\_\_\_\_\_  
President

Attest:

  
\_\_\_\_\_  
Secretary