

**FIRST AMENDMENT TO BY-LAWS OF GATEWAY CONDOMINIUMS
HOMEOWNERS ASSOCIATION**

This First Amendment to By-Laws of Gateway Condominiums Homeowners Association (this “First Amendment”) is adopted this ____ day of _____ at a regular meeting of the association upon an affirmative vote of not less than two-thirds (2/3rds) of the members present in person or by proxy of the of the Gateway Condominiums Homeowners Association, a Colorado nonprofit corporation (the “Association” or the “corporation”). The By-Laws of Gateway Condominiums Homeowners Association (the “By-Laws”) are amended as follows:

1. Section 2 of Article I of the By-Laws is amended and restated as follows:

Section 2. Compliance. All present and future owners or members of the Association and all tenants, future tenants, or any person using any part of the facilities or other property in Gateway Condominiums in any manner are subject to these By-Laws and all rules, regulations, policies, procedures, covenants and articles of the Association and Gateway Condominiums. The acquisition, lease, rental or use of any unit or facility in Gateway Condominiums by any person or entity constitutes the agreement and acceptance of such person or entity to comply with these By-Laws and all rules, regulations, policies, procedures, covenants and articles of the Association and Gateway Condominiums. Every Owner and tenant is responsible for ensuring compliance by all of such person or entity’s guests and invitees with all governing documents of the Association and, in the event that any breach or violation of the governing documents is caused by any guest or invitee, any Owner and any tenant, if any, shall be liable for the breach and violation by such guest or invitee.

2. Article III of the By-Laws is hereby amended and restated as follows:

Section 1. Annual Meeting. The annual meeting of the Association shall be held at the third (3rd) Thursday of July each year at 4:00 p.m. Mountain Standard Time (MST), unless the board of directors changes the same and provides such notice as required by these By-Laws and Colorado law. At the annual meeting, the membership shall elect the board of directors and transact such other business as may properly come before it.

Section 2. Special Meeting. Special meetings may be called by the Board of Directors or upon a written petition signed by a majority of the members. No business shall be transacted at a special meeting except as stated in the notice for such meeting except by the consent of three-fourths (3/4ths) of the owners present, either in person or by proxy.

Section 3. Notice of Meetings. Notice of the date, place, and time of an annual and any special meeting shall be given to each member of the Association at least ten (10) days prior thereto, either by delivering such notice to the member personally, or by mailing the same to him by United States mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the membership register of the Association or, if none, as it currently appears with the Gunnison County Assessor's office, with postage prepaid thereon. Alternatively, notice may be provided by email at least ten (10) days prior to the meeting by emailing the notice to the most recent email address on file with the Association for the member unless the member provides a written request to the Association for notice by United States mail only. If a sending error is received by the Association for notices sent by email, the Association will promptly mail the notice by United States mail as set forth above. Notices shall not be given more than sixty (60) days in advance of any meeting.

Section 4. Quorum. Twenty-five percent (25%) of the members of the Association in good standing and in actual attendance in person or by proxy at any annual or special meeting of the Association shall constitute a quorum at such meeting for the purpose of transacting business. Members present by telephone or other electronic communications shall be deemed present in person. To be present by telephone or other electronic communications, the member must be utilizing such telephonic or other electronic communications systems as are being provided by the Association for such meeting. The Association is under no obligation to provide access via telephone or other electronic communications nor does the Association guarantee that such methods of access will work when the Association attempts to employ them. The board of directors, in its sole discretion, may determine whether to attempt to employ such telephonic and other electronic communications methods at any time prior to giving the notice for such meeting. If a quorum be present, the affirmative vote of the majority of the members present at such meeting in person or by proxy and entitled to vote on the subject matter shall be the act of the membership, unless the vote of a greater number is required by the Articles of Incorporation, the laws of the State of Colorado, or the Condominium Declaration for Gateway Condominiums.

Section 5. Voting of Proxies. At all meetings of the members, a member may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. Such proxy must be filed with the secretary of the Association or any management company for the Association, if any is acting, before or at the time of the meeting. Such filing is accomplished whenever the secretary or management company, whichever is appropriate, actually receives the proxy

and may be accomplished, for example, by mail, hand delivery, and email. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

Section 6. Voting of Membership. If only one of the multiple owners of a unit is present at a membership meeting, he is entitled to cast the membership vote allocated to that unit. If more than one of the multiple owners is present, the vote allocated to their unit may be cast only with the unanimous consent of the multiple owners. There is unanimous consent if any one of the multiple owners present casts the vote allocated to the unit without protest being promptly presented to the person presiding over the meeting.

Section 7. Cumulative Voting. Cumulative voting for directors shall not be allowed.

Section 8. Order of Business. The order of business at the annual meeting, and as applicable at any special meeting, shall be as follows:

1. Roll call
2. Proof of notice of meeting
3. Approval of any unapproved minutes
4. Reports of officers and committees and any management company of the Association, if one has been retained
5. Election of directors
6. Unfinished business
7. New business
8. Adjournment

Section 9. Majority of Members. The term “majority of members” shall mean the owners of more than fifty percent (50%) of the condominium units or such smaller portion of the condominium units as may be applicable.

3. Section 1 of Article IV of the By-Laws is hereby amended and restated as follows:

Section 1. Number of Directors. The number of the board of directors shall be five (5).

4. Paragraph B of Section 2 of Article IV of the By-Laws is hereby amended and restated as follows:

B. To establish, make, amend, and enforce compliance with reasonable house rules and other rules, regulations, policies and procedures to, among other things, govern the operation, use and occupancy of the condominium project as well as such other rules, regulations, policies and procedures as appropriate to comply with Colorado law. All such rules, regulations, policies and procedures shall be adopted and amended only after notice is delivered to all the members,

setting forth the time and place of the meeting at which the rule, regulation, policy or procedure will be considered by the board of directors and identifying the nature of the rule, regulation, policy or procedure to be considered. At such meeting, the board of directors shall accept and consider all comments from any member concerning the proposed rule, regulation, policy or procedure. A copy of such rule, regulation, policy or procedure shall be mailed, emailed or otherwise delivered to each member upon the adoption thereof. Among other things, the board of directors may adopt rules, regulations, policies and procedures regarding the orderly conduct of meetings. No rule, regulation, policy or procedure adopted by the board of directors shall be in conflict with the Association's protective covenants, articles of incorporation or these By-Laws.

5. Section 10 of Article IV of the By-Laws is hereby amended and restated as follows:

Section 10. Chairman, Secretary, Treasurer. The president of the Association shall be the chairman of the board of directors. The secretary of the Association shall be the secretary of the board of directors. The treasurer of the Association shall be the treasurer of the board of directors.

6. Section 13 of Article IV of the By-Laws is hereby amended to add the following to the end of the Section:

The board of directors may attend meetings in person or by telephone or other means of electronic communication and attendance by telephone or such other means of electronic communication shall constitute attendance in person for all purposes.

7. Section 14 of Article IV of the By-Laws is hereby amended and restated as follows:

Section 14. Notice. Notice of any regular quarterly-meeting or any special meeting of the board of directors shall be given at least three (3) days previous thereto by written notice delivered personally or by email to the most recent email address of the director in the records of the Association. Notice provided by email is effective when sent. Such notice may be delivered by U.S. Mail provided that it is deposited in the mail at least ten (10) days prior to such meeting. Such notice sent by U.S. Mail shall be sent to the most recent mailing address for the director on the Association's records or, if none, to the address of record with the Gunnison County Assessor's Office. Such notice if sent by U.S. Mail is effective when deposited in the mail. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in a waiver of notice of such meeting.

8. Section 1 of Article V of the By-Laws is hereby amended and restated as follows:

Section 1. Number. The officers of the Association shall be a president, vice-president, secretary, and a treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of directors. Any two or more offices may be held by the same person, except for the office of president.

9. Section 3 of Article V of the By-Laws is hereby amended and restated as follows:

Section 3. Qualifications. The president, vice president, secretary, and treasurer of the corporation shall be members of the board of directors. The board of directors shall also consist of at least one additional member, who need not, but may, be an officer.

10. Section 4 of Article V of the By-Laws is hereby amended and restated as follows:

Section 4. Election. The officers of the corporation shall be elected by the board of directors by ballot, oral or written, with the person receiving the majority of ballots cast for such office being declared elected. Ballots may be cast electronically.

11. Article VII of the By-Laws is hereby amended and restated as follows:

The fiscal year of the corporation shall begin on the first day of July and terminate on the 30th day of June.

12. Article XVIII is hereby added to the By-Laws:

Section 1. Action Without A Meeting.

(1) Any action required or permitted to be taken at a board meeting – other than the adoption of rules, regulations, policies or procedures of the Association – may be taken without a meeting if the president transmits notice in writing to each member of the board of directors and each member of the board of directors by the time stated in the notice:

(a) Votes in writing for such action; or

(b)(i) Votes in writing against such action, abstains in writing from voting, or fails to respond or vote; and

(ii) Fails to demand in writing that action not be taken without a meeting.

(2) The notice required by subsection 1 above shall state:

- (a) The action to be taken;
 - (b) The time by which a board member must respond;
 - (c) 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
 - (d) Any other matters the president determines to include.
- (3) Action is taken under this section only if, at the end of the time stated in the notice transmitted pursuant to subsection one of this section:
- (a) The affirmative votes in writing for such action received by the Association and not revoked pursuant to paragraph five of 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 board members then in office were present and voted; and
 - (b) 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 paragraph five of this section.
- (4) A board member'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 board member in writing by the time stated in the notice transmitted pursuant to subsection one of this section and such demand has not been revoked pursuant to subsection five of this section.
- (5) Any board member 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 transmitted pursuant to subsection one of this section.
- (6) Unless the notice transmitted pursuant to subsection one of this section states a different effective date, action taken pursuant to this section shall be effective at the end of the time stated in the notice transmitted pursuant to subsection one of this section.
- (7) A writing by a director under this section shall be in a form sufficient to inform the Association of the identity of the board member, the vote, abstention, demand, or revocation of the board member, 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 means, including facsimile, e-mail, or other form of wired or wireless communication. For purposes of this section, communications to the Association are not effective until received.

(8) 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.

(9) All writings made pursuant to this section shall be filed with the minutes of the meetings of the board.

The above First Amendment is adopted this ____ day of _____ at a regular meeting of the Association upon an affirmative vote of not less than two-thirds (2/3rds) of the members present in person or by proxy.

President

ATTEST:

Secretary