WISSLER RANCH

Wissler Ranch Homeowners Association

Amended and Restated Bylaws

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Bylaws of Wissler Ranch Homeowners Association, Inc.

We, the members of the Wissler Ranch Homeowners Association, Inc. in order to foster a vibrant, engaged, and harmonious community, establish these Bylaws to empower our members and encourage active participation in the governance of our Association. We commit to creating an environment where every homeowner has the opportunity to contribute to the decision-making processes that shape our neighborhood.

Our mission is to enhance the quality of life for all residents by promoting transparency, collaboration, and open communication. This collaborative approach not only enriches our shared living experience but also ensures that the diverse perspectives and needs of our residents are considered in all matters affecting our community.

Furthermore, these Bylaws are designed to empower the Board of Directors to act efficiently and effectively in fulfilling its responsibilities. By establishing clear guidelines and procedures, we aim to facilitate informed decision-making and responsive governance that reflects the voice of the membership. Together, we strive to create a thriving community where every member feels valued, heard, and invested in the future of our neighborhood.

These Bylaws amend and restate the Bylaws currently in effect in their entirety. They correctly set forth the provisions of the Bylaws of Wissler Ranch Homeowners Association, Inc and were duly adopted pursuant to state and local laws, and the Colorado Common Interest Ownership Act (CCIOA), and all other provisions of Colorado statutory laws and regulations applying to contracts.

Article I – Name and Location

The name of the corporation is Wissler Ranch Homeowners Association, Inc., hereinafter referred to as the "Association". It shall be located at 20325 Wissler Ranch Road, Colorado Springs, CO 80908.

Article II – Definitions

All terms which are defined in the CRS 7-121, General Provisions – Nonprofit Corporations, CRS 38-33.3, the Colorado Common Interest Ownership Act (CCIOA), the Wissler Ranch Articles of Incorporation (Aol), and the Declaration of Covenants, Conditions and Restrictions of Wissler Ranch (Declaration) shall have the same meaning herein except that terms defined in these Bylaws shall have the meanings given to them in these Bylaws.

A. Majority. For any vote or action which requires a "majority" of the members vote in favor, a majority is defined as 51% of members present in person or by proxy as recorded on the meeting attendance sign-in roster used to report the presence or absence of a quorum at the start of the meeting. If 51% results in a number with a decimal greater than "0.1", that number shall be rounded up to the next whole

number. The number of votes cast is not used as the basis to calculate 51%. Notwithstanding the foregoing, a budget is ratified unless a majority (51%) of all members of the Association vote against it.

B. Meeting. "Meeting" means any kind of noticed gathering, convened for the purpose of discussing Wissler Ranch business, in person, by telephone, electronically, or by other means of communication. All meetings, except executive meetings convened in accordance with and for the purposes defined in law, are open to all members or their representative.

C. Number Present. "Number present' is the number of members present in person or by proxy as recorded on the meeting attendance sign-in roster as of the close of the attendance sign-in period and used to determine the presence or absence of a quorum at the start of the meeting. This is the official "number present." The number is not recalculated after the start of the meeting for members arriving late or departing early. It is not the number of votes cast.

D. Resolution. A "resolution" is a special type of motion which is offered in writing when the issue is lengthy, important or complex or when greater formality is desired.

Article III – Meetings of the Members

Section 1. Membership and Voting Rights

The requirements and conditions of membership and of voting rights shall be provided in the Declaration and the Articles of Incorporation.

Section 2. Proxies

For each meeting of the members, a member may appoint a proxy to represent them. If proxy forms or templates are provided to the members by the Association, they will not include any name, office, or any suggestion of any kind for a proxy. A member may name a primary and optionally, a secondary (alternate) proxy in the event the primary proxy is unable to attend. The first name listed will be the primary proxy and the second name listed will be the alternate proxy unless the member indicates differently in writing.

A. A proxy holder may cast ballots and speak on behalf of the member(s) they represent. Proxy holders will be given the number of ballots corresponding with their vote, if any, and the number of proxies they hold. Proxy holders may speak according to policy and procedures for members on issues or about candidates on behalf of the member(s) they represent.

B. All proxies shall be in writing and filed with the Secretary 48 hours in advance of the meeting. Every proxy shall be revocable upon written notice to the Secretary or verbal notification by the member at meeting attendance sign-in. Proxies automatically cease upon conveyance by the member of their lot. Scanned proxies sent by e-mail are acceptable provided they have the signature of the member and

date. A proxy is valid only for the specific meeting for which it is given. In no case is a proxy good for more than 11 months

C. In the case where there is reasonable doubt that a proxy signature is valid, the Secretary, upon receipt; will contact the member by mail or by email if available to verify the proxy. In no case will the Secretary reject a proxy without prior notice to the member and providing the opportunity to correct their proxy.

Section 3. Notice of Meetings

All meetings of the members require proper notice in accordance with these Bylaws.

A. 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. All notices shall specify the purpose, place, day and hour of the meeting as well as information on any issue for which a vote of the members will be held. Notice for annual, special and budget meetings is sent by first class mail to the address on file with the Association and is considered received five days after it is postmarked. Therefore, notice must be mailed a minimum of 5 days before the minimum notice date of the meeting. Meeting notice is also posted on the mailbox structure bulletin board and the Association website.

B. Notice for Annual and Special Meetings

1) Pre-notice and call for business and director nominations for the annual meeting of the members will be sent to the membership no less than 90 days before the annual meeting. This pre-notice will be posted on the mailbox structure bulletin board and the Association website as well as emailed to all members for whom the Association has been given an e-mail address. To be included in the official meeting notice, members' nominations and business issue submissions must be sent to the Association secretary in writing in accordance with these bylaws and deadlines and formats established in the pre-notice and call for business.

2) Notice for annual and special meetings require written notice to be received by the membership at least 10 days and not more than 50 days in advance. If not, no business requiring a vote of the membership may be conducted. In the case of annual meetings, meeting notice will include the names of all candidates for director vacancies and any matter a member intends to raise provided the member submitted it in accordance with these bylaws and prenotice and call for business requirements.

3) In the case of an adjournment of an annual meeting due to lack of a quorum or a meeting is rescheduled due to weather or civil emergency in accordance with Section 8.b., notice must also be sent for all reconvened meetings. In this case, notice is made by posting at the mailbox structure bulletin board, the Association web site and by email.

C. Notice for Budget Meetings

Budget meetings are noticed with a copy of the adopted budget to be received by the membership at least ten and not more than 50 days in advance. If not, no vote may be taken.

Section 4. Quorum

A. A quorum is one-third (minimum 45) of the members recorded as present in person or by proxy at the close of the meeting attendance sign-in period prior to the start of a meeting.

B. Quorums are required for annual and special meetings. At annual meetings, if a quorum is not present at the end of the attendance sign-in period, the meeting is adjourned and no votes may be taken. The members present shall have power to adjourn the meeting from time to time until a quorum as aforesaid shall be present. A special meeting that fails to obtain a quorum is adjourned and a new meeting must be called in accordance with these bylaws.

C. A quorum is not required for budget ratification meetings or for informational or working meetings at which decisions will not be made or votes taken.

Section 5. Location

All meetings of the members are held at a place in El Paso County, CO that is within a 15-mile radius of the Wissler Ranch project.

Section 6. Order of Business and Conduct of Business

The order of business for annual, special and budget ratifications meetings will be in accordance with Annex A. Meetings of the Members Order of Business.

New business includes any item that is a valid subject for the meeting for which it is submitted. This includes those requiring a vote of the membership; submitted by the BoD or any other member and included in the meeting notice. Provided that they are valid subjects for the meeting for which submitted, individual member's items of business or issues for vote are not subject to prior approval by the BoD but must be included in the notice. They are included in the meeting announcement, order of business and on the ballot if submitted in accordance with these bylaws and pre-notice and call for business procedures. Proposed bylaws amendments are subject to the provisions of Article XII of these bylaws.

Section 7. Conduct and Opportunities to Speak

Members may ask questions at the conclusion of each committee report, present items of new business and comment on items of old and new business. Members do not have to request to speak in advance of the meeting but may be recognized from the floor. Annex B provides detailed guidance on conduct and speaking. Any Association meeting policy or rule must strictly comply with these Bylaws.

Section 8. Voting Process - Balloting and Counting of Ballots

A. Annual and special meetings of the members:

1) An election committee of volunteers supervises balloting, the counting of ballots, certifies the results of the ballot count and publishes the results. The committee consists of at least three (3) members who are not candidates and not directors or officers and in the case of special meetings is not the member who organized gathering the written requests for the special meeting. This committee will be appointed by the president at an open meeting in a fair manner. The names of the committee are announced and the committee is introduced to the membership prior to balloting.

2) Sufficient ballots will be printed and available so that there is one ballot for each property (total 133). Ballots are pre-printed with the names of board candidates nominated during the meeting pre-notice period and space for write-in or floor-nominated candidates. Additionally, all valid items of business submitted in accordance with these Bylaws for a vote for an annual or special meeting are pre-printed on the ballot. Ballots are distributed by the Secretary to each member and proxy holder during meeting attendance sign-in. Any member arriving after the stated sign-in period has ended shall not be eligible to vote. Proxy holders will be given a ballot for each proxy they hold.

3) At each annual meeting, the members shall elect the same number of directors as there are directors whose terms are then expiring and any vacancies. Nominations may be submitted during the annual meeting pre-notice period or made from the floor immediately prior to balloting. Each member may cast the same number of votes as there are positions to be filled but shall not cast more than one vote for any one candidate. The candidate(s) receiving the highest number of votes are elected to fill the open positions provided they also receive a minimum of 51% of the votes available to be cast. Cumulative voting is not allowed. If fewer candidates receive at least 51% than there are open positions, a runoff election shall be held at the same annual meeting for the remaining positions. Voting shall continue until all open positions are filled by candidates receiving at least 51% of the votes available to be cast.

4) Members place their ballots into a ballot drop-box to be counted by the election committee. After counting the ballots, the election committee documents the results by annotating a ballot with the number of votes received for each candidate and/or issue and stating who was elected and whether an issue passed or failed after which, each committee member signs and dates. The results shall be announced during the meeting so that a run-off election may be held if required. Within 24 hours, the committee posts the results at the mailbox structure bulletin board and provides copies to the president and secretary who ensures they are posted to the Association web site and emailed to the membership.

B. Budget ratification meeting of the members:

All members sign-in prior to the start of the meeting. When the meeting is called to order, the secretary announces the number present. If less than 68 members are present in person or by proxy, the budget shall be automatically ratified and no vote is taken. If there are sixty-eight or more members present in person or by proxy, the Secretary gives a ballot to each person signed in and to each proxy holder for each proxy held. The treasurer leads a discussion of the budget. At the conclusion of the discussion, members place their ballots into a ballot drop-box which are then counted by a committee chosen by the chair. The committee tallies the ballots and posts results at the mailbox structure and provides them to the president and secretary for posting on the web site. If the budget is not ratified, then the budget from the previous fiscal year remains in effect. No other Association business is voted on at the budget ratification meeting.

Section 9. Annual Meetings

A. The annual meeting of the members shall be held in October, typically on the fourth Saturday in October at a place, and time as the Board of Directors (BoD) may determine. From time-to-time, a majority (51%) of the members present at an annual meeting of the members may vote to change the date, time, or place of future meetings.

B. In the event inclement weather, natural disaster or civil emergency prevents the meeting from being held on the required day, the meeting will be rescheduled within the next thirty days.

C. The annual meeting of the members is chaired by the president or in his/her absence by the vice-president. In the absence of the president and vice-president, any other director may chair.

D. Minutes of the annual meeting are taken by the secretary and draft minutes are posted to the Association website and the mailbox structure bulletin board within 30 days. Minutes are approved by membership vote at the next annual meeting.

E. Annex C provides the detailed timeline of required actions preceding the annual meeting of members.

Section 10. Special Meetings

A. Special meetings of the members may be called at any time by the president or by a majority of the BoD or receipt by the secretary of the written request of 20% (27) of the membership. Written requests may be submitted by U.S. Postal Service; the mailbox structure drop box or email.

B. Once a special meeting is called, the date, time, and place of the meeting are set by majority vote of the BoD and the secretary sends notice in accordance with notice requirements in these Bylaws. If within thirty days, the BoD has not set the date, time and place or the secretary has not sent notice, then the person who organized the gathering of the written requests of 20% (27) of the members may set the date, time, and place of the meeting and cause notice to be sent. In this case, the costs of

the notice are a common expense of the Association and the person who arranges sending the notice is reimbursed the costs of using a commercial printing and bulk mail service for notices to be sent using first class mail.

C. All notices for special meeting must be sent in accordance with the "Notice of Meetings" section of these Bylaws. Only those matters for which the meeting was called and appearing in the Notice of Special Meeting may be discussed at the meeting.

D. Special meetings are chaired by the president or a member of the majority of the BoD who voted to call the meeting.

E. Minutes of special meetings are taken by the Secretary. Within five days, the Secretary posts the results of balloting and draft minutes at the mailbox structure bulletin board and provides copies to the president and secretary who ensure they are posted to the Association web site and emailed to the membership. Minutes are approved by vote of the membership at the next annual meeting.

Section 11. Budget Ratification Meetings of the Members

Budget ratification meetings of the members for the purpose of voting to ratify the annual budget adopted by the BoD are held annually prior to the start of the next fiscal year. Although a quorum is not required, all members including directors and officers will sign in in order to have an accurate vote determination. The treasurer will present the budget as noticed to the membership including a report on current fiscal year income and expenditures in a manner that can be used for comparison to the budget up for ratification. The secretary documents the results of the budget ratification meeting and posts them on the bulletin board at the mailbox structure and on the Association website.

Section 12. Action Taken Without Meeting

Notwithstanding any provisions to the contrary, no action requiring a vote of the membership may be taken at a meeting that was not noticed in accordance with these Bylaws. Action may also be taken by written or electronic ballot provided that each member has first been provided notice in accordance with these bylaws and a ballot.

Article IV Board of Directors (BoD)

Section 1. Number

The property, business and affairs of the Association shall be managed by a board of five (5) directors who shall be elected or appointed as provided below and in Article III. In the case where through removal or resignation, the total number of directors is less than five, the BoD will be considered properly constituted if there are three or more directors. If less than three directors are currently serving, the director(s) may appoint replacements to obtain a full board until the next annual meeting of the members and may call meetings of the membership.

Section 2. Terms of Office

A full term of office for a director is three years and automatically expires at its end (the adjournment of the annual meeting held on the third anniversary of their election). Directors shall be limited to two consecutive full terms after which they must have a minimum of three years out-of-office before they may be appointed to a vacancy or stand for election. In the case when more than two directors' terms are expiring at the same time, their replacements will be elected to staggered terms which expire on the anniversary of their election. Terms of office should be staggered for continuity of operations.

Section 3. Election of Directors

At each annual meeting, the membership shall elect the same number of directors as there are directors whose terms are then expiring and any vacancies through resignation. Directors shall be elected by an affirmative vote of at least fifty-one percent (minimum of 23) of the members present in person or by proxy in accordance with the provisions of Article III Meeting of the Members, Section 7. A. 3.

Section 4. Qualifications

A. Directors shall be owners.

B. No more than one owner per lot may be elected to the BoD at any one time.

C. If any lot is owned by a partnership, trust, corporation, limited liability company, or other legal entity, any named trustee, trust beneficiary or partner shall be eligible to serve as a director. Proof of this will be submitted when nominated. No employees or administrators may serve as directors.

D. Must be willing to comply with all statutory requirements levied on directors of non-profit corporations including but not limited to such things as filing personal information in regulatory databases.

Section 5. Resignation of Directors

A director may resign at any time by giving written notice to the president, to the secretary or to the BoD stating the effective date of the resignation. Acceptance of a resignation is not necessary to make it effective.

Section 6. Director Removal

Any director may be removed for cause by an affirmative vote of 51% (23 minimum) of the members present in person or by proxy at a meeting of the members with a quorum specifically called for this purpose. Directors sought to be removed shall have the right to be present at this meeting and shall be given the opportunity to speak in accordance with these Bylaws on conduct of meetings prior to a vote for removal.

Section 7. Vacancies

Vacancies created by resignation must be filled by vote of the membership at the first annual meeting of the members after the vacancy occurs. Except, the remaining director(s) may appoint directors who will serve until the next annual meeting. No appointed director may serve more than 11 months and their term automatically expires at the adjournment of first annual meeting after their appointment. Vacancies created by the recall of a director are filled by vote of the membership at the special meeting which recalled the director.

Section 8. Compensation

No director or officer is compensated for time spent fulfilling the duties and responsibilities of their position. However, actual expenses incurred on behalf of the Association will be reimbursed if approved in advance by the BoD and allowed by statute.

Article V – Meetings of Directors

Section 1. Regular Meetings

Regular meetings of the BoD shall be held at such times, place and hour as may be fixed by the BoD. The BoD may set a schedule of regular meetings by resolution. Meetings may be held by video-teleconference.

Section 2. Special Meetings

Special meetings of the BoD shall be held when called by the president or by a quorum of directors.

Section 3. Working Meetings

Working meetings of the BoD shall be held when called by the president or by a quorum of directors.

Section 4. Notice and Waiver of Notice

A. Regular meetings held pursuant to a previously adopted and published schedule require notice of the agenda and items of business to be voted on to the directors and the membership no less than five days in advance. Notice to directors is by first-class mail or otherwise hand delivered unless they have previously agreed in writing to email or telephone notice. Notice to members is by posting on the mailbox structure bulletin board, the Association website and by email to the members.

B. Special meetings or any meeting not pursuant to a previously adopted and published schedule, require notice of the date, time, location, agenda and any item of business to be voted on to the directors as required for notice of meetings of directors. Notice to directors is by first-class mail or otherwise hand delivered unless they have previously agreed in writing to email or telephone notice. Notice to members is by

posting on the mailbox structure bulletin board, the Association website and by email to the members.

C. Working meetings require 24-hours notice of the date, time, location and agenda. No votes may be taken or decisions made at working meetings.

D. Before or at any meeting of the BoD, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to having received notice. Attendance by a director at any meeting of the BoD shall be a waiver of notice unless they object to the lack of notice at the start of the meeting. When a director does not waive notice, no business requiring a vote of the BoD may be conducted.

E. Waiver of notice by a director(s) does not waive the membership's right to notice under the provisions of these Bylaws. Therefore, except in the case of civil emergency, to limit further Association liability or eliminate hazards, the BoD may not vote to adopt new policy, rules, procedures, or guidelines including Design Review Guidelines, approve contracts, or changes to the budget at any meeting not properly noticed to the members or when they have not been given the opportunity for comment prior to a vote.

Section 5. Quorum

At all meetings of the Board of Directors (BoD), a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the BoD. Proxy votes of directors, in the matters of conducting the transaction of business done by the BoD, are not allowed. If, at any meeting of the BoD, there is less than a quorum present, those present may adjourn the meeting from time to time. All meetings will be properly noticed to all directors and the membership notified of the agenda specifics regarding old and new business. Otherwise, at any such adjourned meeting, any business which might have been transacted at the meeting as originally called may not be conducted.

Section 6. Minutes of BoD Meetings

Minutes of the BoD meetings are taken by the secretary and draft minutes are distributed to the directors. The secretary accepts comments and corrections from directors which are distributed to the other directors so they may have an informed vote. Minutes are approved by the directors at the next board meeting.

Section 7. Telephone or Electronic Communication in Lieu of Attendance

When a meeting is held in person instead of video-teleconference, a director may attend a meeting of the BoD by using an electronic or telephonic method if agreed in advance by a majority of the BoD and the director may be heard by the other directors and may hear the deliberations of other directors on any matter properly brought before the BoD. In this case, the director's vote shall be counted and the presence noted as if that director were present.

Section 8. Property Owner (Member) Participation

Prior to a vote on an issue under discussion, the BoD will permit members or their representatives the opportunity to speak on the issue. The BoD may place reasonable restrictions on persons speaking however, all sides of an issue will be provided the opportunity for the same number of speakers and length of speaking time. Owners may also be allowed to speak at such other times as the BoD may deem appropriate. The BoD shall set forth procedures for speaking in an Association policy.

Article VI – Powers and Duties of the Board of Directors (BoD)

Section 1. Powers

The Board of Directors (BoD) shall have the power to:

A. Adopt and publish rules and regulations governing the project and 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 only after notice and the opportunity for comment by members. A rule or regulation shall not be in conflict with Federal or State statutes, the Declaration or the Bylaws. In case of conflict, that portion of the rule or policy is void and will not be enforced. A copy of such rules and regulations will be posted on the Association web site and at the mailbox bulletin board structure within 72 hours of adoption. Such rules and regulations become effective upon adoption of resolution by the BoD and enforceable 30 days after posting at the bulletin board and on the web site. In addition, notification and a link to the website will be emailed to each member who has provided an email address to the Association.

B. Suspend voting rights only after notice and hearing. Any suspension must be in writing and include specific instructions on what must be done to have voting rights restored. After notice and hearing, a member's right to vote and any right to receive Association services and privileges and to use any recreational facilities during any period in which such member shall be in default under the Declaration including, nonpayment of assessments, may be suspended. Such rights may also be suspended after notice and hearing for each documented Covenant violation unresolved after 60 days.

C. Exercise for the Association all powers, duties and authority vested in or delegated to the BoD or the Association and not reserved to the membership by other provisions of these Bylaws, necessary for the administration of the affairs of the Association and for the operation and maintenance of the project. However, no real property of the Association may be conveyed, sold, leased, dedicated for public use, hypothecated, or pledged as collateral except by vote of 67% (minimum of 90) of the membership.

D. Incur such costs and expenses as may be necessary to perform the Association's duties under the Declaration and to keep in good order, conditions and repair all of the common area and facilities and all items of common personal property. Except

that the BoD may not borrow money without an affirmative vote by the membership of 67% (minimum of 90) of the membership. Except for emergency repairs necessary to prevent further damage or eliminate hazards to people, the BoD may not undertake capital improvements or repairs that are not included as line items in the annual budget as ratified by the members. Line items in the operating budget may be amended within the total amount of the operating budget as ratified by the members except for expenses related to a retained reserve.

E. Declare the office of a director of the BoD to be vacant if such director resigns or is removed by the membership. Any position vacant as a result of resignation, shall be filled by a vote of the members at the next annual meeting of the members. The remaining directors may appoint directors who will serve until the next annual meeting. No appointed director may serve more than 11 months.

F. Employ an independent contractor or such other employees as they deem necessary and to prescribe their duties. Employ a property manager or managing agent only if approved by 67% (90) of the membership and provided the BoD when so delegating shall not be relieved of its responsibilities under the Declaration.

Section 2. Duties

It shall be the duty of the BoD to:

A. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members.

B. Provide such supervision of all officers, agents and employees of the Association as the BoD deems reasonable, necessary and appropriate.

C. 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; however, such annual assessment may be collected on a monthly basis.

2. Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

3. Collect assessments, and if needed, foreclose the lien against any property for which assessments are not paid in accordance with CCIOA procedures for collection of assessments and foreclosing liens.

D. Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid and any balance owed the Association. A reasonable charge may be made by the BoD for the issuance of these certificates except a statement of account to an owner is provided at no cost. If a certificate states an assessment has been paid or that there are no outstanding assessments, such certificate shall be conclusive evidence of such payment.

E. Procure and maintain liability and hazard insurance on behalf of the Association and membership. Such insurance shall include general commercial liability, directors' and officers' liability and to the extent available, hazard insurance for common area infrastructure on the property owned by the Association in an amount equal to the maximum replacement value for the benefit of all lot owners and their first mortgages.

F. Procure and maintain appropriate fidelity insurance for all officers or employees having fiscal responsibilities and access to finances of the Association. The premiums on such insurance or bonds shall be a common expense.

G. Fulfill all obligations of the BoD under the Declaration and cause the common area to be maintained and to make repairs, additions, alterations and improvements in the manner consistent with the Declaration.

H. Establish a bank account or accounts for the common treasury and for all separate funds which are required or may be deemed advisable and to keep and maintain full and accurate books and records showing all of the receipts, expenses or disbursements and to cause a complete review of the books and accounts, once each year, by an independent, neutral party.

I. Meet as often as the BoD deems reasonable and appropriate.

J. Adopt and amend responsible governance policies specified in CRS 38.33.3-209.5 Responsible Governance Policies after notice and the opportunity for comment by members. A rule or regulation shall not be in conflict with federal or state statutes, the Declaration or these Bylaws. In case of conflict, that portion of the policy or rule is void and will not be enforced. Copies of each rule or policy will be posted on the Association web site and at the mailbox bulletin board structure within 72 hours of adoption. Such rules and regulations become enforceable 30 days after posting on the bulletin board and on the web site. In addition, notification and a link to the website will be emailed to each member who has provided an email address to the Association.

K. Maintain Association records including governing documents, financial records and reviews, minutes of member, BoD and committee meetings, insurance policies, responsible governance policies, other Association rules and guidelines, Association contact information and all other information required in accordance with CCIOA in CRS 38-33.3-209.5 (responsible governance policies), CRS 38-33.3-317 (association records) and CRS 38-33.3-209.4 (information requiring public disclosure). Records will be maintained in digital format to the maximum extent allowed by law and stored electronically on a website or with a cloud storage provider maintained by or at the direction of the Association.

L. Maintain an official record of Association members including their mailing address if different than their property address. Request alternate methods of communicating with members including telephone or email. Maintain and use member contact information in accordance with the specific permissions granted by the member.

M. Provide or make provision for annual education on updates to statutes, membership rights, responsibilities and HOA functioning to the membership at the annual meeting of the members and by informational writings sent to the members by email and posted to the Association web site.

N. Comply with all statutes governing director conduct including declaring conflicts of interest.

Section 3. No Waiver of Rights

The omission or failure of the Association or any member to enforce the Declaration, easements, uses, limitations, obligations or other provisions of the Declaration, the Bylaws or rules and regulations adopted pursuant thereto, shall not constitute or be deemed a waiver, modification or release thereof, and the BoD, the Association or any member shall have the right to enforce the same thereafter.

Article VII 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 be property owners and in the case of the president and vice-president, directors of the Association. The Board may create by resolution other such officers as the BoD may determine necessary. The president and vice-president shall at all times be members of the BoD. If the president or vice-president resign as a director, they simultaneously resign as an officer. Any two offices, except the offices of president and secretary, may be held by the same person.

Section 2. Election of Officers

Officers of the Association are elected by the BoD at the first board meeting after the annual meeting of the members.

Section 3. Term

Officer terms are for one year. Each officer of the Association shall be elected by BoD annually and serve for one year unless he/she shall sooner resign or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments

The BoD 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 BoD may, from time to time determine.

Section 5. Resignation and Removal

Any officer may be removed from office with cause by the BoD. Any officer may resign at any time giving written notice to the BoD, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time 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 a majority vote of the BoD. The officer appointed to such vacancy shall serve for the remainder of the term of the officer (not director) he replaces, a maximum of 11 months.

Section 7. Duties

The duties of the officers of the Association are:

A. The PRESIDENT shall preside at all meetings of the BoD, shall see that the orders and resolutions of the BoD are carried out; shall sign on behalf of the Association all leases, mortgages, deeds and other written instruments.

B. The VICE-PRESIDENT shall act in the place and stead of the president in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the BoD.

C. The SECRETARY maintains Association records and supervises the maintenance of Association records including those stored or shared on websites or cloud storage services and shall record the votes and keep the minutes of all meetings and proceedings of the BoD, keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the BoD. The secretary is responsible for documenting attendance at meetings of the members by recording attendance of each person present in person or by proxy and certifying the presence or absence of a quorum and the number present as the first item of business at each meeting of the members.

D. The TREASURER shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the BoD; shall sign all checks and promissory notes of the Association or authorize their payment by electronic funds transfer; and keep proper books of account; shall prepare a year-to-date budget review and a year-to-date statement of income and expenditures, to be presented to the membership at its regular annual meeting; and provide a copy of each to the members at their completion, after each fiscal year.

E. The CHAIRPERSON of the Design Review Committee (DRC) is responsible for the conduct of the committee and ensuring its compliance with state statutes and the Declaration. Design Review Guidelines including approval process steps must be published and available electronically to the membership. No change may be made to the Guidelines or review processes without notice to the membership and the

opportunity for review and comment. The Chairperson is responsible for staying current and ensuring Association compliance with all statutes and ordinances. Provisions of the Guidelines or processes that are not in compliance are automatically void and will not be enforced. All meetings must be properly noticed to the committee members.

Article VIII Officers and Directors as Agents of the Association

Contracts or other commitments made by the BoD or officers in accordance with their duties and responsibilities as documented in these Bylaws shall be made as agent for the Association, and they shall have no personal responsibility on any such contract or commitment.

Section 1. Indemnification

A. The Association indemnifies its directors and officers when acting in their official capacities within the scope of their official functions and duties and in accordance with law and governing documents. In addition, directors and officers are immune from civil lawsuit under the provisions of Colorado law (CRS 7-128-401 and 7-129-101) when they act within the scope of their official functions and duties and without having acted willfully, wantonly, recklessly or criminally.

B. The Association maintains insurance to protect the Association from liability and offset the costs to the membership of indemnifying directors and officers in their official capacity. Therefore, to obtain indemnification, directors and officers are obligated to notify the BoD as a whole of any request to preserve records or advance notice of or pending legal action or suit and the BoD notifies the insurance company of the same. Directors and officers must comply with the Association's insurance company's direction including using their attorneys in order to obtain indemnification.

C. The Association indemnifies until a court finds probable cause that an officer or director has acted willfully, wantonly, recklessly or criminally or the Association insurance company finds they have acted outside the scope of coverage. After which, a director or officer may apply for indemnification, but no indemnification is promised or provided or funds advanced without the affirmative vote by secret ballot of 67% (90) of the membership at a meeting called for that specific purpose.

D. The Association asserts the right to make indemnification conditional on the following:

    1. Any counsel shall be agreeable to and approved by the Association and if covered by insurance, the Association's insurer.

    2. The Association or the Association's insurer has the right to assume and control the defense or settlement.

3. That the Association and the Association's insurer have the right to be included in any indemnified person's settlement or judgement to the extent their costs associated with indemnification are repaid.

Section 2. Officer with Authority to Record

The secretary of the Association is the officer who may prepare, execute, certify, and record amendments to the Declaration of Covenants on behalf of the Association. The secretary records amendments to the Articles of Incorporation, Declaration and Bylaws as they were approved by vote of the membership in accordance with the Articles of Incorporation, Declaration and these Bylaws. Once approved, the secretary does not have the authority to edit these documents or determine whether or not they should be posted.

Article IX Committees

The Association appoints such committees as deemed appropriate in carrying out its purpose, including, without limitation, a design review committee.

Section 1. Appointment of Committees

A. The president of the BoD, or a majority of the BoD, may appoint such committees and those committees' chairperson and its members as deemed appropriate in carrying out its purpose. The Design Review Committee, its chairperson and its members are appointed by majority vote of the BoD.

B. Any member may propose the formation of a committee, its responsibilities and the method of choosing the chairperson during the annual meeting pre-notice period to be voted on by the membership. Any committee so created will be responsible to the membership for the responsibilities assigned and the BoD and its similar committees will be relieved of those responsibilities. Committee membership for all Association membership established-committees is open to any non-BoD member who volunteers to participate. The committee chairperson may at his/her discretion deem a core of participants to prepare and facilitate the larger committee's work.

Section 2. Committee, Chairperson, Member Removal

The chairperson and any member of the Design Review Committee may be removed by the BoD when in their sole judgement it best serves the Association and the DRC in the execution of its duties. For all other committees, if created by direction of the president of the BoD or by a majority of the BoD, a committee may be disestablished or the committee chairperson, may be removed, with cause, by the president of the BoD, or a majority vote of the BoD. If created by vote of the membership, the committee serves until its assignment is complete or until it is disestablished by vote of the membership. Likewise, its chairperson may only be removed with cause by vote of the membership. Committee members may be removed only by the committee chair.

Section 3. Committee Chair

Any committee chairperson shall meet the same qualifications as a director.

Section 4. Committee Meetings and Records

All meetings of Association committees are open to the entire membership. Committees must post notice of the meetings including the agenda at the mailbox structure bulletin board, on the Association website and by email. The chairman is responsible to ensure minutes are taken recording all decisions of the committee.

Article X Books and Records

The Association maintains records of its governing documents, deeds, easements, policies, rules, guidelines, contracts, business affairs, fiscal year, contact information, financial statements including itemized detail on income and expenditures, reserves, budgets, tax returns, assessments made and paid, a list of property owners and mailing addresses, property owner email consent, actions taken and decisions of the BoD, members and committees, and minutes of all meetings, written communications to the membership and legal actions in which the Association or the BoD is a named party. Except in those cases necessary to preserve individual privacy, comply with the law on protecting email addresses and personally identifiable information or to preserve attorney-client privilege, such records shall be made available to the membership.

A. In addition to any paper copies maintained, the Association will maintain electronic records and an electronic filing system on electronic storage media retained by the Secretary of the Association and on a digital platform such as the Association web site or commercial document storage provider.

B. All information required by CCIOA in CRS 38-33.3-209.4, Information Requiring Public Disclosure will be posted on the Association website or other member accessible internet platform for review and download to the membership at no charge. The Board determines which are available to the public and which are posted behind a membership sign-in firewall.

C. The list of the unit owners including physical mailing addresses will be provided to a member upon request in a commercially available digital format. Email addresses are not released or used in lieu of required notice mailings without the prior written permission of the member.

D. Records not publicly posted are made available to the membership upon request by digital transfer or paper copy at no cost. The Association reserves the right to withhold records as allowed by law.

Article XI Assessments

As more fully provided in the Declaration, annual assessments are made by the Board and special assessments may be made by vote of 67% (minimum of 31) of the members at a special meeting with a quorum held in accordance with Art III of these Bylaws. These pay for the operating costs of the Association and major maintenance or replacement of capital improvements. In addition, the Association, in accordance with the procedures and limitations of CCIOA and any subsequent amendments may assess fines for noncompliance with the Declaration and fees and costs in the event assessments are not paid.

A. In equity to all property owners and in order that the Association has the funds required to operate efficiently and fulfill its legal obligations and the means with which to enforce the Declaration, the Association will exercise its rights concerning assessments and collections in accordance with the Declaration and statutes.

B. In those instances where disputes including alleged Declaration violations and collection actions have entered into an alternative dispute resolution (ADR) process or court action, the HOA will seek to collect only after the final determination has been made and only those amounts allowed in the agreement or court order.

Article XII Amendments

Section 1. Vote Required

The Association's Articles of Incorporation (AoI) or these Bylaws or both may be amended, at a regular or special meeting of the members by a vote of 67% (minimum of 31) of the members present at a meeting with a quorum held in accordance with Article III of these Bylaws.

Section 2. Order of Precedence

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration of Covenants shall control.

Section 3. Severability

In the event any provision of these Bylaws is found to be invalid, illegal, or unenforceable by a court of competent jurisdiction or by future changes to federal or state statute(s), such provision shall be deemed severed from these Bylaws, and the remaining provisions shall continue in full force and effect.

Section 4. Process for Review and Approval

Any member or the BoD may propose changes to the Bylaws as items of new business at the annual meeting of the members during the meeting pre-notice period. Members

submitting such proposals will be accorded an opportunity to speak in accordance with Article III (Meetings of the Members) and Annex B. Proposed changes affecting powers or duties of the BoD, voting procedures or requirements, how a quorum is determined or extensive changes to the Bylaws will be submitted to a committee of members who are not directors or officers for review and recommendation to the membership and the BoD. The membership will vote on these proposed amendment(s) at the next annual meeting or any special meeting called for that purpose. Straight forward, single issue proposed changes affecting no more than one section of the Bylaws may be included on the ballot for a vote of the membership provided they were submitted during the annual meeting pre-notice period in sufficient detail to be included in the announcement letter.

Article XIII Miscellaneous

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December every year. The fiscal year may be changed by vote of 67% (minimum of 31) of the members present in person or by proxy at the annual meeting of the members with a quorum held in accordance with Art III of these Bylaws. Prior to a vote, the reason and benefit of the proposed change is presented by the BoD or person recommending the change.

Annex A – Meetings of the Members Order of Business

This Annex specifies order of business of annual, special, and budget ratification meetings.

A. Annual meetings:
   1. Meeting attendance sign-in by membership or proxy holder
   2. Call to order
   3. Roll call - proof of notice of meeting and announcement of the presence or absence of a quorum
   4. Reading and disposal of unapproved minutes
   5. Reports of officers and committees
   6. Old business
   7. New business
   8. Balloting on director vacancies and items of old and new business
   9. Annual education on HOA rights and responsibilities including statute changes
   10. Guest speakers
   11. Announcement of ballot results and re-balloting if necessary
   12. Adjournment

B. Special meetings:
   1. Meeting attendance sign-in by membership or proxy holder
   2. Proof of notice of meeting and determination of the presence or absence of a quorum
   3. Presentation on purpose and objective of the meeting by the chair.
   4. New business (if applicable)
   5. Old business (if applicable)
   6. Comment period
   7. Call for motion (if applicable)
   8. Balloting (if applicable)
   9. Adjournment

C. Budget ratification meetings:
   1. Meeting attendance sign-in by membership
   2. Proof of notice of meeting (no quorum required) and statement of number present
   3. Declaration that budget is ratified or that ballots will be handed out
   4. Presentation of current fiscal year status and proposed budget by treasurer
   5. Call for motion (if 51% (68) or more members are present
   6. Vote only if 51% (68) or more members are present

Notwithstanding the preceding, the failure to strictly adhere to the above agendas shall not invalidate a meeting.

Annex B – Conduct of Meetings of the Members

The following provisions delineate appropriate conduct of memberships meetings:

A. The president of the Association or designee shall chair all membership meetings.

B. All persons who attend a meeting of the membership will sign in and receive ballots as appropriate.

C. Anyone wishing to speak must first be recognized by the chair.

D. Only one person may speak at a time.

E. Any person who is represented at the meeting by another person, as indicated by a written instrument, will be permitted to have such person speak for him/her.

F. Those addressing the meeting shall be permitted to speak without interruption.

G. Comments are to be offered in a civilized manner and without profanity, personal attacks or shouting. Comments are to be relevant to the purpose of the meeting.

H. Each person shall be given 5 minutes to speak or to answer questions. Such time limit may be increased or decreased by the chair but shall be uniform for all sides of an issue. To maintain meeting efficiency, the chair shall determine when a speaker is repeating information or positions already shared and shall ask the person to conclude. Likewise, the chair will determine when all relevant issues have been discussed and ask for a motion to close discussion. Yielding of time by a speaker to another individual shall not be permitted.

I. Prior to balloting on any issue or director election, an opportunity for members to speak on behalf or against will be provided. All sides of an issue are given equal time and number of speakers.

J. Any Association meeting policy or rule that restricts the numbers, frequency or length of time members may speak for or against ballot issues or candidates applies equally to all members including directors and officers. No member, including those who are directors or officers may speak more often or at greater length for or against items of new or old business or about a ballot issue or candidate for election than any other member.

Annex C – Planning Calendar

This annex delineates a calendar of events preceding the date for the annual meeting.

Prior to the date set for the annual meeting (typically the 4th Saturday in October):

- 120 days prior – reserve facility (church in Kings Deer if available).
- 90 days prior – send pre-notice by email and posting to bulletin board and web.
- 40 days prior – prepare meeting notification mailing and forward to printer with address roster for direct mailing.
- 35 days prior – mailing postmarked no later than.
- 30 days prior – official notice received by first-class mail.
- 10 days prior – ask officers and committee members for reports. Prepare presentation and displays, if any.
- 5 days prior – finalize presentation.
    - Prepare sign-in roster annotating proxies received if any
    - Tally proxies by proxy holder
    - Print ballots – one per lot
- Day of – arrive prior to confirm room arrangements. (IT support and room set-up is Association responsibility)

These Bylaws were duly amended and restated by vote of the Members at the Annual Meeting of the Members on October 24, 2026 at which a quorum of Members participated and more than sixty-seven percent of the Members present voted to adopt these Bylaws.

In witness whereof, we being the President and Secretary of Wissler Ranch Homeowners Association, have hereunto set our hand on 31 October 2026.

Kathleen McCormick, President

Nadine Awald, Secretary