

BYLAWS
OF
SOMERSET SWIM & TENNIS CLUB

ARTICLE 1 - GENERAL

Section 1.1 Management of the Corporation. These Bylaws are of Somerset Swim & Tennis Club ("SSTC"), a Colorado Nonprofit Corporation, which shall operate under the Colorado Revised Nonprofit Corporation Act, as amended.

Section 1.2 Conflicts with Articles of Incorporation. To the extent of any conflict between any provision of these Bylaws and the Amended and Restated Articles of Incorporation, the Articles of Incorporation shall control.

ARTICLE 2 - OFFICES

Section 2.1 Principal Office. The principal office of SSTC shall be P.O. Box 136, Niwot, Colorado 80544, or such other place as the Board of Directors may designate from time to time.

Section 2.2 Registered Office. The registered office of SSTC shall be as set forth in the Articles of Incorporation, or such other place as the Board of Directors may designate from time to time.

ARTICLE 3 - MEMBERS

Section 3.1 Members. All owners of a Lot in the Somerset Estates Subdivision of Boulder County, Colorado are members of SSTC. Members are entitled to use the facilities if all dues, current and past, are paid in full ("Active Members"). Members with outstanding dues may not use the facilities nor vote ("Inactive Members"). Members may not transfer their use of the facilities to a non-member or Inactive Member.

The owners of 8401 Greenwood Dr and 8311 Sawtooth Ln, Niwot, are members with the same rights, privileges, and responsibilities as owners in Somerset Estates if all dues, current and past, are paid in full, with the exception that the membership for 8311 Sawtooth Ln is not transferable to a new owner and will terminate when the property is sold. Should either of these two become Inactive Members for a period of three years, the Board of Directors may permanently terminate such membership.

There are no other classes of members, and no new members are allowed. The Board of Directors has the sole discretion and right to offer annual use of the facilities to a limited number of annual passholders ("Passholders") in the local Niwot area and will determine the number (if any), cost, and method of selecting such Passholders. These Passholders are not members. The Board of Directors may suspend or terminate, without refund, the use of the facilities by any Passholder for failure to follow the Rules, Regulations, and Policies of SSTC, including a permanent prohibition in future years.

Section 3.2 Dues. The Board of Directors will determine the amount of annual dues each spring. Any dues not paid in a prior year are added to a member's account and will be billed along with the current year's dues. A member must pay all current year and past years' dues to be an Active Member. SSTC will accept payment at any time and provide access to the facilities once an account is current. An Inactive

Member may not opt out of receiving annual invoices. Upon the sale of a Lot, the prospective buyer will be informed through the title company of the status of the SSTC membership, including the total amount of dues on the account. For the buyer to have use of the facilities and the right to vote upon closing, all outstanding dues must be paid in escrow by either the seller, the buyer, or both. Once a Lot is sold, the membership transfers to the new owner, along with any remaining dues owed.

Section 3.3 Annual Meeting. Annual meetings of the members of SSTC shall be held in June of each year at such day and date set forth in a notice of the meeting published by the Board of Directors for the purpose of electing Directors, approving a budget for the current year, and for the transaction of such other business as may come before the meeting.

Section 3.4 Special Meetings. Special meetings of SSTC, for any purpose, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of at least 10% of the Active Members.

Section 3.5 Place of Meetings. Meetings of SSTC may be held at such location in Boulder County, Colorado as may be designated by the Board of Directors.

Section 3.6 Notice of Meetings. Written notice to all members stating the place, day and hour of a meeting, and in case of a special meeting, the purposes for which the meeting is called, shall be sent not less than 10 nor more than 50 days before the date of the meeting. Notice may be given personally, or sent by mail, by email, or by any other method of communication reasonably calculated to be received by the members, by or at the direction of the President, the Board of Directors, or by the persons calling the meeting. Notice shall be deemed effective if sent to the last street or electronic address of which the Secretary of SSTC has received written notice. Any member may, at any time, waive notice of any meeting of SSTC by a written statement waiving notice. By attending a meeting, a member shall be deemed to have waived notice of such meeting except where a member attends a meeting solely for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.7 Adjournment of Meeting. At any meeting of SSTC, a majority of the members who are present at that meeting, either in person or by proxy, may adjourn the meeting to another date and time.

Section 3.8 Voting.

(a) Persons Entitled to Vote. Only Active Members are entitled to vote. Any Inactive Member may become an Active Member immediately upon payment of all outstanding dues, current and past. At any meeting at which the Active Members are to vote on any matter, the persons attending the meeting may be required to check in and to identify the Lot address for which they are entitled to cast a vote. In the event of a dispute as to whether any such person is entitled to vote, the person may cast a provisional vote pending proof of Lot ownership satisfactory to the President or other officer of SSTC presiding over the meeting. Provisional votes will be counted only if they will affect the outcome of a matter upon which the Active Members have voted. No partial votes may be cast. If two or more individuals or entities own interests in a Lot, an owner (or the designated representative of an owner which is a corporation, partnership, limited liability company, trust, or other organization or entity) who is present at a meeting of SSTC shall be deemed to have the proxy of the other owners of such Lot and may cast the vote for such Lot; provided, however, that if more than one owner of a Lot is present at a meeting of SSTC the several owners of such Lot must agree between themselves as to how they will vote or no vote may be cast.

(b) Proxies. Any vote may be cast under a proxy duly executed by an Active Member. If a Lot is owned by more than one person, then the provisions of subparagraph a) hereinabove shall

apply as to the authority of the proxy to cast the vote for such Lot. An Active Member may revoke a proxy by attending a meeting and announcing the revocation of such proxy. A proxy is valid only for the matters identified therein, and only for the particular meeting specified therein.

- (c) Representatives. If the Lot owner of an Active Member is a corporation, partnership, limited liability company, trust, personal representative, or other organization or entity, such organization may designate a representative who is an individual, and such representative may cast the vote of such organization or entity. The President or other officer of SSTC presiding at a meeting may require reasonable evidence that a person voting as the representative of an organization or entity is authorized to cast such votes.

Section 3.9 Quorum. Fifteen percent (15%) of the Active Members of SSTC, represented in person or by proxy, shall constitute a quorum at a meeting of SSTC. If less than 10% of the Active Members are represented at a meeting, a majority of the Active Members so represented may adjourn the meeting from time to time, without further notice. At such adjourned meeting, if a quorum shall then be present or represented, any business may be transacted which might have been transacted at the meeting as originally scheduled. The Active Members present at a duly organized meeting at which a quorum is originally present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Active Members to leave less than a quorum remaining. The affirmative vote of a majority of the Active Members represented at a meeting at which a quorum is originally present shall be the act of the Active Members of SSTC, unless the vote of a greater number of Active Members is required by law or the Articles of Incorporation.

ARTICLE 4 - BOARD OF DIRECTORS

Section 4.1 Powers. The affairs of SSTC shall be managed by a Board of Directors, except as otherwise provided by law or by the Articles of Incorporation. The Board of Directors shall have, subject to the limitations provided by law, the powers and duties necessary for the administration of the affairs of SSTC, including but not limited to the following powers and duties:

- (a) Adopt and amend Bylaws and Rules, Regulations, and Policies;
- (b) Adopt and amend budgets for revenues, expenditures, and reserves;
- (c) Set the amount of dues for the members and collect dues from the members;
- (d) Set the number, conditions, and fees for facility use other than by members;
- (e) Hire and discharge managing agents;
- (f) Hire and discharge employees, independent contractors, and agents;
- (g) Institute, defend or intervene in litigation or administrative proceedings or seek injunctive relief for violations of SSTC's Articles of Incorporation, Bylaws or Rules in SSTC's name on matters affecting SSTC;
- (h) Institute, defend or intervene in litigation or administrative proceedings or seek injunctive relief for other matters on behalf of or affecting the welfare of SSTC;
- (i) Make contracts and incur liabilities on behalf of SSTC;

- (j) Regulate the use, maintenance, repair, replacement and modification of the facilities;
- (k) Cause additional improvements to be made as a part of the facilities;
- (l) Acquire, hold, encumber and convey, in SSTC's name, any right, title or interest to real estate or personal property;
- (m) Grant easements for any period of time, including permanent easements, and grant leases, licenses, and concessions for no more than one year, through or over the facilities;
- (n) Impose and receive a payment, fee or charge for services provided to members, and for the use, rental or operation of the facilities;
- (o) Impose penalties for failure of members to follow Rules, Regulations, and Policies, including suspension of the right to use the facilities;
- (p) Impose a reasonable charge for the preparation of status statements concerning the payment and performance status of individual members, such as may be required in the event of the sale of a Lot;
- (q) Set amounts for and provide for and maintain Directors' and Officers' liability insurance;
- (r) Set amounts for and provide for and maintain general liability and property insurance;
- (s) Exercise any other powers conferred by the Articles of Incorporation or Bylaws;
- (t) Exercise any other power that may be exercised under law by a legal entity of the same type as SSTC; and,
- (u) Exercise any other power necessary and proper for the governance and operation of SSTC.

Section 4.2 Number, Tenure, and Qualifications. The Board of Directors shall generally consist of five Directors, all of whom must be individual persons over the age of 18 who are Active Members in SSTC, who shall serve until their successors are elected and qualified. If the owner of a Lot of an Active Member is a corporation, partnership, limited liability company, trust, or other representative, organization, or entity, such organization or entity may designate a representative who is an individual, and such representative may be elected to the Board of Directors. The number of Directors may be changed from time to time by a duly adopted amendment to the Bylaws, except that in no event may the number of Directors be less than three.

Section 4.3 Vacancies. Any Director may resign at any time by giving written notice to the President or to the Secretary of SSTC. Such resignation shall take effect immediately unless a different date is specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors may be filled by affirmative vote of a majority of the remaining Directors though less than a quorum or may be left vacant until the next annual meeting of the members. Any Director appointed or elected to fill the term of a Director who has resigned or been removed shall be for the remainder of the term of the vacancy.

Section 4.4 Terms. The terms of the Directors shall be for three years.

Section 4.5 Annual and Regular Meetings. A regular meeting of the Board of Directors shall be

held without other notice than contained in this Bylaw immediately after, and at the same place as, the annual meeting of the members of SSTC. The Board of Directors may, by resolution, provide for the holding of additional regular meetings, and may, by resolution, from time to time, fix the place and the time of the holding of such regular meetings, and when so fixed no notice of such meetings need be given.

Section 4.6 Special Meetings. Special meetings of the Board of Directors may be called by the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place in the County of Boulder, Colorado as the place for holding any special meetings of the Board of Directors called by them.

Section 4.7 Notice. Reasonable notice of any special meeting of the Board of Directors shall be given to each Director personally, or sent by mail, by email, or by any other method of communication reasonably calculated to be received by the Director to whom it is addressed. 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 solely for the express 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 the notice of such meeting, or in a waiver of notice of such meeting.

Section 4.8 Quorum and Attendance. A majority of the number of Directors then sitting on the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time to another date and time. A Director may attend a meeting of the Board of Directors by using an electronic or telephonic communication method whereby the Director may be heard by the other Directors and may hear the deliberations of the other Directors on any matter properly brought before the Board of Directors. The Director's vote shall be counted and the presence noted as if that Director were present in person on that particular matter.

Section 4.9 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.10 Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to such action with the Secretary before the adjournment thereof. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 4.11 Informal Action by Directors. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting according to the Colorado Nonprofit Corporation Act procedures (7-128-202). Documentation of such action shall be filed with the minutes of the meetings of the Board of Directors and shall be made available to members in the same manner as other records of SSTC.

ARTICLE 5 - OFFICERS

Section 5.1 Designation. The officers of SSTC shall consist of a President, Vice President, Secretary, and Treasurer, all of whom shall be elected by the Board of Directors and shall themselves be members of the Board of Directors. The Board of Directors may appoint such other officers as it deems necessary or desirable. Officers shall be chosen in such manner and hold their offices for such terms and have such authority and duties as may be determined by the Board of Directors from time to time. In all cases where the duties of any officer are not prescribed by the Bylaws or by the Board of Directors, such

officer shall follow the orders and instructions of the President.

Section 5.2 President. The President shall, subject to the direction and supervision of the Board of Directors, be the chief executive officer of SSTC and shall have general and active control of its affairs and business and general supervision of its officers, agents and employees. He or she shall represent SSTC at all meetings of the members of SSTC.

Section 5.3 Vice President. In the absence of the President, or upon the inability or disqualification of the President, or at the request of the President or the Board of Directors, the Vice President shall perform the duties and have the powers of the President. The Vice President shall have such additional powers and perform such additional duties as may be, from time to time, directed by the Board of Directors.

Section 5.4 Secretary. The Secretary shall: (a) keep the minutes of the proceedings of meetings of the members and meetings of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the records of SSTC and of the seal of the Corporation; (d) keep a record of the names and addresses of all members; and, (e) in general perform all duties incident to the office of the Secretary and such other duties as, from time to time, may be assigned to him or her by the President or by the Board of Directors.

Section 5.5 Treasurer. The Treasurer shall be the principal financial officer of SSTC and shall have the care and custody of all funds, securities, evidences of indebtedness and other personal property of SSTC, and shall deposit the same in accordance with the instructions of the Board of Directors. He or she shall receive and give receipts and acquittances for monies paid in on account of SSTC and shall pay out of the funds on hand all bills, payrolls, and other just debts of SSTC of whatever nature. He or she shall perform all other duties incident to the office of the Treasurer and, upon request of the President or the Board of Directors, shall make such reports as may be required at any time. He or she shall have such other powers and perform such other duties as may be, from time to time, prescribed by the Board of Directors or the President.

ARTICLE 6 - EXECUTION OF INSTRUMENTS AND USE OF FUNDS

Section 6.1 Execution of Instruments. The President, and in his or her stead the Vice President, shall have power to execute on behalf and in the name of SSTC any document or instrument requiring the signature of an officer of SSTC, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of SSTC. Unless so authorized, no officer, agent or employee shall have any power or authority to bind SSTC in any way, to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Section 6.2 Checks and Endorsements. All checks and drafts upon the funds to the credit of SSTC in any of its depositories shall be signed by such of its officers or agents as shall, from time to time, be determined by resolution of the Board of Directors, which may provide for the use of facsimile signatures under specific conditions, and all notes, bills, receivables, trade acceptances, drafts and other evidences of indebtedness payable to SSTC shall, for the purpose of deposit or collection, be endorsed by such officers or agents of SSTC or in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

Section 6.3 Use of Funds. No part of the net earnings of SSTC shall inure to the benefit of, or be distributable to, its members, Board of Directors, or officers, except that the Corporation shall be authorized and empowered to pay reasonable compensation for non-Board related services rendered and to make payments and distribution in furtherance of the purposes set for in its Articles of Incorporation.

Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (7) of the Internal Revenue code of 1986, as amended.

ARTICLE 7 - INDEMNIFICATION

Section 7.1 Indemnification. SSTC shall indemnify any Director or officer who was, is, or may be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the SSTC, by reason of the fact that he or she is or was a Director or officer of SSTC, regardless of whether the basis of any claim against a Director or officer, or whether any action or inaction by a Director or officer is expressly or implicitly authorized by the powers set forth herein, against expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the action, suit, proceeding or investigation, and any judgments, fines and amounts paid in settlement, so long as he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of SSTC, and so long as, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE 8 - RECORDS

Section 8.1 Records. SSTC shall maintain records of its activities and finances in accordance with the Colorado Revised Nonprofit Corporation Act, as amended.

Section 8.2 Examination. All records maintained by SSTC shall be available for examination and copying by any member after reasonable notice at the expense of the member.

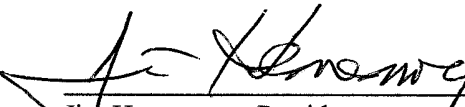
ARTICLE 9 - MISCELLANEOUS

Section 9.1 Fiscal Year. The fiscal year of SSTC shall be as adopted and determined by the Board of Directors, or in the absence of action by the Board the fiscal year shall be the calendar year.

Section 9.2 Waiver. No restriction, condition, obligation or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

CERTIFICATE OF SECRETARY

I hereby certify that the foregoing Bylaws, consisting of 7 pages, including this page constitute the Bylaws of the Somerset Swim & Tennis Club, adopted by the Board of Directors as of June 13th, 2023.



Jim Hemenway, President