

**FIRST AMENDMENT
TO
BYLAWS OF
TRAIL RIDGE ASSOCIATION, INC.**

DRAFT

This First Amendment to ByLaws of Trail Ridge Association, Inc., a Colorado nonprofit corporation, is made as of September 6, 2006, and, in accordance with Article XI, Section 11.1 of the ByLaws, has been approved by a majority of the Board of Directors present in person or by proxy at a regular meeting of the Board.

RECITALS

WHEREAS, the original ByLaws for the Association, executed on November 14, 1984, not only contain certain provisions which may be ambiguous and potentially in conflict with other provisions of the ByLaws, but also are in need of updating for more efficient operation of the Association; and,

WHEREAS, the Board of Directors for the Association has proposed that the ByLaws be amended in accordance with Article XI, Section 11.1 of the ByLaws; and,

WHEREAS, this First Amendment to the ByLaws proposed to the Board of Directors has been approved by a majority of a quorum of the Board either in person or by proxy.

NOW, THEREFORE, pursuant to Article XI, Section 11.1 of the ByLaws, Trail Ridge Association, Inc. hereby adopts the following amendments to the ByLaws for the Association:

- A. Amendment to Article IV, Section 4.2 (Annual Meetings). Article IV, Section 4.2 of the ByLaws is hereby amended by deleting the first sentence contained therein and replacing with the following new sentence:
 - * The annual meetings of the Association shall be held each year on such date as shall be selected by the Board of Directors.
- B. Amendment to Article VI, Section 6.1 (Nomination). Article VI, Section 6.1 of the ByLaws is hereby amended by deleting the Section in its entirety. Then who picks our replacements.
- C. Amendment to Article VII, Section 7.1 (Regular Meetings). Article VII, Section 7.1 of the ByLaws is hereby amended in its entirety as follows:

Regular meetings of the Board of Directors shall be held without notice, at such place, day and hour as may be fixed from time to time by resolution of the Board of Directors. Why ~~not~~ eliminate monthly

Out Consulting fees 1000.
How often
put time frame

KNOW ALL MEN BY THESE PRESENTS, that the undersigned Secretary of the Corporation does hereby certify that the above and foregoing Bylaws were duly adopted by the Directors of said Corporation as the Bylaws of said Corporation on the 14th day of November, 1984, and that they do now constitute the Bylaws of said Corporation.

John J. [Signature]
Secretary

ARTICLES

WHEREAS, the original Bylaws of the Association, executed on November 14, 1984, not only contain provisions which may be ambiguous and potentially in conflict with other provisions of the Bylaws, but also are in need of updating the more efficient operation of the Association; and

WHEREAS, the Board of Directors of the Association has proposed to amend the Bylaws to amended is attached with Article XI, Section 1.1 of the Bylaws; and

WHEREAS, this First Amendment to the Bylaws proposed to the Board of Directors has been approved by a majority of a quorum of the Board either in person or by proxy;

NOW, THEREFORE, pursuant to Article XI, Section 1.1 of the Bylaws, I, John J. [Signature], Association, do hereby certify the following amendments to the Bylaws for the Association:

A. Amendment to Article IV, Section 4.3 (Annual Meetings). Article IV, Section 4.3 of the Bylaws is hereby amended by deleting the first sentence contained therein and replacing with the following new sentence:

The annual meeting of the Association shall be held each year on such date as shall be selected by the Board of Directors.

B. Amendment to Article VI, Section 6.1 (Communication). Article VI, Section 6.1 of the Bylaws is hereby amended by deleting the Section in its entirety. The new Bylaws are attached hereto.

C. Amendment to Article VII, Section 7.1 (Regular Meetings). Article VII, Section 7.1 of the Bylaws is hereby amended in its entirety as follows:

Regular meetings of the Board of Directors shall be held without notice at such place, day and hour as may be fixed from time to time by resolution of the Board of Directors. Such meetings shall be held monthly.

All Correspondence / 1000
How often
Before time frame

- D. Amendment to Article XI, Section 11.1 (Amendments). Article XI, Section 11.1 of the ByLaws is hereby amended by deleting the last sentence contained therein. *Why shouldn't we notify Homeowners of changes?*
- E. Amendment to Article XII (Noncompliance). Article XII, Sections 12.1 through Section 12.6 of the ByLaws is hereby amended by deleting these Sections in their entirety. *Eliminates all homeowners rights to address their board*
- F. No Further Amendments. Except as specifically amended herein, the ByLaws shall remain in full force and effect.

IN WITNESS WHEREOF, THE UNDERSIGNED SECRETARY OF THE ASSOCIATION HAS EXECUTED THIS FIRST AMENDMENT TO BYLAWS AS OF THE DATE AND YEAR FIRST ABOVE WRITTEN IN ACCORDANCE WITH ARTICLE XI, SECTION 11.1 OF SAID BYLAWS OF TRAIL RIDGE ASSOCIATION, INC.

Secretary