

AMENDMENTS TO BYLAWS

OF

MONTCLAIR SUBDIVISION HOME OWNERS ASSOCIATION, INC.,

A NON-PROFIT CORPORATION

2 THIS AMENDMENT TO THE BYLAWS is made and entered into this day of March, 2014, by three-fourths (3/4) vote of the members.

R E C I T A L S:

WHEREAS, Bylaws effecting the lots and common areas within that certain tract of property described on Exhibit "A" attached hereto and by this reference made a part hereof were initially adopted by the organization on November 30, 2004;

WHEREAS, pursuant to Article Twelve, "Amendments," of the Bylaws of the organization, the Bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than a three-fourths (3/4) vote of the members; and

WHEREAS, pursuant to an annual meeting of the members held on March 2, 2014, members in excess of a three-fourths (3/4) vote desire to amend certain portions of the Bylaws.

NOW, THEREFORE, in consideration of the recitals and premises contained herein, certain provisions of the Bylaws are amended as follows:

A. Article Four, Section 1, is hereby deleted in its entirety and fully amended to read as follows:

ARTICLE FOUR--MEETINGS

1. ANNUAL MEETINGS.

The annual membership meeting of this organization shall be held in February of each and every year commencing in 2014 or at the discretion of the board of directors on a date otherwise upon a posting of the intended date on the organization's website prior to January 15 of the year of its annual meeting, the board of directors shall fix the day. The secretary shall cause to be mailed to every member in good standing at his or her address as it appears in the membership roll book of this organization a notice telling the time and place of such annual meeting.

The directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place as the place for holding such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation.

The presence of not less than one half (1/2) of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than sixty (60) days from the date scheduled by these bylaws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum of one half (1/2) of the required quorum of the preceding meeting as hereinbefore set forth shall be required at any adjourned meeting.

B. Article Seven is hereby deleted in its entirety and fully amended to read as follows:

#### ARTICLE SEVEN--BOARD OF DIRECTORS

The business of this organization shall be managed by a board of at least three (3) directors who need not be members of the organization together with the officers of this organization.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of one (1) year or until the next annual membership meeting.

The board of directors shall have the control and management of the affairs and business of this organization. Such board of directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

One half (1/2) of the members of the board of directors shall constitute a quorum and the meetings of the board of directors shall be held regularly at least annually commencing in 2014.

Each director shall have one (1) vote and such voting may not be done by proxy.

The board of directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the board of directors shall be filled by a vote of the majority of the remaining members of the board of directors for the balance of the year.

The president of the organization, by virtue of the office, shall be chairperson of the board of directors. The board of directors shall select from one (1) of their number a secretary.

Members, by a vote of sixty-seven (67) percent of all members entitled to vote and present at any meeting of the membership at which a quorum is present, may remove any member of the board of directors with or without cause other than a member appointed by the declarant.

Budget proposals, adopted by the board of directors, shall be delivered to members and meetings shall be scheduled in conformance with CRS 38-33.3-303(4), as amended.

C. Article Twelve is hereby deleted in its entirety and fully amended to read as follows:

ARTICLE TWELVE--AMENDMENTS

These bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than a one-half (1/2) vote of the members.

Adopted and ratified on the 2 day of March, 2014, at an annual meeting of the members on same date.

RAND E FAY  
R E FAY, ~~Secretary~~  
PRESIDENT

EXHIBIT "A"

Lots 1 through 8, inclusive, in Block 1,  
Lots 1A through 9A, inclusive, in Block 1,  
Lots 1 through 12, inclusive, in Block 2,  
Lots 1B through 6B, inclusive, in Block 2, and  
Tract A, Tract B and Tract C of  
of MONTCLAIR SUBDIVISION,

County of Mesa,  
State of Colorado.