

**AMENDED AND RESTATED BYLAWS
OF
REDSTONE ESTATES ROAD ASSOCIATION**

**ARTICLE 1
DEFINITIONS**

- 1.1 “Declaration” means the Declaration of Covenants, Conditions and Restrictions for Redstone Estates Road Association that has been or will be recorded with the Clerk and Recorder of Larimer County, Colorado, together with any amendments.
- 1.2 “Director” means any natural person serving on the Board of Directors.
- 1.3 “Member” means any Owner of a Lot within the Association.
- 1.4 “Qualified Voter” means a member who has paid all assessments in full.
- 1.5 Unless otherwise defined in these Amended and Restated Bylaws, all words and terms used in these Amended and Restated Bylaws shall have the meanings given to them in the Declaration. If not defined in the Declaration, such words and terms shall be as defined in the Colorado Common Interest Ownership Act, as amended (“Act”).

**ARTICLE 2
MEETINGS OF MEMBERS**

- 2.1. Annual Meeting. The Annual Meeting of the Members shall be held each year on such date as shall be selected by the Board of Directors (a Saturday in early June, if practicable) for the purpose of electing Directors and for the transaction of such other business as may come before the Meeting.
- 2.2 Budget Meeting. Meetings of Members to consider proposed budgets shall be called and conducted in accordance with Budget Meeting provisions of the Declaration. The budget may be considered at Annual or Special Meetings of Members called for other purposes as well.
- 2.3 Special Meetings. Special Meetings of the Members may be called by the president, by a majority of the Directors on the Board of Directors, or by Members holding at least 20% of the votes in the Association.
- 2.4 Place of Meetings. Meetings of the Members shall be held at any suitable place convenient to the Members, as may be designated by the Board of Directors or the president.
- 2.5 Notice of Meetings. The secretary shall cause notice of Meetings of the Members to be hand-delivered or sent prepaid by United States mail to the mailing address of each Lot or to the mailing address designated in writing by the Member, not less than 10 nor more than 50 days in advance of a Meeting, provided that notice of any Meeting to approve Material Amendments to the Declaration or Extraordinary Actions of the Association (both as defined in the Declaration) must be given not less than 25 days in advance of the Meeting. In addition, if electronic means for providing such notice are available to the Association, the Association shall cause notice of Meetings of the Members to be given

by email to all Members who so request and who furnish the Association with their email addresses. Furthermore, notice of any Meeting shall be physically posted in a conspicuous place, to the extent that such posting is feasible and practicable. The notice of any Meeting shall state the time and place of the Meeting and the items on the agenda, including a summary of any proposed amendments to the Declaration, the Amended and Restated Bylaws, or the Articles of Incorporation, any budget changes, and any proposal to remove an officer or a Director. The notice shall include a copy of a proxy that can be cast in lieu of attendance at the Meeting. No action shall be adopted at a Meeting except as stated in the notice.

2.6 Waiver of Notice. Any Member may, at any time, waive notice of any Meeting of the Members in writing, and the waiver shall be deemed equivalent to the receipt of notice.

2.7 Participation in Meetings of the Members. All Meetings of the Members are open to every Member and any person designated by a Member in writing as the Member's representative. At an appropriate time determined by the Board of Directors, but before formal action is taken on an issue under discussion, Members or their designated representatives shall be permitted to speak regarding that issue. The Board of Directors may place reasonable time restrictions on persons speaking during the Meeting. If more than one person desires to address an issue and there are opposing views, the Board of Directors shall provide for a reasonable number of persons to speak on each side of the issue. At any time, the Board of Directors may delegate its authority under this **Article 2.7** to the officer presiding over the Meeting of the Members.

2.8 Quorum. Except as otherwise provided in these Amended and Restated Bylaws, the Declaration, or by law, at any Meeting of the Members the presence in person or by proxy of Qualified Voters who are allocated 30 votes shall constitute a quorum. If a quorum exists at the beginning of any meeting, a quorum is deemed present throughout that Meeting despite any subsequent departure of Qualified Voters.

2.9 Voting. Votes for contested positions on the Board of Directors shall be taken by secret ballot. Furthermore, at the discretion of the Board of Directors or upon the request of Qualified Voters holding 20% of the votes of all those Qualified Voters who are present at the Meeting or represented by proxy, if a quorum has been achieved, a vote on any other matter shall be by secret ballot. Ballots shall be counted by a Teller Committee of volunteers. At the beginning of Meetings, a Teller Committee shall be appointed consisting of one member of current Board and two volunteers who are Qualified Voters. In the case of a contested election for a Board of Directors position, a candidate may not be member of the Teller Committee. The Teller Committee is responsible for distributing, collecting, and tallying ballots on votes taken on motions and on elections of officers. The Committee presents the written Tellers Report (signed by all members of the Committee) to the president. Tellers seal all ballots and tally sheets in an envelope and give them to the secretary, who preserves them until the next Annual Meeting. The results of a vote taken by secret ballot shall be reported without reference to names, addresses or other identifying information of the Members voting.

2.10 Majority Vote. At any Meeting of the Members at which a quorum is present, the majority of votes allocated to Qualified Voters present in person or by proxy present shall be binding upon all Members for all purposes except where a higher percentage vote is required in the Declaration, these Amended and Restated Bylaws or by law.

2.11 Proxies. The vote or votes allocated to a Qualified Voter may be cast under a written proxy duly executed by the Qualified Voter and filed with the Association prior to the Meeting. A Member

may revoke a proxy given under this Article only by actual notice of revocation to the person presiding over a Meeting of the Members. A proxy is void if it is not dated or purports to be revocable without notice. A proxy terminates 11 months after its date, unless it specifies a shorter term. The holder of a Member's proxy need not be a Member. A proxy shall not be valid if obtained through fraud or misrepresentation.

2.12 Validity of Vote or Proxy. The Association is entitled to reject a vote, consent, written ballot, waiver, proxy appointment, or revocation of a proxy appointment if the Secretary or other officer or agent authorized to tabulate the votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the Member. The Association and its officer or agent who accepts or rejects a vote, consent, written ballot, waiver, proxy appointment, or revocation of proxy appointment in good faith and in accordance with the standards of these Amended and Restated Bylaws are not liable in damages for the consequences of the acceptance or rejection. Any Association action based on the acceptance or rejection of a vote, consent, written ballot, waiver, proxy appointment, or revocation of a proxy appointment is valid unless a court of competent jurisdiction determines otherwise.

2.13 Voting by Entity Owners. The vote of a corporation or business trust may be cast by any officer of that corporation or business trust in the absence of express notice of the designation of a specific person by the board of directors or bylaws of the owning corporation or business trust. The vote of a partnership may be cast by any general partner of the owning partnership in the absence of express notice of the designation of a specific person by the owning partnership. The vote of a limited liability company may be cast by any manager (if a manager-managed limited liability company) or by any Member (if a member-managed limited liability company) in the absence of express notice of the designation of a specific person by the owning limited liability company. The person presiding over the Meeting may require reasonable evidence that a person voting on behalf of a corporation, business trust, partnership, or limited liability company owner is qualified to vote.

2.14 Adjournment of Meeting. At any Meeting of Members, whether or not a quorum is present, those Members who are present at that Meeting and who hold a majority of those votes allocated to all Members present in person or by proxy may adjourn the Meeting to another time.

2.15 Action by Consent. Any action which may be taken at a Meeting of the Members may be taken without a Meeting if a consent in writing, setting forth the action so taken, is signed by all of the Members entitled to vote on such action.

2.16 Action by Written Ballot. Any action that may be taken at any Annual or Special Meeting of the Members, at the discretion of the Board, may be taken without a Meeting of the Membership if the Association delivers a written ballot to every Member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a Meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a Meeting at which the total number of votes cast was the same as the number of votes cast by written ballot. All solicitations for votes by written ballot shall indicate the number of responses to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than election of directors, specify the time by which a ballot must be received by the Association in order to be counted, and be accompanied by written information sufficient to permit each Member casting such ballot to reach an informed decision on the matter. A written ballot may not be revoked. The

solicitation of votes by written ballot, and the submission of any ballot by a Member, may be done electronically. Action taken under this Article has the same effect as action taken at a Meeting of Members and may be described as such in any document.

ARTICLE 3 **RESPONSIBILITIES OF MEMBERS**

- 3.1 Be familiar with the Association Declaration, Bylaws, and Articles of Incorporation;
- 3.2 Exercise proper and considerate road use behavior as defined by the Association;
- 3.3 Not block, obstruct, or disturb the road right-of-way in any improper fashion;
- 3.4 Notify Association Treasurer of current mailing address, phone number (if applicable), and email address (if applicable).

ARTICLE 4 **BOARD OF DIRECTORS**

4.1 Powers and Duties. The affairs of the Association shall be governed by the Board of Directors. The Board of Directors may act in all instances on behalf of the Association, except as provided in the Declaration, these Amended and Restated Bylaws or the Act. The Board of Directors may not act on behalf of the Association to amend the Declaration, or to elect Directors or determine the qualifications, powers and duties, or terms of office of Directors, but the Board of Directors may fill vacancies on the Board as provided in **Article 4.4** below. The Board of Directors shall have, subject to the limitations contained in the Declaration and the Act, the powers and duties necessary for the administration of the affairs of the Association including, without limitation, the following powers and duties:

- 4.1.1 Prepare budgets for revenues, expenditures, and reserves;
- 4.1.2 Adopt and amend budgets for revenues, expenditures and reserves;
- 4.1.3 Collect Assessments for Common Expenses from Members;
- 4.1.4 Obtain an annual review of the Associations financial records and practices. This review will be conducted by a committee consisting of either the Assistant Road Manager or Secretary and two non-Board Members appointed by majority vote of the entire Board. If such a committee cannot be formed, such professional assistance as approved by a majority vote of the entire Board will be obtained.
- 4.1.5 Establish and maintain long-range planning for roadwork.
- 4.1.6 Publish to all Members quarterly Newsletters. Newsletters may be used to provide Members with Notices of Member Meetings and Board of Directors Meetings, Notice of Board Vacancies, Road Manager Reports, Treasurer Reports, long-range planning for road work, and other communication from Board Members. Newsletters may be sent prepaid via United States mail or emailed.
- 4.1.7 Suspend the voting interest allocated to a Lot and the right of a Member to cast such vote, or by proxy the vote of another, during any time in which a Member is in violation of any provision of the Association's Declaration, Bylaws, or Rules and Regulations;

- 4.1.8 Hire and discharge independent contractors and agents;
- 4.1.9 Institute, defend, or intervene in litigation or administrative proceedings or seek injunctive relief for violations of the Association's Declaration, Bylaws or Rules and Regulations in the Association's name, on behalf of the Association or two or more Members on matters affecting the Association;
- 4.1.10 Make contracts and incur liabilities;
- 4.1.11 Regulate the use, maintenance, repair, replacement, and modification of Common Elements;
- 4.1.12 Cause additional improvements to be made as a part of the Common Elements;
- 4.1.13 Acquire, hold, encumber and convey, in the Association's name, any right, title or interest to real estate or personal property (including, without limitation, maintenance-related equipment), but Common Elements may be conveyed or subjected to a security interest only pursuant to the Act;
- 4.1.14 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 Common Elements;
- 4.1.15 Establish from time to time and impose a reasonable charge for late payment of assessments and, after notice and hearing, levy a reasonable fine for a violation of the Declaration, Bylaws, or Rules and Regulations of the Association;
- 4.1.16 Impose a reasonable charge for the preparation and recording of amendments to the Declaration or statements of unpaid assessments;
- 4.1.17 Provide for the indemnification of the Association's officers and the Board of Directors, provide for the indemnification of committee Members to the extent the Board of Directors deems it just and reasonable, and maintain directors' and officers' liability insurance;
- 4.1.18 Adopt and amend Bylaws and reasonable Policies, Rules and Regulations;
- 4.1.19 Declare the office of a Director to be vacant in the event such Director fails to participate in three regular Meetings of the Board of Directors during any one-year period;
- 4.1.20 By resolution, set forth policies and procedures which shall be considered incorporated herein by reference as though set forth in full, and which provide for corporate actions and powers which are different from those set forth in the Colorado Revised Nonprofit Corporation Act, as amended ("CRNCA"), but which are permitted by law to be "otherwise set forth in the Bylaws." Such resolutions shall be given the same force and effect as if specifically enumerated in these Amended and Restated Bylaws.
- 4.1.21 Exercise any other powers conferred by the Declaration, the Articles of Incorporation, or these Amended and Restated Bylaws;

4.1.22 Exercise any other power that may be exercised in Colorado by a legal entity of the same type as the Association;

4.1.23 Exercise any other power necessary and proper for the governance and operation of the Association; and

4.1.24 By resolution, establish committees of Directors and/or Members permanent and standing, to perform any of the above functions under specifically delegated administrative standards as designated in the resolution establishing the committee. All committees must maintain minutes of their Meetings and shall make periodic reports to the Board of Directors.

4.2 Number and Qualifications. The Board of Directors shall consist of seven natural persons. All Directors shall be Members who are in compliance with the Declaration and other governing documents of the Association. At least six of the seven Directors must be year-round residents on their RERA Lot. Each Director shall be elected to function as a specific Officer of the Association.

4.3 Election of Directors/Terms of Office. Each elected Board Member shall serve for two years (one term) and relinquish office at the first Board Meeting following the Annual Meeting at which his/her successor is duly elected. This Board Meeting to be held within four weeks of the election. No Member may serve more than two (2) consecutive terms as a particular Officer unless there is no other candidate available for that Office or unless a Quorum at any Annual or Special Meeting is unable to be secured. In such cases, the current elected Director(s)/Officer(s) shall continue to hold their respective Office(s), retaining all the powers and duties of the Office, until such time as either a candidate becomes available for election at a regularly scheduled election, or until a Quorum can be secured at a Meeting of the Membership and their successors duly elected. Three Directors/Officers will be up for election in odd-numbered years. These are president, treasurer, and assistant road manager. Four Directors/Officers will be up for election in even-numbered years. These are vice president, secretary, assistant treasurer, and road manager. At Annual Meetings of the Members, candidates for Directors may be nominated from the floor. As required under **Article 2** above, votes for any contested election of Directors shall be taken by secret ballot.

4.4 Vacancies. Vacancies on the Board of Directors, caused by any reason other than the removal of a Director by a vote of the Members, must be declared by the Board to the Members by a mailed or emailed notice. Such vacancies may be filled at a Special Meeting of the Board of Directors held for that purpose at any time after the occurrence of the vacancy, even though the Directors present at that Meeting may constitute less than a quorum. The filling of vacancies shall be made in the following manner by a majority of the remaining elected Directors constituting the Board of Directors. Those appointed shall hold office until the next regular election, at which time their office shall come before the Members for election to fulfill the unexpired term.

Any vacancy caused by removal of a Director by a vote of the Members shall be filled as provided in **Article 4.5** below.

4.5 Removal of Directors. The Members, by 67% of the votes held by all persons present and entitled to vote at any Meeting of the Members at which a quorum is present, may remove, with or without cause, any Director serving on the Board of Directors. At the Meeting where any Director has been removed, or at any subsequent properly called Meeting of the Members, the Members shall elect a new Director to fill the unexpired term of the removed Director.

4.6 Regular Meetings. Regular Meetings of the Board of Directors shall be held at least once each calendar quarter at a location convenient to the Directors and the Members. At each Regular Board Meeting, the Board shall fix the day and hour of the next quarterly Regular Meeting. The Board, without other notice than this Bylaw, hold a Regular Meeting immediately after, and at the same place as, the Annual Meeting of the Members. The Board of Directors may provide, by resolution, for the holding of additional regular Meetings. The Secretary shall post a notice of each Regular Board Meeting on the Association bulletin board at least ten (10) days prior to the date of such Meeting.

4.7 Special Meetings. Special Meetings of the Board of Directors may be called by the president or by a majority of the Directors on at least twenty four (24) hour's notice in writing, by email, by telephone, or by personal message and shall state the time, place, and purpose of the Meeting. An attempt shall be made to contact all Board Members.

4.8 Member Participation in Board of Directors Meetings. Except for executive or closed-door sessions of the Board of Directors called in accordance with the Act, all Meetings of the Board of Directors are open to every Member, or to the designated representative of a Member. At an appropriate time determined by the Board of Directors, but before the Board of Directors votes on an issue under discussion, Members or their designated representatives shall be permitted to speak regarding that issue. The Board of Directors may place reasonable time restrictions on persons speaking during the Meeting. If more than one person desires to address an issue and there are opposing views, the Board of Directors shall provide for a reasonable number of persons to speak on each side of the issue.

4.9 Waiver of Notice. Any Director may waive notice of any Meeting in writing. Attendance by a Director at any Meeting of the Board of Directors shall constitute a waiver of notice. If all Directors are present at any Meeting, no notice shall be required, and any business may be transacted at such Meeting.

4.10 Quorum; Actions of the Board of Directors. At all Meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the votes of a majority of the Directors present at a Meeting at which a quorum is present shall constitute a decision of the Board of Directors, unless otherwise required by law, the Declaration, the Articles of Incorporation, or these Amended and Restated Bylaws. If, at any Meeting, there shall be less than a quorum present, a majority of those present may adjourn the Meeting. At any adjourned Meeting at which a quorum is present, any business which might have been transacted at the Meeting originally called may be transacted without further notice.

4.11 Proxy. For purposes of determining a quorum at any Meeting of the Board of Directors, and for purposes of casting a vote for or against a particular proposal, a Director may be deemed to be present at a Meeting and to vote if the Director has granted a signed written proxy to another Director who is present at the Meeting, authorizing the other Director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in these Amended and Restated Bylaws and as otherwise permitted by the CRNCA, Directors may not vote or otherwise act by proxy.

4.12 Types of Communication in Lieu of Attendance. Any Director may attend a Meeting of the Board of Directors by: (a) 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; or (b) by participating in "real time" email

communication when all Directors are participating in this form of communication. The vote of such Director shall be counted and the presence noted as if that Director was present in person on that particular matter.

4.13 Action Without a Meeting. Any action required or permitted to be taken at a Board of Directors Meeting may be taken without a Meeting using the procedure described in this Article. Notice of the action to be taken shall be transmitted in writing to each Director by hand delivery, mail, or email and is effective upon receipt. The written notice shall state:

- The action to be taken;
- The date and time by which a Director must respond; and
- That failure to respond by the time stated in the notice will have the same effect as abstaining in writing or failing to demand in writing that the action be taken at a Meeting.

By the time stated in the notice, each Director may:

- Vote in writing for the action;
- Vote in writing against the action;
- Fail to respond or vote; or
- Demand in writing that the action be taken at a Meeting. If a Director makes this demand in a timely manner, the Board of Directors may no longer take the action without a Meeting and must take the action at a Meeting.

Once the time stated in the notice has elapsed, and assuming no written demand from any Director is received requiring that the action be taken at a Meeting, then the action of the Board without a Meeting is deemed effective if the number of affirmative votes in writing for such action equal or exceed the minimum number of votes that would be necessary to take such action at a Meeting at which all of the Directors were present and voted. Any writing submitted by a Director under this Article shall be transmitted by hand delivery, mail, or email, and shall inform the Association of the (a) identity of the Director, (b) the vote, abstention, or demand of the Director, and (c) the proposed action to which such vote, abstention, or demand relates. Any writing submitted by a Director to the Association is effective upon receipt. Action taken pursuant to this Article without a Meeting has the same effect as action taken at a Meeting of the Directors and may be described as such in any document. All writings made pursuant to this Article shall be filed with the minutes of the Board of Directors Meetings.

4.14 Compensation. No Director shall receive any compensation from the Association for acting as such, however Directors may be reimbursed for reasonable expenses incurred on behalf of the Association upon approval of a majority of the other Directors. Nothing herein shall prohibit the Association from compensating a Director, or any entity with which a Director is affiliated, for services or supplies furnished to the Association in a capacity other than as a Director pursuant to a contract or agreement with the Association, provided that such Director's interest was made known to the Board prior to entering into such contract and such contract was approved by a majority of the Directors, excluding the interested Director.

ARTICLE 5

OFFICERS

5.1 Designation. The officers of the Association shall be the president, the vice president, the road manager, the assistant road manager, the secretary, the treasurer, and the assistant treasurer.

5.2 President. The president shall be the chief executive officer of the Association. The president shall preside at all Meetings of the Members and of the Board of Directors. The president shall have all of the general powers and duties which are incident to the office of president of a nonprofit corporation organized under the laws of the State of Colorado, including but not limited to power to appoint committees from among the Members from time to time as the president may decide is appropriate to assist in the conduct of the affairs of the Association. The president may fulfill the role of treasurer in the absence of the treasurer and assistant treasurer. The president may sign, with the treasurer or road manager, all vouchers, warrants, checks, or other instruments for disbursement of funds of the Association. The president shall cause to be prepared and executed, certify and record amendments, attested by the secretary, to the Declaration and these Amended and Restated Bylaws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

5.3 Vice President. The vice president shall take the place of the president and perform the president's duties whenever the president is absent or unable to act. If neither the president nor the vice president is able to act, the Board of Directors shall appoint another Director to act in the place of the president on an interim basis. The vice president shall also perform other duties as directed by the Board of Directors or by the president.

5.4 Secretary. The secretary shall keep the minutes of all Meetings of the Members and the Board of Directors. The secretary shall have charge of the Association's books and papers as the Board of Directors may direct and shall perform all the duties incident to the office of secretary of a nonprofit corporation organized under the laws of the State of Colorado. The secretary may cause to be prepared and may attest to execution by the president of amendments to the Declaration and the Bylaws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

5.5 Treasurer. The treasurer shall be responsible for Association funds and securities, for keeping full and accurate financial records and books of account showing all receipts and disbursements and for the preparation of all required financial data. This officer shall be responsible for the deposit of all monies and other valuable effects in depositories designated by the Board of Directors and shall perform all the duties incident to the office of treasurer of a nonprofit corporation organized under the laws of the State of Colorado. The treasurer may sign, with the president or road manager, all vouchers, warrants, checks, or other instruments for disbursement of funds of the Association. The treasurer may endorse on behalf of the Association, for collection only, checks, notes, and other obligations and shall deposit the same and all monies in the name of and to the credit of the Association in banks designated by the Board of Directors. Except for reserve funds described below, the treasurer may have custody of and shall have the power to endorse for transfer, on behalf of the Association, stock, securities or other investment instruments owned or controlled by the Association or as fiduciary for others. Reserve funds of the Association shall be deposited in segregated accounts or in prudent investments, as the Board of Directors decides. Funds may be withdrawn from these reserves for the purposes for which they were deposited, by check or order, authorized by the treasurer, and executed by two Directors, one of whom may be the treasurer.

5.6 Assistant Treasurer. The assistant treasurer shall assist the treasurer in his/her duties such as: make deposits, write checks, balance bank statements, reply to inquiries from title companies and real estate companies, and help file tax forms and corporate reports. This Officer shall furnish bond in such amount, and with such conditions, as shall be required by the Board. The cost of such bond shall be borne by the association. The Assistant Treasurer shall substitute for the Treasurer when he/she is unavailable.

5.7 Road Manager. The road manger shall be in charge of carrying out the directions of the Board concerning road improvements, maintenance, operation, or other activities recommended by the Board. The road manager shall prepare an annual road report and budget for road maintenance and associated roadwork, for consideration by the Board, to be completed within 60 days from the Annual Meeting. The road manager shall prepare long-range planning for roadwork for consideration by the Board. The road manager shall assign some responsibilities to the assistant road manager. The road manager shall review, sign, and date bills pertaining to road maintenance, operation, and improvement and forward them to the president and treasurer for review and approval and shall sign checks, with the president or treasurer, for disbursement of funds specifically for payment of road maintenance, operations, and improvement.

5.8 Assistant Road Manager. The assistant road manager shall substitute for the Road Manager when he/she is unavailable. The assistant road manager shall complete all duties and tasks assigned by road manager or Board, and shall assist the treasurer in keeping current the Association maps of roads and properties. The assistant road manager shall review, sign, and date bills pertaining to road maintenance, operation, and improvement and forward them to the president and treasurer for review and approval, in the absence of the road manager.

5.9 Execution of Instruments. Except as provided in Articles 5.2, 5.4, 5.7, and 5.8 above, all agreements, contracts, deeds, checks and other instruments of the Association shall be executed by the officer or officers of the Association, or such other person or persons, as may be designated by resolution of the Board of Directors.

ARTICLE 6 **INDEMNIFICATION**

6.1 Actions Other Than by or in the Right of the Association. The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a Director or officer of the Association, who is or was serving at the request of the Association in such capacity, against expenses (including expert witness fees, attorneys' fees and costs) judgments, fines, amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if he or she acted in good faith and in a manner which such individual reasonably believed to be in the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Determination of any action, suit or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in the best interests of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe his or her conduct was unlawful.

6.2 Actions by or in the Right of the Association. The Association shall indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Association to procure judgment in its favor by reason of the fact that such person is or was a Director or officer of the Association or is or was serving at the request of the Association in such capacity, against expenses (including expert witness fees, attorneys' fees, and costs) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner which he or she reasonably believed to be in the best interests of the Association; but no indemnification shall be made with respect to any claim, issue, or matter as to which such person has been adjudged to be liable for negligence, recklessness, or willful misconduct in the performance of his or her duty in the Association unless, and to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses if such court deems it proper.

6.3 Successful on the Merits. To the extent that a Member of the Board of Directors or any agent of the Association has been wholly successful on the merits in defense of any action, suit or proceeding referred to in **Articles 6.1** or **6.2** of this **Article 6**, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including expert witness fees, attorneys' fees and costs) actually and reasonably incurred by him or her in connection therewith.

6.4 Determination Required. Any indemnification under **Articles 6.1** or **6.2** of this **Article 6** (unless ordered by a court) and as distinguished from **Article 6.3** of this **Article 6**, shall be made by the Association only as authorized by the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because such individual has met the applicable standard of conduct set forth in **Articles 6.1** or **6.2** above. Such determination shall be made by the Board of Directors by majority vote of a quorum consisting of those Directors who were not parties to such action, suit or proceeding or, if a majority of disinterested Directors so direct, by independent legal counsel or by Members entitled to vote thereon. Such determination shall be reasonable, based on substantial evidence or record, and supported by a written opinion. The Board of Directors shall provide a copy of its written opinion to the officer or Director seeking indemnification upon request.

6.5 Payment in Advance of Final Disposition. The Association shall pay for or reimburse the reasonable expenses incurred by a former or current Director or officer who is a party to a proceeding in advance of final disposition of the proceeding if (a) the Director or officer furnishes to the Association a written affirmation of the Director's good faith belief that he or she has met the standard of conduct described in **Articles 6.1** or **6.2** of this **Article 6**; (b) the Director or officer furnishes to the Association a written undertaking, executed personally or on the Director's or officer's behalf to repay the advance if it is ultimately determined that the Director or officer did not meet the standard of conduct; and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article. The undertaking required in this **Article 6.5** shall be an unlimited general obligation of the Board of Directors but need not be accepted by the Director or officer or may be accepted without reference to financial ability to make repayment.

6.6 No Limitation of Rights. The indemnification provided by this **Article 6** shall not be deemed exclusive of, nor a limitation upon, any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of the Members or disinterested Directors, or otherwise, nor by any rights which are granted pursuant to the Act and the CRNCA. Upon a vote of the Board of Directors, the Association may also indemnify a Member appointed by the Board of Directors or president to serve

on a committee (when such committee Member is not also a Director) upon such terms and conditions as the Board of Directors or president shall deem just and reasonable.

6.7 Directors and Officers Insurance. To the extent reasonably obtainable and affordable, the Association shall purchase and maintain insurance on behalf of any person who is or was a Director or an officer of the Association against any liability asserted against him or her and incurred by such individual in any such capacity or arising out of his or her status as such, whether or not the Association would have the power to indemnify such individual against such liability under provisions of this Article 6.

ARTICLE 7 **ASSOCIATION RECORDS**

The Association shall maintain such records as may be required by the Act.

ARTICLE 8 **ASSOCIATION RESPONSIBILITIES**

8.1 Disclosures/Association Information. The Association shall provide such disclosures to the Members and make such Association information available to the Members as is required by the Act.

8.2 Governance Policies. The Association shall adopt such governance policies as may be required by the Act.

8.3 Member Education. The Association shall provide, or cause to be provided, such Member education opportunities as may be required by the Act.

ARTICLE 9 **MISCELLANEOUS**

9.1 Notices. All notices to the Association or the Board of Directors shall be delivered to the office of the Association or to such other address as the Board of Directors may designate by written notice to all Members and to all holders of Security Interests in the Lots who have notified the Association that they hold a Security Interest in a Lot. Except as otherwise provided, all notices to any Member shall be sent to the Member's address as it appears in the records of the Association. All notices to holders of Security Interests in the Lots shall be sent to their respective addresses, as designated by them in writing to the Association. Except as otherwise provided, notices shall be hand delivered or sent by United States mail, first class with postage prepaid. All notices shall be deemed to have been given when hand delivered or, if mailed, when deposited in the United States mail, except notices of changes of address, which shall be deemed to have been given when received.

9.2 Fiscal Year. The Board of Directors shall establish the fiscal year of the Association.

9.3 Waiver. No restriction, condition, obligation or provision contained in these Amended and Restated 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.

ARTICLE 10
AMENDMENTS

These Amended and Restated Bylaws may be amended by (a) either modifying or deleting any existing provisions, or (b) adding new provisions. No amendment of the Bylaws of this Association shall be adopted which would impair the validity or priority of any Security Interest in any Lot.

Amendments shall be approved by the Members at an Annual or Special Meeting of Members if approved by a majority of allocated votes held by Qualified Voters present (in person or by proxy) or by mail-in ballot. Amendments shall be brought before the Members by a resolution passed by a majority of the Board of Directors setting forth the proposed amendment and directing that it be submitted to a vote of the Members. Additionally, a proposed amendment shall also be submitted to a vote by the Members whenever a petition to do so (signed by Qualified Voters holding 20% of all allocated votes) is presented to the Board.

ARTICLE 11
CONFLICTING DOCUMENTS

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

These Amended and Restated Bylaws will become effective upon the adoption of on the Declaration of Road Maintenance Covenants for Redstone Estates Road Association.

CERTIFICATION

I certify that I am the duly elected and acting secretary of Redstone Estates Road Association, and the foregoing Amended and Restated Bylaws constitute the original Bylaws of the Association as approved by a majority of allocated votes held by Qualified Voters present (in person or by proxy) at a Meeting of the Membership on the ____ day of _____, 2019.

_____, Secretary