

AMENDED AND RESTATED
BYLAWS
OF
FOX HILL HOMEOWNERS' ASSOCIATION, INC.

ARTICLE 1

Identification

1.1 NAME. The name of the Association is Fox Hill Homeowners' Association, Inc., a Colorado nonprofit corporation referred to in these Bylaws as the Association.

1.2 PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT. The principal office of the Association shall be located in Boulder County, Colorado. The Association may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the activities of the Association may require from time to time.

The registered office of the Association required by the Colorado Corporation Code may be, but need not be identical with the principal office if in Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

The registered agent of the Association required by the Colorado Corporation Code may be changed from time to time by the Board of Directors.

ARTICLE 2

Membership in the Association

2.1 MEMBERSHIP AND VOTING. Every person who is an owner of any lot in the Fox Hill Subdivision, Filing One, excluding Outlot A, is a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot. Ownership of a lot shall be the sole qualification for membership. Each lot shall be entitled to cast one vote regardless of the number of record owners of a lot. Fractional and cumulative voting are prohibited.

2.2 SUSPENSION OF MEMBERSHIP RIGHTS. The membership rights (including voting rights) of any member may be suspended by the action of the Board of Directors if the member shall have failed to pay when due the annual dues or any assessment lawfully imposed upon him, or if the member, his family, his tenants or their guests, shall have violated any rule or regulation of the Board regarding the use of any property, or conduct with respect thereto.

2.3 DUES AND ASSESSMENTS. The amount of annual dues for members of the Association shall be set by the Board of Directors at its first regular meeting after the Annual Meeting of

4.1.3 To decide upon appropriate action to enforce the Protective Covenants for Fox Hill; and

4.1.4 To form and constitute committees and task forces.

4.2 NUMBER, TENURE, AND QUALIFICATIONS. The number of Directors of the Association shall be no less than five nor more than nine. The term of each of the Directors shall be for 3 ^{PHN} years so arranged that the terms are overlapping to the extent feasible.

Directors shall be residents of Colorado, and members in good standing of the Association. A Director who ceases to be a resident of Colorado or a member of the Association shall be removed as a Director of the Association. In addition, Directors shall be removable in the manner provided by the Colorado law.

4.3 VACANCIES. Any director may resign at any time by giving written notice to the President or to the Secretary of the Association. Such resignation shall take effect at the time 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 the affirmative vote of the majority of the remaining directors though less than a quorum. The term of the director elected to fill any vacancy shall expire at the next following annual meeting of the members; provided, however, that the term of the director elected at said meeting shall only be for the balance of the term of the director who resigned. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office, or by an election at an annual meeting or at a special meeting of the members called for that purpose, and a director so chosen shall hold office for the term specified in Article 4.2 above.

4.4 REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held within two months of the Annual Meeting of members. The board of directors may provide from time to time by resolution for the holding of regular meetings without notice other than such resolution. Regular meetings of the board of directors or any board committee may be held in person, by conference telephone call, by email or through any other contemporaneous communications medium. The board or committee secretary, or a designee thereof, shall record or preserve a record of any such meeting, including action taken at the meeting.

4.5 SPECIAL MEETINGS. Special meetings of the board of directors or any board committee may be called by or at the request of the Board or committee chair, and shall be called at the request of the President or any two (2) board or committee members. Special meetings of the board of directors or any board committee may be held in person, by conference telephone call, by email or through any other contemporaneous communications medium. The board or committee secretary, or other designee, shall record or preserve a record of any such meeting, including actions taken at the meeting.

4.6 NOTICE. Special meetings of the board of directors or any board committee shall be called by providing no fewer than 24 hours prior notice (not including weekends and holidays) in writing mailed, faxed, emailed or otherwise electronically delivered to the addresses or numbers on

members. Such dues shall be due and payable upon receipt and shall become delinquent ten days thereafter; however, such dues may be voluntary at the discretion of the Board of Directors. The Board of Directors may assess members for covenant violations, special projects or other activities of the Association.

ARTICLE 3

Meetings of Members

3.1 ANNUAL MEETINGS. The Annual Meeting of the members shall be held at Fox Hill -- The Longmont Country Club or at any other address in Boulder County specified in the notice of the meeting, on or about the first Saturday after Labor Day.

3.2 SPECIAL MEETINGS. Special meetings of the members for any purpose may be called at any time by the President or by any two or more Directors, or by members as permitted by Colorado law.

3.3 NOTICES. Notice of meetings shall be given to the members by any member of the Board. Notice may be given to the member either personally, or by mailing a copy of the notice, postage prepaid, to the address appearing on the books of the Association, or by email or other individualized method of delivery. Such notice shall be provided not less than ten nor more than 50 days in advance of the meeting and shall set forth the purposes of the meeting.

3.4 QUORUM AND PROXY VOTING. At any membership meeting the presence, whether in person or by proxy, of members entitled to vote not less than 20% of the total membership vote, shall constitute a quorum for the transaction of business. All proxies shall be in writing and be filed with the Secretary at the commencement of the meeting. Any proxy given by a person who shall not be a qualified member at the date of the meeting and any proxy given more than three months before the date of the meeting shall be void.

ARTICLE 4

Board of Directors

4.1 GENERAL POWERS. The business and affairs of the Association shall be managed by its Board of Directors, except as otherwise provided in the Colorado Revised Nonprofit Corporation Code, the Articles of Incorporation or the Colorado Common Interest Ownership Act. In addition to its general powers, the Board of Directors shall have the following specific powers:

4.1.1 To set the annual dues for members of the Association;

4.1.2 To appoint an attorney who is not a member of the Association or a resident of Fox Hill Subdivision to represent the Association in enforcement of the Protective Covenants for Fox Hill;

file with the Association. A special meeting shall only consider those matters expressly provided in the notice or waiver of notice of such meeting. Attendance at or participation in any such meeting, including a vote on any issue raised at such meeting, shall constitute waiver of notice of such meeting, except where a director attends a meeting for the sole and express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

4.7 QUORUM. A majority of the members of the Board of Directors as constituted for the time being 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 the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

4.8 MANNER OF ACTING. Except as otherwise required by Colorado law or by the Articles of Incorporation, the act of the majority of the directors or committee members at a meeting at which a quorum is present shall be the act of the board of directors or committee; provided, however, that it shall take the affirmative vote of 60% of the directors to amended these Bylaws. Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed or acknowledged (including email and other electronic communication media) by a majority of the directors or committee members entitled to vote with respect to the subject matter in question. Any member of the Board or committee may participate in and vote at a meeting of the board or committee by means of telephone conference, email, text or similar communications equipment allowing for contemporaneous sequential or simultaneous communication.

ARTICE 5

Officers and Agents

5.1 GENERAL. The officers of the Association shall be a President, a Secretary and a Treasurer. The Secretary and the Treasurer may be the same individual. The Board of Directors may appoint such other officers, assistant officers, committees and agents, as they may consider necessary.

5.2 SALARIES. No officer of the Association shall be paid a salary.

5.3 ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected by the Board of Directors annually at the first meeting of the Board held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first of the following to occur: until a successor shall have been duly elected and shall have qualified; or until death, resignation or removal.

5.4 REMOVAL. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby.

5.5 VACANCIES. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

5.6 PRESIDENT; DUTIES. The President shall be the chief executive officer of the Association and as such shall have general supervision of the affairs and property of the Association and over its several officers, subject to the direction of the Board of Directors. The President shall, if present, preside over all meeting of the Board of Directors, and shall generally do and perform all acts incident to the office of the President. The President may sign in the name and on behalf of the Association all notes, leases, mortgages, deeds and all other written instruments authorized by the Board, except where the Board shall delegate the execution thereof to some other officer or agent of the Association. The President may sign all checks of the Association.

5.7 SECRETARY; DUTIES. The Secretary shall act as Secretary of the Board of Directors and shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose; shall keep records of the Association; shall record the names and addresses of all members of the Association; shall see that all notices are duly given as required by the Bylaws or applicable law; and shall be the custodian of the corporate seal.

5.8 TREASURER; DUTIES. The Treasurer shall receive and deposit in bank accounts approved by the Board all moneys of the Association and shall disburse such funds as directed by a resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for the disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer may sign all checks of the Association.

5.9 BOOKS AND ACCOUNTING. The Treasurer shall keep proper books of account, and shall prepare an annual balance sheet statement, and the budget and balance sheet statement shall be presented to the membership at its Annual Meeting.

5.10 NEGOTIABLE INSTRUMENTS, DEEDS AND CONTRACTS. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Association; all deeds, mortgages, and other written contracts and agreements to which the Association shall be a party; and all assignments or endorsements of stock or membership certificates, registered bonds, or other securities owned by the Association, shall, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by the President or by any two directors. The Board of Directors may, however, authorize any one such director to sign any of such instruments, for and in behalf of the Association, without necessity of countersignature; may designate officers, employees or agents of the Association, other than those named above, who may, in the name of the Association, sign such instruments; and may authorize the use of facsimile, scanned or other electronic signatures of any such persons.

ARTICLE 6

Indemnification of Officers and Directors

6.1 INDEMNIFICATION. Each director and officer of this Association, and his or her personal representatives, shall be indemnified by the Association against all costs and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she may be involved or to which he or she may be made a party by reason of his or her being or having been such director or officer, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such costs and expenses shall include amounts reasonably paid in settlement for the purpose of curtailing the costs of litigation, but only if the Association is advised in writing by its counsel that in counsel's opinion the person indemnified did not commit such negligence or misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled as a matter of law or by agreement.

ARTICLE 7

Miscellaneous

7.1 WAIVERS OF NOTICE. Whenever notice is required by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the director, member or other person entitled to said notice, whether before, or after the time stated therein, or his or her appearance at such meeting in person or (in the case of a members' meeting) by a proxy, shall be equivalent to such notice.

7.2 FISCAL YEAR. The fiscal year of the Association shall be as established by the Board of Directors.

7.3 BYLAWS. These Amended and Restated Bylaws replace the original Bylaws of the Association, dated October 18, 1983.

APPROVE AND ADOPTED by consent of the Board of Directors this 11th Day of February, 2015.