AMENDED ANDRESTATED BY-LAWS
OF
RIDER RIDGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is Rider Ridge Homeowners Association, Inc., hereinafter referred to as the “Association”. Mailing address will be designated annually by the Board of Directors. Meetings of members and directors shall be held within the City of Longmont, as designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 2.1. “Act” shall mean the Colorado Common Interest Ownership Act, C.R.S. §38-33.3-101 et. seq., as it may be amended.

Section 2.2. "Association" shall mean and refer to Rider Ridge Homeowners Association, Inc., its successors and assigns.

Section 2.3. “Board” or “Board of Directors” or “Executive Board” shall mean the body designated in the Governing Documents to act on behalf of the Association.

Section 2.4. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the owners.

Section 2.5. "Common Maintenance Area" shall mean and refer to the Common Areas, if any, and any areas dedicated to public use or otherwise benefitting the Property that are maintained by the Association.

Section 2.6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Rider Ridge recorded in Book _____ Page _____ of the Public Records of Boulder County, Colorado, as may be amended.

Section 2.7. “Governing Documents” shall mean and refer to the Declaration, the Map, the Articles of Incorporation, the Bylaws and Rules and Regulations of the Association, as they may be amended.

Section 2.8. "Lot" shall mean and refer to that portion of any of the plots of land shown upon the recorded subdivision map of Rider Ridge recorded at Reception No. 1309992, Film 1841, Plan File P-29, F -3, #40 and 41 of the Deed and Plat Records of Boulder County, Colorado, on which there is built a single family dwelling. There is excepted here from the described Common Area along with other Reserves as noted on said subdivision map.

Section 2.9. “Member” shall mean any Owner, Spouse or Legal Partner. The terms “Member” and “Owner” may be used interchangeably.
Section 2.10. “Owner” shall mean the owner of record title, whether one or more persons or entities to any Lot which is a part of the Property, including contract sellers, but excluding those having an interest merely as security for the performance of an obligation.

Section 2.11. “Meeting” shall mean any officially called gathering of the Members or Board of Directors whether held in person or electronically through the use of video.

ARTICLE III
MEMBERSHIP

Section 3.1. Membership. Every owner of a Lot, their spouse or legal partner shall be a Member of the Association. Membership shall belong to and shall not be separated from ownership of any Lot. When ownership of any Lots is held by more than one person or by a legal entity which is not a natural person, all such owners shall be Members of the Association, however, the voting rights of such members shall be limited to one vote per lot.

Section 3.2. Suspension of Membership. During any period in which a Member shall be in default in the payment of any annual or special assessment levied by the Association, the voting rights of such member may be suspended by the Board of Directors until such assessment has been paid. Such rights of a member may also be suspended for a period not to exceed sixty (60) days, or until the violation is cured, whichever period is greater, for violation of any other Governing Documents.

Section 3.3 Member Voting.

a) At all meetings of Members, each Member eligible to vote may vote in person or by proxy.

b) If only one of several Owners of a Lot is present at a meeting of the Association, the Owner present is entitled to cast the vote allocated to such Lot.

c) If more than one Owner, Spouse or Legal Partner is present, the vote allocated to the Lot may be cast only in accordance with the agreement of a majority of those Owners, Spouse or Legal Partner. Majority agreement exists if any one of the Owners casts the vote allocated to the Lot without protest being made promptly to the person presiding over the meeting by another Owner of the Lot. In the event of disagreement between or among co-Owners and an attempt by two or more of them to cast such vote or votes, such vote or votes shall not be counted.

d) The vote of a corporation, partnership, limited liability company, or other legal entity may be cast by any officer, director, trustee, partner, manager, or member of such corporation, partnership, limited liability company, or other legal entity in the absence of express notice of the designation of a specific person by the Board of Directors.

e) The chair of the meeting may require reasonable evidence that a person voting on behalf of a corporation, partnership or business trust Owner is qualified to vote.
Section 3.4. Transfer of Membership. Transfers of membership shall be made on the books of the Association only upon presentation of evidence, satisfactory to the Association, of the transfer of ownership of the Lot to which the membership is belonging.

ARTICLE IV
BOARD OF DIRECTORS AND OFFICERS: SELECTION, TERM AND DUTIES OF OFFICE

Section 4.1. Number of Directors. The affairs of the Association shall be managed by a Board of Directors (Board) of not less than three and not more than seven individuals, who must be an Owner, Spouse or Legal Partner of an Owner of a Lot in Rider Ridge.

Section 4.2. Qualifications for Serving on the Board.

A. Only one Owner, Spouse or Legal Partner per Lot, eligible to vote, current in the payment of Assessments, and otherwise in good standing, may be elected to, or appointed to fill a vacancy on the Board.

B. If any Lot is owned by a partnership, trust, corporation, limited liability company, or other legal entity, any officer, partner, director, manager, member, trustee, or employee of that entity shall be eligible to serve as a director.

C. Any Owner, Spouse or Legal Partner of an Owner, who is more than 30 days delinquent in payment of any Assessment shall not be qualified to serve on the Board.

D. Any director who has unexcused absences from three consecutive Board meetings shall not be qualified to serve on the Board. An absence will be excused if the absent Board member notifies the Board president of the planned absence and the reason for the absence at least three days before the meeting, and a majority of the remaining Board members approve the absence as being for a valid purpose.

E. Any Owner, Spouse or Legal Partner of an Owner, who is in violation of any provision of the Governing Documents of the Association for more than 30 days shall not be qualified to serve on the Board.

F. Any Owner, Spouse or Legal Partner of an Owner, who initiates or maintains an adversarial proceeding of any type against the Association shall not be qualified to serve on the Board for the duration of the proceeding.

G. Any director who discloses confidential information acquired by virtue of his or her position on the Board shall not be qualified to serve on the Board. Information will be deemed “confidential” if a majority of the Board of Directors determines, in its sole discretion, that it is confidential prior to the disclosure. The Board may also adopt rules, regulations, policies, and/or procedures further addressing confidentiality.

H. Once elected or appointed, each director is encouraged to attend at least one educational program per year related to the management, operation or law of community associations. The director shall be entitled to reimbursement of any actual or necessary expenses incurred in attending such educational program(s), as long as approved, in advance, by the Board of Directors. Any such expenses shall be treated as a Common Expense.
I. If a director is not qualified to serve on the Board, the director’s position shall be deemed vacant.

Section 4.3. Election of the Board and Term of Directors. At each annual meeting, the Members will elect the required number of Board members to ensure a minimum of three individuals serving on the Board. Board members will be elected for a term of two years. It is advisable that consideration be given to ensuring Board member overlap in terms to preserve continuity and historical knowledge.

Members interested and willing to serve on the Board will be solicited from the Membership prior to the annual meeting. Interested Member’s names will be shared with the Membership prior to the annual meeting. Nominations may also be made from the floor at the annual meeting.

Section 4.4. Enumeration, Election and Term of Officers. The officers of this Association shall be a president, vice-president, secretary and treasurer, who shall at all times be members of the Board of Directors. The Officers of this Association shall be elected annually by the Board and shall hold their specific office for one year unless they resign, are removed, or otherwise disqualified to serve. The Board may re-elect officers to hold the same office for multiple years.

Section 4.5. Special Appointments. The Board may elect other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 4.6. Resignation of Directors. Any director may resign at any time by giving written notice to the president, to the secretary or to the Board of Directors stating the effective date of the resignation. Acceptance of a resignation shall not be necessary to make the resignation effective.

Section 4.7. Removal of Directors.

A. One or more directors or the entire Board of Directors may be removed at a Special Meeting of Members called pursuant to these Bylaws, with or without cause, by a vote of at least 67% of the Members present and entitled to vote at a meeting at which a quorum is present. Notice of a Special Meeting of the Members to remove directors shall be set forth that the meeting is being conducted for that purpose and shall be provided to every Member of the Association, including the directors sought to be removed, as provided in these Bylaws. Directors sought to be removed shall have the right to be present at this meeting and shall be given the opportunity to speak to the Members prior to a vote to remove being taken.

B. In the event of removal of one or more directors, a successor shall be elected by the Members at the meeting to serve for the unexpired term of his or her predecessor.

Section 4.8. Resignation and Removal of Officers, and Vacancies of Officers. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein; the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office may be filled by appointment by the Board by majority vote of the Board. The officer appointed to the vacancy shall serve for the remainder of the term of the officer replaced.

Section 4.9. Vacancies of the Board. A vacancy in the Board (other than removal) may be filled in the manner agreed upon by the majority vote of the remaining Board, even though the directors present
may constitute less than a quorum. The Board member elected to such vacancy shall serve for the remainder of the term of the person they replace.

Section 4.10. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices.

Section 4.11. Duties of the Officers. The duties of the officers are as follows:

A. President. The president shall preside at all meetings of the Board of Directors; shall see that actions and resolutions of the Board are carried out, shall sign all written instruments and shall co-sign all promissory notes.

B. Vice-President. The vice-president shall act in the place and stead of the president in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

C. Secretary. The secretary or their designee, shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

D. Treasurer. The treasurer or their designee, at the direction of the Board of Directors, shall receive and deposit in appropriate bank accounts all monies of the Association; disburse such funds as directed by resolution of the Board; sign all checks and promissory notes of the Association; keep proper books of account; and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting.

Section 4.12. Delegation. The duties of any officer may be delegated to the managing agent, committee, or another Board member; provided, however, the officer shall not be relieved of any responsibility under this Section or under Colorado law.

Section 4.13. Compensation. No Director or Officer shall receive compensation for any service he or she may render to the Association. However, any Director or Officer may be reimbursed for actual expenses incurred in the performance of their duties.

ARTICLE V
MEETINGS OF DIRECTORS

Section 5.1. Regular Meetings. Regular meetings of the Board of Directors shall be held a minimum of quarterly, at such place and hour as may be determined by the Board. The Board may set a schedule of regular meetings by resolution, and no further notice is necessary to constitute such scheduled regular meetings.

Section 5.2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days’ notice to each director.

Section 5.3 Notice of Board Meetings. Except as provided in Section 5.1 above, written notice of each meeting of the Board shall be given by and at the direction of the secretary, by mailing a copy of the
notice, postage prepaid, at least two days before the meeting, or by any other means permitted by the Colorado Revised Nonprofit Corporation Act, including, but not limited to, personal delivery, facsimile, and e-mail delivery, to each Board member entitled to vote, addressed to the Board member’s address last appearing on the books of the Association, or supplied by a Board member to the Association for the purpose of notice.

If a notice for a special meeting demanded pursuant to Section 5.2 is not given by the Board within 30 days after the date the written request(s) are delivered to the Board, the directors signing the request(s) may set the time and place of the meeting and give notice, pursuant to the above terms of Section 6.3 of these Bylaws. The notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 5.4. Quorum and voting. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors’ present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 5.5. Action Taken Without a Meeting. The directors shall have the right to take any action, except the adopting of a rule or regulation or the amendment of the Articles of Incorporation or Bylaws, in the absence of a meeting, which they could otherwise have taken at a meeting, by:

A. Obtaining the unanimous verbal vote of all directors which vote shall be noted in the minutes of the next meeting of the Board and ratified at that time; or

B. Providing written notice to each director of a proposed action to be taken, which notice shall include the date and time by which the directors must respond to the proposed action (“Deadline”) and shall state that failure to respond by the Deadline will have the same effect as abstaining in writing to a proposed action and failing to demand in writing that action not be taken without a meeting.

1) Upon receiving written notice of a proposed action, each director, by the Deadline, may: (i) vote in writing for such action; (ii) vote in writing against such action; (iii) abstain in writing from voting; (iv) fail to respond or vote; or (v) demand in writing that action not be taken without a meeting.

2) In the event a majority of the directors then in office cast votes in favor of the proposed action by the Deadline, the Board may take such action unless one or more directors demands that the action not be taken without a meeting. In the event action is taken pursuant to this provision, the action shall be noted in the minutes of the next meeting of the Board and ratified at that time.

3) Any director who in writing has voted, abstained, or demanded action not be taken without a meeting pursuant to this Section may revoke such vote, abstention, or demand in writing; provided such revocation is received by the Association by the Deadline. A director’s right to demand that action not be taken without a meeting shall be deemed to have been waived unless the Association receives such demand from the director in writing by the Deadline and such demand has not been revoked.

C. Any action taken under the conditions listed above shall have the same effect as though taken at a meeting of the directors and shall be effective at the end of the time stated in the notice for such proposed action.
ARTICLE VI
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 6.1. Powers. The Board of Directors shall have the powers as defined in the Declaration, the Act, and the Colorado Revised Nonprofit Corporation Act.

Section 6.2. Duties. It shall be the duty of the Board of Directors:

A. To cause to be kept a complete record of all official acts and corporate affairs, and if requested, to present a summary to the members at the annual meeting of the members or at any specially called meeting of the members.

B. To supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.

C. To maintain and update Rules and Regulations, as necessary and relevant, for the efficient and effective management of the Association.

   1) The Board has the authority to revise and adopt Rules and Regulations.

   2) The Board will provide opportunity for Owners, spouse or legal partner of an Owner, to review and comment on proposed Rules and Regulations at least twenty (20) days prior to adoption by the Board.

D. To adopt and amend budgets (subject to any requirements of the Governing Documents).

E. To establish and collect assessments, as provided in the Declaration and Colorado law.

F. To procure and maintain adequate liability and hazard insurance as set forth in the Declaration.

G. To cause the Common Area to be maintained.

H. To provide Association disclosures required by, and pursuant to, the Act.

I. Provide for the indemnification of the Association's directors and any person serving without compensation at the request of the Association and maintain association professional liability insurance.

J. Supervise all persons acting on behalf of and/or at the discretion of the Association.

K. Cause all persons having fiscal responsibilities for the assets of the Association to be insured and/or bonded, as it may deem appropriate.

Section 6.3. Managing Agent. The Board may employ a managing agent at a compensation established by the Board, to perform duties and services authorized by the Board. The Board shall have the authority to delegate any of the powers and duties set forth in this Article to a managing agent. Regardless of any delegation to a managing agent, the members of the Board shall not be relieved of responsibilities under the Governing Documents or Colorado law.
ARTICLE VII
COMMITTEES

The Board of Directors may appoint committees as deemed appropriate in carrying out its purposes, which may include for example, but not by way of limitation, the Architectural Control Committee, Landscaping Committee, and a Social Committee. The Board may appoint and remove any and all committee members with or without cause and may terminate any such committee. Committee chairpersons must meet the same qualifications to serve as directors must meet to serve on the Board, as set forth in these Bylaws.

ARTICLE VIII
MEETINGS OF MEMBERS

Section 8.1. Annual Meetings. Annual meetings shall be held during each of the Association’s fiscal years, at such time and date as determined by the Board. The directors shall be elected at the annual meeting in accordance with these Bylaws. The Members may transact other business as may properly come before them at the annual meeting. Failure to hold an annual meeting shall not be considered a forfeiture or dissolution of the Association.

Section 8.2. Budget Meetings. Meetings to consider proposed budgets shall be called in accordance with the Act. The Act’s budget process to be followed is as follows:

A. Effective the first full fiscal year after these Bylaws are adopted and become effective, and for each year thereafter, the Board of Directors of the Association is to prepare and approve a proposed annual budget.

B. Within 90 days after the Board of Director’s adoption of the proposed budget, or such longer time as allowed by the Act, the Board of Directors must mail or otherwise deliver, including posting the proposed budget on the association’s website, a summary of the proposed budget to all Members, and set a date for a meeting to consider the proposed budget. The meeting must occur within a reasonable time after mailing or other delivery of the summary, or as allowed in the Bylaws.

C. Notice for the meeting at which the budget will be considered must be mailed not less than 10 days nor more than 30 days before the meeting.

D. At the meeting, unless Members holding at least a majority of the votes entitled to be cast in the Association vote to reject the proposed budget, the proposed budget becomes the approved budget of the Association.

E. A quorum is not required at the meeting if the meeting is just a budget meeting. If the meeting is also an annual or special meeting at which other business is to be conducted, a quorum of at least 10% or thirteen (13) Owners is required for other business to be conducted at the annual or special meeting, but not for consideration of the budget.

F. In the event the proposed budget is rejected by a majority vote, the budget last ratified is continued until such time as a subsequent budget proposed by the Board of Directors is ratified.

Section 8.3. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of a minimum of 20% of lot Owners, or
25 lot Owners. The form of notice, date, time and place of the meeting shall be determined by the Board.

A. If a notice for a special meeting demanded pursuant to petition is not given by the secretary within 30 days after the date the written demand or demands are delivered to the secretary, the person(s) signing the demand or demands may set the time and place of the meeting and give notice, pursuant to the terms of these Bylaws. Any meeting called under this Section shall be conducted by the president of the Board, or in his/her absence, a person chosen by a majority of the Board. In the event no Board members are in attendance, a chairperson for the meeting shall be elected by a majority of the Members present at the meeting, and that chairperson shall conduct the meeting.

Section 8.4. Notice of Meetings. Except as otherwise provided in the Articles of Incorporation, or these By-Laws, written notice of each meeting of the Members shall be given by, or at the direction of the Board, by email or US Postal Service to each household, at least ten days before, but not more than 30 days before such meeting. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. No matters shall be heard, nor action adopted at a special meeting except as stated in the notice. Notice of each meeting of the Members shall also be physically posted in a conspicuous place if feasible and practicable at least 24 hours prior to any meeting of the Members.

Section 8.5. Proxy. The vote allocated to a Lot may be cast pursuant to a proxy duly executed by an Owner. An Owner may not revoke a proxy given except by actual notice of revocation to the person presiding over a meeting of the Association. A proxy is void if not fully executed, signed, and dated. A proxy terminates 11 months after its date, unless it specifies a different term or a specific purpose, or upon sale of the Lot for which the proxy was issued.

Section 8.6. Quorum. Shall consist of Members holding at least 10% of the votes, or thirteen (13) Owners, entitled to be cast in the Association at the duly called meeting. In an election of directors, Members receiving the largest number of votes shall be elected. On all other items, the vote of Members holding a majority of the votes cast shall be binding upon all Members for all purposes except where a higher percentage vote is required in the Governing Documents, or by law.

Section 8.7. Action by Written Ballot. Any action that may be taken at any annual, regular or special meeting of the Members may be taken without a meeting if the Association delivers, by mail or otherwise, a written ballot to every Member entitled to vote on the matter which sets forth each proposed action and provides an opportunity to vote for or against each proposed action. The cover letter or other solicitation that is included with the ballot must: (a) state the number of responses needed to meet quorum requirements; (b) state the percentage of approvals necessary to approve each matter other than election of directors; (c) state the time and date by which the ballot must be received by the Association in order to be counted; and (d) be accompanied by written information sufficient to permit the Members to reach an informed decision on the matter.

Section 8.8. Counting of Ballots. In the case where the outcome may be disputed, all ballots shall be counted by a neutral third party, or a committee of volunteers who are Owners, spouses or legal partners of an Owner, and are not Board members and not candidates in a contested election, selected or appointed at an open meeting in a fair manner by the chair of the Board or person presiding at such meeting or as otherwise required by law and as may be further defined by policy or procedures of the Association.
ARTICLE IX
BOOKS AND RECORDS

Section 9.1. Association Records. The Association records will be available for review to Owners in accordance with statutory requirements, which may be clarified further in a policy adopted by the Board of Directors. Certain Association records shall also be placed online at the Association’s designated website.

Section 9.2. Minutes and Presumptions Under the Minutes. Minutes or any similar record of the meetings of Members, or of the Board of Directors, when signed by the secretary or acting secretary of the meeting, shall be presumed to be truthfully as to the matters set forth therein. A recitation in any such minutes that notice of the meeting was properly given shall be prima facie evidence that the notice was given.

Section 9.3. Examination. The Association records shall at all times, during normal business hours and after at least ten days written notice, or at the next scheduled Board meeting if within 30 days of written request, be subject to inspection and copying by any Member, at his or her expense, except documents determined by the Board to be withheld under the inspection of records policy of the Association in accordance with the Act. Any Owner’s request to inspect and copy Association records must describe with reasonable particularity what records are requested. The Association may charge the actual costs for copying of the records, as clarified further in its inspection of records policy.

ARTICLE X
FISCAL YEAR

Section 10.1. The Fiscal Year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

ARTICLE XI
AMENDMENTS

Section 11.1. These By-Laws may be amended by the affirmative vote of a majority of the members of the Board of Directors at a duly constituted meeting; provided, however, no amendment shall be made to the quorum requirement, to the qualifications, powers and duties of the Board, or to the terms of directors without the affirmative vote of Members holding at least a majority of the votes entitled to be cast in the Association who are present and voting, in person or by proxy, at a regular or special meeting of the Members at which a quorum is present.

Section 11.2. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control. In case of any conflict between the Declaration of Covenants, Conditions and Restrictions and the Bylaws or Articles of Incorporation, the Declaration shall control.
ARTICLE XII
DELEGATION OF RESPONSIBILITIES TO A MANAGING AGENT

Section 12.1. The Board of Directors may appoint a person(s) or managing company to conduct any matters on behalf of the Association.

Section 12.2. The managing agent or company must maintain fidelity insurance coverage or a fidelity bond in the amount of not less than fifty-thousand dollars ($50,000) or such higher amount as the Board of Directors or Colorado law may require.

Section 12.3. The managing agent or company must maintain all funds and accounts of the Association separate from the funds and accounts of other associations that may be managed by the managing agent or company.

ARTICLE XIII
INDEMNIFICATION

Section 13.1. Obligation to Indemnify.

A. 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; by reason of the fact that the person is or was a director, officer or committee member of the Association; provided the person is or was serving at the request of the Association in such capacity; and provided that the person:
   1) Acted in good faith, and;
   2) In a manner that the person reasonably believed to be in the best interests of the Association, and;
   3) With respect to any claimed criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful.

B. The 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 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 the conduct was unlawful.

C. Notwithstanding anything in subsection (A) above, unless a court of competent jurisdiction determines that, in view of all circumstances of the case, the person is fairly and reasonably entitled to expenses, no indemnification shall be made:
   1) In connection with a proceeding by or in the right of the Association, where the person has been adjudged to be liable to the Association; or
   2) In connection with any other proceeding charging that the person received an improper personal benefit, whether or not involving action in an official capacity, the person has been adjudged liable on the basis the person received an improper personal benefit.

D. To the extent that the person has been wholly successful on the merits in defense of any action, suit or proceeding as described above, the person shall be indemnified against actual
and reasonable expenses (including expert witness fees, attorney fees and costs) incurred in connection with the action, suit or proceeding.

Section 13.2 Determination Required.

A. The Board of Directors shall determine whether the person requesting indemnification has met the applicable standard of conduct set forth above. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of those members of the Board of Directors who were not parties to the action suit or proceeding.

B. If a quorum cannot be obtained as contemplated above or if a quorum has been obtained and the Board so directs, a determination may be made, at the discretion of the Board, by:
   1) Independent legal counsel selected by a majority of the full Board; or
   2) By the voting members, but voting members who are also at the same time seeking indemnification may not vote on the determination.

Section 13.3 Payment in Advance of Final Disposition. The Association shall pay for or reimburse the reasonable expenses as described above in advance of final disposition of the action, suit or proceeding if the person requesting indemnification provides the Board of Directors with:

A. A written affirmation of that person’s good faith belief that he or she has met the standard of conduct described above and;

B. A written statement that the person shall repay the advance if it is ultimately determined that he or she did not meet the standard of conduct described above.

Section 13.4. No limitation of Rights. The indemnification provided in this Article 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 members of the Board of Directors, or otherwise, nor by any rights which are granted pursuant to C.R.S. §38-33.3-101, et seq., and the Colorado Revised Nonprofit Corporation Act, as those statutes may be amended from time to time.

Section 13.5. Directors and Officers Insurance. The Association shall purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, the manager, committee members, or anyone acting at the direction of the Board, covering defense and liability expenses arising out of any action, suit or proceeding asserted against the person by virtue of the person’s actions on behalf of the Association or at the direction of the Board, whether or not the Association would have the power to indemnify the person against liability under provisions of this Article.

ARTICLE XVI
GENDER AND GRAMMAR

The singular wherever used herein shall be construed to mean the plural when applicable, and the necessary grammatical changes required to make the provision hereof apply either to corporations or individuals, men or women, shall in all cases be assumed as though in each case fully expressed.

In Witness,
We the Directors of the Rider Ridge Homeowner Association, Inc. indicate by our signature our acceptance of these Bylaws for our Association.

_______________________________________________________  _______________________
, President                                      Date

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