

**LIMITED AMENDMENT TO THE
BYLAWS OF
KISSING CAMELS PROPERTY OWNERS ASSOCIATION**

THIS AMENDMENT is made this 27th day of April, 2023.

RECITALS

A. WHEREAS, the Board of Directors believes the conduct of board members in a professional and cordial manner is of utmost importance to the efficient operation of the Association; and

B. WHEREAS, the Board of Directors did cause to be drafted a Board Member Code of Conduct for each Board Member to review and be bound by establishing minimum standards of professionalism expected of its members; and

C. WHEREAS, the Board of Directors believes it to be in the best interest of the Board and the community as a whole to require, as a condition of being elected to and serving on the Board, that each Board Member sign and comply with a Code of Conduct in form and substance substantially similar to Exhibit A attached hereto; and

D. WHEREAS, Article 18 provides "These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds vote of the members of the Executive Board of the Association then in office. In addition, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Members in the manner provided by the CRNCA; provided, however the amendment of these Bylaws by the Members shall require the affirmative vote of two-thirds of all Members of the Association as well as the approval of two-thirds of the members of the Executive Board. In any event, the provisions of these Bylaws shall at all times comply with the applicable provisions of CCIOA and other applicable laws of the State of Colorado."

NOW THEREFORE, the Bylaws are hereby amended upon the affirmative vote of at least a two-thirds vote of the Members of the Board of Directors as follows:

I. Amendments. The Bylaws are hereby amended as follows:

(a) **Repeal and Replace.** Bylaw 4, Section 4.03 is hereby deleted in its entirety and replaced as follows:

4.03 Qualifications. Board members shall be natural persons at least eighteen (18) years of age, but need not be residents of the State of Colorado. Elected Board members (as opposed to Board members appointed by Hill Development Corporation) must be persons owning a Unit in Kissing Camels Estates ("persons" for purposes of this paragraph shall include, in the case of Declarant or other Owners who may be legal entities, the officers, directors, employees, managers are partners of such Owners).

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Additionally, no director shall be qualified to run for or serve on the Board of Directors unless and until such candidate signs and delivers to the Association a "Kissing Camels Code of Conduct Principles" in form and substance substantially similar to Exhibit A attached hereto, as may be amended by the Board of Directors from time to time. If a candidate fails to sign and deliver to the Association or a Board Member fails to abide by such Code of Conduct Principles the Director shall not be qualified to serve on the Board which shall be confirmed by a majority of Directors.

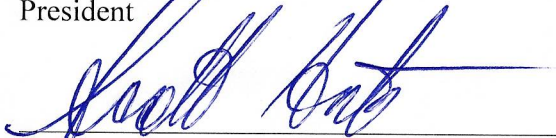
II. No Other Amendments. Except as amended by the terms of this Amendment the Bylaws shall remain in full force and effect.

IN WITNESS WHEREOF, this Amendment is executed by the undersigned.

**KISSING CAMELS PROPERTY OWNERS
ASSOCIATION**, a Colorado nonprofit corporation

By: 

President

By: 

Secretary

EXHIBIT A

Attached.

KISSING CAMELS PROPERTY OWNERS ASSOCIATION CODE OF CONDUCT PRINCIPLES

Adopted: May 29, 2012

Revised – July 22, 2021

A. Background and Purpose

The Executive Board of the Kissing Camels Property Owners Association (KCPOA) has adopted the following policy to ensure that all decision-making on behalf of KCPOA is done in an ethical and professional manner. This policy is intended to outline these ethical and professional standards and provide a process for action against Executive Board and Committee members ("Members") found to be in violation.

Members have an obligation to protect and utilize the financial assets of KCPOA in a prudent and ethical manner; to ensure the decisions made on behalf of KCPOA will maintain the appearance and value of properties in the Kissing Camels Estates community, and to maintain open communications with KCPOA members on actions taken by the Executive Board and Committees.

This policy is intended to serve as a guide for Members' behavior and decorum in their deliberation and decision-making on behalf of the KCPOA members. The policy should be read in conjunction with the KCPOA conflict of interest policy. Definitions contained in the Conflict of Interest Policy will be applicable to this policy.

B. A Member should not gain financially because of the Member's service on the Board or a Committee.

1. No Member shall receive any compensation from KCPOA for serving on the Board or any Committee, except that reimbursement for actual out-of-pocket expenses incurred by a Member may be approved by the Board.
2. No Member may solicit or receive from any person or company, including the Declarant, who has or is seeking a business or financial relationship with KCPOA any gift, gratuity, favor, entertainment, loan, or any other thing of value for the Member or his/her spouse, parents, children, siblings, business associates, or an entity in which the Member has a financial interest (collectively, "Related Party").
3. No Member may seek preferential treatment for the Member or Related Party with the Member's intention that the individual or entity providing preferential treatment will receive a financial gain from KCPOA.
4. No Member may use KCPOA property, services, equipment, or business for the personal benefit of the Member or Related Party that is beyond the scope of a benefit enjoyed by all other KCPOA members.
5. No Member may use KCPOA's name for any purpose unrelated to KCPOA's business purposes (e.g., sponsorship or support of a cause) that is not approved in advance by the Executive Board.

C. A Member should not disclose KCPOA confidential information.

Members must use good faith efforts to ensure that KCPOA's confidential information remains confidential. As such, a Member may not use confidential information for the benefit of the Member or Related Party. In addition, a Member may not disclose such confidential information to anyone outside of the Executive Board or the Committee involved, unless such disclosure is duly authorized by the Board or legally required. If a Member is asked by an individual to disclose confidential information, the Member should refer the individual to the President or Community Manager to determine whether the confidential information can be disclosed to the individual. Confidential information is generally information that is not available to the public and which the Executive Board considers to be confidential. Confidential information should be clearly identified as confidential by the person who makes the claim of confidentiality, except for those confidential matters described below. Confidential information shall include, at a minimum and without limitation:

1. Matters discussed in executive sessions, unless disclosed during an open meeting of the Executive Board.
2. Private personal information of Executive Board and Committee members, except for names and addresses.
3. Private personnel information of KCPOA's employees or contractors.
4. Disciplinary actions against members of KCPOA or KCPOA's contractors.
5. Assessment collection information of any member of KCPOA.
6. Legal matters in which KCPOA is or may be involved. Members may not discuss such matters with persons not on the Executive Board or Committee involved without the prior approval of KCPOA's outside legal counsel.
7. Discussions held in executive session about ongoing negotiations involving KCPOA, provided that negotiations arising after the executive session may be discussed with any person or entity involved in or made a subject of the negotiations. Members may not discuss such matters with disinterested persons without the prior approval of the Executive Board. This provision does not prevent disclosure of non-confidential information about negotiations that are discussed in open session.

D. A Member should act with honesty and integrity in carrying out the Member's duties on behalf of KCPOA.

Members have an obligation to be honest and to exercise a high degree of integrity when involved with KCPOA operations or business. Members may not knowingly communicate to anyone any false information or misrepresent the facts regarding any aspect of KCPOA operations or business.

E. A Member should not knowingly interfere with the efficient management operations of KCPOA.

To ensure efficient KCPOA management operations, avoid conflicting instructions to

KCPOA's management and contractors, and avoid potential liability, Members will observe the following guidelines:

1. The President of the Executive Board shall serve as the primary liaison between the Executive Board and the management company and Community Manager, providing direction on day-to-day operational matters.
2. No Member may threaten or retaliate against a contract employee or other Member who brings information to the Executive Board alleging improper actions of another Member.
3. A Member must not harass or threaten contractors, other Members, or community residents, whether verbally, physically or otherwise.

F. A Member should act in a professional manner in representing: KCPOA on the Executive Board or Committee.

All Members should act with proper and professional decorum. Members have both a right and a duty to express their independent and representative opinions during deliberations on KCPOA matters. Although Members may disagree with opinions of others, they must conduct themselves with respect and dignity, and not make personal attacks on others. All Members must act in accordance with Executive Board and Committee decisions and may not act unilaterally or contrary to decisions of the majority.

1. In carrying out their responsibilities on behalf of KCPOA, Members will treat all participants in their deliberations in a civil, professional, and courteous manner.
2. No Member will engage in writing, publishing, or speech making that defames or disparages any other Member, a KCPOA contractor or a resident of Kissing Camels Estates.
3. No Member will knowingly misrepresent facts to residents of Kissing Camels Estates regarding other Members, residents or contractors.
4. Members will not bring the Executive Board or a Committee into disrepute by making unfounded accusations of impropriety or making personal attacks on other Members.
5. No Member will knowingly misrepresent facts to the community for the purpose of advancing a personal cause or influencing the community against actions of the Executive Board or a Committee.
6. No Member may make to any individual or entity a promise that the Member represents is made on behalf of the Executive Board unless the representation is made with the prior approval of the Executive Board.

G. End of Term, Resignation, or Termination from KCPOA Position of Responsibility

1. Upon leaving a position with the Executive Board or one of the KCPOA Committees, the former member must surrender possession of any Executive Board or Committee documents or materials to the Management Office. Additional, if the individual has Executive Board or Committee documents and material electronically stored on personal digital devices or in a cloud environment, these must be deleted as well. Once accomplished, the

- individual will notify the Management Office that he/she is no longer in possession of KCPOA documents and material in any form. These actions are to be accomplished within thirty (30) days of departure from the position.
2. The prohibition of disclosing KCPOA confidential information as described in Section G above extends beyond a member's tenure on the Executive Board or on any of the Committees. Violation of this provision may entail legal repercussions and status of potential future involvement in Executive Board or Committee activities.

H. Violations of the Code of Conduct Principles

Members who violate this policy will be deemed to be acting outside the course and scope of their authority as a Member of the Executive Board or Committee. Anyone in violation of this policy may be subject to disciplinary action by the Executive Board, including, but not limited to:

1. Censure
2. Removal from committees
3. Removal as an officer of the Executive Board
4. Request for resignation from the Executive Board or a Committee
5. Recommendation that the Member be removed from the Executive Board pursuant to the procedure set forth in Section 4.6 of the Bylaws of KCPOA
6. Legal proceedings by the Executive Board to the extent allowed by law

Prior to taking any action, the Executive Board has the discretion to appoint a committee to investigate the violation and make a recommendation to the Executive Board. The committee will be composed of disinterested Executive Board or Committee members. The Executive Board may vote to suspend the Members' privileges and rights as an Executive Board or Committee member while the investigation is proceeding. The Executive Board will review the recommendation of the investigation committee and vote on the action to be taken. The Member who is alleged to have violated this policy will have an opportunity to respond to the allegation before any action is taken under this section. The manner and timing of the Member's response will be at the discretion of the Executive Board.

Acknowledgment

I acknowledge that I have received and read this KCPOA Code of Conduct. I understand my obligations as an Executive Board and/or Committee member under this policy and will act in accordance with my obligations.

Signature: _____

Date _____

Print Name: _____