

**FIRST AMENDMENT
BYLAWS
OF
KISSING CAMELS PROPERTY OWNERS ASSOCIATION.**

This First Amendment of and to the Bylaws of Kissing Camels Property Owners Association is approved by the Executive Board of Kissing Camels Property Owners Association, a Colorado nonprofit corporation, (the “Association”) after considering the following facts:

A. The Executive Board is empowered to govern the affairs of the Association pursuant to Article 5 of the Amended and Restated Declaration of Covenants, Conditions, and Restrictions for Kissing Camels (the “Declaration”) and Article 7, Section 7.1 of the Bylaws of the Association as well as the power and authority to amend said Bylaws pursuant to Article 7, Section 7.1a and Article 18 thereof; and

B. The Executive Board has determined that a change to the composition of the Executive Board would benefit the Association and would be more accurately reflective of the current position of Declarant’s successor.

THEREFORE, IT IS RESOLVED that Section 4.2 is amended in its entirety, as follows:

4.2 Composition; Number of Board Members; Staggered Terms. The Executive Board shall consist of seven (7) members. Six (6) of the members of the Executive Board shall be elected by the Members, and one (1) shall be appointed by GGC LLC, fka Garden of the Gods Club LLC (“GGCLLC”), the successor to the Declarant (as defined in the Declaration). The number of members of the Executive Board may be changed by a duly adopted amendment to these Bylaws to no less than three (3) or more than fifteen (15). At each annual meeting of Members, a number of board members equal to the number of those elected by and from the Members or appointed by the Executive Board pursuant to Section 4.8 of these Bylaws and whose terms expire at the time of such meeting shall be elected/appointed to hold office for a term of three (3) years, expiring upon the third succeeding annual meeting after their election, or at such later time as their successors shall have been duly elected/appointed and qualified, or upon their earlier death or resignation.

At all times during which GGCLLC remains as the successor to Declarant and owns undeveloped real property within the Corporate Area (as defined in the Declaration), it shall appoint one representative to the Executive Board who shall at all times serve at the pleasure of GGCLLC.

In no event shall more than two members of the Executive Board at any time be members of the same sub-association within Kissing Camels Estates. And in no event shall more than three members of the Executive Board at any time be members of sub-associations within Kissing Camels Estates.

In the case of any increase in the number of board members, the additional board members shall be designated as equally as possible so that all groups of board members, if any, shall be increased equally as nearly as may be possible, and the additional board members shall be elected/appointed as may be provided in these Bylaws. In the case of any decrease in the number of board members of the Association, all groups of board members, if any, shall be decreased equally, as nearly as may be possible. No decrease in the number of board members shall have the effect of shortening the term of any incumbent board member.

IT IS FURTHER RESOLVED that this First Amendment shall remain in effect until further amended by the Executive Board, and that this First Amendment shall take effect as of its approval by the Executive Board as acknowledged by the signatures below.

APPROVED THIS 28 day of July, 2015.

Executive Board:

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