From: Maris Davies <MDavies@altitude.law>

Date: March 14, 2022 at 12:58:28 PM MDT

To: Dkirk1015@gmail.com

Cc: "David A. Firmin" <DFirmin@altitude.law>

Subject: Fourth Filing d/b/a Summit Yacht Club

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Good afternoon Deborah,

I write as a follow up to the phone conversation you had with Cherith regarding voting percentages. First, in any conflict between the Declaration and the Bylaws, the Declaration will trump. Therefore, if the Association did not want to amend the Bylaws it could simply take the position that the Declaration controls and not the Bylaws. However, if the Board would like to have this issue resolved, the Association may certainly amend the Bylaws. The Bylaws state in Section 19.1 that the “Bylaws may be amended by the affirmative vote of at least a majority of the Condominium Unit Owners. However, notwithstanding the foregoing, no provisions of these Amended and Restated Bylaws may be amended by a number of Members which is less than the number of Members required within that particular provision to take certain action. Amendments may be proposed by the Board or by petition signed by the holders of at least a majority of the votes. A statement of any proposed amendment will accompany the notice of any regular or special meeting at which such proposed amendment will be voted upon.” However, the Nonprofit Corporations Act allows the Board to amend the Bylaws without a vote of the Owners unless the power is exclusively reserved to the owners in the Nonprofit Act or the Bylaws (which it is not as discretionary language is used in the Bylaws amendment provision) or it would result in a change of rights as to voting. Here, because the Declaration trumps with respect to voting allocations, this provision is not triggered, as nothing is changing. Thus, a vote of the owner is not required to amend the Bylaws.

Please let me know if you have any additional questions or concerns.

Have a great day,

Maris

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