

**RESOLUTION  
OF THE BOARD OF DIRECTORS OF  
WOODMEN HILLS METROPOLITAN DISTRICT  
CONCERNING A CHANGE TO DISTRICT BY-LAWS  
RESOLUTION NO. 2017-01-23**

WHEREAS, WOODMEN HILLS METROPOLITAN DISTRICT (the "District") is a quasi-municipal corporation and political subdivision of the State of Colorado, duly organized pursuant to C.R.S. §§ 32-1-101, *et seq.*, C.R.S.; and

WHEREAS, pursuant to C.R.S. § 32-1-1001(1) (h), the Board of Directors of the District (the "Board") is empowered with the management, control, and supervision of all business and affairs of the District; and

WHEREAS, pursuant to C.R.S. § 32-1-1001(1)(m), the Board is authorized to adopt, amend, and enforce the bylaws and rules and regulations not in conflict with the constitution and laws of Colorado for carrying on the business, objects, and affairs of the Board and the District; and

WHEREAS, pursuant to C.R.S. § 32-1-1001(1)(n), the Board is authorized to have and exercise all rights and powers necessary or incidental to or implied from the specific powers granted to special districts; and

WHEREAS, Section 3.15 of the District's bylaws state the bylaws may be amended "at any time by motion approved by a majority of the board;" and

WHEREAS, the Board desires to amend Section 3.6.4 to delete therefrom "2/3" and replace it with "majority."

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DISTRICT AS FOLLOWS:

1. Adoption. The Board hereby amends Section 3.6.4 of the Bylaws as follows:

The Board shall elect from its membership a Chair and President, a Vice President, a Secretary and a Treasurer, who shall be the officers of the Board and of the District. The officers shall be elected by a majority of the Directors voting at the election. An election of the officers shall be conducted at the first regular meeting of the Board following the regular biennial election of the Directors held in May of even numbered years. Each officer so elected shall serve for a term of two years, unless a Board quorum determines by a majority vote to hold an election prior to the next ensuing regular biennial election of Directors.

2. Effective Date. The provisions of this resolution shall take effect as of January 23, 2017.

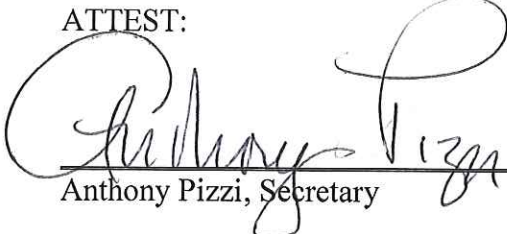
3. Severability. If any term or provision of this resolution or if any rule or regulation is found to be invalid or unenforceable by a court of competent jurisdiction or by operation of any applicable law, such invalid or unenforceable term or provision shall not affect the validity of the remainder of the resolution or rules and regulations, as a whole, but shall be severed, leaving the remaining terms or provisions in full force and effect. In addition, in lieu of such void or unenforceable provision, there shall automatically be added a provision similar in terms to such illegal, invalid or unenforceable provision so that the resulting reformed provision is legal, valid and enforceable.

RESOLVED, APPROVED AND ADOPTED THIS 23<sup>rd</sup> day of January, 2017.

WOODMEN HILLS METROPOLITAN DISTRICT

  
\_\_\_\_\_  
Joshua Killett, President

ATTEST:

  
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Anthony Pizzi, Secretary