

**AMENDED AND RESTATED ASSOCIATION BYLAWS OF  
CHESTNUT HILLS HOMEOWNERS ASSOCIATION**

**ARTICLE I  
NAME AND LOCATION**

1.01 Name. The name of the corporation is Chestnut Hills Homeowners Association (the "Association").

1.02 Location of Principal Office. The principal office of the Association shall be that which is on file with State of Michigan. The location of the principal office of the Association may be changed by the Board of Directors. Meetings of Owners and Directors may be held in such places within Genesee County, Michigan, as may be designated by the Board of Directors.

**ARTICLE II  
DEFINITIONS**

2.01 Definitions Defined in Declaration. All terms defined in the FIRST AMENDED DECLARATION OF PROTECTIVE COVENANTS, CONDITIONS, AND RESTRICTIONS OF CHESTNUT HILLS SUBDIVISIONS recorded as Instrument No. 2014 \_\_\_\_\_, Genesee County Records (the "Declaration"), shall have the same meanings when used herein.

**ARTICLE III  
MEMBERSHIP AND VOTING RIGHTS**

3.01 Membership in the Association. Every person or entity who is a record Owner of a fee interest or Land Contract Vendee's interest of a Lot in the Subdivisions shall be a member of the Association. Notwithstanding anything else to the contrary set forth in this Article, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member of the Association. Only Owners in good standing (as defined in the Declaration), and their legal representatives, may speak at meetings of the Association or address the Board or other Owners at any such meetings. Any person in violation of this provision or the rules of order governing the meeting, which are incorporated herein by reference, may be removed from such meeting, without any liability to the Association or its Board of Directors.

3.02 Voting Designation. Except as limited in these Bylaws, each Owner shall be entitled to one vote for each Lot owned, provided that such Owner is in good standing and not in default of any provision of the Subdivision Documents, including payment of any regular, additional or special assessments against such Owner's Lot or other charge levied against the Lot or Owner. In the case of any Lot owned jointly by more than one Owner, the voting rights appurtenant to that Lot may be exercised only jointly as a single vote. When an entity or more than one person holds an ownership interest in a Lot, such Owners shall file a written notice with the Association designating the individual representative who shall vote at meetings of the Association and receive all notices and other communications from the

Association on behalf of such Owners. Such notice shall state the name and address of the individual representative designated, the number of the Lots owned by the Owners, and the name and address of each person, firm, corporation, Limited Liability Company, partnership, association, trust or other entity who are the Owners. Such notice shall be signed and dated by all Owners. The individual representative designated may be changed by the Owners at any time by filing a new notice in the manner provided herein. The vote for such Lot shall be exercised as they among themselves shall determine, but in no event shall more than one vote be cast with respect to any one Lot. At any meeting, the filing of such written notice as a prerequisite to voting may be waived by the chairperson of the meeting.

3.03 Voting. Votes may be cast in person, in writing duly signed by the designated voting representative, or by any other means allowed by the voting procedures adopted by the Association for a given vote, provided the same are not in violation of the provisions of these Bylaws or Michigan law. Any absentee ballots, written votes or other votes cast by means allowed hereunder must be filed with the Secretary of the Association or the Association's management agent at or before the appointed time of each meeting of the Owners of the Association or voting deadline if no meeting held. Votes may be cast by mail, fax, delivery, electronically (by any method not directly involving the physical transmission of paper, which creates a record that may be retrieved and retained by the Association and may be directly reproduced in paper form by the Association through an automated process), or any other method approved by the Association in advance of the vote. Cumulative voting shall not be permitted.

3.04 Action Without Meeting. Any action that may be taken at a meeting of the Members (except for the removal of Directors) may be taken without a meeting by written vote of the Members. Written votes shall be solicited in the same manner as provided in these Bylaws for the giving of notice of meetings of Members. Such solicitations shall specify (a) the number of responses needed to meet the quorum requirements; (b) the percentage of approvals necessary to approve the action; and (c) the time by which written votes must be received in order to be counted. The form of written vote shall afford an opportunity to specify a choice between approval and disapproval of each matter and shall provide that, where the Member specifies a choice, the vote shall be cast in accordance therewith. Approval by written vote shall be constituted by receipt, within the time period specified in the solicitation, of (i) a number of written votes which equals or exceeds the quorum that would be required if the action were taken at a meeting; and (ii) a number of approvals that equals or exceeds the number of votes that would be required for approval if the action were taken at a meeting at which the total number of votes cast was the same as the total number of written votes cast.

## **ARTICLE IV MEETINGS OF MEMBERS**

4.01 Annual Meetings. The first annual meeting of the Members has already been held. Each subsequent regular annual meeting of the Members shall be held in the month of October each year hereafter on the day, at the hour, and at the place specified in the notice to the Members of the meeting. Written notice of each annual meeting, as well as any change in the date of the annual meeting as provided for herein, shall be given to all Owners at least fourteen (14) days before the date for which the meeting is or was originally scheduled. At

the Annual Meeting, the budget will be presented for approval by the Members, Directors shall be elected and any new business previously submitted to and approved by the Board shall be considered. No motions will be accepted from the floor beyond these matters except for a "no confidence" motion. The Members may transact at annual meetings all business of the Association that may properly come before them.

4.02 Special Meetings. Special meetings of the members may be called at any time by the President or a majority of the members of the Board of Directors or upon the written request of the members entitled to cast not less than twenty-five per cent (25%) of the votes of the entire Membership.

4.03 Notice of Meetings. Except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws, written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, to each Member entitled to vote at such meeting, by hand delivery, electronic delivery or by mailing a copy of such notice, postage prepaid, addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. Electronic transmittal of such notice, may also be given in any such manner authorized by the person entitled to receive the notice which does not directly involve the physical transmission of paper which creates a record that may be retrieved and retained by the recipient and which may be directly reproduced in paper form by the recipient through an automated process. Notice shall be given not less than fourteen (14) days or more than sixty (60) days before the date of the meeting. Such notice shall specify the place, day and hour of the meeting and, in case of special meeting, the exact purpose of the meeting, including the text of any proposals to be voted on at such special meeting. Waiver by a Member in writing of the notice required herein, signed by him before or after such meeting, shall be equivalent to the giving of such notice.

4.04 Remote Communication Attendance; Remote Communication Meetings. A Member may participate in a meeting of the members by a conference telephone or by other means of remote communication through which all persons participating in the meeting may hear each other, if the Board determines to permit such participation and (a) the means of remote communication permitted are included in the notice of the meeting or (b) if notice is waived or not required. All participants shall be advised of the means of remote communication in use and the names of the participants in the meeting shall be divulged to all participants. Members participating in a meeting by means of remote communication are considered present in person and may vote at such meeting if all of the following are met: (a) the Association implements reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communication is a Member; (b) the Association implements reasonable measures to provide each Member a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and (c) if any Member votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the Association. A Member may be present and vote at an adjourned meeting of the members by means or remote communication is they were permitted to be

present and vote by the means of remote communication in the original meetings notice given. The Board may hold a meeting of the members conducted solely by means or remote communication.

4.05 Order Of Business. The order of business of each meeting shall be as follows, unless otherwise specified in the agenda for any meeting:

- A. Call to Order by President;
- B. Introduction of new members;
- C. Reading of minutes of previous meeting;
- D. Officers reports;
- E. Committee reports;
- F. Election of officers and directors (at annual meetings)'
- G. Old business;
- H. Pre-approved New Business (all new business must be submitted to the Board and approved prior to any meeting – no motions for new business will be accepted from the floor);
- I. Announcements
- J. Adjournment

4.06 Quorum. Except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws, the presence of members entitled to cast ten (10%) percent of the votes of the entire Membership (or the equivalent number of votes received through means not involving a meeting) shall constitute a quorum for any action. If, however, a quorum is not present or represented at any meeting, the members present and entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or be represented.

4.07 Proxies. At all meetings of members, each Member may vote in person or by absentee ballot. No proxy voting shall be allowed.

4.08 Minutes. Minutes or a similar record of the proceedings of all meetings of members and the Board of Directors must be kept by the Association and, when signed by the President or Secretary, shall be presumed truthfully to evidence the matters set forth therein. A recitation in the minutes of any such meeting that notice of the meeting was properly given shall be prima facie evidence that such notice was given.

**ARTICLE V**  
**BOARD OF DIRECTORS**

5.01 General Powers. The business and affairs of the Association shall be managed by a Board of Directors.

5.02 Number, Term and Qualification. The Board of Directors shall consist of five (5) Directors, all of whom shall be Members of the Association; a US citizen; shall have resided in Chestnut Hills for a period of at least one (1) year (two years in order to be eligible to be appointed President); are in good standing with the Association and who shall not have a record of one or more convictions for a crime involving fraud, theft or dishonesty. At the first annual meeting after adoption of these Amended Bylaws, all Directors and nominees shall stand for election regardless of their remaining unexpired terms. The three (3) candidates receiving the highest number of votes shall be elected for two year terms and the next two (2) candidates in numbers of votes shall be elected for one year terms. At each annual meeting thereafter, the Members shall elect the number of directors needed to fill the vacancy, or vacancies created by the director or directors whose term(s) is (are) expiring, to serve for a term of two years. No two occupants of the same Lot may serve on the Board of Directors at the same time. Each director shall hold office until his death, resignation, retirement, removal, disqualification, or his successor is elected and qualified.

5.03 Nomination. Nomination for election to the Board of Directors may be made by a Nominating Committee appointed by the Board of Directors (not required) as well as self nomination. Any Owner in good standing wishing to run for election to the Board may submit his or her name, address, phone number and any biographical (or other qualification or explanatory information that the Owner wishes to be distributed to the members of the Association) to the Board, on or before the date that is no later than twenty-one (21) days before the Annual Meeting is to be held. Good standing of candidates shall be determined as of the deadline date for nominations. If a Nominating Committee is utilized, not less than two (2) months prior to the annual meeting of the membership of the Association, the Board of Directors shall appoint up to five (5) persons from among the active membership of the Association, none of whom shall then be acting as an officer or director of the Association to constitute the Committee. The Nominating Committee shall, not than less than one (1) month prior to the date of the said annual meeting, submit to the Board of Directors a slate of candidates for the open directorships to be filled at such annual meeting. At least fourteen (14) days before the annual meeting is held, the Board or managing agent shall distribute to all members of the Association a list of candidates and their information (without any distinction between the method of nomination), and the slate of candidates will be thereby stated. No nominations from the floor or write in candidates shall be allowed. Written absentee ballots for voting on Directors may be requested by members not able to attend and shall be accepted from members not attending the Annual Meeting, provided they are submitted to the secretary or managing agent prior to the election, and such ballots shall be counted in determining the presence of a quorum at said Annual Meeting.

5.04 Election. Except as provided in Section 5.06 of this Article, the Directors shall be elected at the annual meeting of the members by secret written ballot. The candidates

receiving the highest number of votes shall be elected to the open positions as stated herein. Neither cumulative voting nor fractional voting is permitted.

5.05 Removal. At any regular or special meeting of the Association duly called and held, any one or more of the Directors may be removed with or without cause by the affirmative vote of more than fifty (50%) percent of all Owners, and a successor may then and there be elected to fill the vacancy thus created. In addition, any director who is absent from any two consecutive meetings of the Board of Directors, regular or special, or is absent from an aggregate of three (3) such meetings, without an excuse satisfactory to the Board of Directors, may be removed as a director by a majority vote of the Board of Directors. Replacement of such Director shall be by appointment by the remaining Directors and such appointee shall serve the remainder of the replaced Director's term. Any Director whose removal has been proposed by the Owners shall be given an opportunity to be heard at the meeting.

5.06 Vacancies. A vacancy occurring in the Board of Directors may be filled by the selection by the remaining Directors of a successor, who shall serve for the unexpired term of his predecessor. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

5.07 Compensation. No Director shall receive compensation for any service he may render to the Association in the capacity of Director. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

## ARTICLE VI MEETINGS OF DIRECTORS

6.01 Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at such place and hour as may be fixed from time to time by resolution of the Board. Notice of regular meetings of the Board of Directors shall be given to each Director, personally, or by mail, facsimile, electronically, telephone or telegraph at least seven (7) days prior to the date of the meeting, unless waived by said Director. Electronic transmission of such notice may also be given in any such manner authorized by the Director entitled to receive the notice which does not directly involve the physical transmission of paper, which creates a record that may be retrieved and retained by the Director, and which may be directly reproduced in paper form by the Director through an automated process. Should the date of such meeting fall on a legal holiday, then that meeting shall be held at the same time on the next day that is not a legal holiday.

6.02 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, given personally, or by mail, facsimile, electronically or by telephone, which notice shall state the time, place and purpose of the meeting. Electronic transmission of such notice may also be given in any such manner authorized by the Director entitled to receive the notice which does not directly involve the physical transmission of paper, which creates a record that may be retrieved and retained by the Director, and which may be directly reproduced in paper form by the Director through an automated process.

Special meetings of the Board of Directors shall be called by the president or secretary in like manner and on like notice on the written request of two Directors.

6.03 Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing or orally, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meetings of the Board shall be deemed a waiver of notice by that Director of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

6.04 Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. A Director will be considered present and may vote on matters before the Board by teleconference, electronically or by any other method giving the remainder of the Board sufficient notice of the absent Director's vote and position on any given matter, provided, however, that any vote not in writing is confirmed in writing not later than the next meeting of the Board. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of a director in the action of a meeting by signing and concurring in the minutes thereof, shall constitute the presence of such director for purposes of determining a quorum.

6.05 Action without Meeting. Any action permitted to be taken by the Board of Directors at a meeting of the Board shall be valid if consented to in writing, including by electronic transmission, by the requisite majority of the Board of Directors. Further, the presiding officer of the Association, in exceptional cases requiring immediate action, may poll all Directors by phone for a vote, and provided the action is consented to by the requisite number of Directors, such vote shall constitute valid action by the Board, provided the results of the vote and the issue voted upon are noted in the minutes of the next Board meeting to take place.

6.06 Closing of Board of Directors' Meetings to Members; Privileged Minutes. The Board of Directors, in its discretion, may close a portion or all of any meeting of the Board of Directors to the members of the Association or may permit members of the Association to attend a portion or all of any meeting of the Board of Directors. Any Member of the Association shall have the right to inspect, and make copies of, the minutes of the meetings of the Board of Directors; provided, however, that no Member of the Association shall be entitled to review or copy any minutes of meetings of the Board of Directors to the extent that said minutes reference privileged communications between the Board of Directors and counsel for the Association, or any other matter to which a privilege against disclosure pertains under Michigan Statute, common law, the Michigan Rules of Evidence, or the Michigan Court Rules.

6.07 Remote Communication Participation. Board members may participate in any meeting by means of conference telephone or other means of remote communication through which all persons participating in the meeting can communicate with the other participants. Participation in a meeting by such means constitutes presence in person at the meeting.

## **ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

7.01 Powers. The Board of Directors shall have power to:

A. Adopt and publish rules and regulations governing the use of the Common Areas and the personal conduct of the members and their guests thereon and establishing penalties for infractions thereof, and adopt and publish rules and regulations interpreting and/or supplementing the restrictions and covenants applicable to the Property, and take any and all actions deemed by the Board to be necessary or appropriate to enforce such rules and regulations;

B. Suspend an Owner's voting rights during any period in which he shall be in default in the payment of any Assessment or in any of the provisions of the Subdivision Documents;

C. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Owners by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;

D. Employ a manager and such other employees or independent contractors, as it deems necessary and prescribe their duties, and contract with a management company to manage the operation of the Association. In the event that a contract is entered into with a management company, such contract must be terminable by the Board of Directors without cause or penalty on not more than ninety (90) days' notice and shall be for a period not to exceed three years;

E. Employ attorneys, accountants and other persons or firms to represent the Association when deemed necessary;

F. Grant easements for the installation and maintenance of sewage, utility or drainage facilities upon, over, and under and across the Common Areas without the assent of the members when such easements are necessary for the convenient use and enjoyment of the Property;

G. Appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or, fidelity bond, as it may deem expedient; and

H. To establish such committees as it deems necessary, convenient or desirable and to appoint persons thereto for the purpose of implementing the administration of the Subdivisions and to delegate to such committees, or any specific Officers or Directors

of the Association any functions or responsibilities which are not by law or the Subdivision Documents required to be performed by the Board.

7.02 Duties. It shall be the duty of the Board of Directors to:

A. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members;

B. Supervise all officers, agents and employees of the Association and see that their duties are properly performed;

C. Except as may be limited by the Declaration, to:

(1) Fix the amount of the annual Assessment (Dues) against each Lot before the beginning of each fiscal year;

(2) Send written notice of such Assessment to every Owner subject thereto at least thirty (30) days before the first day of each fiscal year; and

(3) As to any Lot for which an Assessment remains unpaid, bring an action at law against the Owner personally obligated to pay the assessment and/or foreclose the lien against such Lot or resolve such delinquency in any other manner deemed to be in the best interest of the Association.

(4) Issue, or cause an appropriate officer of the Association to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be established by the Board of Directors for the issuance of such certificate. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of payment;

(5) Procure and maintain (i) adequate liability insurance covering the Association, (ii) officers' and Directors' errors and omissions insurance, (iii) fidelity bond coverage, and (iv) full replacement value hazard insurance on the real and personal property owned by the Association;

(6) Cause the Common Areas to be properly maintained;

(7) Establish and maintain an adequate reserve fund for the periodic maintenance, repair and replacement of the Common Areas and the improvements constructed on the Common Areas;

(8) Provide such notices to and obtain such consents from the owners and holders of first mortgages on Lots within the Subdivisions as is required by the Declaration or these Bylaws;

(9) Pay all ad valorem taxes and public assessments levied against the real and personal property owned in fee by the Association, if any;

(10) Hold annual and special meetings and elections for the Board of Directors;

(11) Prepare annual budgets and financial statements for the Association and make same available for inspection by the Owners and their agents at all reasonable times; and

(12) Exercise for the Association all powers, duties and authority vested in or delegated to the Association.

## **ARTICLE VIII OFFICERS AND THEIR DUTIES**

8.01 Enumeration of Offices. The officers of the Association shall be President, who shall at all times be a Member of the Board of Directors and meet the qualifications set forth in Section 5.02, above, a Secretary, a Treasurer, and such Vice President(s) and other officers as the Board may from time to time by resolution appoint.

8.02 Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Owners.

8.03 Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless they shall sooner resign, be removed, or be otherwise disqualified to serve.

8.04 Special Appointments. The Board may elect such 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.

8.05 Resignation and Removal. Any officer may be removed from office, with or without cause, by the Board. Any officer may resign at any time by giving written 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, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.06 Vacancies. A vacancy in any office may be filled by the Board. The person appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

8.07 Multiple Offices. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 8.04 of this Article. Notwithstanding the foregoing, the offices of Secretary and Treasurer may be held by the same person.

8.08 Duties. The duties of the officers are as follows:

A. President. The president shall be the chief executive officer of the Association, and shall preside at all meetings of the Association and of the Board of

Directors. The president shall have all of the general powers and duties which are usually vested in the office of the president of a corporation, including, but not limited to, the power to appoint committees from among the members of the Association from time to time in the president's discretion as may be deemed appropriate to assist in the conduct of the affairs of the Association. The President shall also see that orders and resolutions of the Board are carried out and in the absence of delegation of such power to another officer, sign all leases, promissory notes, mortgages, deeds and other written legal instruments on behalf of the Association.

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 of him by the Board.

C. Secretary. The Secretary 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 and their addresses; and perform such other duties as required by the Board.

D. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all funds of the Association and disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; issue, or cause to be issued, all requested certificates setting forth whether the assessments applicable to a specific Lot have been paid; cause an annual independent review of the Association books to be made by an independent public accountant at the completion of each fiscal year; prepare an annual budget and a statement of income and expenditures to be represented to the Membership at its regular annual meeting, and deliver a copy of each to the members; and, if directed by resolution of the Board of Directors, sign all checks of the Association.

## **ARTICLE IX JUDICIAL ACTIONS AND CLAIMS**

9.01 Judicial Actions and Claims. Actions on behalf of and against the Lot Owners shall be brought in the name of the Association. Subject to any expressed limitations on actions in these Bylaws and in the Association's Articles of Incorporation, the Association may assert, defend or settle claims on behalf of all Lot Owners in connection with the Common Areas.

## **ARTICLE X FINANCES, BOOKS AND RECORDS**

10.01 Investment of Funds. Funds of the Association shall only be held in accounts that are fully insured and/or backed by the full faith and credit of the United States Government. Only depositories or instruments where there is no risk of principal loss may be utilized by the Association for investment of its monies.

10.02 Banking. The funds of the Association shall be deposited in such bank or other depository as may be designated by the Board of Directors and shall be withdrawn only upon

the check or order of such officers, employees or agents as are designated by resolution of the Board of Directors from time to time.

10.03 Inspection of Records. The books and records of the Association shall, at all times during reasonable business hours, be subject to inspection by any Owner or their agent. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Owner at the principal office of the Association, where copies may be purchased at reasonable cost.

## **ARTICLE XI MISCELLANEOUS**

11.01 Amendments. These Bylaws may be amended or repealed and new Bylaws adopted at any regular or special meeting of the Owners, or by other methods allowed by these Bylaws for voting upon matters, by the affirmative vote of a majority of the eligible votes in the Association or by alternative means of voting, subject to normal quorum requirements.

11.02 Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

11.03 Fiscal Year. The fiscal year of the Association shall be such 12 month period adopted by the Board of Directors from time to time in accordance with the provisions of the Internal Revenue Code and, failing any other designation, shall begin on the first day of January and end on the 31st day of December of every year.

11.04 Gender. Any use of the masculine gender in these Bylaws shall be construed to include the feminine gender. Any use of the singular shall be construed, as appropriate, to include the plural.

## TABLE OF CONTENTS

ARTICLE I NAME AND LOCATION.....	1
1.01    Name .....	1
1.02    Location of Principal Office.....	1
ARTICLE II DEFINITIONS .....	1
2.01    Definitions Defined in Declaration .....	1
ARTICLE III MEMBERSHIP AND VOTING RIGHTS.....	1
3.01    Membership in the Association.....	1
3.02    Voting Designation .....	1
3.03    Voting .....	2
ARTICLE IV MEETINGS OF MEMBERS .....	2
4.01    Annual Meetings.....	2
4.02    Special Meetings.....	3
4.03    Notice of Meetings .....	3
4.04    Remote Communication Attendance; Remote Communication Meetings.....	3
4.06    Quorum .....	4
4.07    Proxies .....	4
4.08    Minutes.....	4
ARTICLE V BOARD OF DIRECTORS .....	5
5.01    General Powers .....	5
5.03    Nomination.....	5
5.04    Election .....	5
5.05    Removal.....	6
5.06    Vacancies .....	6
5.07    Compensation.....	6
ARTICLE VI MEETINGS OF DIRECTORS .....	6
6.01    Regular Meetings.....	6
6.02    Special Meetings.....	6
6.03    Waiver of Notice.....	7
6.04    Quorum .....	7
6.05    Action without Meeting .....	7

6.06	Closing of Board of Directors' Meetings to Members; Privileged Minutes.....	7
6.07	Remote Communication Participation .....	8
ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS .....		8
7.01	Powers .....	8
7.02	Duties.....	9
ARTICLE VIII OFFICERS AND THEIR DUTIES .....		10
8.01	Enumeration of Offices.....	10
8.02	Election of Officers .....	10
8.03	Term.....	10
8.04	Special Appointments.....	10
8.05	Resignation and Removal.....	10
8.06	Vacancies .....	10
8.07	Multiple Offices .....	10
8.08	Duties.....	10
ARTICLE IX JUDICIAL ACTIONS AND CLAIMS.....		11
9.01	Judicial Actions and Claims.....	11
ARTICLE X FINANCES, BOOKS AND RECORDS .....		11
10.01	Investment of Funds .....	11
10.02	Banking .....	11
10.03	Inspection of Records .....	12
ARTICLE XI MISCELLANEOUS .....		12
11.01	Amendments .....	12
11.02	Conflicts .....	12
11.03	Fiscal Year.....	12
11.04	Gender .....	12