Bylaws of The Commons at Cordata Condominium Owners' Association

RECITALS

The Commons at Cordata Condominium Owners' Association (the "Association") was established pursuant to the Declaration of Covenants, Conditions, Restrictions and Reservations for The Commons at Cordata Condominium, recorded under File No. 2121004446, in Whatcom County, Washington, and currently operates under the Amended and Restated Declaration of Covenants, Conditions, Restrictions and Reservations for the Commons at Cordata Condominium, recorded under File No. 2130602010, in Whatcom County, Washington (the "Declaration"); and

The terms of such instrument (herein referred to as the Declaration) and the laws of the State of Washington, provide for the establishment of The Commons at Cordata Condominium Owners' Association, and the adoption of Bylaws for such Association;

All words defined in the Declaration shall have the same meaning in these Bylaws unless stated otherwise;

Following a proposal from the Board, submission in writing to all Owners, and a meeting of the Association, the affirmative vote of a majority of the voting power has rescinded the Original Bylaws, and does hereby adopt the following Bylaws, which need not be recorded:

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ARTICLE 1 - MEMBERSHIP.

To qualify as a Member, a person shall be a Unit Owner, and all Unit Owners shall be Members.

ARTICLE 2 – ASSOCIATION MEETINGS. The following requirements apply to Unit Owner meetings:

- 2.1 Annual Meetings. A meeting of the Association must be held at least once each year. Failure to hold an annual meeting does not cause a forfeiture or give cause for dissolution of the Association and does not affect otherwise valid Association acts.
- **2.2 Special Meetings.** An Association must hold a special meeting of Unit Owners to address any matter affecting the common interest community or the Association if its President, a majority of the Board, or Unit Owners having at least twenty percent of the votes in the Association request that the Secretary call the meeting.

If the Association does not provide Notice to Unit Owners of a special meeting within thirty days after the requisite percentage of Unit Owners request the secretary to do so, the requesting Members may directly provide Notice to all the Unit Owners of the meeting. Only matters described in the meeting Notice may be considered at a special meeting.

2.3 – Meeting Notices. An Association must provide Notice to Unit Owners of the time, date, and place of each annual and special Unit Owners meeting not less than fourteen days and not more than fifty days before the meeting date. Notice may be by any means described in the Declaration.

The Notice of any meeting must state the time, date, and place of the meeting and the items on the agenda, including:

- (i) The text of any proposed amendment to the Declaration or Bylaws;
- (ii) Any changes in the previously approved budget that result in a change in the assessment obligations; and
- (iii) Any proposal to remove a Board Member.
- **2.4 Emergency Meetings of the Association.** The minimum time to provide Notice required in section 2.3 may be reduced or waived for a meeting called to deal with an emergency.
- 2.5 Meetings by telephone, video or conferencing. Association meetings may be conducted by telephone, video or other conferencing process, if: 1) the meeting notice states the conferencing process to be used and explains how unit owners may participate in the conference directly or by meeting at a central location or conference connection; 2) the process provides all unit owners the opportunity to hear or perceive the discussion; and 3) Owners have a reasonable opportunity to comment regarding matters affecting the condominium and the association during the meeting.
- 2.6 Owners Opportunity to Participate. Unit Owners must be given a reasonable opportunity at any meeting to comment regarding any matter affecting the Condominium or the Association. Such right does not entitle owners to participate in Board discussions.
- **2.7 Order of Business.** The order of business at meetings of the Association shall be as follows unless changed by a motion at the meeting:
 - (a). Roll call;
 - (b). Proof of notice of meeting or waiver of notice;
 - (c). Approval of Minutes of preceding meeting;
 - (d). Reports of officers;
 - (e). Reports of committees;
 - (f). Ratification of Budget (Budget ratification meetings);

- (g). Election of directors (annual meeting or special meeting);
- (h). Unfinished business;
- (i). New business;
- (j). Open Forum for Owner Comments;
- (k). Adjournment.
- **2.8 Parliamentary Authority.** In the event of dispute on procedures, the parliamentary authority for the meetings shall be the most current available edition of Robert's Rules of Order.
- **ARTICLE 3 BOARD MEETINGS.** The following requirements apply to meetings of the Board and committees authorized to act for the Board:
- **3.1 Open Meetings.** Meetings must be open to the Unit Owners except during executive sessions, but the Board may expel or prohibit attendance by any person who, after warning by the chair of the meeting, disrupts the meeting. The Board and those committees may hold an executive session only during a regular or special meeting of the Board or a committee. A final vote or action may not be taken during an executive session.
- 3.2 Executive Sessions. An executive session may be held only to:
- (i) Consult with the Association's attorney concerning legal matters;
- (ii) Discuss existing or potential litigation or mediation, arbitration, or administrative proceedings;
- (iii) Discuss labor or personnel matters;
- (iv) Discuss contracts, leases, and other commercial transactions to purchase or provide goods or services currently being negotiated, including the review of bids or proposals, if premature general knowledge of those matters would place the Association at a disadvantage; or
- (v) Prevent public knowledge of the matter to be discussed if the Board or committee determines that public knowledge would violate the privacy of any person.
- 3.3 Gatherings are Not Meetings. A gathering of Members of the Board or committees at which the Board or committee Members do not conduct Association business is not a meeting of the Board or committee. Board Members and committee Members may not use incidental or social gatherings to evade the open meeting requirements of the Bylaws.
- 3.4 Opportunity for Owner Comment. At each board meeting, the Board must provide a reasonable opportunity for Unit Owners to comment regarding matters affecting the Association. This may be accomplished by providing a time at the end of the meeting for Owner comment. The time permitted to each Owner may be limited to a fixed amount of time.

- 3.5 Notice of Board Meetings. Unless the meeting is included in a schedule given to the Unit Owners or the meeting is called to deal with an emergency, the Secretary or other officer specified in the organizational documents must provide Notice of each board meeting to each Board Member and to the Unit Owners. The Notice must be given at least seven days before the meeting and must state the time, date, place, and agenda of the meeting.
- 3.6 Alternate Means of Attendance. Board Members may participate in a regular or special meeting by or conduct a meeting through the use of any means of communication by which all Board Members participating can hear each other during the meeting. A Board Member participating in a meeting by these means is deemed to be present in person at the meeting.
- 3.7 Actions Taken Outside of Board Meetings. Instead of meeting, the Board may act by unanimous consent as documented in a record by all its Members. Actions taken by unanimous consent must be ratified at the next board meeting, and kept as a record of the Association with the meeting minutes.
- 3.8 Board Member's Right to Dissent. A Board Member who is present at a board meeting, at which any action is taken, is presumed to have assented to the action taken unless the Board Member's dissent or abstention to such action is lodged with the person acting as the secretary of the meeting before adjournment of the meeting or provided in a record to the Secretary of the Association immediately after adjournment of the meeting. The right to dissent or abstain following a meeting does not apply to a Board Member who voted in favor of such action at the meeting.
- 3.9 No Board Proxies. A Board Member may not vote by proxy or absentee ballot.
- 3.10 Challenges to Board Action. Even if an action by the Board is not in compliance with the Bylaws, it is valid unless set aside by a court. A challenge to the validity of an action of the Board for failure to comply with the Bylaws may not be brought more than ninety days after the minutes of the Board of the meeting at which the action was taken are approved or the record of that action is distributed to Unit Owners, whichever is later.
- **3.11 Meeting Minutes.** Minutes of all Unit Owner meetings and board meetings, excluding executive sessions, must be maintained in a record. The decision on each matter voted upon at a board meeting or Unit Owner meeting must be recorded in the minutes.
- **3.12 Rules of Order.** If there are disputes in how meetings are to be conducted, the most recent version of Roberts Rules of Order shall control.

ARTICLE 4 - COMMUNICATION POLICY.

4.1 – Written Communication. All requests, comments and complaints shall be directed to the management company in writing.

- (i) Requests to the Board must identify the person making the request, and the Unit they represent. Anonymous complaints will not be considered by the Board.
- (ii) Phone calls, emails and communications with individual Board Members will not be considered by the Board. Individual Board Members do not have the authority to take action on their own. An individual Board Member may pass a communication received on to the manager.
- **4.2 Responses.** The routine policy of the Association to respond to communications shall be:
- (i) Written communications received more than seven calendar days prior to a board meeting will be placed on the board meeting agenda.
- (ii) Management will collect pertinent information related to the matter and provide to the Board for its consideration.
- **4.3 Board Review.** Time permitting, the matter will be considered at the board meeting. The Board may consider matters at a special meeting, at the Board's discretion.
- (i) Owner will be given the opportunity to comment at the board meeting.
- (ii) Decisions by the Board will be reflected in the Board Meeting Minutes, and will be communicated to the requesting person in writing.
- **4.4 Only the Board Makes Decisions.** Individual Board Members cannot make decisions for the Board. Verbal assurances from individual Board Members are not representations of the Board.
- (i) Actions of the Board must be reflected in the approved Board Meeting Minutes, or in other direct written communication from the Board.

ARTICLE 5 - BOARD MEMBERS, OFFICERS, AND COMMITTEES.

- **5.1 Board Acts for the Association.** Except as provided otherwise in the governing documents, or other provisions of law, only the Board may act on behalf of the Association.
- **5.2 Duty of Care.** In the performance of their duties, officers and Board Members must exercise ordinary and reasonable care, and the degree of care and loyalty to the Association required of an officer or Director of a corporation organized, and are subject to the conflict of interest rules governing Directors and officers, under chapter 24.06 RCW.
- **5.3 Number of Board Members.** The Board must be comprised of five (5) Members, all of whom must be Unit Owners as provided in Section 5.5. Three (3) Board Members are elected in even number years, and two (2) Directors are elected in odd number years.

- 5.4 Start and End of Terms; Term Limits. Board Members and officers take office upon adjournment of the meeting at which they were elected or appointed. If not elected or appointed at a meeting, then at the time of such election or appointment. Board Members and Officers must serve until their successor is elected or appointed. Members are elected for two year terms. No Board Member may be elected or appointed for consecutive terms, unless at least two thirds of the votes cast are in favor of such election. They may be elected or appointed again following a one year break in their service on the Board. No other person representing the same Unit as a departing Board Member may be elected or appointed as a successor, unless at least two thirds of the votes case are in favor of such election.
- **5.5 Qualifications.** In determining the qualifications of any officer or Board Member of the Association, "Unit Owner" includes any Board Member, officer, Member, partner, or trustee of any person, who is, either alone or in conjunction with another person or persons, a Unit Owner.
- (i) Any officer or Board Member of the Association who would not be eligible to serve as such if they were not a Board Member, officer, partner in, or trustee of such a person is disqualified from continuing in office if they cease to have any such affiliation with that person or that person would have been disqualified from continuing in such office as a natural person.
- (ii) No more than one Board Member representing a single Unit may serve on the Board at the same time. Board Members may not be elected or appointed if they are delinquent in any Assessment more than thirty days.
- **5.6 Limits on Board Authority.** The Board may not, without vote or agreement of the Unit Owners:
- (i) Amend the Declaration, except as specifically provided the Declaration;
- (ii) Amend the Bylaws of the Association;
- (iii) Terminate the condominium;
- (iv) Elect Members of the Board, but may fill vacancies in its Membership, not resulting from removal, until the next regularly scheduled election of Board Members; or
- (v) Determine the qualifications, powers, duties, or terms of office of Board Members.
- **5.7 Delegation of Board Authority.** The Board may delegate any of its authority to committees. The Board may designate the authority to manage the financial affairs of the Association to a managing agent, and may delegate authority to enforce the Governing Documents to a committee or the managing agent, subject to an Owner's right to appeal any committee or Manager's decision or action to the Board of Directors.
- **5.8 Committees.** All committees of the Association must be appointed by the Board.
- (i) Committees authorized to exercise any power reserved to the board must include at least two Board Members who have exclusive voting power for that committee.

Committees that are not so composed may not exercise the authority of the Board and are advisory only.

- (ii) Committee Members are appointed by and serve at the pleasure of the Board.
- (iii) The powers and duties of any committee shall be established by the Board, and shall be described in a written committee charter, or in a resolution recorded in the Board Meeting Minutes.
- (iv) The Board may, at any time, dissolve any committee and assume all powers and duties of the committee.
- (v) Owners will receive reasonable notice of committee meetings. Owners may attend committee meetings, and will be given an opportunity to comment at committee meetings, but are not entitled to participate in the meetings.
- **5.9 Compensation.** Board Members shall not be compensated for their service as directors, but may be reimbursed expenses incurred on behalf of the Association. Directors and other Owners may be paid for other services performed for the Association, following notice to all members and ratification of such payment in the manner used to ratify a budget. Such other services shall be provided as independent contractors, and any payments shall be reported to the Internal Revenue Service as required by law.

ARTICLE 6 - BUDGETS; BUDGET RATIFICATION; SPECIAL ASSESSMENTS.

6.1 – Budgets. The Board must adopt budgets as provided in section 12 of the Declaration.

6.2 – Budget Ratification by the Members.

- (i) Within thirty days after adoption of any proposed budget for the common interest community, the Board must provide a copy of the budget to all the Owners and set a date for a meeting of the Owners to consider ratification of the budget not less than fourteen nor more than fifty days after providing the budget.
- (a) Unless at that meeting the Owners of Lots to which a majority of the votes in the Association are allocated reject the budget, the budget and the assessments against the Lots included in the budget are ratified, whether or not a quorum is present.
- (b) If the proposed budget is rejected or the required Notice is not given, the periodic budget last ratified by the Owners continues until the Owners ratify a subsequent budget proposed by the Board.

(ii) The budget must include:

- (a) The projected income to the Association by category;
- (b) The projected common expenses and those specially allocated expenses that are subject to being budgeted, both by category;
 - (c) The amount of the assessments per Unit and the date the assessments are due;

- (d) The current amount of regular assessments budgeted for contribution to the reserve account;
- (e) A statement of whether the Association has a Reserve Study that complies with RCW 64.90.550 and, if so, the extent to which the budget meets or deviates from the recommendations of the Reserve Study; and
 - (f) The current deficiency or surplus in reserve funding expressed on a per Unit basis.
- **6.3 Special Assessments.** The Board, at any time, may propose a special assessment. The assessment is effective only if the Board follows the procedures for ratification of a budget described in this Article, and the Owners do not reject the proposed assessment. The Board may provide that the special assessment may be due and payable in installments over any period it determines and may provide a discount for early payment.
- **6.4 Audit.** The Board shall cause an annual audit to be made by a Certified Public Accountant as required by state law.

ARTICLE 7 – OFFICERS; THEIR ELECTION AND POWERS.

- **7.1 Officers Enumerated.** The officers of the corporation shall be a President, a Secretary and a Treasurer, and such other officers as the Board may designate, all of whom shall be elected by the Board at the first Board Meeting following the Association annual meeting. Officers hold office for one year, subject to provisions herein relating to vacancy and removal. The officers shall have the powers described in this Article but shall at all times be subject to the authority and direction of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.
- **7.2 Qualifications.** Each officer must be a natural person and a resident of the State of Washington. The Officers must be Directors.
- **7.3 The President.** The President shall be the chief executive officer of the corporation, and, subject to supervision by the Board of Directors, shall have all of the usual powers and authority held by the chief executive officer. The President shall preside at all meetings of the Board of Directors and the Members, shall be responsible for carrying out the plans and directives of the Board and shall report to and consult with the Board. The President shall have such other powers and duties as the Board may prescribe.
- **7.4 The Secretary.** The Secretary, personally or with the assistance of others, shall keep minutes of the meetings of the Board of Directors and the Members and shall arrange for Notice of such meetings; maintain other corporate records; attest all contracts and other obligations or instruments in the name of the corporation, when necessary or appropriate; and perform such other duties as the Board of Directors may from time to time designate. Performance of such duties may be delegated by the Board to a Management Company.

- **7.5 The Treasurer**. The Treasurer shall oversee the care and custody, and be responsible for, all funds and securities of the corporation, and shall cause to be kept regular books of account and shall provide periodic financial reports to the Board of Directors. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the Board of Directors. In general, the Treasurer shall perform all of the duties incident to the office of the Treasurer, and such other duties as from time to time may be assigned by the Board of Directors. Performance of such duties may be delegated by the Board to a Management Company.
- **7.6 Vacancies: Removal.** Vacancies in any office arising from any cause may be filled by the Board of Directors for the unexpired term of such office. The board may remove an officer elected by the board at any time, with or without cause, but such removal as an officer does not remove the person from the board.

ARTICLE 8 - REMOVAL OF BOARD MEMBERS.

- 8.1 Removal by the Membership. Unit Owners present in person, by proxy, at any meeting of the Unit Owners at which a quorum is present may remove any Board Member, with or without cause. Removal of a Board Member is effective if the number of votes in favor of removal is at least the lesser of: (a) a majority of the total voting power, or (b) two-thirds of the votes cast at the meeting, but:
- (1) The Unit Owners may not consider whether to remove a Board Member at a meeting of the Unit Owners unless that subject was listed in the Notice of the meeting.
- (2) At any meeting at which a vote to remove a board Member is to be taken, the Board Member being considered for removal must have a reasonable opportunity to speak before the vote.
- (3) At any meeting at which a Board Member is removed, the Unit Owners entitled to vote for the board Member may immediately elect a successor board Member consistent with these Bylaws.
- 8.2 Automatic Removal. A Board Member shall be deemed to have resigned if:
- (i) The board Member is delinquent in the payment of assessments more than sixty (60) days and (b) the board Member has not cured the delinquency within thirty (30) days after receiving Notice of the delinquency.
- (ii) The Board Member is absent from three (3) consecutive board meetings.

ARTICLE 9 - CODE OF ETHICS.

9.1 - Board Members Should:

Strive at all times to serve the best interests of the Association as a whole regardless of their personal interests.

Use sound judgment to make the best possible business decisions for the Association, taking into consideration all available information, circumstances and resources.

Act within the boundaries of their authority as defined by law and the governing documents of the Association.

Provide opportunities for residents to comment on decisions facing the Association.

Perform their duties without bias for or against any individual or group of Owners or non-Owner residents.

Disclose personal or professional relationships with any company or individual who has or is seeking to have a business relationship with the Association.

Conduct open, fair and well-publicized elections.

Always speak with one voice, supporting all duly-adopted board decisions—even if the Board Member was in the minority regarding actions that may not have obtained unanimous consent.

9.2 - Board Members Should Not:

Reveal confidential information provided by contractors or share information with those bidding or Association contracts unless specifically authorized by the Board.

Make unauthorized promises to a contractor or bidder.

Advocate or support any action or activity that violates a law or regulatory requirement.

Use their positions or decision-making authority for personal gain or to seek advantage over another Owner or non-Owner resident.

Spend unauthorized Association funds for their own personal use or benefit.

Accept any gifts—directly or indirectly—from Owners, residents, contractors or suppliers.

Misrepresent known facts in any issue involving Association business.

Divulge personal information about any Association Owner, resident or employee that was obtained in the performance of board duties.

Make personal attacks on colleagues, staff or residents.

Harass, threaten or attempt through any means to control or instill fear in any Board Member, Owner, resident, employee or contractor.

Reveal to any Owner, resident or other third party the discussions, decisions and comments made at any meeting of the Board held in executive session.

ARTICLE 10 - QUORUM.

10.1 – Quorum of the Association. A quorum is present throughout any meeting of the Unit Owners if persons entitled to cast twenty percent (20%) of the votes in the Association are present in person or by proxy at the beginning of the meeting.

10.2 – Quorum of the Board. A quorum of the Board is present for purposes of determining the validity of any action taken at a meeting of the board only if individuals entitled to cast a majority of the votes on that board are present at the time a vote regarding that action is taken. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Board Members present is the act of the Board unless a greater vote is required by the Declaration or Bylaws.

ARTICLE 11 - UNIT OWNER VOTING.

- 11.1 Voting at Meetings. Unit Owners may vote at a meeting in person, or by a proxy pursuant to this Article. At a meeting of Unit Owners, the following requirements apply:
- (i) Method of voting. Unit Owners or their proxies who are present in person may vote by voice vote, show of hands, standing, written ballot, or any other method for determining the votes of Unit Owners, as designated by the person presiding at the meeting.
- (ii) Voting by a Unit with multiple Owners. If only one of several Unit Owners of a Unit is present, that Unit Owner is entitled to cast all the votes allocated to that Unit. If more than one of the Unit Owners are present, the votes allocated to that Unit may be cast only in accordance with the agreement of the Owners. There is an agreement if any one of the Unit Owners casts the votes allocated to the Unit without protest being made promptly to the person presiding over the meeting by any of the other Unit Owners of the Unit. If the multiple Owners of a single Unit cannot agree on a vote for the Unit, the vote for that Unit shall be disregarded.
- 11.2 Vote Required. Unless a greater number or fraction of the votes in the Association is required under statute, the declaration or Bylaws, a majority of the votes cast determines the outcome of any action of the Association. In election of Board Members, if the number of candidates is equal to, or less than, the number of vacant positions, a person is only elected if they receive a majority of the votes cast, even if that leaves a vacancy on the Board. If there are so many candidates that enough candidates do not receive a majority of the votes cast to fill the Board, then runoff elections may be held until enough candidates receive a majority. Each Unit may cast only one vote for each Board position; no cumulative voting is allowed.
- **11.3 Proxy Voting.** Except as provided otherwise in the Declaration or Bylaws, the following requirements apply with respect to proxy voting:
- (i) Votes allocated to a Unit may be cast pursuant to a directed or undirected proxy duly executed by a Unit Owner in the same manner as provided in RCW 24.06.110.
- (ii) If a Unit is owned by more than one person, each Unit Owner of the Unit may vote or register protest to the casting of votes by the other Unit Owners of the Unit through a duly executed proxy. If different votes are cast by multiple Owners of the same Unit, all votes for the Unit shall all be disregarded.

- (iii) A Unit Owner may revoke a proxy only by actual Notice of revocation to the Secretary or the person presiding over a meeting of the Association or by delivery of a subsequent proxy. The death or disability of a Unit Owner does not revoke a proxy given by the Unit Owner unless the person presiding over the meeting has actual Notice of the death or disability.
- (iv) A proxy is void if it is not dated or purports to be revocable without Notice.
- (v) Unless stated otherwise in the proxy, a proxy terminates eleven months after its date of issuance.
- (vi) The Association must be able to verify that the proxy is executed by the Unit Owner having the right to do so. Such verification may occur following the vote.
- 11.4 Voting Without a Meeting (Mail or Electronic Transmission). An Association may conduct a vote without a meeting. In that event, the following requirements apply:
- (i) The Association must give Notice to the Unit Owners that the vote will be taken by written ballot or electronic means.
- (ii) The Notice must state:
- (A) The time and date by which a ballot must be delivered to the Association to be counted, which may not be fewer than fourteen days after the date of the Notice, and which deadline may be extended in accordance with this Article;
 - (B) The percent of votes necessary to meet the quorum requirements;
- (C) The percent of votes necessary to approve each matter including election of Board Members; and
- (D) The time, date, and manner by which Unit Owners wishing to deliver information to all Unit Owners regarding the subject of the vote may do so.
- (iii) The Association must deliver a ballot to every Unit Owner with the Notice, and/or provide instructions on how to vote electronically.
- (iv) The ballot must set forth each proposed action and provide an opportunity to vote for or against the action.
- (v) The name of each candidate and the text of each proposal to be voted upon must be set forth in a writing accompanying or contained in the Notice of meeting.
- (vi) A ballot cast pursuant to this Article may be revoked only by actual Notice to the Association of revocation. The death or disability of a Unit Owner does not revoke a ballot unless the Association has actual Notice of the death or disability prior to the date ballots are due.
- (vii) Approval by ballot or electronic means is valid only if the number of votes cast by ballot equals or exceeds the quorum required to authorize the action.
- (viii) If the Association does not receive a sufficient number of votes to constitute a quorum or to approve the proposal by the date and time established for return of ballots,

the board may extend the deadline for a reasonable period, not to exceed eleven months, upon further Notice to all Members. In that event, all votes previously cast on the proposal must be counted unless subsequently revoked as provided in this Article.

- (ix) A ballot or revocation is not effective until received by the Association.
- (x) The Association must give Notice to Unit Owners of any action taken pursuant to this Article within a reasonable time after the action is taken.
- (xi) When an action is taken pursuant to this Article, a record of the action, including a report by the persons appointed to tabulate such ballots, must be kept with the minutes of meetings of the Association. Ballots shall be retained for a period of one year following the vote.
- 11.5 Association Owned Units. In any vote of the Unit Owners, votes allocated to a Unit owned by the Association must be cast in the same proportion as the votes cast on the matter by Unit Owners other than the Association.

ARTICLE 12 - AMENDMENTS.

Dated this

The Bylaws may be amended, in whole or in part by two-thirds (2/3) of the voting power present at a meeting of the Association with a Quorum, held for that purpose, or by the written consent of a majority of the total voting power.

By their signatures below, the President and Secretary certify that these Bylaws were adopted by the Association in accordance with the Governing Documents.

President Secretary