

an act of the Members, the action without a meeting must be evidenced by one (1) or more written consents describing the action taken, signed by each Member voting on the action in one (1) or more counterparts, indicating each signing Member's vote on the action, and delivered to the Association for inclusion in the minutes or filing with the corporate records; provided, however, an electronic transmission may be used to consent to an action pursuant to Section 48-57-104(h) of the Act, as may be amended. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. If action is taken by less than unanimous written consent of the voting Members, then the Association shall give its non-consenting voting Members written notice of the action taken not more than ten (10) days after (i) written consents sufficient to take the action have been delivered to the Association or (ii) such later date that tabulation of consents is completed pursuant to the Act. Said notice shall comply with the requirements set forth in Section 48-57-104 of the Act, as may be amended.

**Section 10. Ballots.** To the extent permitted herein and under applicable law, the Members may take any action that may be taken at any annual, regular, or special meeting of Members without a meeting if the Association delivers a ballot to every Member entitled to vote on the matter. The form and content of the ballots must be in compliance with the Act. Approval by written ballot is valid only when the number of votes cast by written ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

## **V. BOARD OF DIRECTORS**

**Section 1. General Powers.** The affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Association and may do all such acts and things as are not prohibited by law, the Act, the Charter, the Restrictions, or these Bylaws, including, as follows:

(a) The adoption and publication of rules and regulations governing use of the Common Properties and facilities comprising the Association and the personal conduct of the Members and their guests thereon;

(b) Suspension of the voting or other rights relating to a Member's Lot(s) during any period in which such Member shall be in default in the payment of any assessment levied by the Association;

(c) To exercise all powers, duties, and authority vested in or delegated to the Association and not reserved to the Members by other provisions of these Bylaws or the Restrictions;

(d) To declare the office of a Director of the Board of Directors to be vacant in the