

Lake Templene Property Owners Association (LTPOA) By-Laws

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Lake Templene Property Owners Association Bylaws
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Lake Templene Property Owners Association Bylaws

Approved: By the Board on XXXX

ARTICLE I - Definitions

The following terms as used in these By-Laws are defined as follows:

- A) **"Association"** means "The Lake Templene Property Owners Association, Inc. (LTPOA)" An association composed of Owners of properties at Lake Templene., a community developed by St. Joseph County Land & Lake Development Corporation and other Entities, as the same may be shown on maps thereof recorded from time to time in the Recorder's Office of St. Joseph County, Michigan.
- B) **"Board"** means the Board of Directors of the Association.
- C) **"By-Laws"** means the By-Laws of the Association.
- D) **"Common Properties"** means and refers to those areas of land owned by the Association shown on any recorded subdivision plat, including and any building(s) or other improvements thereon, and also including any so designated properties subsequently acquired by the Association.
- E) **"Development"** means Lake Templene, a community developed by St. Joseph County Land & Lake Development Corporation and others, as the same may be shown on maps hereof recorded from time to time and the subdivisions plats subject to the Restrictive Covenants.
- F) **"Developer"** means an entity recognized by the LTPOA, that meets the following criteria. 1. Owns lake front or backlot property on lake Templene. 2. Has installed development infrastructure to service a portion of the property owned. 3. Has registered the platting of a sub-division or site condominium development covering a reasonable portion of the property owned.
- G) **"Good Standing"** means the status assigned to a member of the Association who fulfills the requirements for membership in the Association, is not delinquent on any financial obligations to the Association (including but not limited to the payment of dues and assessments), and is in full compliance with requirements and restrictions established by these By-Laws, a Regulation or Restrictive Covenant.
- H) **"Lots"** means any parcel within the Development as shown on maps of the Lake Templene shoreline and adjacent areas as duly recorded in the Office of the Register of Deeds.

- I) **“Member”** shall mean all those who qualify under Article III.
- J) **“Owner”** means and refers to any person who purchases or otherwise acquires title to any Lot including purchases under land contracts entitling such person to the use and occupancy of such Lot.
- K) **"Proxy"** means a written designation signed by a member authorizing a third party to vote on the member's behalf which has been personally delivered, mailed or electronically mailed to the Secretary prior to the commencement of any meeting in which a vote of members is to take place. A Proxy may be enforceable for a specific duration of time if such duration in time is clearly identified in the Proxy; otherwise a Proxy will only be enforceable for the meeting immediately following the delivery of the Proxy to the Secretary.
- L) **“Regulations”** means the rules and regulations adopted and published from time to time by the Board, Township, County, and State laws.
- M) **"Resolution"** statement issued by the Board to clarify a practice to be used hence forth.
- N) **"Restrictive Covenant"** – means any and all restrictions, covenants, and/or requirements imposed upon the Development or any individual Lots, as are duly recorded in the Office of the Register of Deeds of St. Joseph County, Michigan, and which may be amended from time to time.
- O) **“Other Associations”** From time to time Site Condominium developments and controlling Associations may be established within the Lake Templene community. The LTPOA may enter into agreements with said associations to provide administrated administrative and maintenance services.

ARTICLE II – Purpose and Mission Statement

Section 1. MISSION STATEMENT

The Mission of the Lake Templene Property Owners Association is to protect and enhance the living environment of the LTPOA members and to protect and enhance Lake Templene.

Section 2. PURPOSES

The purposes of these by-laws include, but may not be limited:

- 2.1 to promote the common benefit and enjoyment of the members of the LTPOA.
- 2.2 to adopt and enforce rules and regulations in the best interests of the association and its members;
- 2.3 to promote compliance to the Restrictive Covenants and these bylaws;

- 2.4 to promote and implement water safety, water related research, studies, testing and monitoring of Lake Templene;
- 2.5 to promote and distribute educational information regarding Lake Templene and its respective watersheds, and greenbelt shoreline;
- 2.6 to facilitate intergovernmental coordination to promote the best interests of the LTPOA; and
- 2.7 to set forth procedures for the collection and disbursement of funds as necessary to further the purposes of the Association.

ARTICLE III – Membership

Section 1. Classes of Membership. There shall be the following classes of membership:

- A) Voting Members
- B) Non-Voting Members

Section 2. Voting Members shall include every person or entity, who holds title (i.e., legal or equitable title) as fee holder in any lot, provided that any such person or entity who holds such title merely as security for the performance of an obligation shall not be a voting member.

Section 3. Non-Voting Members. If not otherwise a voting member, each of the following shall be entitled to Non-Voting membership in the association; the spouse, domestic partner, co-owner, children, and/or legal wards of a voting member, who have the same principal residence as the member and a lessee or tenant under a written lease of over six months duration. Non-Voting Members shall have no vote or right to notice of any regular or special meetings of members. The privileges and duties of Non-Voting Members shall be established from time to time by resolution of the Board and need not be the same as those of Voting Members.

Section 4. Privileges of Voting Members and Non-Voting Members. Subject to the powers of the Board under Article 10 with respect to Voting Members and Non-Voting Members in Good Standing, they shall be entitled to the use and enjoyment of the Common Properties subject, however, to provisions of the Restrictive Covenants and to such other Regulations as may be established by the Board of Directors.

Section 5. Board Suspension of Membership Privileges. Membership privileges, including any voting privileges or rights to use the Common Properties, shall be suspended under the following terms and conditions:

5.1 Membership shall be automatically suspended where annual charges or assessments or special assessments (including any fines or penalties assessed under the Restrictive Covenants) are delinquent for more than ninety calendar days, unless the suspension is stayed by action of the Board due to hardship. Where membership has been suspended for non-payment of annual charges or assessments or special assessments, the membership shall be reinstated upon payment of said delinquent charges or assessments, including any fines or penalties.

5.2 Membership may also be suspended by action of the Board for infraction of the Restrictive Covenants, for infraction of the published regulations of the Association, or for misuse of Common Properties. Each such suspension may be enforced until the issue is remedied.

5.3 Annual charges and assessments and special assessments not paid when due, shall be a continuing recorded lien upon the property pursuant to Bylaws and the Restrictive Covenants.

5.4 The name, address, lot number, cause of suspension, and effective date of suspension with respect to suspended members may be publicly posted at the discretion of the Board of Directors.

ARTICLE IV – Transfer

Section 1. Transfer. When a member ceases to be an Owner, such person's membership, and those Non-Voting Members existing through relationships to such person, shall cease, but such person shall remain liable for all Association charges incurred prior to the giving of written notice to the Association that such person is no longer an Owner.

ARTICLE V - Meeting of Members

Section 1. Place of Meeting. All Meetings for the members of the Association shall be held in the State of Michigan at such time and place as the Board shall determine.

Section 2. Regular general membership meetings shall be held at least once a year either electronically or in person.

Section 3 Special Meetings. Special meetings of the Association may be called by the Board of Directors. The President shall also call special meetings when requested in writing by 25% or more members who are in good standing. Such request shall clearly state the purpose for which the special meeting is to be called.

Section 4. Notice of Meetings of the Association. Not fewer than thirty calendar days prior to such a meeting, written notice of meetings of the Association shall be given by either mail, email, or by other digital notification to each member in Good Standing entitled to vote at such meeting and will also be posted on the LTPOA website. When more than one person owns an interest in a Lot, notices or other communications required by these By-Laws to be sent to members given to one co-owner shall be conclusively presumed to have been given to all other co-owners. The notice shall describe the business to be brought before the meeting in general detail. Any special meeting shall be limited to the items set out in the notice. Members present may make suggestions covering items which they feel should be brought before the membership if presented in writing and received at least twenty calendar days prior to the meeting date. Upon the affirmative vote of a majority of those in attendance at any regular general membership meeting, items may be added to the agenda for consideration and action at the meeting. If a meeting is to be continued,

then the decision of the continuance date at the current meeting will serve as notification for the new meeting.

Section 5. Quorum. The presence of Twenty-five percent (25%) of the voting members in Good Standing either in person or by Proxy, shall constitute a quorum for the transaction of business. If for any reason a meeting shall not be held on the date designated, such meeting may be rescheduled with notice provided by either mail, email, or by other digital notification to each member entitled to vote at such meeting, and will also be posted on the LTPOA website. If a quorum is not met at a meeting to transact business, the business will be adjourned to the next meeting. The quorum for each subsequent meeting will be reduced by one-half from the quorum requirement of the previously scheduled meeting.

Section 6. Voting. One vote shall be allocated for each Lot owned to the owner or owners for each such Lot. When a Lot is owned by more than one member, the one vote allocated to such Lot shall be cast as all members owning an interest in such Lot shall agree. The Association may conclusively rely on the representation of the co-owner that he or she has the authority to cast the vote without requiring signed written formal proxies from the other co-owners. If any dispute between co-owners as to how their Lot's one vote shall be cast is made known to the meeting, no vote shall be counted for such lot. Motions and other actions to be decided at membership meetings shall be decided by majority of the votes present as represented by in person or by Proxy, unless a greater proportion is required by law or by the Restrictive Covenants.

Section 7. The General Membership Meetings shall follow Robert's Rules of Order, unless otherwise stipulated in the By-Laws, the By-Laws take precedence. In addition, the applicability of Roberts Rules may be modified by resolution of the Board. Order of business at the General Membership Meeting shall be as follows:

- 7.1 Roll Call of Board
- 7.2 Approval of the minutes of the previous general membership meeting
- 7.3 Reports of the Officers
- 7.4 Reports of the Committees
- 7.5 Unfinished business
- 7.6 New business

Section 8. Voting members may cast their votes either in person or by Proxy. The form of the Proxy ballot shall be determined by the Board of Directors. Voting will be by a show of hands, unless any Member in Good Standing requests a written ballot.

Section 9. A voting member must be in Good Standing in order for the Member to participate in membership voting.

Section 10. It shall be the duty of the Secretary to prepare a list of the Members in Good Standing entitled to vote at each general membership meeting in the case of a written vote. The list will be compared against which Members voted, whether by Proxy, or

in person and shall be verified, either by the Secretary, or by some individual designated by the Board of Directors.

ARTICLE VI - Assessments for Administration and Maintenance

The Owner of every Lot within the developments included in the LTPOA or lots included within site condominium Associations that have contracted with the LTPOA to collect dues and assessments shall pay the appropriate dues and assessments to the LTPOA, as required by any Restrictive Covenants, and as set by the LTPOA. Dues and assessments shall be used to maintain Common Property, including Lake Templene, general beautification, betterment, and protection of the lake, and administrative costs. Included in the assessment will be a membership fee for each Voting Member of the LTPOA.

ARTICLE VII - Finance

Section 1. The fiscal year of the Association shall begin on the first day of January each year, unless changed by resolution of the Board of Directors.

Section 2. No later than the last day of the Association's fiscal year, a preliminary budget of estimated income and expenditure for the next fiscal year shall be adopted by the Board. This preliminary budget shall be available for inspection by the members on the LTPOA website. A final budget shall be adopted by the Board at its next scheduled meeting. summary of the approved budget shall be included in the notice of the next general membership meeting of the Association.

Section 3. The Board of Directors shall determine the official depository or depositories for the Association's funds.

3.1 The Treasurer shall be authorized to issue checks for expenditures incurred for the Association, provided the amount of such checks issue does not exceed in that fiscal year, the amount budgeted in accordance with Article IX, Section 1.6 hereof. Exceptions can be made by the Treasurer authorizing expenditures in excess of the budget, if it is authorized by the Board of Directors.

3.2 Any check over \$2000 must be approved in writing or email by both President and Treasurer. Such approval should be saved in the file supporting the disbursement. In such a case, the check may be signed by either the President or the Treasurer. A list of all disbursements made since the last board meeting will be posted on the LTPOA website and presented at the next board meeting after the check is issued. The board shall review and approve the list of disbursements.

3.3 An accounting of all of the Association's receipts and disbursements for the current fiscal year, to include the monthly period for which financial information has been completed, that precedes the General Meeting date, shall be prepared each year before the General Meeting. This accounting shall be presented to the membership at the General Meeting.

ARTICLE VIII - Special Assessments

Section 1. It is declared the policy of this Association that special assessments are generally undesirable and shall be levied only in an emergency or under extraordinary circumstances.

Section 2. Special assessments shall be levied only upon the recommendation of the Board and with a majority vote of the General Membership at a regular meeting or at a special meeting called for such purpose. A special assessment for repairs or improvements pertaining to a specific subdivision (s) within the development shall only require the approval of a majority of the owners of the lots in the subdivision (s) and said assessment shall only be levied against lots and site condominiums included within same subdivision (s).

Section 3. The due date of any special assessment shall be fixed in the resolution authorizing such assessment. Special assessments not paid within sixty calendar days after the due date shall be collected pursuant to the Restrictive Covenants.

ARTICLE IX - The Board of Directors

Section 1. Powers. The Board of Directors shall have a general power to carry on the affairs of the Association. To carry out this general power, the Board shall have responsibility to follow these By Laws and shall have authority to undertake the following:

- 1.1 Adopt a corporate seal as the seal of the Association.
- 1.2 Designate a banking institution or institutions as depository for the Association's funds in accordance with Article VII, Section 3, of these By-Laws.
- 1.3 Enter into agreements concerning all matters pertinent to the Association. Such agreements may contain provisions as the Directors feel are appropriate and in the best interests of the Association and its Members.
- 1.4 Perform other acts the authority for which has been granted herein, in the Restrictive Covenants, or By-Laws, including the borrowing of money up to \$10,000.00. A Resolution by the Board that in the interest of the Association requires the borrowing of money shall be sufficient evidence for any person that the borrowing is for a proper Association purpose. Any borrowing of money in excess of \$10,000.00 will require a vote by Members at a General Membership Meeting, Special Meeting or by online voting, if a meeting is unable to be held in person. In connection therewith, the Association may assign, pledge, mortgage or encumber any Association assets or property as security for such borrowings, including future revenues of the Association. No assignment,

pledge, mortgage or encumbrance of Association assets or property may be done without a vote by Members.

- 1.5 The Board shall adopt such rules and Regulations relating to the use of the common properties and sanctions for noncompliance therewith, as it may deem reasonably necessary in the best interests of the Association and its Members. Each Voting Member and Non-Voting Member of the Association and others shall abide by the provisions of these By-Laws as well as any Regulation adopted by the Board of Directors of the Association pursuant to these By-Laws. Failure to do so shall justify the Board in suspending such Voting Member or Nonvoting Member from being a Member in Good Standing. The Board may also establish and levy reasonable fees for review of building plans in accordance with the Restrictive Covenants or for the use of the Common Properties. The Board shall also employ a sufficient number of persons to adequately maintain the Common Properties and may employ accountants, attorneys, and other professionals, as it deems appropriate to promote and protect the interests of the Association. The Board may adopt reasonable rules of order for the conduct of the meetings of the Board of Directors, and on procedural questions upon which no rules have been adopted, or Robert's Rules does not specify conduct, the ruling of the President of the Board shall be final.
- 1.6 The Board shall adopt an annual operating budget in accordance with Article VII, Section 2, hereof and levy the annual assessments for each lot for the following year. Upon the adoption and approval of the budget, the Board shall be bound by the same. No expenditure in excess of the budget shall be made unless it is authorized by the Board of Directors.
- 1.7 The Board of Directors may, by resolution, appoint committees of the Association. Such committees may be temporary or permanent. They shall have such powers and responsibilities as the Board directs.

Section 2. Number of Directors. The number of directors shall be eleven (11) elected directors unless the Board has a majority vote to continue with less than eleven because of an unexpected vacancy or not enough candidates applying for an election to fill all vacancies. All must be Members of the Association in Good Standing. Each director shall serve a term of three years. The Board of Directors, may, however, by resolution increase the number of Directors to no more than fifteen. No Director shall receive a salary for services performed as a Director of the Association. With Board approval, Directors and Officers may be compensated for reasonable expenses incurred while so acting.

2.1 Only one person from each lot shall run for the Board of Directors. However, this will be waived if more open positions exist than members seeking election to the board. Officers of the Board shall only have one person from a lot per term.

Section 3. Election of Directors.

- 3.1 Election of Directors shall be by written or electronic ballot as hereinafter provided. In all elections of Directors, each voting Member in Good Standing is entitled to one vote per lot for each open Directors position to be filled in accordance with Article V, Section 6. The persons receiving the largest number of votes shall be elected to fill the number of Board vacancies.
- 3.2 Between the first day of December and last day of February each year, any Member in Good Standing may file a candidacy application for election as a Director of the Association with the Secretary. The election is for the term beginning immediately following the first Board meeting of the Association held after the vote for Directors is carried out. A form with endorsements of his or her candidacy signed by at least twenty (20) voting members in Good Standing shall be submitted with the application. The Secretary of the Association shall cause notice of each candidate who has met the endorsement requirements, along with a brief biographical statement of each candidate, to be included in the notice of the next Board meeting. If there is an equal number of candidates or fewer than the board vacancies, no vote shall be required. A notice will be provided to the general membership announcing the new Board members.
- 3.3. All elections to the Board shall be made on written or electronic ballots by mail or email and shall be executed by the Voting Member. Each election will take place as soon after the last day of February as practicable. The ballot shall:
 - 3.3.1 Describe the number of vacancies to be filled; and
 - 3.3.2 Set forth the names of those persons who are candidates for the office of Directors in alphabetical order.
- 3.4 One ballot for each Lot shall be distributed to Members entitled to vote. Either electronic or paper ballots are acceptable. Where more than one person owns an interest in a Lot, the ballot shall be sent to the Owner whose name appears on the Title first.
- 3.5 Votes will be accepted until April 15th.
- 3.6 The paper ballots and / or electronic ballots shall be placed in a safe place, and the Secretary, one other Board Member and one appointed Member of the Association, in Good Standing, which will be selected by the Board shall proceed to the opening of the ballots and the counting of the votes. The Secretary, one other Board Member and the selected Member of the Association shall certify and make available the results and counts at the

next Board meeting. The terms of office of the Directors so elected, shall commence immediately. Each board member shall hold office for a three (3) year term.

- 3.7 All ballots and statements of candidacy shall be retained by the Board Office of Secretary for a period of three (3) years and the election count results must be made public within one week of the close of the election to the general membership
- 3.8 Nominations for officer positions must be submitted by the elected board members to the Office of Secretary at least ten (10) days prior to the May meeting. No less than seven (7) days prior to the May board meeting, all board members shall be sent a list of nominations for each Officer position. Once the officers are elected, the general membership will be notified of all board positions.

Section 4. Any officer or agent may be removed following procedures for cause as outlined in Robert's Rules of Order and Section 6. The position may be replaced at any time by the Board of Directors with such removal and replacement requiring a two-thirds vote of the Board.

Section 5. The Board of Directors may establish such committees of the members as the Board deems necessary to carry on the affairs of the Association, and it shall define the powers and duties thereof. Committee Chairpersons shall be selected and appointed by the President and must be approved by the Board of Directors and shall hold office at the pleasure of the Board of Directors. All committee Members chosen by the Committee Chairperson must be approved by the Board of Directors. A Committee may consist of one member or more as deemed appropriate and necessary. The Board may establish the following standing committees:

- 5.1 An Architectural Control Committee to assume the function and responsibilities detailed in the Restrictive Covenants;
- 5.2 A Finance Committee, which shall assist the Treasurer, as the Board shall direct in financial budget and accounting matters;
- 5.3 A Legal Advisory Committee which shall assist the Board and be available to act as the interface to the Association's attorney and work on special scope of work as determined and approved by the Board of Directors; and
- 5.4 Other committees deemed appropriate and necessary will be determined by the President and Board of Directors.

Section 6. Removal of Directors. A Director may be removed by three-fourths vote of the Board of Directors for just cause. Just cause shall include self-dealing, conflict of

interest, conduct not in the best interest of the LTPOA and negligence in performing the responsibilities of a Director. If a motion to remove a Director is made at a Board Meeting, the motion shall not be acted upon until the next Board meeting. Notice of a motion shall be delivered in writing to the Director whose removal is sought, not less than twenty-one calendar days prior to the meeting, when the motion is to be considered and acted upon.

Section 7. Meetings of the Board of Directors. The Board will strive to meet monthly, but at a minimum of ten (10) times per year. The meetings can be in-person or electronic. The schedule will be determined by the Board of Directors and will be available on the LTPOA website by the end of December of each calendar year for the following year. Special meetings of the Board may be called by the President or by a majority of the Board and shall be held at such place as shall be designated in the call or notice of the meeting. Notice of a special meeting must be given in writing or by electronic notification at least forty-eight hours prior to the date of said special meeting or notice thereof may be waived by the Directors in writing. After adoption of a resolution setting for the times or regular meetings, no notice of such meetings shall be required, or waived, but notice of special meetings of the Board shall be given.

Section 8. Action Without Meeting. Unless prohibited by law, where Director action is required before a meeting can be conveniently called, any action which may be taken at a Meeting of the Board may be taken without a meeting if the action is consented to in writing or by email by a majority of the Directors entitled to vote on such action at a meeting of the Directors. If any action is taken, the action must be disclosed at the next Board meeting and included in the minutes.

Section 9. Quorum. A majority of the Directors shall constitute a quorum to transact business of the Board, and the act of the majority of the Directors present or by Proxy given to another board member at any duly called meeting shall be deemed to be the act of the Board.

Section 10. Vacancies. All Directors shall serve until their successors are elected. Any vacancies occurring on the Board created by the death or resignation of a Director shall be filled by the Board. The appointment of a successor will require an affirmative vote by the majority of Board Members present at a Board meeting consisting of a quorum Board Members.

Section 11. Voting. Proxies are valid for motions.

Section 12. Conduct of Meetings. Meetings of the Board of Directors shall be conducted in accordance with the most current edition of Robert's Rules of Order unless otherwise prescribed by these By-Laws. Techniques to improve the effectiveness of the meetings maybe used to supplement or amend Robert's Rules of Order, as approved by the Board.

ARTICLE X - Officers

Section 1. Officers. The officers of the Association shall be the President, the Vice President, the Secretary and the Treasurer, who shall be members of the Board. The Board will elect the officers annually. The Board may from time to time elect other officers who shall serve at the pleasure of the Board. Any two offices may be held by the same person, except the offices of President and Secretary or President and Treasurer. An officer may serve as a committee chairperson.

Section 2. President. The President shall be the executive officer of the Association and shall preside over all Board and General Meetings of the Association and the Board of Directors. The President shall be ex-officio a member of all committees. The President shall conduct the affairs of the Association in accordance with these By-Laws and those policies approved by the Board of Directors. The President shall cause a report of all activities of the Association during the year of his or her presidency, which shall be presented at the General Membership Meeting and he or she shall file the report with the Secretary who shall make it available for inspection by the membership. Nothing contained herein shall abrogate the right of the president to vote as a Board member on any issue before the Board.

Section 3. Vice President. In the absence of the President, or in the event of the President's inability to act or his or her refusal to act, where such action is lawfully required by these By-Laws or otherwise, the Vice President, or if more than one, the most senior vice president in terms of length of service, is empowered to act and shall thereupon be vested with the powers and duties of the President with respect to the action taken. The Vice President shall also perform such other duties as the President may assign.

Section 4. Secretary. The Secretary of the Association shall keep the minutes of the business and other matters transacted at the meetings of the members and of the Board. The Secretary shall mail or email all notices required under these By-Laws. The Secretary shall have the custody of the corporate seal and records and maintain a list of the members and their addresses and perform all other duties incident to the office of Secretary. The Secretary may appoint a recording and correspondence assistant. The Secretary will post the final minutes to the LTPOA website once the Board approves the minutes.

Section 5. Treasurer. The Treasurer shall have custody of the funds of the Association, collect monies due, pay the bills of the Association out of its funds, and perform such other duties as are incidental to the office of the Treasurer.

ARTICLE XI - General Provisions

Section 1. Financial Report to Members. The Treasurer shall make available to the members at the close of each month and at the general membership meeting the financial statements of the Association's income, expenses and balance sheet. Such financial statements shall be prepared on a cash basis or such other comprehensive

basis of accounting as the board may approve. Such financial statements need not be audited, reviewed, or compiled by a CPA.

Section 2. Association Property. No part of the net earnings of the Association shall inure to the benefit of or be distributed to its members, directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 3. On dissolution of the Association. No member shall be entitled to any distribution of any Association property or asset. Should the majority of the total membership desire to vote on the questions consent to dissolution, then the Association's property and assets, after satisfaction of all outstanding liens and encumbrances thereon and of all debts and claims against the Association, shall be conveyed either to an institution qualifying for exemption under Section 401 (c) (3) of the Internal Revenue Code, as amended, or to any unit of state or local government, selected by the Board of Directors.

ARTICLE XII - Amendments

These By-Laws may be amended (a) at any meeting of the Board by a two-thirds vote of Board Members present, including, written Proxy votes, provided that the amendment has been submitted in writing or by email to the Board Members 25 calendar days in advance of the meeting when Board action is to be taken, or (b) by a vote of the majority of the total membership. Any Amendments will be added to the body of the By-Laws and the date denoted.