

PROPOSED SECOND AMENDMENT (2008)
BYLAWS AND AMENDMENTS THERETO OF THE
MOORELAND ESTATES HOME OWNERS ASSOCIATION
dated March 15, 1989

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PROPOSED BY-LAWS AMENDMENT # 1

Remove all references to "Declarant" and Vander, Inc.. Change all references of "Building Sites" or "Building Site" to "Private Residence". Change all references of Class A or Class B membership to membership. Correct all misspellings and incorrect verb usage.

WHY THIS AMENDMENT IS DEEMED NECESSARY: The original version of the By-Laws referred to, in various places,:

- Declarant – this was the original developer who is no longer associated with Mooreland Estates HOA,
- Vander, Inc. – subsequent developer to Declarant, again, no longer associated with Mooreland Estates HOA.
- Building Sites – the CC&R's were originally adopted at a time when Mooreland Estates was not fully developed and many units were still under construction or planned. The only occupied units within Mooreland Estates are Private Residences.
- Class A or B membership was provided for during the original construction phase of the Association. Since Mooreland Estates is fully developed, only one class of membership now exists.

This global amendment will remove from the By-Laws those entities that are no longer associated with Mooreland Estates as well as establish references to the actual structures present with the Association. This amendment is similar in nature and intent to an Amendment passed by the Association members in the 2007 update to the Association's Covenant, Conditions, & Restrictions.

THIS INSTRUMENT PREPARED BY:

MID-STATE TITLE & ESCROW, INC.

GAYLE T. MOYER, ATTORNEY, 128 HOLIDAY COURT, SUITE 125, FRANKLIN, TN 37064

~~WHEREAS, By-Laws previously recorded in Book 225, page 536, Register's Office of Williamson County, Tennessee, were vacated and voided by the Declaration of Covenants, Conditions and Restrictions recorded in Book 255, page 331, said Register's Office, at the time the development was converted from a condominium development to a planned unit development; and~~

~~WHEREAS, the By-Laws of the Mooreland Estates Home Owners Association subsequently duly adopted and approved were inadvertently not recorded and the Amendment of By-Laws approved March 15, 1985, and March 14, 1986, and recorded in book 594, page 688, Register's Office of Williamson County, Tennessee, erroneously referred to the By-Laws of the Association which had been voided upon conversion of the development; and~~

~~WHEREAS, at the annual meeting of the Association on March 15, 1989, additional amendments were duly adopted and approved; and~~

~~WHEREAS, the Association desires to publish and record the By-Laws of the Mooreland Estates Home Owners Association with all amendments thereto incorporated herein.~~

~~NOW, THEREFORE, the Mooreland Estates Home Owners Association, by and through its duly authorized President, does hereby declare the following to be the By-Laws, as amended, of the Association:~~

PROPOSED BY-LAWS AMENDMENT # 2

WHEREAS, By-Laws previously recorded in Book 225, page 536, Register's Office of Williamson County, Tennessee, were vacated and voided by the Declaration of Covenants, Conditions and Restrictions recorded in Book 255, page 331, said

Register's Office, at the time the development was converted from a condominium development to a planned unit development; and

WHEREAS, at the annual meeting of the Association on March 15, 1989, additional amendments were duly adopted and approved; and which are of record in book 809, page 001, said Register's Office for Williamson County, Tennessee; and

WHEREAS, the Association desires to revise and record the By-Laws of the Mooreland Estates Home Owners Association with all amendments thereto incorporated herein.

NOW, THEREFORE, the Mooreland Estates Home Owners Association, by and through its duly authorized President, does hereby declare the following to be the By-Laws, as amended, of the Association:



WHY THIS AMENDMENT IS DEEMED NECESSARY: The original By-Laws Preamble does not adequately address the current state of the Association and this amendment updates the language of the original Preamble to fit the Association as it exists today. This amendment is similar in nature and intent to an Amendment passed by the Association members in the 2007 update to the Association's Covenant, Conditions, & Restrictions.

ARTICLE I

NAME AND LOCATION

The name of the corporation is Mooreland Estates Home Owners Association, Inc., a Tennessee non-profit corporation, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 7001 Tartan Drive, Brentwood, Tennessee 37027, but meetings of members and directors may be held ~~as~~ at such places within the State of Tennessee, Counties of Davidson or Williamson, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association"

"Association" shall mean and refer to Mooreland Estates Home Owners Association, Inc., a Tennessee non-profit corporation, its successors and assigns.

Section 2. "Properties"

"Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area"

"Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Building Site" "Private Residence"

~~"Building Site" shall mean and refer to any designated dwelling unit shown upon any recorded final plat of the properties with the exception of the common area or public roads.~~

PROPOSED BY-LAWS AMENDMENT # 3

ARTICLE II - DEFINITIONS

SECTION 4. "Private Residence" shall mean and refer to any designated dwelling unit including 3 feet from the unit shown upon any recorded final plat of the properties with the exception of the common areas or public streets.



WHY THIS AMENDMENT IS DEEMED NECESSARY: The amendment is necessary to bring the By-laws in synchronicity with Article I, Sections 3 and 4 of the Association's Covenant, Conditions, & Restrictions as it pertains to Private Residences and Common Area.

Section 5. "Owner"

"Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any building site or unit which is a part of the Properties, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant"

~~"Declarant" shall mean and refer to Vander, Inc., its successors and assigns if such successors or assigns should acquire more than one undeveloped site from the Declarant for the purpose of development.~~

ARTICLE II - DEFINITIONS

SECTION 6. Proposed Amendment # 1 will strike this section from the By-laws entirely.



WHY THIS AMENDMENT IS DEEMED NECESSARY: The Declarant, Vander, Inc., nor any of their associates are affiliated with the Association and therefore, this Section would be removed from the By-Laws by Proposed Amendment # 1.

Section 7. "Declaration"

"Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions, as amended, applicable to the Properties recorded in the Office of the Register of Deeds, Williamson County, Tennessee,

Section 8. "Member"

"Member" shall mean and refer to those persons entitled to membership as provided in the Declaration of Covenants, Conditions and Restrictions.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings.

~~The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 8:00 p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour of the first day following which is not a legal holiday.~~

PROPOSED BY-LAWS AMENDMENT # 4

ARTICLE III - MEETING OF MEMBERS

SECTION 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at a time specified by the Board. If the day for the annual meeting of the members is a legal holiday or a Sunday, the meeting will be held at the same hour of the first day following which is not a holiday or a Sunday.



WHY THIS AMENDMENT IS DEEMED NECESSARY: This amendment sets the date of the Annual meeting, however, it provides for flexibility of the time of the meeting at a time other than 8:00 PM.

Section 2. Special Meetings.

Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the ~~Class A~~ membership.

Section 3. Notice of Meetings.

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, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, 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. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum.

~~The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.~~

PROPOSED BY-LAWS AMENDMENT # 5

ARTICLE III - MEETING OF MEMBERS

SECTION 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes shall constitute a quorum for any action except as otherwise provided in the Declaration or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.



WHY THIS AMENDMENT IS DEEMED NECESSARY: This amendment removes reference to "each class of membership" since there is no longer multiple classes of membership. The amendment is necessary to bring the By-laws in synchronicity with Article III, Section 2 of the Association's Covenant, Conditions, & Restrictions as it pertains to only one class of membership.

Section 5. Proxies.

At all meeting of members, each person may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the members of his unit.

ARTICLE IV

BOARD OF DIRECTORS SELECTION & TERM OF OFFICE

Section 1. Number.

The affairs of the Association shall be managed by a Board of not less than five (5) directors, who must be members of the Association.

Section 2. Term of Office.

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

Section 3. Removal.

Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of the removal of the director, the remaining full board shall appoint a replacement to fill the vacancy until the next annual meeting, at which time a successor shall be selected to serve for the unexpired term. In the event of the death or resignation of a director, the remaining full board shall appoint a successor to fill the unexpired term. Any director who sells or otherwise transfers ownership of his unit at Mooreland Estates is deemed for purposes of this section to have resigned from the Board of Directors effective with the date of the transfer.

Section 4. Compensation.

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

PROPOSED BY-LAWS AMENDMENT # 6

ARTICLE IV - BOARD OF DIRECTORS SELECTION & TERM OF OFFICE

SECTION 4. Compensation. No Director shall receive compensation for any service he may render to the Association while performing the duties and responsibilities of a Director, however, any director may be reimbursed for his actual expenses incurred in the performance of his duties. This section shall not preclude the compensation of a Director for any services he may provide to the Association that are not a part of the duties or responsibilities of a Director as further stated in these By-Laws.



WHY THIS AMENDMENT IS DEEMED NECESSARY: From time to time, the Association may wish to engage professional services from members of the Association. This amendment allows the Association to compensate any member, regardless of office, for professional services rendered to the Association provided those services are not part of the duties or responsibilities of an office they are holding at the time the services are rendered. For instance, if a Board member is an engineer, electrician, plumber, contractor, lawyer, etc. and the Association needed their professional assistance, it would not be practical to try to enforce a section of the By-laws and not pay that person for their professional assistance.

Section 5. Action Taken Without a Meeting.

The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination.


~~Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from members of the Association.~~

PROPOSED BY-LAWS AMENDMENT # 7

ARTICLE V - NOMINATION AND ELECTION OF DIRECTORS

SECTION 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and at least one or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members. The Nominating Committee shall make as many nominations for selection to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from members of the Association.

WHY THIS AMENDMENT IS DEEMED NECESSARY:

 This amendment reduces the size of the Nominating committee from three people to two people as there are rarely more than two positions open on the Board at any annual meeting. Also, there has not been a great deal of turnover in the Board of Directors and there is no real need for the committee to remain active after the voting is complete. Committees can be called by the Board at any time, if necessary.

Section 2. Election.

~~Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is permitted.~~

PROPOSED BY-LAWS AMENDMENT # 8

ARTICLE V - NOMINATION AND ELECTION OF DIRECTORS

SECTION 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. All proxy ballots must be

exercised on the ballot form printed and distributed by the Association. The persons receiving the largest number of votes shall be elected.



WHY THIS AMENDMENT IS DEEMED NECESSARY:

This amendment removes the mention of cumulative voting, which is provided for Article III, Section 3 (c) in the Association's Covenant, Conditions, & Restrictions. As the By-laws are subordinate to the Charter and CC&R's, it is felt that the reference to Cumulative Voting here is redundant and not needed.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings.

Regular meetings of the Board of Directors shall be held monthly with or without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. 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.

Section 3. Quorum.

A majority of the number of directors shall constitute a quorum for the transaction of the business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers.

The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of the common area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Declaration;
- (d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (e) employ a manager, an independent contractor or such other employees as they deem necessary, and to prescribe their duties.

Section 2. 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, ~~or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;~~
- (b) supervise all officers, agents, and employees of the Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration to:
 - (1) fix the amount of the annual assessment against each unit at least thirty (30) days in advance of each annual assessment period;
 - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.
- (d) issue or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge not to exceed Ten (\$10.00) dollars may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) cause the Common area to be managed or provide for the operation, maintenance, and management of the common area in accordance with the provisions of Article III, Section 4(a) of said declaration and further maintain, repair and care for or provide for or enforce, the additional maintenance and repair obligations of the Association and the membership in accordance with the provisions of Article III, Section 4(b) of said declaration.
- (h) determine, assess, cause to be issued by appropriate notice, enforce, all need for exterior maintenance and repair required by the Association under Article III, Section 4(b) that is caused by the willful or negligent conduct or act of the owner, owner's family, guest, invitees, or other persons using, occupying or altering owners building site with the express or implied permission, or with the Association's express written permission.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices.

~~The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create.~~

PROPOSED BY-LAWS AMENDMENT # 9

ARTICLE VIII Section 1. Enumeration of Offices. Replace this section with: The officers of this Association who are at all times members of the Board of Directors shall be a president, vice-president, a secretary/treasurer, and two members-at-large. Other such offices may be created from time to time by through a resolution of the Board.

WHY THIS AMENDMENT IS DEEMED NECESSARY:

This amendment established there will be 3 Board members as officers and 2 members at large.



Section 2. 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 members.

Section 3. Term.

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

Section 4. Special Appointments.

The Board may elect such 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.

Section 5. 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.

Section 6. Vacancies.

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

Section 7. Multiple Offices.

The offices of secretary and treasurer may be held by the same person. 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 4 of this Article.

Section 8. Duties.

The duties of the officers are as follows:

President:

The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

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.

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 together with their addresses, and shall perform such other duties as required by the Board.

Treasurer:

The Treasurer shall receive and deposit in appropriate bank accounts all Moines of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account;

cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX

COMMITTEES

~~The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in the By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.~~

PROPOSED BY-LAWS AMENDMENT # 10

ARTICLE IX - COMMITTEES. The Association shall appoint a Nominating Committee, as provided in the By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose. Guidelines for those committees will be provided as needed. In the absence of an Architectural Control Committee, the Board will serve that function.

WHY THIS AMENDMENT IS DEEMED NECESSARY:

Article VI, Section 18 of the Covenant, Conditions, & Restrictions reference an architectural review committee for the Association. This amendment provides for, in the absence of a formal architectural review committee, the Association Board of Directors will serve the function of the committee.



ARTICLE X

BOOKS OF RECORDS

The books, records and papers of the Association shall at all times, during reasonable hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

ASSESSMENTS

~~As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. All assessments shall be deemed as due on the first (1st) of each month. If the assessment is not paid within fifteen (15) days after the due date, a late fee may be assessed at an amount to be determined by the Board of Directors, provided that such fee is charged in a uniform manner and amount to all members of the Association. A member of the Association, so affected, may make a written appeal to the board of Directors stating any circumstances by which he feels his late fee should be waived. The Board may then, after due consideration, at any normally scheduled open meeting, waive any or all of the individual member's late fee it deems appropriate. The amount of the assessment shall be the amount of any annual or special assessment due and shall include any and all late fees, reasonable cost of collection thereof, together with reasonable attorney's fees. The Association may bring action at law against the owner personally obligated to pay the same or foreclose the lien against the property and interest, cost, and reasonable attorney's fees of any such action shall be added to the amount of such~~

~~assessment. No owner may waive or otherwise escape liability for the assessments provided herein by non-use of the common area or abandonment of his lot.~~

PROPOSED BY-LAWS AMENDMENT # 11

ARTICLE XI - ASSESSMENTS. As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which assessment is made. Any assessments which are not paid when due shall be delinquent. All assessments shall be deemed as due on the first (1st) of each month.

WHY THIS AMENDMENT IS DEEMED NECESSARY:

The Association's Covenant's, Conditions, and Restrictions address the process by which unpaid assessments are handled in Article IV, Section 3 which renders the majority of this article out of date. By removing the unnecessary parts of the article here, the article is consistent with the CC&R's.

ARTICLE XII

CORPORATE SEAL

The Association shall have no corporate seal.

ARTICLE XIII

AMENDMENTS

Section 1.

~~These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except if the FHA or VA approval of this planned unit development is obtained, then the FHA or the VA shall have the right to veto amendments while there is Class B membership.~~

PROPOSED BY-LAWS AMENDMENT # 12

ARTICLE XIII - AMENDMENTS

SECTION 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a simple majority (fifty percent plus one (50%+1)) of a quorum of members present in person or by proxy.

WHY THIS AMENDMENT IS DEEMED NECESSARY:

This amendment merely defines a simple majority vote. The parts about membership classes is addressed in Proposed Amendment # 1.

Section 2.

In the case of any conflict between the Charter of Incorporation and these By-Laws, the Charter shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.