

BYLAWS

Table of Contents

	<u>Page</u>
ARTICLE I. GENERAL PROVISIONS	1
Section 1.1 Name	1
Section 1.2 Definitions.....	1
Section 1.3 Purpose.....	1
ARTICLE II. MEMBERSHIP AND VOTING RIGHTS.....	1
Section 2.1 Qualifications.....	1
Section 2.2 Transfer Of Membership.....	1
Section 2.3 Voting Rights.....	1
Section 2.4 Special Class A Voting Rights.....	2
Section 2.5 Joint Owner Disputes.....	2
Section 2.6 Members' Rights And Duties	2
Section 2.7 Cumulative Voting.....	3
Section 2.8 Approval of Members.....	3
Section 2.9 Special Declarant Representation Rights.....	3
Section 2.10 General.....	3
ARTICLE III. MEMBERSHIP ASSESSMENTS AND LIEN RIGHTS.....	3
Section 3.1 Membership Assessments.....	3
Section 3.2 Enforcement, Lien Rights	4
ARTICLE IV. MEMBERSHIP RIGHTS AND PRIVILEGES	4
Section 4.1 Rights And Privileges Of Members.....	4
Section 4.2 Rules	4
Section 4.3 Suspension Of Voting Rights; Imposition Of Monetary Penalties	4
ARTICLE V. MEETINGS OF MEMBERS	5
Section 5.1 Place Of Meeting, Procedure	5
Section 5.2 Annual Meeting Of Members	5
Section 5.3 Special Meetings.....	6
Section 5.4 Notice Of Certain Agenda Items.....	6
Section 5.5 Manner Of Giving Notice	7
Section 5.6 Adjourned Meetings And Notices Thereof.....	7
Section 5.7 Quorum	7
Section 5.8 Consent Of Absentees.....	8
Section 5.9 Waiver By Attendance.....	8
Section 5.10 Action Without Meeting	8
Section 5.11 Record Date	9
Section 5.12 Proxies.....	9

ARTICLE VI. DIRECTORS	10
Section 6.1 Number, Qualifications, Term Of Office.....	10
Section 6.2 Nominating Committee.....	10
Section 6.3 Removal, Vacancies And Resignation.....	10
Section 6.4 Place Of Meeting	11
Section 6.5 Organization Meeting Of The Board	11
Section 6.6 Other Regular Meetings.....	11
Section 6.7 Special Meetings.....	12
Section 6.8 Meetings By Telephone	12
Section 6.9 Quorum Requirement, Waiver Of Notice.....	12
Section 6.10 Action Without Meeting	12
Section 6.11 Quorum	12
Section 6.12 Adjournment	13
Section 6.13 Open Meetings.....	13
Section 6.14 Compensation	13
Section 6.15 Committees	13
Section 6.16 Powers And Duties	14
ARTICLE VII. OFFICERS	14
Section 7.1 Enumeration Of Officers.....	14
Section 7.2 Subordinate Officers	14
Section 7.3 Election	14
Section 7.4 Term.....	14
Section 7.5 Resignation Of Officers	15
Section 7.6 President.....	15
Section 7.7 Vice President	15
Section 7.8 Secretary	15
Section 7.9 Chief Financial Officer	15
ARTICLE VIII. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS.....	16
Section 8.1 Definitions.....	16
Section 8.2 Successful Defense By Agent.....	16
Section 8.3 Actions Brought By Persons Other Than The Association	16
Section 8.4 Action Brought By Or On Behalf Of The Association.....	16
Section 8.5 Determination Of Agent's Good Faith Conduct.....	17
Section 8.6 Limitations	18
Section 8.7 Advance Of Expenses	18
Section 8.8 Contractual Rights Of Nondirectors And Nonofficers	18
Section 8.9 Insurance	18
ARTICLE IX. MISCELLANEOUS	18
Section 9.1 Checks, Drafts, Etc.	18
Section 9.2 Contracts, Etc.; How Executed.....	18
Section 9.3 Maintenance And Inspection Of Articles And Bylaws.....	18
Section 9.4 Maintenance And Inspection Of Other Corporate Records.....	19
Section 9.5 Accounting Year	21

Section 9.6	Annual Reports to Members	21
ARTICLE X. EVIDENCE OF MEMBERSHIP, SEAL.....		21
Section 10.1	Evidence Of Membership	21
Section 10.2	Seal.....	21
ARTICLE XI. AMENDMENTS, CONFLICTS		21
Section 11.1	Amendments	21
Section 11.2	Conflicts.....	22