

Bylaws
of
Tanager Drive Homeowners Association, Inc.
(A Wisconsin Nonstock, Non-Profit Corporation)

ARTICLE 1
NAME AND PURPOSE

The name of this corporation is “Tanager Drive Homeowners Association, Inc.” (hereinafter, the “Association”). Notwithstanding anything to the contrary contained in these Bylaws, the powers, purposes, and objectives of the Association are set forth in its Articles of Incorporation (the “Articles”) and the Declaration of Covenants, Conditions, and Restrictions for the Plat of Park Estates (the “Declaration” recorded in the office of the Fond du Lac County Register of Deeds, and shall be exercised by the Association in such manner and fashion so as to benefit, support, promote and assist the Association in the performance of its functions as therein provided. The Association shall engage only in those activities permitted by the Wisconsin Nonstock Corporation Law.

ARTICLE 2
MEMBERS

Section 2.1. Membership. The owners of Lots Twenty-three (23) through Thirty-two (32) inclusive (the “Lots”), Plat of Park Estates (the “Plat”), in the City of Waupun, Fond du Lac County, Wisconsin, shall be entitled to and required to be members of the Association (hereinafter, referred to individually as a “Member” and collectively as the “Members”).

Section 2.2 Qualification for Members and Voting Rights/Loss of Voting Rights. Each Lot shall have one (1) vote assigned to that Lot. The vote of a Lot shall not be divisible. The owners of the Lot may exercise that Vote as they determine among themselves. When any Lot shall be in default in the payment of annual or special assessment or other Association charges for a period of thirty (30) days from the date on which such charge became payable, for purposes of voting, such shall not be considered as a Lot in good standing and shall not be entitled to vote. Such Lot shall not be reinstated until such Lot has paid the assessments and/or charges in full, and until such time as such Lot is reinstated, the Lot and the owners thereof shall have no rights of any kind arising out of a membership in the Association but shall continue to be in all regards subject to the Declaration.

Section 2.3 Lot Subject to Land Contract. If a Lot is subject to a land contract, the land contract purchaser(s), not the land contract seller(s), shall for all purposes be considered the Member(s) for that Lot.

ARTICLE 3
MEETINGS OF MEMBERS

Section 3.1 Annual Meetings. The annual meeting of the Members of the Association shall be held in the month of August at a date, time and place in Fond du Lac County Wisconsin as designated by the Board of Directors (the "Board"). At each annual meeting, subject to the right of the ACS RBHS, LLC, a Wisconsin limited liability company, and its successors in interest or assigns (the "Developer") to appoint the Board of Directors as set forth in Section 4.7 below, the Members shall elect the director of the Board of Directors whose term of office has expired as well as establishing the budget, the annual dues for the following calendar year and any pending special assessments, and shall conduct such other business as is appropriate or necessary. Except as provided in these Bylaws, the annual meeting shall be conducted in conformity with Roberts Rules of Order.

Section 3.2 Special Meetings. Special meetings of the Members of the Association may be called by the President of the Association or any two (2) directors of the Board of Directors or upon the call of the Members holding three (3) votes of the Association. All calls for a special meeting shall be directed to the Secretary of the Association. No business may be transacted at a special meeting except as is set forth in the call for the meeting. Except as provided in these Bylaws, all special meetings shall be conducted in conformity with Roberts Rules of Order.

Section 3.3 Notice of Meetings. Notice of the annual meeting and any special meeting of the Members of the Association shall be given by the Secretary of the Association to the Members of the Association by regular mail or personal delivery at the address of such Members as shown in the records of the Association or to the email address provided to the Secretary of the Association by the Member, not more than thirty (30) nor less than ten (10) days before such meeting. The notice of the annual meeting shall set forth the agenda including the election of a director or directors as the case may be, the establishment of the annual budget and the establishment of annual dues for the following calendar year, and any other business to be conducted. The notice of any special meeting shall state the specific item of business for which the special meeting was called.

Section 3.4 Quorum of Members/Majority Action. Attendance in person or by proxy by Members holding a majority of the voting interests (eleven (11) out of twenty (20) votes) shall constitute a quorum at any meeting of Members for the transaction of any business. Unless otherwise required in these Bylaws or by law, the action of a majority of the votes in attendance shall be binding.

Section 3.5 Informal Action by Members. Any action required or permitted by the Articles of Incorporation or these Bylaws or any provision of law to be taken at a meeting of the Members, whether annual or special, may be taken without a meeting and without notice if consent in writing setting forth the action so taken shall be signed by all of the Members of the Association with respect to the subject matter thereof.

Section 3.6 Attendance and Proxies. At any meeting, any Member may vote in person or by general or special proxy executed in writing by the Member and filed with the Secretary of the

Association. No general proxy shall be valid after twelve (12) months from the date of its execution.

ARTICLE 4
BOARD OF DIRECTORS

Section 4.1 Board of Directors. Except as specifically reserved to the Members of the Association, the business, affairs and all powers of the Association shall be managed and exercised by its board of directors (the “Board of Directors”), subject to the limitations set forth in the Declaration. These powers shall include, but not be limited to the following:

- i. To exercise management, control and enforcement of the use restrictions and architectural control over the Lots;
- ii. To exercise management and control and enforcement of the common easements granted for the benefit of the Association and the common elements and facilities set forth in the Declaration;
- iii. To maintain, repair, replace, reconstruct, operate and protect the common easements granted for the benefit of the Associations and common elements and facilities as set forth in the Plat and Declaration;
- iv. To hire, engage or employ and discharge such persons or entities as it may deem necessary or advisable to assist in the management of the Association’s affairs or to properly effectuate the duties and responsibilities of the Association as set forth in the Declaration;
- v. Subject to the annual budget and dues established by the Members, and such special assessments as may be necessary as established by the Members, to determine, levy and collect assessments against the Lots and Lot Owners, as provided for in the Declaration, Bylaws and Section 779.70, Wis. Stats., and use the proceeds thereof in the exercise of its powers and duties, including without limitation, the payment of operating expenses of the Association and the common expenses relating to the maintenance, repair, replacement, reconstruction, operation and protection of the common easements for the benefit of the Association and common elements and facilities as described and set forth in the Plat and Declaration;
- vi. To purchase insurance on the common elements and facilities and insurance for the benefit of the Association and its Members as set forth in the Declaration;
- vii. To make and amend reasonable rules and regulations governing, among other things, the use and operation of the common easements for the benefit of the Association and common elements, and use restrictions and architectural control, in the manner provided by the Declaration;

- viii. To enforce by legal means the provisions of the Declaration and any rules and regulations governing the use restrictions and architectural control and operation of the common easement for the benefit of the Association and common elements as set forth in the Plat and Declaration;
- ix. To establish and maintain one or more bank accounts for deposit and withdrawal of the funds of the Association; and
- x. To otherwise do all things necessary or convenient to effectuate the purposes of this Association and the Declaration.

Section 4.2 Number. The Board of Directors shall consist of three (3) Directors. When because of death, resignation, retirement, or removal, there shall be less than three (3) Directors remaining, the remaining Directors shall constitute the Board of Directors until the vacancy (ies) shall be filled by the remaining Directors as soon as reasonably possible for the remainder the deceased, resigned, retired or removed director(s) term.

Section 4.3 Qualifications. Any individual who owns a Lot and any principal, director or officer of an entity which owns a Lot shall be eligible for election or re-election to the Board of Directors. No individual shall be eligible for election to the Board unless such Lot is in good standing (i.e., has paid all outstanding annual membership fees, special assessment fees and other monies owing to the Association).

Section 4.4 Term. Each Director shall hold office for a term of three years or until his or her successor has been elected. A Director may be re-elected to membership on the Board of Directors. At the time of the initial election of Directors by the Members, after the initial three Directors are elected, there shall be determined by lottery, one Director shall serve a one year term, one director shall serve a two year term, and one director shall serve a three year term, so that one director is elected each year thereafter.

Section 4.5 Voting Rights. Each Director shall be entitled to one vote on all matters coming before the Board of Directors. There shall be no voting by proxy.

Section 4.6 Removal. Any Director may be removed from office, with or without cause, by the vote of two-thirds of the Members.

Section 4.7 Right of Developer to Establish the Board. Notwithstanding the foregoing, until such time as Developer no longer owns any of Lots Twenty-three (23) through Thirty-two (32) inclusive, Developer may appoint the Board of Directors for the Association whose appointed members need not necessarily be owners of the Lots. Upon the earlier of Developer terminating its right of appointment of the Board of Directors or no longer owning any of Lots Twenty-three (23) through Thirty-two (32) inclusive, within thirty (30) days thereof, Developer shall call a special meeting of the Members to provide for the election of the Board of Directors to serve until the next annual meeting, unless an annual meeting is to be scheduled within said thirty (30) day period, at which time the Board of Directors shall be elected as provided for above.

Section 4.8 Compensation. The Board of Directors shall serve without compensation, except the association shall reimburse a Director for disbursements made by said Director as authorized by the Board.

ARTICLE 5

MEETINGS OF DIRECTORS

Section 5.1 Annual Meetings. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Members at the principal offices of the Association or such other places may be designated by the Board of Directors. The Board of Directors shall meet for the purpose of organizing the Board of Directors, electing the officers of the Association, and transacting such other business as may come before the meeting. Except as provided in these Bylaws, the annual meeting shall be conducted in conformity with Roberts Rules of Order.

Section 5.2 Regular Meetings. The Board of Directors shall hold regular meetings at least as often as quarterly at the principal office of the Association or such other location as the Board of Directors may determine. Except as provided in these Bylaws, the regular meetings shall be conducted in conformity with Roberts Rules of Order.

Section 5.3 Special Meetings. Special meetings of the Board of Directors may be called and held at any time upon the written request of the President or any two Directors. Such request shall be addressed to the Secretary. Except as provided in these Bylaws, all special meetings shall be conducted in conformity with Roberts Rules of Order.

Section 5.4 Place of Meeting. The Board of Directors may designate any place, within Fond du Lac County, Wisconsin, as the place of meeting for any annual meeting, regular meeting or any special meeting called by the Board or Directors. A waiver notice signed by all Directors entitled to vote at a meeting may designate any place, within Fond du Lac County, Wisconsin, as the place for holding such meeting. If no designation is made, the place of meeting shall be the registered office of the Association. Any meeting may be adjourned to reconvene at any place within Fond du Lac County, Wisconsin, designated by vote of a majority of Directors present at the meeting.

Section 5.5 Quorum. A majority of the number of Directors duly elected, or appointed as the case may be, and then serving as Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the Directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

Section 5.6 Manner of Acting. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these Bylaws.

Section 5.7 Presumption of Assent. A Director of the Association who is present at a meeting of the Board of Directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with

the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 5.8 Architectural Control Committee. There is hereby established an Architectural Control Committee as provided for in the Declaration. The Committee shall consist of three persons. Except as otherwise provide for herein, the Board of Directors shall serve as the Architectural Control Committee. If Developer still owns Lots, Developer shall have the right to appoint the members of the Architectural Control Committee. At such time Developer no longer had the right of appointment of either of the Board of Directors or Architectural Control Committee, the Board may either act as the Architectural Control Committee or appoint the members of the Architectural Control Committee from among the owners of Lots.

Section 5.9 Other Committees. The Board of Directors, by resolution, may designate one or more committees, either standing or special. Each committee shall consist of Directors and/or Members appointed by the Board of Directors, to make recommendations to the Board of Directors on matters within the purview of the Board.

Section 5.10 Informal Action Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Directors then in office.

Section 5.11 Meeting By Conference Telephone or other Communications Technology.

- i. Members of the Board of Directors or members of any committee of the Board may participate in any meeting of the Board of Directors or committee of the Board by or to conduct the meeting through the use of any means of communication by which any of the following occurs:
 - a. All participating Directors or committee members may simultaneously hear each other during the meeting; or
 - b. All communication during the meeting is immediately transmitted to each participating Director or committee member, and each participating Director or committee member is able to immediately send messages to all other participating Directors and committee members.
- ii. If a meeting will be conducted through the use of any means described in paragraph (i) hereof, all participating Directors or committee members shall be informed either in the notice of meeting or by the presiding officer at the commencement of the meeting, that a meeting is taking place at which official business may be transacted. A Director or committee member participating in a meeting by any means described in paragraph (i) is deemed to be present in person at the meeting. If requested by a Director or committee member, minutes

of the meeting shall be prepared and distributed to each Director or committee member, as the case may be.

- iii. The identity of each Director or committee member participating in a meeting by any means described in paragraph (a) above need not be verified before transacting business at such meeting, except that the identity of each such Director shall be verified before the Directors vote at the meeting on any of the following matters involving the Association:
 - a. A plan of merger or consolidation.
 - b. To sell, lease, exchange, or otherwise dispose of substantial property or assets of the Association.
 - c. To voluntarily dissolve or to revoke voluntary dissolution proceedings.
 - d. To file bankruptcy.

For purposes of any proposed sale, lease encumbrance or other disposition of assets or property of the Association having a book value greater than fifty percent (50%) of the book value of all assets and property of the Association (determined as of the date of the meeting in question), the action shall be considered a disposition requiring verification of identity.

- iv. In those instances where verification of identity is required, such identity shall be verified in one of the following ways:
 - a. Where the means of communication also provides for a visual image of the Director, such identification shall be verified by visual identification of the Director by the presiding officer; or
 - b. Where there is no method of visual identification available, the Secretary of the Association shall, in advance of the meeting, assign to each Director a personal identification number. Said number shall be made known only to the Secretary and the Director in question. Prior to a vote on any matter referred to in paragraph (c) hereof, the Director participating in a meeting by any means described in paragraph (a) shall announce his or her personal identification number to the Secretary for verification. Upon verification of the correct number by the Secretary, the Director shall be allowed to vote. Once such verification has occurred at any meeting, there shall be no need for any subsequent verification during the course of that meeting. If the Secretary is unable to verify the personal identification number of the Director, the Director shall not be entitled to vote on the matter so submitted, but the Director shall nevertheless be counted for quorum purposes.

ARTICLE 6

OFFICERS

Section 6.1 Number and Qualifications. The principal officers of the Association shall be the President, the Secretary and the Treasurer, each of whom shall be elected by and from the Board of Directors. The Treasurer shall serve as President in the absence of the President, the Secretary shall serve as Treasurer in the absence of the Treasurer, and the Treasurer shall serve as the Secretary in the absence of the Secretary.

Section 6.2 Election and Term of Office. The officers of the Association to be elected by the Board of Directors shall be elected annually by the Board or Directors at its annual meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office for one (1) year or until his/her successor shall have been duly elected, or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

Section 6.3 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby.

Section 6.4 Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

Section 6.5 President. The President shall be the chief executive officer of the Association and shall, in general, supervise, direct, and control all of the business and affairs of the Association. He/she shall have authority to appoint such agents and employees of the Association as he/she shall deem necessary, to prescribe their powers, duties, and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. He/she shall have authority to sign, execute, and acknowledge on behalf of the Association all deeds, mortgages, bonds, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Association's regular business or which shall be authorized by resolution of the Board of Directors. He/she may authorize other officer or agent of the Association to sign, execute, and acknowledge such documents or instruments in his/her place and stead. He/she shall assist the Board of Directors in the formulation of policies of the Association. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6.6 Secretary. The Secretary shall: i. keep the minutes of the Board of Directors meetings and meetings of the Members in one or more books provided for that purpose; ii. see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; iii. be custodian of the corporate records of the Association; and iv. in general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

Section 6.7 Treasurer. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall: i. have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and ii. in general, perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the President or other authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

Section 6.8 Other Assistant and Acting Officers. The Board of Directors shall have the power to appoint from among the Members any person to act as assistant to any officer or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he/she is so appointed to be assistant or as to which he/she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

Section 6.9 Salaries. The officers of the Association shall serve without compensation, except the Association shall reimburse an officer for disbursements made by said officer as authorized by the Board.

ARTICLE 7

ESTABLISHMENT OF THE ANNUAL BUDGET; LEVYING OF ANNUAL AND SPECIAL ASSESSMENTS

Section 7.1 Establishment of the Annual Budget and General Annual Assessments. Prior to the annual meeting of the Members, the Board of Directors shall compile and submit to the Members a recommended annual budget for the operation of the Association for the following calendar year based upon the anticipated operating expenses, capital reserve expenses, and special reserves, as determined sufficient for the operation consistent with the obligations of the Association as provided for in the Declaration. At the annual meeting, the Members shall, by majority vote of the Lots present, approve, approve with amendments or reject the recommended annual budget. If the annual budget is not approved or approved with amendments, the annual budget of the prior year shall continue forward for the next calendar year. Each Lot shall be subject to a general annual assessment or charge equal to its share of the anticipated operating expenses of the Association per the approved or continued budget to be paid in one annual payment made before the first day of September of each year.

Section 7.2 Lot Owner's Annual Option regarding Mowing and Snow Removal. Each Lot owner shall have the option to opt out of having its Lot's lawn mowed and driveway and sidewalk plowed, as described in the Declaration. All Lots shall be opted in by default. The Lot owner must exercise this option in writing each year by delivery of notice given to the Secretary of the Association before July 1st. The general annual assessment of any Lot that opts out of these services shall exclude these expenses.

Section 7.3 General Annual Assessments for Initial Buyers. Upon the initial purchase of any Lot from Developer, and upon each sale or transfer of any Lot, the new owner of the Lot shall make a one-time payment to the capital reserve account equal to one-twelve (1/12th) of the current approved annual payment due for the subject Lot as determined pursuant to Section 7.01 above.

Section 7.4 Special Assessments. If the Board determines that a special assessment or charge is necessary for the continued operation of the Association consistent with the terms of the Declaration, the Board shall prepare a notice of special meeting specifying the proposed special assessment or charge and schedule of payment and call a special meeting of the Association for the Members to consider such special assessment or charge. Each Lot shall be equally responsible for any approved special assessment or charge.

Section 7.5 Collection. The right to collect or enforce the collection of charges, whether annual, special or otherwise, including damages or fines or penalties, as provided for in the Declaration, these Bylaws or any adopted rules and regulations, is hereby exclusively delegated to the Association through its Board of Directors. All charges which are unpaid when due shall from such date become and remain a lien upon the non-paying Lot until paid, with interest thereon from the due date of Twelve Percent (12%) per annum until paid in full. The Association shall have the sole right to bring any and all actions and proceedings for the collection of the charges, the filing of liens under Section 779.70, Wis. Stats., or as otherwise permitted by law, and the enforcements of liens therefore. Any liens securing unpaid charges arising under the Declaration and these Bylaw, and any rules and regulations thereunder, shall be subject and subordinate to the lien of any mortgage if the mortgage is executed and recorded prior to the recording of a Notice of Lien as against that Lot pursuant to Section 779.70 (4). Nothing herein contained shall prevent or impede the collection of lawful charges, taxes, or similar charges by the any government entity. The Association may commence an action against any Owner personally obligated to pay the charges or to foreclose the lien for such charge against the subject Lot. Any such foreclosure action may be brought, at the Association's election, either in the same manner as an action to foreclose a real estate mortgage or as a proceeding to enforce a statutory maintenance lien as provided in Wisconsin Statutes, to the extent said section is applicable. The Association shall, upon the written request of an owner or purchaser of any lot, issue a Certificate of Status of Lien. If an attorney is retained by the Association to enforce any such delinquent assessment or charge, reasonable attorneys' fees, title charges, court costs, and other costs incurred by the Association in collecting said delinquent assessment or charge shall be added to and become a part of such charge.

ARTICLE 8

INDEMNIFICATION

Each Director, officer or committee person of this Association now or hereafter in office and his/her heirs, executors, and administrators, shall be indemnified by this Association against all costs, expenses, and amounts of liability therefore, including attorney fees, reasonably incurred by or imposed upon him/her in connection with or resulting from any action suit, proceeding or claim to which he/she may be made a party or in which he/she may be or become involved by reason of his/her acts of omission or commission, or alleged acts of commission as such Director, officer or committee person, or, subject to the provisions hereof, any settlement thereof,

whether or not he/she continues to be such Director, officer or committee person at the time of incurring such costs, expenses, or amounts, and whether or not the action or omission to act on the part of such Director, officer or committee person which is the basis of such suit, action, proceeding, or claim occurred before or after the adoption of these Bylaws; provided that such indemnification shall not apply with respect to any matter as to which such Director, officer or committee person shall be final adjudged in such action, suit, or proceeding to have been individually guilty of willful misfeasance or malfeasance or criminal activity in the performance of his/her duty as such Director, officer or committee person and provided further that the indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding, or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding, or claim, when, in the judgment of the Board of Directors of this Association, such settlement and reimbursement appear to be of the best interest of this Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such Director, officer or committee person may be entitled under any bylaw, agreement or otherwise and shall not be exclusive of any other rights of indemnity to which any Director, officer or committee person may otherwise be entitled under the laws of the State of Wisconsin. This Article is intended to constitute a contract with each person who, subsequent to its adoption, is serving or shall subsequently serve as a Director, officer or committee person of the Association, and the indemnification provided herein shall be in addition to any other compensation or reimbursement which each such person may receive from the Association for his/her services as a Director or officer of the Association.

ARTICLE 9

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 9.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authorization may be general or confined to specific instances.

Section 9.2 Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances. This Section shall not be construed as applying to current expenses of the Association.

Section 9.3 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Section 9.4 Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as may be selected by or under authority of the Board of Directors.

ARTICLE 10
FISCAL YEAR

The fiscal year of the Association shall be the calendar year.

ARTICLE 11
CORPORATE SEAL

The Association shall have no corporate seal.

ARTICLE 12
TRANSACTIONS REQUIRING VOTING MEMBER APPROVAL

Notwithstanding anything to the contrary contained in these Bylaws, the following actions require the prior approval of the Members controlling at least a simple majority of the votes of the Association:

- i. Merger, consolidation, or dissolution of the Association;
- ii. Amendment or restatement of the Articles of Incorporation of the Association;
- iii. Sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of the Association;
- iv. Aggregate borrowing for periods of one year or less or more for any purpose in excess of a dollar amount to be established by the Members from time to time. For the purpose of this subparagraph, the term aggregate borrowing means borrowings not previously included in the operating and/or capital budgets and includes but is not limited to lease agreements and contracts of sale;
- v. The purchase, sale, lease, disposition, hypothecation, exchange, gift, pledge, and encumbrance of any asset, real or personal, with a value in excess of \$1,000.00, not previously included in the capital budget;
- vi. The appointment of the independent auditor and corporate counsel.

ARTICLE 13
AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the action of owners of Lots representing eleven (11) of the twenty (20) votes available to the Association at any membership meeting, provided that until Developer no longer is the owner of any Lot, no amendment may affect the specific rights of Developer, without the written consent of Developer.