

SIXTH AMENDED

BYLAWS

OF

LA CASA DEL SOL COUNCIL OF CO-OWNERS, INC.

A NON-PROFIT CORPORATION

The name of the corporation is LA CASA DEL SOL COUNCIL OF CO-OWNERS, INC (the 'Council') The principal office of the Council shall be in Nueces County, Texas or at such address as the Board of Directors shall designate from time to time.

ARTICLE I

PURPOSE AND PARTIES

Section 1.01 PURPOSE. As more particularly described in the (i) Third Supplemental Condominium Declaration for La Casa Del Sol which has been recorded in the Deed Records of Nueces County, Texas the "Declaration" and (ii) Articles of Incorporation of the Council, the purposes for which the Council is formed is to govern and operate the condominium development known as La Casa Del Sol, situated in the County of Nueces, State of Texas, which property is more particularly described in the Declaration.

Section 1.02 Parties. All Present or future Owners, tenants, future tenants of any estate or any other persons who might use in any manner any portion of the Property are subject to the provisions and regulations of these bylaws .The acquisition, lease or rental of any property interest or occupancy of any Unit is deemed an acceptance and approval of these bylaws and any such Owner or Occupant shall be bound by these bylaws.

ARTICLE II

DEFINITIONS

The definitions provided in the Declaration are incorporated herein by reference.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

IN THE ASSOCIATION

Section 3.01 Membership. Each and every Owner of a Deeded Interval Unit shall automatically be a Member of the Council (the "Member") and all Owners and Members shall be subject to the terms of the Declaration, the articles of incorporation, these bylaws and the rules and regulations of the Council. Membership of an Owner in the Council shall be appurtenant to and may not be separated from the ownership interest of such Owner in his Deeded Interval Unit. Status as an Owner shall be the sole qualification for being a Member, provided, however, a Member's privileges in the General Common Elements of the Council may be regulated or suspended as provided in the Declaration, the articles of incorporation, bylaws or the rules and regulations of the Council. No person or entity shall be a Member by reason of ownership of any park, public land, road, easement, and right-of-way or mineral interest. Furthermore, any person or entity that holds an interest in and to all or any part of the Property merely as security for the payment or performance of an obligation shall not be a Member.

Section 3.02 Transfer. Membership of an Owner in the Council may not be severed from or in any way transferred, pledged, mortgaged or alienated except upon the sale or complete assignment of such Owner's Deeded Interval Unit and then only to the purchaser or assignee or the new owner. Membership shall not be severed by the creation or attachment of a lien upon all or any part of a Unit. Any attempt to make a prohibited severance, transfer, pledge, mortgage or alienation shall be void and of no force or effect and shall not be acknowledged or reflected upon the books and records of the Council. Any transfer of the fee title to a Deeded Interval unit shall automatically operate to transfer the membership to the new owner. In the event an Owner should fail or refuse to transfer his membership in the Council to the transferee of such Owner's interest in the Property, the Council shall have the right to record the transfer upon its respective books and records.

Section 3.03 Foreclosure. In the event of any and all foreclosures of unit weeks, maintenance fee assessments shall not be assessed to the owners association. The foreclosed unit week or weeks shall be held for use by the owners, or sold to reimburse the association for the maintenance fees owed prior to the foreclosure and/or all costs of the foreclosure.

Section 3.04 Annual Meeting. There shall be an annual meeting of the members. The annual meeting shall be held on the last Saturday of February after the close of the prior fiscal year. Beginning in February of 2018, the annual meeting of the members shall always be held in either Dallas County or Tarrant County, Texas, at such time and place as designated by the Board of Directors. (Amended 2/27/16)

Section 3.05 Special Meetings. Special meetings of the Members may be called at any time by the Declarant or the President of the Council. Furthermore, the President shall call a special meeting of the Members if so directed by written request of at least two directors or upon a petition signed by Members holding at least ten percent of the votes entitled to be cast at such meeting.

Section 3.06. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Council before the convening of each meeting.

Section 3.07 Notice of Meetings. It shall be the duty of the Secretary to mail or to cause to be delivered to each Member of record, a notice of each annual or special meeting of the Members of the Council stating the purpose of any special meeting, as well as the time and space where it is to be held. No business shall be transacted at a special meeting except as stated in the notice or waiver of notice. If mailed, any notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid and addressed to the Member at his address as it appears on the records of the Council. Notices shall be sent not less than ten, nor more than fifty days before a meeting. If the Council has more than one thousand Members at the time a meeting is scheduled or called, it may give notice of such meeting by publication in any newspaper of general circulation within the Property or the City of Corpus Christi.

Section 3.08 Waiver of Notice. Whenever any notice is required to be given to any Member, a written waiver of such notice signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3.09 Adjournment of Meeting. If any meetings of the Council cannot be held because a quorum is not present, a majority of the Members who are present at such meeting, either in person or by proxy, may adjourn the meeting to a time not less than five nor more than thirty days from the time the original meeting was called. At such adjourned meeting at which a quorum is present, any business, which might have been transacted at the meeting originally called, may be transacted. If a time and place for the adjourned meeting is not fixed by those in attendance at the original meeting, or if for any reason a new date is fixed for the adjourned meeting after adjournment, notice of the time and place of the adjourned meeting shall be given to Members in the manner prescribed for regular meetings. If a meeting is adjourned to be reconvened due to a lack of a quorum, the place of the meeting will be at the discretion of the board of directors.

Section 3.10 Voting Rights. For voting purposes in the Council, one Deeded Interval Unit owner shall have one vote for each yearly maintenance fee paid.

Section 3.11 Quorum. Except as otherwise provided by law, the Declaration, or these bylaws, the presence in person or representation by proxy of Members holding ten percent of the votes entitled to be cast at such meeting shall constitute a quorum at all meetings of the Council. The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a

quorum is present shall be the act of the Members unless a greater number is required by the Declaration, the articles of incorporation or these bylaws.

Section 3.12 Conduct of Meetings. The President shall preside over all meetings of the Council and the Secretary shall keep the minutes of each meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions performed.

Section 3.13 Action Without Meeting, Telephone Meeting. Any action, which may be taken by the vote of Members at a regular or special meeting, may be taken without a meeting, to the extent permitted by law, if a written consent setting forth the action to be taken is signed by all Members entitled to vote on such action. Such consent shall have the same force and effect as a unanimous vote at a meeting. Subject to the provisions required or permitted by these bylaws for notice of meetings, the Members may participate in and hold a meeting of the Members by means of a telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section 3.13 shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01. Number. A board of Directors comprised of seven individuals shall manage the affairs of the Council. The number of directors may be increased from time to time by amendment to the articles of incorporation of the Council. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 4.02. Nomination. Any Member may make written nominations for directors at least forty-eight hours prior to the scheduled time for election of the directors. Any voting Member shall deliver every written nomination to the secretary of the Council Prior to the forty-eight hour period. Nominations for director may also be made from the floor.

Section 4.03. Election, Appointment and Term. Directors are elected to serve for a 3-year term on the Board and terms are staggered, so 2 or 3 places are up for election each year. Nominations are solicited in the Fall Newsletter, sent to all owners each year, to present the opportunity to volunteer themselves or nominate others to run for election instead of, or against, any incumbents who might choose to run for re-election. Each Director may run for re-election for up to two (2) additional 3-year terms if re-

elected. After serving three (3) consecutive 3-year terms, an owner willing to serve again is eligible to be nominated for election to the Board again after being off the elected Board for one (1) year, provided he/she meets all other eligibility requirements. (Amended 2/27/16)

Section 4.04. Removal. Any director may be removed and replaced at any time, with cause, by a majority vote of the eligible Members' votes.

Section 4.05. Vacancies. A vacancy on the Board shall be filled by a majority vote of the Members eligible to vote. If the Members fail to elect a successor director within sixty days of the vacancy, such vacancy shall be filled by the majority vote of the remaining directors though less than a quorum of the Board of Directors. Directors appointed or elected to fill vacant positions shall serve for the unexpired term of his predecessor in office.

Section 4.06. No Compensation. No director shall receive compensation for serving as a director of the council. A director may, however, be reimbursed for actual reasonable expenses incurred in the performance of the director's duties.

ARTICLE V

MEETINGS OF DIRECTORS

Section 5.01. Regular meetings. Regular meetings of the Board of Directors of the Council shall be held on an annual basis at such place and time as may be fixed from time to time by resolution of the Board. Notice of the agenda and place of meetings shall be delivered either personally or by mail, telephone or telegraph to each director as set forth below.

Section 5.02. Special Meetings. Special meetings of the Board of Directors shall be held when called by written notice signed by the President of the Council, or by any two directors other than the President. The notice shall describe the time and place of the special meeting and the nature of any special business to be considered.

Section 5.03 Notice of Meetings. Notice of meetings of the Board shall be sent to each director by one of the following methods: (i) personal delivery or communication; (ii) written notice by United States first class mail, postage prepaid; (iii) telephone communication, either directly to the director or to a person who would be reasonably expected to communicate such notice promptly to the director; or (iv) by telegram, charges prepaid. Notices sent by first class mail shall be deposited into a United States mailbox at least four days before the date of the scheduled meeting. Notices given by personal delivery,

telephone or telegraph shall be delivered, telephoned or given to the telegraph company at least seventy-two hours before the scheduled time of the meeting.

Section 5.04. Waiver of Notice. A written waiver of notice of a meeting of the Board of Directors signed by the director or directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 5.05. Quorum. A majority of the number of members of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present in person or by proxy at which a quorum is present shall be the act of the Board of Directors.

Section 5.06 Proxies. A director may vote in person or by written proxy executed by the director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable at any time unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law.

Section 5.07. Open Meetings. All meetings of the Board shall be open to all Members, but Members other than directors may not participate in any discussion or deliberation unless expressly authorized by a majority of a quorum of the Board.

Section 5.08. Conduct of Meetings. The President shall preside over all meetings of the Board of Directors and the Secretary shall record, in a minute book, all resolutions adopted by the Board of Directors as well as all transactions and proceedings occurring at such meetings.

Section 5.09. Executive Session. The Board may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Council is or may become involved, disciplinary matters and business of a similar nature. The general nature of any and all business to be considered in executive session shall first be announced in open session.

Section 5.10. Action Without Meeting; Telephone Meetings. Any action, which may be taken at a meeting of the directors, may be taken without a meeting if a written consent setting forth the action to be taken is signed by all of the directors entitled to vote on the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote at a meeting. Subject to the provisions required or permitted by these bylaws for notice of meetings, members of the Board of Directors or members of any committee designated by the Board, may participate in and hold a meeting of the

Board or committee by means of a telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 5.11. Action Without Meeting: E-Mail. Any action, which may be taken at a meeting of the Directors, may be taken without convening of the Directors, if an e-mail consent setting forth the action to be taken is returned by all Directors entitled to vote on the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote at a meeting subject to the provisions required or permitted by these bylaws for the notice of meetings. Members of the Board of Directors or members of any committee designated by the Board may participate in and hold a meeting of the committee by means of e-mail provided the person calling the meeting contacts all Directors or committee members by telephone to inform them of the purpose and details of the forthcoming e-mail meeting. Response of their votes shall be returned within five (5) days with all correspondence being copied to all Directors and /or committee members. Participation in such meetings is pursuant to this section and shall constitute presence in person at such meetings, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground the meeting is not lawfully called or convened.

ARTICLE VI

GENERAL POWERS AND DUTIES OF THE BOARD OF DIRECTORS

OF THE ASSOCIATION

Section 6.01. Powers and Duties. The Board of Directors of the Council shall conduct the affairs of the Council. In addition to the powers and duties enumerated in the declaration, the articles of incorporation, the other provisions of these bylaws and by all applicable laws, and without limiting the generality thereof, the Board of Directors of the council, for the mutual benefit of the Members of the council, shall have the following powers and duties:

(a) The Board of Directors, in its sole discretion, may take any reasonable action to enforce the terms and provisions of the declaration, the articles of incorporation and these bylaws, and to further carry out the obligations of the Council hereunder, including, without limitation, the expenditure of funds of the council, the employment of legal counsel and procurement of accounting services, the commencement and prosecution of legal causes of action, the promulgation and enforcement of the council rules and regulations which may include the establishment of a system of fines and penalties enforceable as special individual assessments as provided in Article XI of these bylaws, and to enjoin any Member and seek legal damages from any Member for violation of such provisions, rules or regulations;

(b) To acquire, maintain and otherwise manage all of the Common Elements, improvements and landscaping thereon, and all personal property acquired or owned by the council;

(c) The Board of Directors, its officers and directors, shall be allowed to contest, by filing notices of protest and presenting protest before any appraisal review board, negotiate and resolve disputed tax matters, or discuss with the applicable appraisal district or taxing authority in Nueces County, Texas, on behalf of any and/or all owners of any individual Unit, Apartment and/or Deeded Week in connection with the ad valorem taxes, personal property taxes or other assessments and charges assessed against the Common Elements, Individual Units, Deeded Weeks, Apartments, Common Areas, Parking Lots or other property against which any tax may be assessed or any other property associated with the La Casa Del Sol Condominiums, or to take any other action reasonably necessary to facilitate the contest, payment and/or settlement of ad valorem taxes, charges or other such assessments;

(d) The Board of Directors of the Council of Co-Owners, its officer and directors, may stand as the agent for each individual owner or all owners collectively to take any and all actions necessary to discuss, contest, negotiate, pay or settle any ad valorem tax or personal property tax matter with any taxing authority under whose jurisdiction Las Casa Del Sol Condominium may be included. Said agent shall be entitled to receive any and all communications from the Chief Tax Appraiser, all notices, orders, and tax bills from any taxing authority or appraisal district, including any confidential information that may be contained therein.

(e) The Board of Directors of the Council of Co-Owners, its officers and directors shall have the absolute discretion to take or not to take any action related to any tax matter as the Board deems advisable and no officer or director shall have any personal liability to any Member or Owner for acts or failures to act on any matter described in this Article.

(f) To obtain gas and electric services, refuse collections, landscape maintenance services and other services as determined by the Board of Directors to be necessary or appropriate to operate and maintain the Project;

(g) To make such dedications and grant such easements, licenses, franchises or other rights which, in the opinion of the Board of Directors, are necessary for street, right-of-way, utility, sewer and drainage and other similar facilities or video services, cable television services, security services, communication services and other similar services to serve all or any part of the Project;

(h) To obtain and maintain any policy or policies of insurance as may be required by the declaration, any applicable laws, rules or regulations as the Board of Directors deems necessary or appropriate to protect the interest of the Council and its Members

(i) To borrow funds to pay the costs of operating and maintaining the Project and to secure repayment of such loans by an assignment or pledge of the Board's rights against delinquent Members to the extent deemed advisable by the Board of Directors,

(j) To obtain legal and accounting services, maintain one or more bank accounts, and generally, to have all powers necessary or appropriate to operate, maintain and manage the Project in a businesslike manner.

(k) To take action, for the benefit of the Members generally, to protect or defend the common Elements or any other portion of the Project from loss or damage by suit or otherwise;

(l) To sue and defend in any court of law on behalf of the Council or one or more Members;

(m) To establish and maintain reasonable working capital or contingency funds in an amount to be determined, from time to time, by the Board of Directors;

(n) To make reasonable rules and regulations for the operation and use of any of the Common Elements and to amend such rules and regulations from time to time;

(o) To adjust the amount of and collect and use any insurance proceeds to repair damage or replace property owned by the Council, and if the proceeds are insufficient to repair damage or replace the property owned by the council, to assess the Members in proportionate amounts to cover the deficiency by a special assessment as set forth in Article XI hereof;

(p) To provide or arrange for services for the benefit of Members, including but not limited to security, entertainment, recreation and education;

(q) To maintain the landscaped areas of all Common Elements as provided in the Declaration;

(r) To designate, by resolution adopted by a majority of the Board of Directors, one or more committees, which, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Council. Each such committee shall consist of two or more persons, a majority of whom are directors; the remainder need not be directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law. Any non-director who becomes a member of any such committee shall have the same responsibility with respect to such committee as a director who is a member thereof. Other committees not having and exercising the authority of the Board of Directors in the management of the council may be designated and appointed by a resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the President authorized by resolution of the Board of Directors. Membership on such committees shall not be limited to directors.

(s) To contract for management services for the Project; provided, that any contract with a person or entity appointed as a manager or managing agent shall be terminable without cause on not more than ninety days advance notice by the council and shall have a term of not more than one year with successive one year renewal periods upon the mutual agreement of the parties.

(t) To maintain a complete record of all acts and affairs of the Council;

(u) To establish the amounts of general and special assessments to be paid by each Owner as provided in the Declaration; and

(v) To elect the Officers of the Council as provided herein.

Section 6.02 Hearing Procedure. The Board shall not impose a fine, suspend voting, or infringe upon any other rights of a Member or other Occupant for violations of rules unless and until the following procedure is followed.

(a) Written demand to cease and desist from an alleged violation shall be served upon the alleged violator specifying (i) the alleged violation, (ii) the action required to abate the violation, and (iii) a time period, not less than ten days, during which the violation may be abated without further sanction if such violation is a continuing one, or a statement that any further violation of the same rule may result in the imposition of a sanction after notice and hearing if the violation is not continuing.

(b) Any time within twelve months of such demand, if the violation continues past the period allowed in the demand for abatement without penalty or if the same rule is subsequently violated, the Board or its delegate shall serve the violator with written notice of a hearing to be held by the Board. The notice shall specify (i) the alleged violation; (ii) the time and place of the hearing, which time shall not be less than ten days from the giving of the notice, (iii) an invitation to attend the hearing and produce any statement, evidence, and witness on his or her behalf, and (iv) the proposed sanction to be imposed.

(c) The hearing shall be held in executive session and shall afford the Member a reasonable opportunity to be heard. Prior to the effectiveness of any sanction hereunder, proof of notice and the invitation to be heard shall be placed in the minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the officer, director or agent who delivered such notice. The notice requirement shall be deemed satisfied if the alleged violator appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 7.01. Identification of Officers. The officers of the Council shall be as follows

(a) A President, who shall at all times be a member of the Board of Directors,

(b) A Vice-president, who shall at all times be a member of the Board of Directors,

(c) A Secretary, who shall at all times be a member of the Board of Directors,

(d) A Treasurer, who shall at all times be a member of the Board of Directors,

(e) The offices of Secretary and Treasurer may be held by one member if deemed appropriate.

(f) Such other officers as the Board may, from time to time, create by resolution, who may or may not be members of the Board of Directors.

Section 7.02. Election of Officers, The election of officers by the Board of Directors shall take place at the annual organizational meeting of the Board within ten days after each annual meeting of the Members.

Section 7.03. Term, The officers of the council shall be elected annually by the Board and each shall hold office for 1 year and until their successors have been elected and qualified, unless an officer shall sooner resign, be removed or otherwise disqualified to serve.

Section 7.04. Special Appointments. As determined in its sole discretion, the Board may elect additional officers to conduct the affairs of the Council.

Section 7.05. Resignation and Removal.

(a) The Board of Directors may remove any officer from office whenever the Board determines that the best interests of the Council would be served by such removal. Any officer may resign at any time by giving written notice to a member of the Board, the President or Secretary. Any resignation shall take effect on the date of receipt of the notice or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

(b) All Directors, Additional Officers Elected by the Board of Directors, Advisors, and Committee Members shall be current on all fees due. Any member over 60 days past due shall be removed from office and duties on the 61st day from the date due. This includes maintenance fees and any other amount due for any reason. All members of the Board of Directors shall be notified of any past due amounts when 45 days past due.

Section 7.06. Vacancies. A vacancy in any office shall be filled by appointment of the Board of Directors. The officer appointed to such vacancy shall serve for the unexpired term of such officer's predecessor.

Section 7.07. Duties, The duties of the officers are as follows:

(a) The President shall (i) preside at all meetings of the Board, (ii) execute all leases, mortgages, deeds and other written instruments, other than checks, involving total payments in excess of \$2,500 on behalf of the council, and (iii) be responsible for the performance of all orders and resolutions of the Board.

(b) The Vice-president shall act in the place of the President in the event of the President's absence; inability or refusal to act and shall exercise and perform such other duties as may be required by the Board.

(c) The Treasurer shall (i) receive and deposit in appropriate bank accounts all moneys of the Council and shall disburse such funds as directed by the Board (ii) perform such other duties as may be required by the board.

(d) The Secretary shall (i) record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members (ii) serve notice of meetings of the Board, the Members and any committees (iii) keep appropriated current records identifying the Members and their addresses, and (iv) perform such other duties as may be required by the Board.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

To the extent permitted by law then in effect, each director and officer of the Council shall be indemnified by the Council against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses, including attorneys' fees, actually incurred by such person in connection with any threatened, pending or completed action, suit or proceeding to which he may be a party, or may become involved, by reason of being or having been a director or officer of the council, provided that such person (1) conducted himself in good faith; (2) reasonably believed (a) in the case of conduct in his official capacity as a director or officer of the council, that his conduct was in the council's best interests, and (b) in all other cases that his conduct was at least not opposed to the council's best interests, and (3) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

Article IX

Conflict of Interest

Section 9.01. Definition. Conflict of Interest means a conflict or the appearance of a conflict between the private interests and official responsibilities of a person in a position of trust. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:

(a) A Director is related to another Director or staff member by blood, marriage, or domestic partnership

(b) A staff member is related by blood, marriage, or domestic partnership to another staff member whom he/she supervises

(c) A Director, a Director's spouse, domestic partner, blood relation, business partner, or the Director's organization stands to benefit from a transaction of the Association

(d) A Member, a Member's spouse, domestic partner, blood relation, business partner, or the Member's organization stands to benefit from a transaction of the Association upon which the member has influence by voice or vote

(e) A staff member, a staff member's spouse, domestic partner or a blood relation stands to benefit from a transaction of the Association upon which the staff member has influence.

Section 9.02. Declaring a Conflict of Interest. Whenever Directors, Members, or Staff Members determine they may have or appear to have a conflict of interest relating to an item under discussion, they must inform the full Board of Directors in writing as soon as the conflict or appearance of conflict is identified and prior to any engagement by the party in the decision-making processes relating to the conflict.

Section 9.03. Procedures concerning Conflict of Interest.

(a) No Director may be related to a Staff Member by blood, marriage, or domestic partnership. If a Member engaged in such a relationship desires to become a Candidate for Director, he/she must reveal in writing the relationship and indicate that, if he/she is elected, the related Staff Member will resign from employment by the Association.

(b) Any individual in any of the above situations and/or having identified a possible conflict of interest of any additional kind shall recuse him/herself from discussion and decisions to be taken by the Association (i.e., its Board, its Members, or its Staff Members) relating to the identified topic of conflict or appearance of conflict of interest.

(c) Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so, the Board shall vote to authorize or reject the transaction/s relating to the conflict or take any other action deemed necessary to address the conflict and protect the Association's best interests.

(d) An interested Director, Member, or Staff Member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof, in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be asked to be present to provide clarifying information in such a discussion or debate as determined useful by the majority of individuals in the associated body.

Article X

BOOKS AND RECORDS

A pro forma operating statement for each fiscal year shall be prepared and made available to each member.

Section 10.01 Maintenance of Books and Records. The council shall maintain books and records of its financial affairs prepared in accordance with good accounting procedures.

Section 10.02 Inspection by Members. The books of account and minutes of meetings of the Board of Directors, the Members or any committees shall be made available for inspection by any Member at any reasonable time (as set forth below) and for a purpose reasonably related to the Member's interest at the office of the council or at such other place as provided by the Board.

Section 10.03 Rules for Inspection. The Board shall establish reasonable rules with respect to:

- (a) Timing and contents of notice to be given to the custodian of the records by the Member desiring to make the inspection;
- (b) Hours and days of the week when such an inspection may be made; and
- (c) Amount and terms of payment of the cost of reproducing copies of documents requested by a Member.

Section 10.04. Inspection by Directors. Every director shall have the right, at any reasonable time, to inspect all books, records and documents of the council and the physical property owned by the Council. The right of inspection by a director includes the right to make copies or have copies of the documents as is practical.

ARTICLE XI

ASSESSMENTS

Section 11.01 Assessments For Common Expenses, All Owners/Members shall be obligated to pay the maintenance fees and Assessments levied by the Council under the Declaration, the articles of incorporation and these bylaws. The due date of each Assessment and any related late charges shall be set by resolution of the Board of Directors.

ARTICLE XII

AMENDMENTS

Section 12.01 Amendment of Bylaws. Except as otherwise expressly provided herein or by any applicable laws, rules and regulations these bylaws may be amended upon the consent of a majority of the votes allocated to the Members. For purposes of amending these bylaws, the Members may delegate from time to time by resolution, the power of amendment to the Board of Directors.

ARTICLE XIII

MISCELLANEOUS

Section 13.01. Fiscal year The fiscal year of the Council shall be from January 1 through December 31.

Section 13.02. Interpretation. In the case of any conflict between the articles of incorporation and these bylaws, the articles of incorporation shall control; and in the case of any conflict between the Declaration and the articles of incorporation or these bylaws, the Declaration shall control; provided, however, to the extent reasonably practical, the Declaration, articles of Incorporation and these bylaws shall be construed and interpreted together as consistent and non-conflicting documents.

Section 13.03 Notice. Except as otherwise provided herein, all notices, demands or other documents intended to be served upon a director, Member or committee members shall be sent by regular or certified mail, postage prepaid, addressed in such person's name and at his address as reflected on the records of the Council. All notices, demands or other notices intended to be served upon the board of Directors of the council (as a group) or the Council, shall be sent by regular or certified mail, postage prepaid to the Secretary of the Board of Directors at the residential address of the Secretary until such address is changed by resolution of the Board of Directors or as otherwise specified in these Bylaws.

Section 13.04. Severability. Invalidation of any one or more of the conditions or provisions of these bylaws, or any part thereof, shall in no manner affect any of the remaining conditions or provisions hereof which shall remain in full force and effect.

Section 13.05. Omissions. In the event of the omission from these bylaws of any word, sentence, clause or provision which shall be necessary to accomplish the intent and purpose hereof, or any part hereof, then such omitted item shall be supplied by reasonable inference.

Section 13.06. Gender. Whenever used herein, unless the context shall otherwise provide, the singular number shall include the plural, the plural the singular, and the use of any gender shall include all gender.