

validate, effectuate or authorize the matters contained within said instrument of behalf of the Association.

Section 3. These Bylaws may be amended at any regular or special meeting of the Members by a two-thirds (2/3rds) vote of the total votes entitled to be cast, or the power to alter, amend or repeal the Bylaws or to adopt new Bylaws may be delegated to the Board of Directors by such vote. Notwithstanding the above, those provisions of the Bylaws which are governed by the Articles of Incorporation of the Association may not be amended except as may be provided in the Articles of Incorporation of the Association or as required by applicable law; and provided further, that any matter stated herein to be, or which is in fact, governed by the Declaration may not be amended except as may be provided in such Declaration.

Section 4. The Articles of Incorporation may be amended in the following manner:

The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either an annual or special meeting. Written notice setting forth the proposed amendment or a summary thereof shall be given to each Member entitled to vote at such meeting within the time and in the manner provided in these Bylaws for the giving of notice of meetings of Members. The proposed amendment shall be adopted upon receiving at least two-thirds (2/3rds) of the total votes entitled to be cast.

Section 5. In the case of any conflict between the Articles of Incorporation of the Association and these Bylaws, The Articles of Incorporation shall control; and in the case of any conflict between the Declaration of the Association and these Bylaws, the Declaration shall control.