

7 Lakes Landowners Association, Inc.

Bylaws - Foreword

Governing Documents

The governance, business, and community activities of 7 Lakes Landowners Association is defined by:

1. NC State Statutes
2. Property Deeds & Plats
3. 7 Lakes Landowners' Association (Association) Governing Documents:
 - a) Declaration,
 - b) Articles of Incorporation,
 - c) Bylaws,
 - d) Rules and Regulations, and
 - e) Resolutions & Policies.

Definitions and Hierarchy of Documents

1. **Subdivision Plat** - describes the location and nature of common property and individual lots.
2. **Property Deeds** - comprises the individual lot deeds and the deeds to common property which give a legal **description of the property**.
3. **The Declaration of Covenants, Conditions, and Restrictions** - the declaration of CC&R's is the collection of covenants imposed on all property within the development and provides:
 - a) For automatic association membership of all owners and the basis for voting rights.
 - b) The obligation of each owner to share in funding the cost of association operations.
 - c) Certain restrictions (architectural control and other rules) on the use of the property and the association's enforcement powers.
 - d) Sets forth the power and authority of the association to own and maintain the common property and to make and enforce rules.
4. **Articles of Incorporation** - creates the association as a legal entity under NC State corporate statute; defines the board powers and responsibilities of the association and its membership; and, sets forth the process for creating the board of directors, voting system, etc.
5. **Bylaws** - implements, in specific detail, the provisions of the CC&R's and the Articles of Incorporation regarding the association operations, including delineation of the meeting process, election procedures, powers and duties, board meetings, committees, insurance requirements, rule-making and enforcement process.
6. **Rules and Regulations** – regulations and guidelines for all residents for the use of Common area amenities (lakes, swimming pool), judicial process, and ARB guidelines.

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**BYLAWS OF
7 LAKES LANDOWNERS ASSOCIATION, INC.**

Adopted: 02/23/2016

Revised: 02/16/2016

(Supersedes Bylaws version adopted on 02232016)

ARTICLE I

The name of this corporation shall be 7 Lakes Landowners' Association, Inc. (also known as "Seven Lakes Landowners' Association, Inc.")

**ARTICLE II
OBJECT**

The object of the Association shall be to govern 7 Lakes Landowners' Association, Inc., including the communities of Northside, Southside, Ramapo Village, and the Townhouse Residential Lots pursuant to the Declaration and any amendments, Articles of Incorporation, and these Bylaws.

**ARTICLE III
MEMBERS**

Section 1. Membership. Every Owner of a Lot which is subject to a lien for assessment shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot subject to assessment. The voting rights of the Members shall be as provided by the Declaration. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote or votes for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Section 2. Property Rights. Each Member shall be entitled to the use and enjoyment of the facilities as provided in the Declaration.

Section 3. 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 and is also a personal obligation of the owner. Assessments not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the highest rate allowed by law and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of the assessments. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot. Pursuant to the authority of the Restrictive Covenants and the Board of Directors, a Special Road and Dam Maintenance Account for the purpose of segregating the dues increase approved at the FY2009/10 annual meeting for FY 2009/10 and 2010/11 has been established, and these dues as collected in future years, that are specifically designated for road repaving and NC State mandated dam repairs. The funds so designated will be held in a separate segregated account and shall not be available for any other purpose.

Section 4. Suspension of Privileges or Services. The Board may impose reasonable charges for late payment of assessments, not to exceed the greater of twenty dollars (\$20) per month or twelve percent (12%) of any assessment installment unpaid, and, after notice and an opportunity to be heard, suspend privileges or services provided by the Association during any period that assessments or other amounts due and owing to the Association remain unpaid for a period of 30 days or longer. The Board, after notice and an opportunity to be heard, may impose reasonable fines or suspend privileges or services provided by the Association for violations of the Declaration, Bylaws, or rules and regulations. Such hearing shall be held before the Judicial Committee, and the lot owner charged shall be given notice of the charge,

opportunity to be heard and to present evidence, and notice of the decision. If it is decided that a fine should be imposed, a fine not to exceed one hundred dollars (\$100) may be imposed for the violation for each day more than five days after the decision that the violations occurs. Such fines shall be assessments secured by liens. If it is decided that a suspension of privileges or services should be imposed, the suspension may be continued without further hearing until the violation or delinquency is cured. The lot owner may appeal the decision of the Judicial Committee to the full Board by delivering written notice of appeal to the Board within 15 days after the date of the decision. The Board may affirm, vacate, or modify the prior decision of the Judicial Committee.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1. Annual Meeting. A meeting of the Association shall be held annually at a place, date, and time determined by the Board of Directors for the purpose of electing Directors, receiving reports, and transacting such other business as may properly come before it.

Section 2. Special Meetings. Special meetings of the Association may be called by the President, by the Board of Directors, or by lot owners having ten percent (10%) of the votes in the Association. The purpose of the meeting shall be stated in the call, and only business mentioned in the call can be transacted at such a meeting.

Section 3. Notice. Not less than 10 nor more than 60 days in advance of any meeting, the Secretary shall cause notice to be hand-delivered or sent prepaid by U.S. mail to the mailing address of each lot or to any other mailing address designated in writing by the lot owner. The notice of the meeting shall state the time and place of the meeting and the items. Waiver by a Member in writing of the notice, signed by him before or after such meeting, shall be equivalent to the giving of such notice.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, ten percent (10%) of the votes of those members in attendance at a duly called meeting shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. In the event business cannot be conducted at any meeting because a quorum is not present, that meeting may be adjourned to a later date by the affirmative vote of a majority of those present in person or by proxy. The quorum requirement at the next meeting shall be one-half of the quorum requirement applicable to the meeting adjourned for lack of a quorum. This provision shall continue to reduce the quorum by fifty percent (50%) from that required at the previous meeting, as previously reduced, until such time as a quorum is present and business can be conducted.

Section 5. Voting. Voting for members of the Board of Directors shall be by secret ballot except in instances of unanimous consent and limited to members in good standing. A member in good standing is a member who is current in paying his or her assessments and not in violation of the governing documents. The Members shall be entitled to one (1) vote for each lot owned. If only one of the multiple owners of a lot is present at a meeting of the Association, the owner who is present is entitled to cast the vote for that lot. If more than one of the multiple owners are present, the vote allocated to that lot may be cast only in accordance with the agreement of a majority in interest of the multiple owners, except as otherwise provided in the Declaration. Majority agreement is conclusively presumed if any one of the multiple owners casts the votes allocated to that lot without protest being made promptly to the person presiding over the meeting by any of the other owners of the lot. The right of the Association to suspend the voting rights and right to use of the common facilities by a Lot Owner for any period during which any assessment against his Lot remains unpaid and for a period not to exceed sixty (60) days for any infraction of its published rules and Regulations.

Section 6. Proxies. Votes allocated to a lot may be cast pursuant to a proxy duly executed by a lot owner. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot. A proxy is void if not dated and terminates 11 months after its date.

ARTICLE V BOARD OF DIRECTORS

Section 1. Composition. The affairs of this Association shall be managed by a Board of seven (7) Directors who shall be Members of the Association and occupant members (12 month residents) in good standing.

Section 2. Term of Office. Directors shall serve staggered two-year terms, such that four (4) Directors are elected in odd-numbered years and three (3) Directors in even-numbered years.

Section 3. Powers. Except as restricted by the Declaration or these Bylaws, the Board of Directors shall have power to:

- a) act in all instances on behalf of the Association;
- b) 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;
- c) adopt and amend budgets for revenues, expenditures, and reserves and collect assessments for common expenses from lot owners;
- d) hire and discharge managing agents and other employees, agents, and independent contractors;
- e) institute, defend, or intervene in litigation or administrative proceedings on matters affecting the Association;
- f) make contracts and incur liabilities;
- g) regulate the use, maintenance, repair, replacement, and modification of common areas;
- h) cause additional improvements to be made as a part of the common areas;
- i) impose and receive any payments, fees, or charges for the use, rental, or operation of the common elements other than the limited common elements and for services provided to lot owners;
- j) impose reasonable charges for late payment of assessments and suspend privileges or services provided by the Association during any period that assessments or other amounts due and owing to the Association remain unpaid for a period of 30 days or longer, as provided in these Bylaws;
- k) impose reasonable fines or suspend privileges or services provided by the association for reasonable periods for violations of the declaration, bylaws, and rules and regulations of the association, as provided in these Bylaws;
- l) provide for the indemnification of and maintain liability insurance for its officers, Board, directors, employees, and agents;
- m) exercise all other powers that may be exercised in this State by legal entities of the same type as the association;
- n) exercise any other powers necessary and proper for the governance and operation of the association; and
- o) to manage, control, operate, maintain, repair, and improve Common Areas and facilities, and property subsequently acquired by the Association, or any private property owned by another, for which the Association by rules, regulations, covenants, or contract has a right to provide such services.

Section 4. Duties. It shall be the duty of the Board of Directors to:

- a) prepare a budget covering the estimated costs of the coming year;
- b) propose the assessment to be levied against each Lot for the following fiscal year, which shall be delivered to each Lot Owner at least 15 days prior to the membership meeting. The assessments shall become effective upon approval by majority vote of the members present and voting at a properly noticed membership meeting. In the event any proposed assessment is rejected, the assessment last ratified by the membership shall be continued until such time as the members ratify a subsequent assessment proposed by the Board. In addition, the Association may levy, in any fiscal year, a special assessment for the purpose of defraying in whole or in part, the costs of any construction, reconstruction, repair or replacement of a capital improvement for Common Facilities or elements provided that any such assessment shall have the assent of two-thirds (2/3) of the votes of the members voting in person or by proxy at a meeting duly called for that purpose;
- c) furnish to a lot owner or the lot owner's authorized agents a statement setting forth the amount of unpaid assessments and other charges against a lot. A reasonable charge may be made by the

Board for such statement. The statement is binding on the Association, the Board, and every lot owner;

- d) maintain, to the extent reasonably available, property insurance on the common elements insuring against all risks of direct physical loss commonly insured against including fire and extended coverage perils;
- e) maintain, to the extent reasonably available, liability insurance in reasonable amounts, covering all occurrences commonly insured against for death, bodily injury, and property damage arising out of or in connection with the use, ownership, or maintenance of the common elements;
- f) maintain liability insurance for the officers, Board, Directors, employees, and agents; and
- g) publish the names and addresses of all officers and Board members of the Association within 30 days of their election.

Section 5. Removal and Resignation. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association at a duly called meeting for that purpose or by a majority vote of the entire Association, or in the case of an appointed Director, by a vote of a majority of the remaining members of the Board. Any Director may resign at any time by communicating his resignation to the President, the Secretary, or the Board of Directors. A resignation is effective when it is communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 6. Vacancies. A vacancy in the Board may be filled by appointment by the Board for the unexpired portion of the term.

Section 7. Compensation. No financial payments, including payments in the form of goods and services, may be made to any Director or to a business, business associate, or relative of a Director, except for services or expenses paid on behalf of the Association which are approved in advance by the Board.

ARTICLE VI NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. In September of each year, the Board shall name a Director, who is not running for re-election, but who is a returning Director, as Chairperson of the Nominating Committee, and at least two non-Board resident members in good standing. It shall be the duty of this committee to solicit from the community a list of eligible candidates and to present them to the Board at its last meeting in December. Any resident, whether contacted by the Committee or not, may become a candidate by advising the Association of this during the selection process. The Committee should recognize subdivision representation and the current needs of the community in determining the slate of nominees. In addition, any member in good standing with the Association may be nominated by a petition signed by at least fifty (50) members in good standing and presented to the Board at its last meeting in January.

Section 2. Election. The Board shall be elected to serve for two years or until their successors are elected. Their term of office shall begin at the close of the annual meeting at which they are elected. Cumulative voting is not permitted.

Section 3. Voting Procedures

- a) Composition of Vote Counting Committee:
 - i. The SLLA Board of Directors authorizes and assigns responsibility for counting ballots to the Association's Judicial Committee.
 - ii. No member of the Vote Counting Committee shall be listed on the ballot or have a direct personal interest in the outcome of those items being voted on.
 - iii. Any vote relating to the increase of annual assessments or other association matters shall not be considered as a direct personal interest.
- b) Ballot Deadlines:
 - i. No ballots shall be received and counted on the day of the annual meeting.
 - ii. All ballots must be received at the SLLA office on or before 5:00 P.M. the Friday prior to the annual meeting as stated in the call for a vote.

- iii. For a ballot to be counted it must be received at the SLLA mailing address (501 Seven Lakes North) or in the drop box at the front of the SLLA Administrative Office (124 Firetree Ln) no later than 5:00 PM on the Friday prior to the annual meeting.
 - iv. Ballots received after the deadline shall be placed in a separate envelope and retained.
- c) Election Recounts:
- i. In the event a candidate loses by a margin of five per cent (5%) or less of the ballot count, a losing candidate may challenge the vote count. A request for a recount must be made in writing within seven days of the annual meeting, or date of the meeting which has been called for the vote. The request for a recount must be made by certified letter to the SLLA Office.
 - ii. In the event a referendum proposal fails to pass by a margin of five per cent (5%) or less of the ballot count, a majority of the Directors may call for a recount. The Board's request for a recount must be made in writing within seven days of the annual meeting, or date of the meeting which has been called for the vote. The Board is not required to use certified mail to request a recount.
 - iii. The Vote Counting Committee will complete a recount within fourteen (14) days of the date the challenge was received at the SLLA office, using the vote counting method established and used in the original ballot count.
- d) Announcement of Results:
- i. The results of the original vote shall be presented to the membership at the Annual Meeting, emailed, and posted on the SLLA website and bulletin boards. The results of any recount shall be made public by email and posted on the SLLA website and bulletin board.

ARTICLE VII MEETINGS OF DIRECTORS

Section 1. Special Board Meetings. Special meetings of the Board of Directors may be called by the President and shall be called upon the written request of two members of the Board.

Section 2. Open Meetings. Regular meetings of the Board of Directors shall be held at such time and place and with such notice as shall be determined by resolution of a majority of the Directors. The exception to the open meeting requirement is committee meetings of the Community Standards Committee, which are held in closed session. The following requirements apply to meetings of the Board and Committees of the association authorized to act for the association:

- a) Meetings must be open to the owners except during executive sessions. The Board and those committees may hold an executive session only during a regular or special meeting of the Board or a committee. No final vote or action may be taken during an executive session. An executive session may be held only to:
 - i. consult with the association's attorney concerning legal matters;
 - ii. discuss existing or potential litigation or mediation, arbitration, or administrative proceedings;
 - iii. discuss labor or personnel matters;
 - iv. discuss contracts, leases, and other commercial transactions to purchase or provide goods or services currently being negotiated, including the review of bids or proposals, if premature general knowledge of those matters would place the association at a disadvantage; or
 - v. prevent public knowledge of the matter to be discussed if the Board or committee determines that public knowledge would violate the privacy of any person.
- b) For purposes of this section, a gathering of Board members at which the Board members do not conduct association business is not a meeting of the Board. The Board and its members may not

use incidental or social gatherings of Board members or any other method to evade the open meeting requirements of this section.

- c) The Board of Directors may take action without a meeting and to vote meeting may be taken without a meeting if the action is taken by all members of the board. The vote on such action does not have to be unanimous but all members of the board must consent to the taking the action without a meeting. Action without meeting shall only be taken on matters of an urgent or immediate nature. The action shall be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and the written consents shall be included in the minutes or filed with the corporate records reflecting the action taken. A director's consent to action taken without meeting may be by in electronic form (email) or US Mail or facsimile or other written means.
- i. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.
 - ii. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.
 - iii. The Board will limit such votes to community issues relating to health, safety and welfare that require urgent or immediate.

Section 3. Quorum. A majority of the membership of the Board shall constitute a quorum.

ARTICLE VIII OFFICERS

Section 1. Officers. The officers of the Association shall consist of a President, one or more Vice-Presidents, a Secretary and a Treasurer, and such other officers and assistant officers as may be deemed necessary.

Section 2. Election of Officers. Officers shall be elected at the first meeting of the Board of Directors following each annual meeting of the Members. The Chair of the Nominating Committee shall chair the opening of the organizational meeting until the election of the President, which shall be the first item of business.

Section 3. Term. The officers shall be elected by the Board to serve for one year or until their successors are elected, and their term of office shall begin upon election.

Section 4. 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 communicating his resignation to the President, the Secretary, or the Board of Directors. A resignation is effective when it is communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 5. Vacancies. A vacancy in any office may be filled by appointment by the Board for the unexpired portion of the term.

Section 6. Duties. The officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Association, specifically including the following:

- a) President. The President shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, amendments to the declaration, and other written instruments.
- b) 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.
- c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal, if any, of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Association together with their addresses, and shall perform such other duties as required by the Board.

- d) Treasurer. The Treasurer has oversight responsibilities for bank accounts and all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; cause an annual audit of the Association books to be made by an independent certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the Members. Any or all of these duties may be performed by any property management company hired by the Association.

Section 7. Compensation. No financial payments, including payments in the form of goods and services, may be made to any officer or to a business, business associate, or relative of an officer, except for services or expenses paid on behalf of the Association which are approved in advance by the Board.

ARTICLE IX COMMUNITY MANAGER

Section 1. Responsibility. The day-to-day operations of the Association shall be administered by a Community Manager ("Manager") and such other personnel authorized by the Board of Directors. The Manager shall be chosen by and responsible to the Board of Directors for the management of the affairs of the Association and the execution of the policies and decisions of the Board of Directors.

Section 2. Term. The Manager shall serve at the pleasure of the Board of Directors. Removal of the Manager shall require a majority vote of the entire membership of the Board of Directors in a closed session.

Section 3. Illness or Absence. The Manager may designate a qualified administrative employee of the Management Company to perform his duties during temporary absence or disability. In the event of a failure to make such designation, or if the absence or disability continues more than thirty (30) days, the Board may approve the management company's candidate to perform the duties of the Manager during such absence or disability.

Section 4. Responsibilities. The Manager shall:

- a) execute Rules and Regulations as promulgated by the Board of Directors;
- b) negotiate contracts for approval by the Board, make recommendations concerning the nature and location of community improvements, and execute community improvements as determined by the Board;
- c) ensure that all terms and conditions imposed in favor of the Association or other contract, are faithfully kept and performed and, upon knowledge of any violation, call the same to the attention of the Board;
- d) prepare agendas for and attend all meetings of the Board, with the right to take part in the discussions, but without the right to vote;
- e) make such recommendations to the Board concerning policy formulation as he deems desirable and keep the Board and the Association members informed as to the conduct of Association affairs;
- f) prepare and submit the annual budget and administer the approved budget;
- g) perform such other duties as may be required by the Board; and
- h) be responsible for carrying out all policies established by the Board and for the proper administration of all affairs of the Association within the jurisdiction of the Board.

ARTICLE X COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of all officers of the Board of Directors and may by resolution adopted by the Directors, have and exercise the authority of the Board to the extent of the resolution.

Section 2. Judicial Committee. The Judicial Committee is an adjudicatory panel as defined by law for the purpose of holding hearings to determine if lot owners should be fined or if planned community privileges or

services should be suspended for violations of the Declaration, Bylaws, or rules and regulations of the Association. The exception to the open meeting requirement is Community Standards Committee meetings, which are held in closed session.

Section 3. Other Committees. Such other committees, standing or special, shall be appointed or dissolved as provided in these Bylaws or by the Board, as the Board shall from time to time deem necessary to carry on the work of the Association.

ARTICLE XI INDEMNIFICATION

The Association shall indemnify any present or former Director, officer, committee member, employee or agent or any person who has served or is serving in such capacity at the request of the Association with respect to any liability or litigation expense, including reasonable attorney's fees, incurred by any such person to the extent and upon the terms and conditions provided by law. To the extent provided by law, the Association shall indemnify any and all of its officers and Directors against liability and litigation expense, including reasonable attorneys' fees, arising out of their status as such or their activities in any of the foregoing capacities (excluding, however, liability or litigation expense which any of the foregoing may incur on account of activities which were at the time taken known or believed to be clearly in conflict with the best interests of the Association), and said officers and Directors shall be entitled to recover from the Association, and the Association shall pay, all reasonable costs, expenses, and attorneys' fees in connection with the enforcement of rights to indemnification granted herein.

ARTICLE XII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE XIII AMENDMENT

These Bylaws may be amended by:

- a) a majority vote of the Board at any regular or special meeting, provided that at least 10 days advance written notice is given of the amendment; or
- b) a two-thirds vote of the members at any regular or special membership meeting properly noticed for that purpose.