

## **EXHIBIT "B"**

### **BYLAWS OF**

### **NORTHVILLE HILLS GOLF CLUB HOMEOWNERS ASSOCIATION**

#### **ARTICLE I**

##### **NAME AND LOCATION**

The name of the corporation is Northville Hills Golf Club Homeowners Association (hereinafter the "Association"). The principal office of the Association shall be that which is on file with State of Michigan. The location of the principal office of the Association may be changed by Declarant or the Board of Directors. Meetings of Members and directors may be held in such places within Wayne or Oakland Counties, Michigan, as may be designated by the Board of Directors.

#### **ARTICLE II**

##### **DEFINITIONS**

All terms defined in the First Amended Declaration of Covenants, Conditions and Restrictions of Northville Hills Golf Club recorded in Liber 49314, Pages 1286-1342 et seq. Wayne County Records (the "Declaration"), shall have the same meanings when used herein.

#### **ARTICLE III**

##### **MEMBERSHIP AND VOTING RIGHTS**

Section 1. Membership in the Association. Every person or entity who is a record Owner of a fee interest in any property included in the Property, including a Lot, shall be a Member of the Association. Notwithstanding anything else to the contrary set forth in this Article, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member of the Association. Declarant and the Club Owner shall specifically be Members of the Master Association. Only Owners in good standing, and their legal representatives, may speak at meetings of the Association and/or address the Board or Owners at any such meetings. Any person in violation of this provision or the rules of order governing the meeting, which are

incorporated herein by reference, may be removed from such meeting, without any liability to the Association or its Board of Directors.

**Section 2. Declarant's Exclusive Right to Vote.** Until such time as Declarant has either relinquished its exclusive voting rights or conveyed title to all of the Lots in the Property, the Declarant shall have the exclusive right to cast votes in the Association for any and all matters.

**Section 3. Voting Designation.** Except as limited in these Bylaws and after Owners other than the Declarant are allowed to vote, each Owner shall be entitled to one vote for each Lot owned, provided that said Owner is in good standing and not in default of any provision of the Community Documents, including payment of any regular or special assessments against said Owner's Lot or other charge levied against the Lot or Owner. In the case of any Lot owned jointly by more than one Owner, the voting rights appurtenant to that Lot may be exercised only jointly as a single vote. Each Owner shall file a written notice with the Association designating the individual representative who shall vote at meetings of the Association and receive all notices and other communications from the Association on behalf of such Owner. Such notice shall state the name and address of the individual representative designated, the number or numbers of the Lot or Lots owned by the Owner, and the name and address of each person, firm, corporation, partnership, limited liability company, association, trust or other entity that is the Owner. Such notice shall be signed and dated by the Owner. The individual representative designated may be changed by the Owner at any time by filing a new notice in the manner herein provided. At any meeting, the filing of such written notice as a prerequisite to voting may be waived by the chairperson of the meeting.

**Section 3. Voting.** Votes may be cast in person, in writing duly signed by the designated voting representative, or by any other means allowed by the voting procedures adopted by the Association for a given vote, provided the same are not in violation of the provisions of these Bylaws and Michigan law. Any proxies, written votes or other votes cast by means allowed hereunder must be filed with the Secretary of the Association or the Association's management agent at or before the appointed time of each meeting of the Members of the Association or voting deadline if no meeting held. Votes may be cast by mail, fax, delivery, electronically (by any method not directly involving the physical transmission of paper, which creates a record that may be retrieved and retained by the Association and may be directly reproduced in paper form by the Association through an automated process), or any other method approved by the Association in advance of the vote. Cumulative voting shall not be permitted.

**Section 4. Action Without Meeting.** Any action that may be taken at a meeting of the Members (except for the removal of Directors) may be taken without a meeting by written vote of the Members. Written votes shall be solicited in the same manner as provided in these Bylaws for the giving of notice of meetings of Members. Such solicitations shall specify (a) the number of responses needed to meet the quorum requirements; (b) the percentage of approvals necessary to approve the action; and (c)

the time by which written votes must be received in order to be counted. The form of written vote shall afford an opportunity to specify a choice between approval and disapproval of each matter and shall provide that, where the Member specifies a choice, the vote shall be cast in accordance therewith. Approval by written vote shall be constituted by receipt, within the time period specified in the solicitation, of (i) a number of written votes which equals or exceeds the quorum that would be required if the action were taken at a meeting; and (ii) a number of approvals that equals or exceeds the number of votes that would be required for approval if the action were taken at a meeting at which the total number of votes cast was the same as the total number of written votes cast.

## ARTICLE IV

### MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held at the time and place specified by the Board of Directors in the notice to Members of the meeting pursuant to the Declaration; provided that so long as Declarant has not relinquished its exclusive voting rights or conveyed title to all of its Lots within the Property, Declarant shall determine the time and place of the first annual meeting. Each subsequent regular annual meeting of the Members shall be held in the same month of each year thereafter on the day, at the hour, and at the place specified in the notice to the Members of the meeting. Written notice of each annual meeting, as well as any change in the date of the annual meeting as provided for herein, shall be given to all Owners at least ten (10) days before the date for which the meeting is or was originally scheduled.

Section 2. Special Meetings. After such time as Declarant has either relinquished its exclusive voting rights or conveyed title to all of the Lots in the Property, special meetings of the Members may be called at any time by the President or a majority of the Members of the Board of Directors or upon the written request of the Members entitled to one-fourth (1/4) of the votes of the entire Membership.

Section 3. Place of Meetings. Meetings of the Members shall be held at such place within Wayne or Oakland Counties, Michigan, as may be determined by Declarant or the Board of Directors.

Section 4. Notice of Meetings. Except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws, written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, to each Member entitled to vote at such meeting, by hand delivery or by mailing a copy of such notice, postage prepaid, addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. Electronic transmittal of such notice, may also be given in any such manner authorized by the person entitled to receive the notice which does not directly involve the physical transmission of paper which creates a record that

may be retrieved and retained by the recipient and which may be directly reproduced in paper form by the recipient through an automated process. Notice shall be given not less than ten (10) days or more than sixty (60) days before the date of the meeting. Such notice shall specify the place, day and hour of the meeting, and, in case of special meeting, the exact purpose of the meeting, including the text of any proposals to be voted on at such special meeting. Waiver by a Member in writing of the notice required herein, signed by him before or after such meeting, shall be equivalent to the giving of such notice.

Section 5. Remote Communication Attendance; Remote Communication Meetings. A Member may participate in a meeting of the Members by a conference telephone or by other means of remote communication through which all persons participating in the meeting may hear each other, if the Board determines to permit such participation and (a) the means of remote communication permitted are included in the notice of the meeting or (b) if notice is waived or not required. All participants shall be advised of the means of remote communication in use and the names of the participants in the meeting shall be divulged to all participants. Members participating in a meeting by means of remote communication are considered present in person and may vote at such meeting if all of the following are met: (a) the Association implements reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communication is a Member or proxy holder; (b) the Association implements reasonable measures to provide each Member and proxy holder a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and (c) if any Member or proxy holder votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the Association. A Member may be present and vote at an adjourned meeting of the Members by means or remote communication if they were permitted to be present and vote by the means of remote communication in the original meetings notice given. The Board may hold a meeting of the Members conducted solely by means or remote communication.

Section 6. Quorum. Except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws, the presence of Members or their proxies entitled to cast fifteen (15%) percent of the votes of the entire Membership (or the equivalent number of votes received through means not involving a meeting) shall constitute a quorum for any action. If, however, a quorum is not present or represented at any meeting, the Members or their proxies present and entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or be represented.

Section 7. 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. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Section 8. Minutes. Minutes or a similar record of the proceedings of all meetings of Members and the Board of Directors must be kept by the Association and, when signed by the President or Secretary, shall be presumed truthfully to evidence the matters set forth therein. A recitation in the minutes of any such meeting that notice of the meeting was properly given shall be prima facie evidence that such notice was given.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Association shall be managed by a Board of Directors.

Section 2. Number, Term and Qualification. The Board of Directors shall consist of five (5) Directors. At the first annual meeting, the Members shall elect two directors to serve for terms of one year. The Declarant shall appoint the remaining three (3) directors until such time as it either relinquishes its exclusive voting rights or conveys title to all of the Lots in the Property. No two occupants of the same Lot may serve on the Board of Directors at the same time.

At each annual meeting thereafter, the Members shall elect the number of directors needed to fill the vacancy, or vacancies created by the director or directors whose term(s) is (are) expiring, to serve for a term of two years (except in the case of the initial election of a director, in which case the term, of that director may be shortened to provide for the staggering set forth in this Section; or in the case of the filling of a vacancy, in which, case the director elected to fill the vacancy shall be elected for the unexpired term of the director whose vacancy is being filled).

Once the Declarant ceases to appoint a majority of the Directors, the term of office of the directors shall be staggered so that, except for an election to fill a vacancy or to fill a newly-created directorship, the terms of not less than one (1) nor more than three (3) directors shall expire at each annual meeting. Each director shall hold office until his death, resignation, retirement, removal, disqualification, or his successor is elected and qualified. Owner elected Directors need to be Members of the Association.

Section 3. Nomination. After the, first annual meeting, nomination for election to the Board of Directors by the non-Declarant Owners may be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting of the Members. The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than

the number of vacancies that are to be filled. Such nominations may be made from among Members.

Section 4. Election. Except as provided in Section 6 of this Article, the directors shall be elected at the annual meeting of the Members by secret written ballot. In such election, the Members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled under the provisions of Article III of these Bylaws. The person(s) receiving the highest number of votes shall be elected. Neither cumulative voting no fractional voting is permitted.

Section 5. Removal. Any non-Declarant appointed director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association.

Section 6. Vacancies. A vacancy occurring in the Board of Directors may be filled by the selection by the remaining directors of a successor, who shall serve for the unexpired term of his predecessor, provided that Declarant appointed directors shall be replaced only by Declarant appointed directors and non-Declarant appointed directors shall be replaced only by non-Declarant appointed directors. The Members may elect a director at any time to fill any vacancy not filled by the directors.

Section 7. Compensation. No director shall receive compensation for any service he may render to the Association in the capacity of director. However; any director may be reimbursed for his actual expenses incurred in the performance of his duties.

## **Article VI**

### **MEETINGS OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least semi-annually at such place and hour as may be fixed from time to time by resolution of the Board. Notice of regular meetings of the Board of Directors shall be given to each director, personally, or by mail, facsimile, electronically, telephone or telegraph at least ten (10) days prior to the date of the meeting, unless waived by said director. Electronic transmission of such notice may also be given in any such manner authorized by the director entitled to receive the notice which does not directly involve the physical transmission of paper, which creates a record that may be retrieved and retained by the director, and which may be directly reproduced in paper form by the director through an automated process. Should the date of such meeting fall on a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two directors, after not less than three (3) days' notice to each director, given personally, or by mail,

facsimile, electronically or by telephone, which notice shall state the time, place and purpose of the meeting. Electronic transmission of such notice may also be given in any such manner authorized by the director entitled to receive the notice which does not directly involve the physical transmission of paper, which creates a record that may be retrieved and retained by the director, and which may be directly reproduced in paper form by the director through an automated process. Special meetings of the Board of Directors shall be called by the president or secretary in like manner and on like notice on the written request of two directors.

Section 3. Waiver of Notice. Before or at any meeting of the Board of Directors, any director may, in writing or orally, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meetings of the Board shall be deemed a waiver of notice by that director of the time and place thereof. If all the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 4. Quorum. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. A Director will be considered present and may vote on matters before the Board by proxy, by teleconference, electronically or by any other method giving the remainder of the Board sufficient notice of the absent Director's vote and position on any given matter, provided however, that any vote not in writing is confirmed in writing not later than the next meeting of the Board. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of a director in the action of a meeting by signing and concurring in the minutes thereof, shall constitute the presence of such director for purposes of determining a quorum.

Section 5. Action Without Meeting. Any action permitted to be taken by the Board of Directors at a meeting of the Board shall be valid if consented to in writing, including by electronic transmission, by the requisite majority of the Board of Directors. Further, the presiding officer of the Association, in exceptional cases requiring immediate action, may poll all Directors by phone for a vote, and provided the action is consented to by the requisite number of Directors, such vote shall constitute valid action by the Board, provided the results of the vote and the issue voted upon are noted in the minutes of the next Board meeting to take place.

Section 6. Closing of Board of Directors' Meetings to Members; Privileged Minutes. The Board of Directors, in its discretion, may close a portion or all of any meeting of the Board of Directors to the Members of the Association or may permit Members of the Association to attend a portion or all of any meeting of the Board of Directors. Any Member of the Association shall have the right to inspect, and make copies of, the minutes of the meetings of the Board of Directors; provided, however, that no Member of the Association shall be entitled to review or copy any minutes of

meetings of the Board of Directors to the extent that said minutes reference privileged communications between the Board of Directors and counsel for the Association, or any other matter to which a privilege against disclosure pertains under Michigan Statute, common law, the Michigan Rules of Evidence, or the Michigan Court Rules.

Section 7. Remote Communication Participation. Members of the Board of Directors may participate in any meeting by means of conference telephone or other means of remote communication through which all persons participating in the meeting can communicate with the other participants. Participation in a meeting by such means constitutes presence in person at the meeting.

Section 8. Chairman. A Chairman of the Board of Directors shall be elected by the directors and shall preside over all Board meetings until the President of the Association is elected. Thereafter, the President shall serve as Chairman. In the event there is a vacancy in the office of the President, a Chairman shall be elected by the Board of Directors to serve until a new President is elected.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Property and the personal conduct of the Members and their guests thereon and establishing penalties for infractions thereof, and adopt and publish rules and regulations interpreting and/or supplementing the restrictions and covenants applicable to the Property, and take any and all actions deemed by the Board to be necessary or appropriate to enforce such rules and regulations;

(b) suspend a Member's voting rights during any period in which he shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after such notice and hearing as the Board, in its sole discretion, shall establish, for a period not to exceed sixty (60) days, for infraction of the published rules and regulations of the Association;

(c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Members by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;

(d) declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors without good cause;

(e) employ a manager (including Declarant; as provided in the Declaration) and such other employees or independent contractors as it deems necessary and



prescribe their duties, and contract with a management company to manage the operation of the Association. In the event that a contract is entered into with a management company, such contract must be terminable by the Board of Directors without cause or penalty on not more than ninety (90) days' notice and any management contract made with Declarant shall be for a period not to exceed three years;

(f) employ attorneys, accountants and other persons or firms to represent the Association when deemed necessary;

(g) grant easements for the installation and maintenance of sewage, utility or drainage facilities upon, over, and under and across the property owned by the Association without the assent of the Members when such easements are necessary for the convenient use and enjoyment of the Property; and

(h) appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or, fidelity bond as it may deem expedient.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or after such time as Declarant has either relinquished its exclusive voting rights or conveyed title to all of the Lots in the Property, at any special meeting when such statement is requested in writing at least five (5) working days before such meeting by Members entitled to at least one-fourth (1/4) of the votes;

(b) supervise all officers, agents and employees of the Association and see that their duties are properly performed;

(c) except as may be limited by the Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days before January 1 of each year;

(2) send written notice of such assessment to every Owner subject thereto at least fifteen (15) days before January 1 of each year; and

(3) as to any Lot for which an assessment remains unpaid, bring an action at law against the Owner personally obligated to pay the assessment and/or foreclose the lien against such Lot.

(d) issue, or cause an appropriate officer of the Association to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be established by the Board of Directors for the

issuance of such certificate. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of payment;

(e) procure and maintain: (i) adequate liability insurance covering the Association; (ii) officers' and directors' errors and omissions insurance; and (iii) full replacement value hazard insurance on the real and personal property owned by the Association;

(f) cause the Common Property and all facilities erected thereon and any portions of any Lot for which the Association has maintenance responsibility to be maintained;

(g) establish and maintain an adequate reserve fund for the periodic maintenance, repair and replacement of the improvements constructed on the Common Property;

(h) provide such notices to and obtain such consents from the owners and holders of first deeds of trust on Lots within the Property as is required by the Declaration or these Bylaws;

(i) pay all ad valorem taxes and public assessments levied against the real and personal property owned in fee by the Association;

(j) hold annual and special meetings and elections for the Board of Directors;  
and

(k) prepare annual budgets and financial statements for the Association and make same available for inspection by the Members and their agents at all reasonable times.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of the Association shall be President, who shall at all times be a Member of the Board of Directors, a Secretary, a Treasurer, and such Vice President(s) and other officers as the Board may from time to time by resolution appoint.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless they shall sooner resign, be removed, or be otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5. 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 giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by the Board. The person appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this Article. Notwithstanding the foregoing, the offices of Secretary and Treasurer may be held by the same person.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors and of the Members; see that orders and resolutions of the Board are carried out; sign all leases, promissory notes, mortgages, deeds and other written instruments; and, in the absence of the Treasurer, sign all checks.

(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 of the Association and affix it on all papers requiring a seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association and their addresses; and perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all funds of the Association and disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; issue, or cause to be issued, all requested certificates setting forth whether the assessments applicable to a specific Lot have been paid; cause an annual audit of the Association books to be made by an independent public accountant at the completion of each fiscal year; prepare an annual budget and a 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;

and, if directed by resolution of the Board of Directors, sign all checks of the Association.

## **ARTICLE IX**

### **JUDICIAL ACTIONS AND CLAIMS**

Actions on behalf of and against the Lot Owners shall be brought in the name of the Association. Subject to the express limitations on actions in these Bylaws and in the Association's Articles of Incorporation, the Association may assert, defend or settle claims on behalf of all Lot Owners in connection with the Common Property. As provided in the Declaration, the commencement of any civil action (other than one to enforce these Bylaws or collect delinquent assessments) shall require the approval of seventy-five (75%) in number of all Lot Owners.

## **ARTICLE X**

### **COMMITTEES**

The Board of Directors of the Association may appoint a Nominating Committee as provided in Section 3 of Article V of these Bylaws. The Board of Directors may also appoint an Architectural Control Committee in accordance with the provisions of Article 9 of the Declaration and such other committees as it deems necessary to carry out the affairs of the Association.

## **ARTICLE XI**

### **BOOKS AND RECORDS**

The books, records and papers of the Association shall, at all times during reasonable business hours, be subject to inspection by any Member or his agent. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

## **ARTICLE XII**

### **MISCELLANEOUS**

Section 1. Corporate Seal. The Association may have a seal in a circular form having within its circumference the words: **NORTHVILLE HILLS GOLF CLUB HOMEOWNERS ASSOCIATION.**

**Section 2. Amendments.** Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws adopted at any regular or special meeting of the Board of Directors by the affirmative vote of a majority of the directors then holding office.

These Bylaws may also be amended or repealed and new Bylaws adopted at any regular or special meeting of the Members, or by other methods allowed by the these Bylaws for voting upon matters, by the affirmative vote of two-thirds (2/3's) of the votes cast at such meeting or by alternative means of voting, subject to normal quorum requirements, provided however, that so long as Declarant has not relinquished its exclusive voting rights or conveyed title to all of the Lots in the Property, Declarant shall be vested with the sole voting rights of the Association with regard to amendment of the Bylaws.

No bylaw adopted or amended by the Members shall be amended or repealed by the Board of Directors, except to such extent that such bylaw expressly authorizes its amendment or repeal by the Board of Directors.

**Section 3. Conflicts.** In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

**Section 4. Fiscal Year.** The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

**Section 5. Gender.** Any use of the masculine gender in these Bylaws shall be construed to include the feminine gender. Any use of the singular shall be construed, as appropriate, to include the plural.