

ARTICLE XI - Amendments

1. Amendment Procedure. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of the majority of a quorum of the Members present in person or by Proxy, provided that those provisions of these By-Laws which are covered by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or

which is in fact covered by the Declaration may not be amended except as provided therein. It is expressly provided however, that no amendment to the By-Laws proposed by any Member may be voted upon at either a regular or special meeting of the Members unless a written copy of the proposed Amendment is provided to either the President or Secretary not less than forty- five (45) days prior to the meeting at which the proposed Amendment is to be voted upon; and a copy of the proposed Amendment along with notice of the meeting date, time and location at which the proposed Amendment will be voted upon shall be mailed to all Members not less than 30 days prior to the meeting date.