

RESOLUTION

MANOR LANDS PROPERTY OWNERS ASSOCIATION Amendments to the 2005 Bylaws

Resolved, That, in order to accurately evaluate the Bylaws so as to adapt to future needs in operating the Association in a effective manor to benefit the membership, the Board of Directors shall review the Bylaws yearly; and

Resolved, That the Board of Directors appointed a Bylaws Committee in prior to the 2008 Annual Meeting; and

Resolved, That the Bylaws Committee researched and made suggested changes based on the input from members of Manor Lands Property Owners Association, and submitted a list of changes voted on and approved at the 28 April 2008 Annual meeting of the Manor Lands Property Owners Association; and

Resolved, That the bylaws be amended to reflect the following changes, with the underlined bolded portions reflecting the amended language:

- ARTICLE IV Section 2: Annual Meetings: The Board of Directors shall during the month of April each year, call a meeting of the entire membership for the purpose of the annual election of directors, and annual report to the members. At least thirty days prior to the meeting, the Board of Directors shall prepare and mail to each Member notification of the meeting specifying the place, the day and the hour of the meeting, a meeting agenda including the business to be conducted, **a statement of receipts, budget and expenditures** for the previous year, a proposed budget for the following year, a ballot of Board of Directors candidates, and a list of any new Regulations.
- ARTICLE VI Section 1: Officers: The officers shall be President, Vice President, Secretary and Treasurer, which officers shall be elected from the directors who have served on the current Board of Directors for at least one (1) year **or at the discretion of the Board, previous board experience may be considered in lieu of 1 year tenure.** The officers hold office at the pleasure of the Board of Directors. The same person may not hold any two or more of such offices.
- ARTICLE VI Section 9: Treasurer: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association using usually accepted accounting principles. The books of account shall at all reasonable times be open to inspection by any Director or by any Member.
The Treasurer shall deposit or cause to be deposited all monies and other

valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse or cause to be distributed the funds of the Association as may be ordered by the Board of Directors. The Treasurer shall quarterly review and substantiate all disbursements of funds and report the results of the review of the Board of Directors.

The Treasurer shall render to the President and Directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial conditions of the Association.

The Treasurer shall prepare a statement of receipts, budget and expenditures for the previous year and a budget for the following year to be sent to the Members at least thirty (30) days before the annual General Membership Meeting in April.

The Treasurer shall prepare or have prepared and submit all county, state and federal government reports and taxes.

The Treasurer shall have such other power and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

- ARTICLE V Section 6: Organization Meeting: At the first Board of Directors Meeting which shall be within 60 days following the election of Directors, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business. At this meeting the Board of Directors shall select from their group a President, Vice President, a Secretary and a Treasurer from the Directors who have served on the current Board of Director for a least one (1) year **or at the discretion of the Board, previous board experience may be considered in lieu of 1 year tenure.** Notice of such meeting is hereby dispensed with.
- ARTICLE VII Section 1: Record Date and Closing Membership Register: The Board of Directors may fix a date **after the annual membership due date for dues, not exceeding thirty(30) days** preceding the date of any annual or special meeting of the Members, as a record date for the determination of the Members entitled to notice of and to vote at any such meeting, and in such case only Members of record on the date so fixed shall be entitled to notice of and to vote at such meeting, notwithstanding any transfer of any membership on the books of the association after any record date so fixed. For the purpose of determining such record date, the Board of Directors may close the books of the association against transfer of membership during the whole, or part, of such period.
- ARTICLE VIII Section 3: Conflicts: In the case of any conflict between the Article of Incorporation and these Bylaws, the Articles control; and in the case of any conflict between the Declaration and the Bylaws these Bylaws shall control; **and in the case of any conflict between the Restrictive Covenants and the Bylaws the Restrictive Covenants have priority.**

Resolved, That the Board of Directors proposed these amendments to the Bylaws to the Members on 28 April 2008 in the annual meeting of the Manor Lands Property Owners

Association. After said amendments were fully discussed and analyzed a motion was made to adopt these amendments to the Bylaws which would be binding upon the members of Manor Lands Property Owners Association after the date of adoption. A vote was taken from the membership and a majority of more than two-thirds of said members voted to adopt the amendments; and

Resolved, That the Board of Directors shall make available the most current bylaws to any member upon request.

IN WITNESS WHEREOF, the Manor Lands Property Owners Association 2008 Board of Directors hereby sign this resolution to adopted these amendments.

ORIGINAL SIGNED 12 November 2008 and filed.