



PARKRIDGE

RESIDENTS ASSOCIATION

**RESIDENTS ASSOCIATION
BY-LAWS**

PARKRIDGE

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BY-LAWS OF PARKRIDGE RESIDENTS ASSOCIATION

Article I - Association Definitions

Section 1. "Association shall mean and refer to the Parkridge Residents Association, Inc., a nonprofit Corporation organized and existing under the Laws of the State of Kentucky.

Section 2. (a). "Existing Properties" shall mean and refer to the real property which is located in Jefferson County, Kentucky and is more particularly described as follows:

BEING LOTS 88 and 128 thru 169 inclusive, and 172, as shown on the Plat of PARKRIDGE, SECTION 8, of record in Plat and Subdivision Book 41, Page 38, in the Office of the Clerk of Jefferson County, Kentucky.

BEING PART OF the same property acquired by Developer by Deed dated December 14, 1993 recorded in the office of the Clerk of Jefferson County, Kentucky, in Deed Book 6398, Page 554.

(b) *Additions to Existing Property*. Additional residential property and common areas shall become subject to this Declaration, or shall be annexed to the real property subject to this Declaration, as follows:

(1). *Additions in Accordance with a General Plan of development*, Developer intends to make this section containing 47 lots part of a larger subdivision to be developed in accordance with current plans and known as PARKRIDGE ("PARKRIDGE"). Additional land described in instrument recorded in Deed Book 6398, Page 554, in the office of the Clerk of Jefferson County, Kentucky, may be included by Developer as other sections of PARKRIDGE, including certain common properties which may contain recreational facilities. .

Section 3. "Common Properties" shall mean and refer to parks, playgrounds, swimming pools, golf courses, commons, streets, footways, including buildings, structures, personal properties incident thereto, and any other properties owned and maintained by the Association now or in the future for the common benefit and enjoyment of the residents within Existing Properties.

Section 4. "The Board" shall mean and refer to the Board of Directors of the Parkridge Residents Association, Inc.

Section 5. "Covenants" as referred to herein shall refer to the instrument entitled. "Declaration of Covenants, Conditions and Restrictions" as recorded in the Office of the County Court Clerk of Jefferson County, Kentucky in Plat Book No. 41, Page 38, Document No. 1994136641 on October 31, 1994.

Article II Location

Section 1. The principal Office of the Association shall be located at the office of its designated process agent.

Article III -Membership

Section 1. Every person or entity who is a recorded Owner of a fee or undivided fee, interest in any Lot or (Living unity) which is subject by Covenants of record to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by

the Association, the obligation of which assessments is imposed against each owner of the property for such assessments are made as provided by Article IV, Sections 1,4,5,6,7,8,9,10, and 11 of the Covenants which Existing Properties are subject and recorded.

Section 3. The membership rights of any person whose interest in Existing Properties is subject to assessments under Article IV, Section 1(c), whether or not he/she be personally obligated to pay such assessments, shall be suspended by action of the Board during the period when the assessment remained unpaid; but upon payment of such assessments, his rights and privileges shall be automatically restored.

Article IV - Termination of Membership

Section 1. Membership shall be terminated in The Association when the member ceases to be a Fee Title Holder of any Lot(s) in Existing Properties.

Article V - Transfer of Membership

Section 1. Membership is not transferable or assignable in The Association except with transfer or assignment of Fee Title of any Lot(s) in Existing Properties.

Article VI - Voting Rights

Section 1. A member shall be a Fee Title Owner of a Lot or Lots in Existing Properties, with one (1) vote for each Lot owned. Should Title to any Lot or Lots in Existing Properties be vested in the name of more than one person, entity or both, those individuals, entities, or combinations of both shall possess only one (1) collective vote for each such Lot owned.

Article VIII - Property Rights & Rights of Enjoyment of Common Property

Section 1. Each member shall be entitled to the use and enjoyment of the common properties and facilities as provided in Article IV, Section 1, of the Covenants which Existing Properties are subject and recorded. '

Article VIII - Association Purposes and Powers

Section 1. The Association has been organized for the following purposes: To promote the health, safety, and welfare of the residents within Existing Properties, and for this purpose to:

- (a) Own, acquire, build, operate, and maintain the recreation and common areas.
- (b) Maintain unkept properties as per Article IV, Section 1, of the Covenants.
- (c) Supplement municipal services as determined necessary by the Board.
- (d) Fix assessments (or charges) to be levied against Existing Properties.
- (e) Enforce any and all Covenants and agreements applicable to Existing Properties.
- (f) Pay taxes, if any, on the common properties and facilities, and,
- (g) Insofar as permitted by law to do any other thing that, in the opinion of the Board, will promote the common benefit and enjoyment of the residents of Existing Properties.

Article IX - Board of Directors

Section 1. The affairs of the Corporation shall be managed by an initial Board of seven (7) Directors. The term of office of the initial Board elected with the First Annual Meeting held in September 1997 shall expire with the close of the Second Annual Meeting to be held in September 1998. Members of the Board shall hold the office as Director Emeritus for a term of one (1) year after his/her term of office has expired to assist the newly elected Board in the duties of their office. The term of office for directors shall be one (1) year and limited to five (5) consecutive terms.

Amendment to Article IX - Section 1.

(Amended August, 2001)

Officers and Directors will serve two consecutive years as a term. Terms will be in staggered two-year service periods. President and Secretary will finish current terms on even-years while Vice-President and Treasurer will finish current terms on odd years. Directors will also serve two consecutive years. At least 4 directors will serve through the end of even years and 3 directors will serve through the end of odd years.

Elections will continue to be held in September at the Annual meeting while the service terms will follow the Fiscal Year - January of a given year through December of the following year. For the first year 2001/2002 term, the service term will begin in September and conclude according to the two year stagger stated above.

Article X - Nominating Committee and Election of Directors

Section 1. Election of the Directors to the Board shall be by written ballot as hereinafter provided. At such election, the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise unclear the provisions of the recorded Covenants applicable to Existing Properties. The names receiving the largest number of votes shall be elected. Should the election of Directors result in a tie, a majority vote by the Board shall determine the deciding vote.

Section 2. Nominations for election as Director to the Board shall be by a Nominating Committee which shall be one of the Standing Committees of the Association.

Section 3. The Nominating Committee shall consist of a minimum of one (1) Board member and two (2) or more members of the Association. The Nominating Committee shall report to the Secretary of the Board. The Nominating Committee shall be appointed by the Board prior to each annual meeting of the members to serve from the close of such meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting.

Section 4. Any member in good standing with the Association may submit to the Nominating Committee nominations for the election of Directors to the Board.-Persons eligible for nomination to the Board shall be members in good standing and the Nominating Committee has the sole discretion to determine further eligibility requirements, which discretion shall not be unreasonably exercised. A member shall be considered in good standing should such member. be in strict compliance with requirements imposed pursuant to Article XXI, Sections 1 and 2 of these By-Laws.-The Nominating Committee shall, thereupon, accept as many nominations for elections of Directors to the Board as it shall in its sole discretion determine, but not less than the number of vacancies that are to be filled. Nominations shall be placed on a written ballot as provided in Section 5 and shall be made in advance of the time fixed in Section 5 for the mailing of such ballots to members.

Section 5. All elections of Directors to the Board shall be made on written ballot which shall: (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for such vacancies; and (c) contain a space for a write-in-vote by the members for each vacancy. Such ballots shall be prepared and mailed by the Secretary to the members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a dated not later than the day before the annual meeting or special meeting called for election).

Section 6. Each member shall receive as many ballots as he/she has votes. The completed ballots shall be returned as follows: Each ballot shall be placed in a sealed envelope marked "ballot." Each such "Ballot" envelope shall contain only one ballot and the members shall be advised that, because of the verification procedures of Section 7, the inclusion of more than one ballot in anyone "Ballot" envelope shall disqualify the return. Such "Ballot" envelope or envelopes"(if the member or his/her proxy is exercising more than one (1) vote), shall be placed in another sealed envelope which shall bear on its face the name, lot number or address, and signature of the member or

his/her proxy, the number of ballots being returned, and such other information as the Board may determine will serve to establish his right to cast the vote or votes presented in the ballot or ballots contained therein. The ballots shall be returned to the Secretary at the following address: Parkridge Residents Association, P.O. Box.58508, Louisville, Kentucky 40268. .

Section 7. Upon receipt of each return, the Secretary shall immediately place it in a locked or other safe place until the day set forth for the annual or other special meeting at which time the elections are to be held. ' On that day, the external envelope containing the "Ballot" envelopes shall be turned over, unopened, to the Vice-President of Membership, who in the presence of the President and the Secretary of the Board or their Board member appointees, shall verify the number of envelopes marked "Ballot" corresponds to the number of votes allowed to the member or his/her proxy identified 'on the outside envelope containing them; and that the signature of the member or his/her proxy on the outside of the envelope is genuine; and if the vote is by proxy, that the proxy has been filed with the Secretary as provided in Article XVI, Section 2 and that the proxy is valid. Such procedure shall be taken in such manner that the vote of any member or his/her proxy shall not be disclosed to anyone. The outside envelopes shall thereupon be placed in a locked or other safe place and the Vice-President of Membership in the presence of the President and the Secretary of the Board or their Board member appointees, shall proceed to the opening of the "Ballot" envelopes and the counting of the votes. If any "Ballot" envelope is found to contain more than one (1) ballot, all such ballots in that envelope shall be disqualified and shall not be counted. Immediately after the announcement of the results, unless a review of the procedure is demanded by the members present, the ballots and the outside envelopes shall be destroyed.

Article XI-Powers and Duties of the Board of Directors

Section 1. The Board shall have power:

- (a) To call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one third (1/3) of the voting membership, as provided in Article XV, Section 2.
- (b) To appoint and remove at pleasure all officers, agents, and employees of the Association, prescribe their duties, fix their compensation, and require them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any Member, Officer, Director of the Association in any capacity whatsoever.
- (c) To establish, levy and assess, and collect the assessments or charges referred to in Article III, Section 2.
- (d) To adopt and publish rules and regulations governing the use of the common properties and the personal conduct of the members and their guest, thereon.
- (e) To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to the meeting of the members to the members of the Covenants.
- (f) In the event that any member of the Board shall be absent from two (2) consecutive meetings of the Board, or three (3) combined meetings in a calendar year without being excused by the Board, the Board by action taken at the meeting which said absence occurs, declare the office of said absent Director to be vacant.

Section 2. It shall be the duty of the Board:

- (a) To 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 any special meeting when such is requested in writing by one-third (1/3) of the voting membership, as provided in Article XV, Section 2.
- (b) To supervise all officers, agents of this Association, and to see that their duties are performed properly.
- (c) As more fully provided in Article V of the Covenants:
 - (1) To .fix the amount of the assessment against each lot thirty (30) days in advance of such date or period and, at the same time;
 - (2) To prepare a roster of Existing Properties and annual assessments, special assessments and/or fines

applicable thereto which shall be kept by the Treasurer and be available for review by any member upon written request at the same time;

(3) To send written notice of each assessment to every owner subject thereto.

(d) To issue, or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any assessment has been paid. Such Certificates shall be conclusive evidence of any assessment therein stated to have been paid.

(e) To comply with all covenants of the Covenants, and all approved actions of the Board or defined Association. .

(f) To remove by a majority vote of the Board at a quarterly meeting, any director(s) when it is ill the best interest of the Association.

.Article XII - Board Meetings

Section 1. A quarterly meeting of the Board shall be held on the first Wednesday of each Calendar Quarter, at 7:00 o'clock P.M., provided that the Board may, by resolution, change the day and hour of holding such quarterly meeting. .

Section 2. Notice of such quarterly meeting is hereby dispensed with. If the day for the quarterly 'meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday, and no notice thereof need be given.

Section 3. Special meetings of the Board shall be held when called by any two (2) officers of the Association or by any three (3) directors after not less than three (3) days notice to each director. In the event an emergency situation arises which requires immediate resolution, three (3) days notice is not required.

Section 4. The transaction of any business at any meeting of the Board, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice. if a quorum is present.

Section 5. The majority of the Board shall constitute a quorum thereof.

Article XIII - Officers

Section 1. The officers shall be a President, a Vice-President of membership, a Secretary, and a Treasurer. All shall be members of the Board.

Section 2. The officers shall be chosen by majority vote of the Members as provided in Article X.

Section 3. All officers shall hold office at the pleasure of the Membership.

Section 4. The President shall preside at all meetings of the Board, shall see that orders and resolutions of the Board are carried out and sign all notes, leases, mortgages, deeds and all other written instruments. At the last quarterly meeting of the Board, the President, at his/her discretion, shall present award(s) decoration(s) to member(s) of the Board for their service to the Association at a reasonable and customary expense paid from Association funds.

Section 5. The Vice,-President of membership shall perform the duties of the President in his/her absence. He/She shall record in a book kept for such purposes the names of all members of the Association together with their addresses as registered by such members. The Vice-President of membership shall supervise all committees pertaining to membership activities. These shall include but not be limited to the Social Committee and the Membership Relations Committee.

Section 6. The Secretary shall record the votes, and keep the minutes of all proceedings of the Board in a book to be kept for such purposes. He/She shall keep the non-financial records of the Association. The Secretary shall supervise all committees pertaining to the election of Directors to the Board. This shall include but not be limited to the Nominating Committee.

Section 7. The Treasurer shall receive and deposit in an appropriate bank all monies of the Association and shall disburse such funds as directed by resolution of the Board, provided however, that a resolution of the board shall not be necessary for disbursement made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall keep proper books of account and at the request of any member of the Association cause an annual review of the Association books to be made by two (2) members of the Association not on the Board and/or a certified public accountant at the completion of each fiscal year. He/She shall prepare an annual budget sheet statement and the budget and the balance sheet statement shall be presented to the membership at its annual meeting. The Treasurer shall supervise all committees pertaining to the financial activities of the Association. This shall include but not be limited to the Finance Committee.

Article XIV -Committees

Section 1. The Standing Committees of the Association shall be:

- The Nominations Committee
- The Social Committee
- The Maintenance Committee
- The Membership Relations Committee
- The Finance Committee.

Unless otherwise provided herein, each committee shall consist of three or more members, one of which shall act as Chairman, and shall report to an officer as described in Article XN, Sections 2,3,4,5,6, and 7. Each committee is to serve from the close of such annual meeting until the close of the next annual meeting. The Board may create or dissolve such committees as it deems desirable. If a standing committee stands vacant of members and/or unable to function, its responsibilities shall be transferred to the Board. Additional committees shall be determined by the Board.

Section 2. The Nominations Committee shall have the duties and functions described in Article X and shall perform such other functions as the Board, in its discretion, determines. The Nominations Committee shall be responsible to the Secretary of the Board.

Section 3. The Social Committee shall advise the Board on all matters pertaining to social activities and events of the Association and shall perform such other functions as the Board, in its discretion, determines. The Social Committee shall be responsible to the Vice-President of Membership of the Board.

Section 4. The Maintenance Committee shall advise the Board on all matters pertaining to the maintenance and improvement of the Common Properties of the Association and shall perform such other functions as the Board, in its discretion, determines. The Maintenance Committee shall be responsible to the Vice-President of the Board.

Section 5. The Membership Relations Committee shall inform the members of all activities and functions of the Association and shall, after consulting with the Board, make such public releases and announcements 'as are in the 'best interest of the Association. These shall include, but not be limited to, welcoming new members to the Association and maintaining and publishing a directory of membership in the Association. The Membership Relations Committee shall also perform such other functions as the Board, in its discretion, determines. The Membership Relations Committee shall be responsible to the Vice-President of Membership of the Board.

Section 6. With exception of the Nominations Committee, the Architectural Control Committee and the Finance Committee, each committee shall have the power to appoint a sub-committee from among its membership and may delegate to any such sub-committee any of its power, duties and functions provided it has a majority approval of the Board.

Section 7. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such committee, director or officer of the Association as is further concerned with the matter presented.

Section 8. It shall be the responsibility of each committee to recommend any budget requirements to the Treasurer.

Article XV - Meetings of Members

Section 1. The annual meeting of the members shall be held on the third Wednesday of the month of , September in each year, at the hour of 7:00 o'clock P.M. The Board may change the date and/or time of the meeting for the convenience of the membership, and notice of the new meeting date and/or time shall be given to the members in accordance with Section 3 of this Article.

Section 2. Special meetings of the members for any purpose may be called at any time by the President, the Vice-President of Membership, or the Treasurer, or by any two (2) or more members of the Board, or upon written request of one third (1/3) of the members who have a right to vote of all the votes of the entire membership.

Section 3. Notice of any annual or special meeting shall be given to the members by the Secretary. Notice may be given to the members either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid to their address appearing on the books of the Corporation. Each member shall register their address with the Secretary, and notices of meetings shall be mailed to them at such address. Notice of any meeting annual or special shall be mailed at least six (6) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided however, that if the business of any meeting shall involve an election governed in Article X or any action governed by the Articles of Incorporation or by the Covenants applicable to Existing Properties, notice of such meeting shall be given or sent as therein provided.

Section 4. The presence at a meeting of members entitled to cast, or of proxies entitled to cast, at least one fifth (1/5) of the vote of single family residence, of the owners of vacant lots, or of the owners of undeveloped acreage shall constitute a quorum for any action governed by these By-Laws. Any action governed by the Articles of Incorporation or by the Covenants shall require a quorum as therein provided.

Article XVI - Proxies

Section 1. At all meetings of the members, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the member of his/her home or interest in Existing Properties. '

Article XVII - Books and Papers

Section 1. The books, records, and papers of the Association, shall by prior written request to the Board, be subject to the inspection of any member during reasonable business hours.

Article XVIII - Board of Directors Indemnification

Section 1. The corporation shall indemnify each of its directors and officers who was or is a party or is threatened to be made a party to any anticipated, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he/she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding had no cause to believe his conduct was unlawful.

Section 2. Except as provided herein below, any such indemnification shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the director or officer is proper in the circumstances because he/she has met the applicable standard of conduct set forth above. Such indemnification shall be made: (a) by the Board by a majority vote of a quorum of directors who are not parties to such action, suit, or proceeding; or (b) by the members of the corporation.

Section 3. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action or proceeding if authorized by the Board or the members upon receipt of a written statement by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the corporation.

Section 4. To the extent that a director or officer has been successful on the merits or otherwise in defense of any action, 'suit, or proceeding referred to above or any claim, ' issue or matter therein, he/she shall be indemnified against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him/her in connection therewith without any further determination that he/she has met the applicable standard of conduct set forth above.

Section 5. The foregoing indemnification provision shall apply to any former director or officer of the corporation whose term of office, has expired to the extent that the act or omission is the subject of any suit or proceeding as described in Section 1 of the Article occurred while such person was acting in the official capacity as a Director or Officer of the Association.

Article XIX - Items Prohibited in Existing Properties

Section 1. Inasmuch as the membership of the Association holds that the primary function and responsibility of the Board is to protect the value of Existing Properties, the following items, in addition to those specified in the Covenants, are therefore considered a nuisance and expressly forbidden and prohibited within Existing Properties, as described in Article II of the Covenants:

(i) Any broadcast transmission or receiving antenna of any kind, including but not limited to those currently known as "satellite dishes" (greater than 18" in diameter). Actual placement and/or location of an 18' or less satellite dish on any lot is strictly subject to the prior written approval of the Architectural Control Committee or the Board.

Section 2. The Board has the specific and sole discretion and authority to make conclusive determination as to structure or other items within Existing Properties, not specifically mentioned in Section 1 of this Article or within the Covenants recorded with the Jefferson County Court Clerk, as to what constitutes a nuisance(s) for the purpose of the prohibition contained in this Article. The specific nature of this Article and the Covenants shall not be construed as containing an exclusive list of those nuisance structures or other items within Existing Properties.

Article XX - Membership Dues and Assessments

Section 1. The Association by and through the Board shall from time to time determine a need to (a) increase the membership dues but not in excess of the increase provided for in the Covenants, Article IV, Section 6.

Article XXI - Effect Of Nonpayment of Dues, Assessments, and Maintenance Reimbursements:

Remedies of the Association

Section 1. It shall be the responsibility of the member to pay all regular dues and assessments and to pay any maintenance reimbursements owed to the Association by the due dates as provide in the Article II, Section 6 and Article N, Section 4, 6, 7,8, and 9 of the Covenants.

Section 2. Should any member or members fail to timely pay dues, assessments, or maintenance reimbursements, such member or members shall be responsible for the payment of a late charge equal to one half times the amount of the delinquent dues, assessments or maintenance reimbursements for each Lot owned by said member or members. Said late charge shall be a charge on the land and shall be a continuing lien upon the property against which each such dues, assessment, or maintenance reimbursement is made. Such late charge shall further be the personal obligation of the person who was the owner of such Lot or Lots at the time when the dues, assessments, or maintenance reimbursements became due. **Such late charge shall bear the interest at the rate of Twelve Percent (12%) per annum from the date same takes effect until paid.**

Section 3. Remedies of the Residents Association shall be in accordance with Article IV, Section 4 of the Covenants.

Article XXII - Amendment of Bylaws

Section 1. These By-Laws may be amended, at a annual or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, provided that those provisions of these By-Laws which are governed by the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Covenants applicable to Existing Properties, may not be amended except as provided in such Covenants.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the By-Laws shall control; and in the case of any conflict between the Covenants applicable to Existing Properties referred to in Section I of these By-Laws, the By-Laws shall control.

Article XXIII - Severability

Section 1. In the event that any provision of these By-Laws of the application hereof is deemed invalid, unlawful, or unenforceable, such invalidity, unlawfulness or unenforceability shall not affect any other provision of these By-Laws or applications hereof which can be given effect in the absence of the invalid provision or application, and to this end, the provisions of these By-Laws are declared severable.

Article XXIV -Fiscal Year

Section 1. The Fiscal Year of the Association shall commence on January 1 and end on December 31.