

***AMENDED AND RESTATED***  
***CODE OF BY-LAWS***  
***OF***  
***COUNTRY CLUB ESTATES***  
***HOMEOWNER'S ASSOCIATION, INC.***

Adopted  
Date: June 28, 2007

Rec'd  
4/30/14  
BWB

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***ARTICLE 1***

***Identification and Applicability***

Section 1.1. Identification and Adoption. These By-Laws are adopted subject to that Declaration of Covenants, Conditions and Restrictions for Country Club Estates, a Planned Unit Development ("Declaration"), as recorded on December 8, 1992, in Miscellaneous Drawer 24, as Instrument No. 18316, in the Recorder's Office of Clark County, Indiana, and as amended by the First Amendment to Declaration of Covenants, Conditions and Restrictions as recorded on June 21, 1994, in Miscellaneous Drawer 26, Instrument No. 10329, and as amended further from time to time, creating Country Club Estates. Country Club Estates Homeowner's Association, Inc. (the "Corporation") constitutes "Association A," as defined in the Declaration. The Declaration is incorporated herein by reference, and all of the covenants, rights, restrictions and liabilities therein contained shall apply to and govern the interpretation of these By-Laws. The provisions of these By-Laws shall apply to all of the property described in and affected by the Declaration (the "Property") and the administration and conduct of the affairs of the Corporation. The definitions and terms as defined and used in the Declaration shall have the same meaning in these By-Laws and reference is specifically made to Article One of the Declaration containing definitions of terms.

Section 1.2. Individual Application. Every person or entity who is an Owner (as defined in Article One, Section 6 of the Declaration) of a Lot or Unit in Country Club Estates shall be a Member of the Corporation.

***ARTICLE 2***

***Meeting of Corporation***

Section 2.1. Purpose of Meetings. At least annually, and at such other times as may be necessary, a meeting of the Owners shall be held for the purpose of electing the Board of Directors of the Corporation, reviewing the annual budget, providing for the collection of annual assessments and special assessments for capital improvements and for such other purposes as may come before the meeting or as may be required by the Declaration, the Articles of Incorporation of the Corporation (the "Articles"), these by-Laws or the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act").

Section 2.2. Annual Meetings. The annual meeting of the Members of the Corporation shall be held on the fourth Thursday in July in each calendar year. At the annual meeting, the

Owners shall (subject to the provisions of Section 3.2 hereof) elect the Board of Directors of the Corporation in accordance with the provisions of these By-Laws and transact such other business as may properly come before the meeting.

Section 2.3. Special Meetings. A special meeting of the Members of the Corporation may be called by the President, by resolution of the Board of Directors or upon a written petition signed by not less than one-fifth of the Corporation's Members. The resolution or petition shall be presented to the President or Secretary of the Corporation and shall state the purpose for which the meeting is to be called. No business shall be transacted at a special meeting except as stated in the petition or resolution.

Section 2.4. Notice and Place of Meetings. All meetings of the Members of the Corporation shall be held at any suitable place in Clark County, Indiana, as may be designated by the Board of Directors. Written notice stating the date, time and place of any meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed by the Secretary of the Corporation to each Member entitled to vote thereat not less than thirty (30) days nor more than sixty (60) days in advance of such meeting. The notice shall be mailed or delivered to the Owners at the addresses of their respective Lots or Units and not otherwise. A copy of each such written notice shall also be delivered or mailed simultaneously by the Secretary of the Corporation to each Mortgagee (a) who requests in writing that such notices be delivered to it, and (b) who has furnished the Corporation with its name and address. Attendance at any meeting in person, by agent or by proxy shall constitute a waiver of notice of such meeting.

Section 2.5. Voting and Conduct of Meetings.

(a) Number of Votes. Each Owner of a Lot or Unit shall be entitled to cast one vote on each matter coming before the meeting at which the Owner is entitled to vote. Lots or Units owned by husband and wife are entitled to one vote.

(b) Multiple Owner. Where the Owner of a Lot or Unit constitutes or consists of more than one person, or is a partnership, there shall be only one voting representative of such Owner entitled to vote. At the time of acquisition of title to a Lot or Unit by a multiple Owner or a partnership, those persons constituting such Owner or the partners shall file with the Secretary of the Corporation an irrevocable proxy appointing one of such persons or partners as the voting representative for such Lot or Unit, which shall remain in effect until all of such parties constituting such multiple Owner or the partners in such partnership designate another voting representative in writing, or such appointed representative relinquishes such appointment in writing, becomes incompetent, dies or such appointment is otherwise rescinded by order of a court of competent jurisdiction or the Owner no longer owns such Lot or Unit. Such appointed voting representative may grant a proxy to another to vote in his/her place at a particular meeting or meetings, pursuant to paragraph (d) of this Section 2.5, which shall not constitute a permanent relinquishment of his/her right to act as voting representative for the Lot or Unit.

(c) Voting by Corporation or Trust. Where a corporation or trust is an Owner or is otherwise entitled to vote, the trustee may cast the vote on behalf of the trust and the

agent or other representative of the corporation duly empowered by the Board of Directors of such corporation may cast the vote to which the corporation is entitled. The secretary of the corporation or a trustee of the trust so entitled to vote shall deliver or cause to be delivered prior to the commencement of the meeting a certificate signed by such person to the Secretary of the Corporation stating who is authorized to vote on behalf of said corporation or trust.

(d) Proxy. An Owner may vote either in person or by his/her duly authorized and designated attorney-in-fact. Where voting is by proxy, the Owner shall duly designate his/her attorney-in-fact in writing, delivered to the Secretary of the Corporation prior to the commencement of the meeting.

(e) Quorum. Except where otherwise expressly provided in the Declaration, the Articles, these By-Laws, or the Act, the Owners representing one-third (1/3) of all of the total number of votes entitled to be exercised shall constitute a quorum at all meetings. The term majority of Owners as used in these By-Laws, shall mean the Owners entitled to more than fifty percent (50%) of the total number of votes entitled to be cast at a meeting at which a quorum is present. In the event any action authorized by Article Three, Section 3 or 4 of the Declaration is to be taken at such meeting, the Owners representing a majority of Members of the Corporation shall constitute a quorum.

(f) Conduct of Annual Meeting. the President of the Corporation shall act as the Chairman of all annual meetings of the Corporation if he is present. At all annual meetings, the Chairman shall call the meeting to order at the duly designated time and business will be conducted in the following order:

(1) Reading of Minutes. The Secretary shall read the minutes of the last annual meeting and the minutes of any special meeting held subsequent thereto, unless such reading is waived by the majority of Owners.

(2) Treasurer's Report. The Treasurer shall report to the Owners concerning the financial condition of the Corporation and answer relevant questions of the Owners concerning the Common Expenses and financial report for the prior year and the proposed budget for the current year.

(3) Budget. The budget for the current fiscal year shall be presented to the Owners for review.

(4) Election of Board of Directors. Nominations for the Board of Directors may be made by any Owner from those persons eligible to serve. Such nominations must be in writing and presented to the Secretary of the Corporation at least seven (7) days prior to the date of the annual meeting. Voting for the Board of Directors will be by paper ballot. The ballot shall contain the name of each person nominated to serve as a Board member. Each Owner may cast the total number of votes to which he/she is entitled for as many nominees as are to be elected; however, he/she shall not be entitled to cumulate his/her votes. Those

persons receiving the highest number of votes shall be elected. Each voting Owner shall sign his/her ballot.

(5) Other Business. Other business may be brought before the meeting only upon a written request submitted to the Secretary of the Corporation at least seven (7) days prior to the date of the meeting; provided, however, that such written request may be waived at the meeting if agreed by the majority of Owners.

(6) Adjournment.

(g) Conduct of Special Meeting. The President of the Corporation shall act as Chairman of any special meetings of the Corporation if he is present. The Chairman shall call the meeting to order at the duly designated time and the only business to be considered at such meeting shall be in consideration of the matters for which such meeting was called, as set forth in the notice of such special meeting.

### ***ARTICLE 3***

#### ***Board of Directors***

Section 3.1. Management. The affairs of the Corporation shall be governed and managed by the Board of Directors (herein collectively called "Board" or "Directors" and individually called "Director"). The initial Board of Directors shall be composed of seven (7) persons. Two Directors elected shall be an Owner in Association C and five Directors shall be elected at large from the general Membership of Association A. No person shall be eligible to serve as a Director unless he/she is, or is deemed in accordance with the Declaration, the Articles or the Act to be, an Owner.

Section 3.2. Additional Qualifications. Where an Owner consists of more than one person or is a partnership, corporation, trust or other legal entity, then one of the persons constituting the multiple Owner, or a partner or an officer or trustee shall be eligible to serve on the Board of Directors, except that no single Lot or Unit may be represented on the Board of Directors by more than one person at a time.

Section 3.3. Term of Office and Vacancy. The Board of Directors shall be elected at each annual meeting of the Corporation. Three Directors shall hold office for a period of one year and four Directors shall hold office for a period of two years, beginning with the election in July, 2007; thereafter all terms shall be for two years. Each Director shall hold office through his/her respective term of election and until his/her successor is elected and qualified. Any vacancy or vacancies occurring in the Board shall be filled by a vote of a majority of the remaining Directors or by vote of the Owners if a Director is removed in accordance with Section 3.4 of this Article 3. The Director so filling a vacancy shall serve until the next annual meeting of the Members and until his/her successor is elected and qualified.

Section 3.4. Removal of Directors. A Director or Directors may be removed with or without cause by vote of the Owners at a special meeting of the Owners duly called and constituted for such purpose. In such case, his/her successor shall be elected at the same meeting

from eligible Owners nominated at the meeting. A Director so elected shall serve until the next annual meeting of the Owners and until his/her successor is duly elected and qualified.

Section 3.5. Duties of the Board of Directors. The Board of Directors shall provide for the administration of the Corporation, the maintenance, upkeep and replacement of all of the Common Area of the Development (as defined in the Declaration) (unless the same are otherwise the responsibility or duty of Owners of a Lot or Unit), and the collection and disbursement of the annual and special assessments. The Board may, on behalf of the Corporation, employ a reputable and recognized professional property management agent (herein called the "Managing Agent") upon such terms as the Board shall find, in its discretion, reasonable and customary. The Managing Agent shall assist the Board in carrying out its duties, which include, but are not limited to:

- (a) protection, surveillance and replacement of the Common Area, unless the same are otherwise the responsibility or duty of Owners of a Lot or Unit; provided, however, that this duty shall not include or be deemed or interpreted as a requirement that the Corporation, the Board or any Managing Agent must provide any on-site or roving guards, security services or security system for protection or surveillance, and the same need not be furnished;
- (b) procuring of utilities used in connection with Country Club Estates, removal of garbage and waste, and snow removal from Common Area;
- (c) landscaping, painting, decorating, furnishing, maintenance and upkeep of Common Area;
- (d) surfacing, paving and maintaining private streets, parking areas and sidewalks to the extent the same are part of Common Area;
- (e) assessment and collection from the Owners of the Owners' share of the annual and special assessments to which the Corporation is entitled under the Declaration, the Articles, these by-Laws or the Act;
- (f) preparation of and approval of the proposed annual budget, a copy of which will be mailed or delivered to each Owner in January of each year;
- (g) preparing and delivering annually to the Owners a full accounting of all receipts and expenses incurred in the prior year; such accounting shall be delivered to each Owner simultaneously with delivery of the proposed annual budget for the current year;
- (h) keeping a current, accurate and detailed record of receipts and expenses incurred in the prior year; such accounting shall be delivered to each Owner simultaneously with delivery of the proposed annual budget for the current year;
- (i) procuring and maintaining for the benefit of the Owners, the Corporation and the Board the insurance coverages required under the Declaration and such other insurance coverages as the Board, in its sole discretion, may deem necessary or advisable.



Section 3.6. Powers of the Board of Directors. The Board of Directors shall have such powers as are reasonable and necessary to accomplish the performance of their duties. These powers include, but are not limited to, the power:

- (a) to employ a Managing Agent to assist the Board in performing its duties;
- (b) to purchase for the benefit of the Owners such equipment, materials, labor and services as may be necessary in the judgment of the Board of Directors;
- (c) to employ legal counsel, architects, contractors, accountants and others as in the judgment of the Board of Directors may be necessary or desirable in connection with the business and affairs of the Corporation;
- (d) to employ, designate, discharge and remove such personnel as in the judgment of the Board of Directors may be necessary for the maintenance, upkeep, repair and replacement of Common Area;
- (e) to include the costs of all of the above and foregoing Common Area expenses and to pay all of such costs therefrom;
- (f) to open and maintain a bank account or accounts in the name of the Corporation;
- (g) to adopt, revise, amend and alter from time to time rules and regulations with respect to use, occupancy, operation and enjoyment of the Property; and
- (h) such other rights that are granted to the Corporation in the Declaration, the Articles, these By-Laws or the Act.

Section 3.7. Compensation. No Director shall receive any compensation for his/her services as such except to such extent as may be expressly authorized by a vote of the Owners. The Managing Agent shall be entitled to reasonable compensation for his/her services, the cost of which shall be a common expense.

Section 3.8. Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. The Secretary shall give notice of regular meetings of the Board to each Director personally or by United States mail at least five (5) days prior to the date of such meeting.

Special meetings of the Board may be called by the President or any two members of the Board. The person or persons calling such meeting shall give written notice thereof to the Secretary who shall either personally or by mail, and at least three (3) days prior to the date of such special meeting, give notice to the Board members. The notice of the meeting shall contain a statement of the purpose for which the meeting is called. Such meeting shall be held at such place and at such time within Clark County, Indiana, or any of the contiguous counties, as shall be designated in the notice.

Section 3.9. Waiver of Notice. Before any meeting of the Board, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. The presence of any Director at a meeting or his/her subsequent consent to the actions taken thereat, shall, as to such Director, constitute a waiver of notice of the time, place and purpose thereof. If all Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 3.10. Quorum. At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business and the votes of the majority of not less than four (4) of the Directors present at a meeting at which a quorum is present shall be the decision of the Board.

Section 3.11. Non-Liability of Directors. The Directors shall not be liable to the Owners or any other persons for any error or mistake of judgment exercised in carrying out their duties and responsibilities as Directors, except for their own individual willful misconduct, bad faith or gross negligence. The Corporation shall indemnify and hold harmless and defend each of the Directors against any and all liability to any person, firm or corporation arising out of contracts made by the Board on behalf of the Corporation, unless any such contract shall have been made in bad faith or contrary to the provisions of the Declaration or By-Laws. It is intended that the Directors shall have no personal liability with respect to any contract made by them on behalf of the Corporation and that in all matters the Board is acting for and on behalf of the Owners as their agent. Every contract made by the Board or the Managing Agent on behalf of the Corporation shall provide that the Board of Directors and the Managing Agent, as the case may be, are acting as agent for the Owners and shall have no personal liability thereunder, except in their capacity as Owners (if applicable).

Section 3.12. Additional Indemnity of Directors. The Corporation shall indemnify, hold harmless and defend any person, his/her heirs, assigns and legal representatives, made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except as otherwise specifically provided herein in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director is liable for gross negligence or misconduct in the performance of his/her duties. The Corporation shall also reimburse to any such Director the reasonable costs of settlement of or judgment rendered in any action, suit or proceeding, if it shall be found by the majority of the Owners that such Director was not guilty of gross negligence or misconduct. In making such findings and notwithstanding the adjudication in any action, suit or proceeding against a Director, no Director shall be considered or deemed to be guilty of or liable for negligence or misconduct in the performance of his/her duties where, acting in good faith, such Director relied on the books and records of the Corporation or statements or advice made by or prepared by the Managing Agent of the Corporation or any officer or employee thereof, or any accountant, attorney or other person, firm or corporation employed by the Corporation to render advice or service unless such Director had actual knowledge of the falsity or incorrectness thereof; nor shall a Director be deemed guilty of or liable for negligence or misconduct by virtue of the fact that he/she failed or neglected to attend a meeting or meetings of the Board of Directors.

Section 3.13. Bond. The Board of Directors may require the Managing Agent, Treasurer and such other officers as the Board deems necessary to provide surety bonds, indemnifying the Corporation against larceny, theft, embezzlement, forgery, misappropriation, wrongful abstraction, willful misapplication, such other acts of fraud or dishonesty, in such sums and with such sureties as may be approved by the Board of Directors and any such bond shall specifically include protection for any insurance proceeds received for any reason by the Board. The expense of any such bonds shall be a common expense.

#### **ARTICLE 4**

##### ***Officers***

Section 4.1. Officers of the Corporation. The principal officers of the Corporation shall be the President, Vice President, Secretary and Treasurer, all of whom shall be elected by the Board. The Directors may appoint an Assistant Treasurer and an Assistant Secretary and such other officers as in their judgment may be necessary. Any two or more offices may be held by the same person, except that the duties of the President and Secretary shall not be performed by the same person.

Section 4.2. Election of Officers. The officers of the Corporation shall be elected annually by the Board at the initial meeting of each new Board. Upon an affirmative vote of a majority of all members of the Board, any officer may be removed either with or without cause and his/her successor elected at any regular meeting of the Board or at any special meeting of the Board called for such purpose.

Section 4.3. The President. The President shall be elected from among the Directors and shall be the chief executive officer of the Corporation. He/She shall preside at all meetings of the Corporation and of the Board, shall have and discharge all the general powers and duties usually vested in the office of president or chief executive officer of an association or a stock corporation organized under the laws of Indiana, including, but not limited to, the power to appoint committees from among the Owners as he/she may deem necessary to assist in the affairs of the Corporation and to perform such other duties as the Board may from time to time prescribe.

Section 4.4. The Vice President. The Vice President shall be elected from among the Directors and shall perform all duties incumbent upon the President during the absence or disability of the President. The Vice President shall also perform such other duties as these By-Laws may prescribe or as shall, from time to time, be imposed upon him/her by the Board or by the President.

Section 4.5. The Secretary. The Secretary shall be elected from among the Directors. The Secretary shall attend all meetings of the Corporation and of the Board, shall keep or cause to be kept a true and complete record of the proceedings of such meetings and shall perform all other duties as from time to time may be prescribed by the Board. The Secretary shall specifically see that all notices of the Corporation or the Board are duly given, mailed or delivered, in accordance with the provisions of these By-Laws.

Section 4.6. The Treasurer. The Board shall elect from among the Directors a Treasurer who shall maintain a correct and complete record of account showing accurately at all times the financial condition of the Corporation and who shall perform such other duties incident to the office of Treasurer. He/She shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into possession of the Corporation. He/She shall immediately deposit all funds of the Corporation coming into his/her hands in some reliable bank or other depository to be designated by the Board and shall keep such bank account or accounts in the name of the Corporation. The Treasurer may permit a Managing Agent to handle and account for monies and other assets of the Corporation to the extent appropriate as part its duties.

Section 4.7. Assistant Officers. The Board of Directors may, from time to time, designate and elect from among the Owners an Assistant Secretary and an Assistant Treasurer who shall have such powers and duties as the officers whom they are elected to assist shall delegate to them and such other powers and duties as these By-Laws or the Board of Directors may prescribe.

## ***ARTICLE 5***

### ***Assessments***

Section 5.1. Assessments. Assessments shall be calculated, collected and enforced in accordance with the provisions of Article Three of the Declaration.

## ***ARTICLE 6***

### ***Contracts, Loans, Checks, and Deposits***

Section 6.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 6.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6.3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

Section 6.4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the board of Directors may select.

## **ARTICLE 7**

### ***Amendment to By-Laws***

Section 7.1. Amendments. Subject to any contrary, overriding or superseding provisions set forth herein, the Articles or in the Declaration, these By-Laws may be amended by a vote of two-thirds of the Board of Directors and approved by a majority of Owners attending the annual or special meeting.

## **ARTICLE 8**

### ***Miscellaneous***

Section 8.1. Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January in each year and end on the 31st day of December next following.

Section 8.2. Personal Interests. No member of the Corporation shall have or receive any earnings from the Corporation, except a Member who is an officer, director or employee of the Corporation may receive fair and reasonable compensation for his/her services as officer, director or employee, and a Member may also receive principal and interest on monies loaned or advanced to the Corporation as provided in the Statute.

Section 8.3. Declaration Controls. In the event of an irreconcilable conflict between the provisions of these By-Laws and the Declaration, the Declaration shall control and the Board of Directors, upon determining the existence of any such conflict, shall have authority to amend these By-Laws to comport with the Declaration.

