

**FIRST AMENDMENT OF THE BYLAWS OF
VANCE TOWNHOUSE CONDOMINIUM ASSOCIATION**

(Approved on Feb. 2, 2006)

The unsigned Bylaws dated 1979 of the Vance Townhouse Condominium Association are hereby ratified, except where deleted or superseded herein, and are further amended as follows:

The following supersedes Section 2.5:

2.5. Member/Owner meeting proxies, votes, and ballots. Votes may be cast in person or by proxy. Proxies shall be in writing, signed, and dated. Proxies must be filed with the Secretary before the appointed time of each meeting.

- 2.5.1. Proxies are not valid if obtained through fraud;
- 2.5.2. The Association may reject votes, ballots, or proxies if the person tabulating votes has reasonable basis to doubt their validity;
- 2.5.3. The person who rejects a vote, ballot, or proxy is not subject to damages;
- 2.5.4. All actions of the Association regarding such rejections are valid unless a court determines otherwise;
- 2.5.5. On any motion before the meeting, if one member requests a secret ballot, then the vote on the motion shall be by secret ballot.

The title of Section 3.5 is changed to read:

3.5. Notice of Meetings of Association Members.

Add the following at the end of Section 3.5:

In addition to first class mail or hand delivery, notices of member/owner meetings shall be provided as follows:

The Association will post notices on its website when the website is available and email owners who request email notice at the email addresses they provide to the Association. Notices of meetings of members/owners will be physically posted in a conspicuous place, if feasible.

4.15. Open Meetings.

- 4.15.1. Meetings of the Association members (sometimes referred to as owners) and the Board are open to all members of the Association or to any person designated in writing by the Association member as the member's representative, subject to such reasonable restrictions for cause on voting, such as an Association member's failure to pay assessments, as may be stated in the governing documents.
- 4.15.2. Association members or their representatives are allowed to listen to Board meetings and are allowed to speak before the Board takes formal action on an item under discussion, at the designated time in the Board meeting agenda, in accordance with reasonable time restrictions set by the Board.
- 4.15.3. Association members shall not interrupt or participate in the Board's deliberations during the actual Board meeting among the members of the Board (sometimes referred to as Directors).
- 4.15.4. The Board may hold an executive or closed-door session and may restrict attendance to Board members and such other persons requested by the Board during a regular or specially announced meeting or part thereof. The matters to be discussed at such an executive session shall include only the matters enumerated in the following subparagraphs:
 - 4.15.4.1. Matters pertaining to employees of the Association or the managing agent's contract or involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee of the Association;
 - 4.15.4.2. Consultation with legal counsel concerning disputes that the subject of pending or imminent court proceedings or matters that are privileged or confidential between attorney and client;
 - 4.15.4.3. Investigative proceedings concerning possible or actual criminal misconduct;
 - 4.15.4.4. Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure;
 - 4.15.4.5. Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy.
 - 4.15.4.6. Review of or discussion relating to any written or oral communication from legal counsel.
- 4.15.5. Prior to the time the members of the Board or any committee thereof convene in executive session, the chair of the body shall announce the general matter of discussion as enumerated in subparagraphs 4.15.4.1 to 4.15.4.6 above.

- 4.15.6. No rule or regulation of the Board or any committee shall be adopted during an executive session. A rule or regulation may be validly adopted only during a regular or special meeting or after the body goes back into regular session following an executive session.
- 4.15.7. The minutes of all meetings at which an executive session was held shall indicate that an executive session was held and the general subject matter of the executive session.

Section 7.8.1 is deleted.

Section 8 is superseded by the following:

AMENDMENT

These Bylaws may be amended by a majority vote of a quorum of the Board at any regular or special meeting of the Board.

Add at the end of Section 12.

Board – Conflicts of Interest. If any contract, decision, or other action taken by or on behalf of the Board would financially benefit any member of the Board or any person who is a parent, grandparent, spouse, child, or sibling of a member of the Board or a parent or spouse of any of these persons, that member of the Board shall declare a conflict of interest for that issue. The member of the Board shall declare the conflict of interest in an open meeting, prior to any discussion or action on that issue. After making such declaration, the member of the Board may participate in the discussion but shall not vote on that issue. Any contract entered into in violation of this Bylaw provision is void and unenforceable.

This First Amendment of the Bylaws was adopted by 75 percent of the owners by written ballot on Feb. 2, 2006.

ATTEST:

Helen Gross

Secretary