

BYLAWS
of
LAKE VIEW ESTATES VENTURE HOMEOWNERS ASSOCIATION

A Corporation Not For Profit
(Amended May 2024, May 2025)

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ARTICLE I

DEFINITIONS

Section 1. – **“Board”** shall mean the administrative Board of Directors of the Association.

Section 2. – **“Common Properties”** shall mean the common area, including but not limited to, the parks, swimming pool, commons, streets, and any other properties owned and maintained by the Association for the condo benefit and enjoyment of the residents within the properties. Any reference in the Declaration to ownership of the common area or common properties shall be deemed to refer to the direct ownership which each owner has by virtue of the owners’ membership in the association.

Section 3. – **“ Dwelling Unit”** shall mean individual condominium units and zero lot line townhouse units.

Section 4. – **“Lot”** shall mean any individually platted lot, building site, or land parcel as shown on the record Plat for Lake View Estates Venture and any amendments thereto that are not already included in the definition of Dwelling Unit.

Section 5. – **“Residential Unit”** shall mean each building placed upon a Lot for residential purposes and each Dwelling Unit.

Section 6. – **“Declaration”** shall mean the Declaration of Covenant, Conditions and Restrictions of Lake View Estates Venture and any amendments thereto, as filed for record.

All other capitalized terms not specifically defined herein shall have the definition for such term set forth in the Declaration.

ARTICLE II

LOCATION

The principal office of the Association shall be located at 3150 Lakeside Dr., #101, Grand Junction, Mesa County, Colorado.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

Section 1. – **Membership.** Each record owner of a Dwelling Unit or Lot (“Owner”) shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Dwelling Unit that is subject to assessments. When more than one person holds a fee interest in any Lot or Dwelling Unit, all such persons shall be members.

Section 2. – **Vote.** The Owner, or Owners of any Lot or Dwelling Unit collectively, shall be entitled to one vote for each Lot or Dwelling Unit owned. The vote for any such Lot or Dwelling Unit owned by more than one person shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one Lot or Dwelling Unit.

Section 3. – **Rights Dependent on Payment.** The membership rights of each Owner, including the right of the Owner or the Owner’s delegatee pursuant to Section 2 of Article IV, to use and enjoy the Common Properties, are subject to compliance with the rules and regulations of the Association and (3)

timely payment of all assessments or other charges levied by the Association. The membership rights and privileges of any person against whose property an assessment or other charge has been levied, whether or not such person is personally obligated to pay such assessment, may be suspended for the period during which such account remains delinquent. Upon cure of all outstanding delinquent assessments and other charges, the membership rights and privileges of such Owner shall be restored.

ARTICLE IV

PROPERTY RIGHTS & RIGHTS OF ENJOYMENT OF COMMON PROPERTY

Section 1. – **Compliance.** Each Owner shall be entitled to the use and enjoyment of the Common Properties as provided in the Declaration, subject to such Owner’s continuous compliance with the Bylaws, the Covenants, the Articles of Incorporation, and the Rules of the Association.

Section 2. – **Delegation of Owner’s Rights.** An Owner may delegate to those family members of the Owner or their tenants that reside in such Owner’s Lot or Dwelling Unit the rights to use the Common Properties and recreation facilities. Such Owner shall notify the Association of every family member or tenant delegated such rights by completing the Association Registration Form. Every person using the facilities will at all times be subject to compliance with the Bylaws, Articles of Incorporation, Declaration, and Rules and Regulations of the Association. Each Owner is responsible, jointly and severally, for the actions and conduct of any other Owner of the same Dwelling Unit or Lot or any delegatee of either’s rights. Any suspension of the rights of an Owner for whatever reason will also suspend the rights of any other Owner of the same Dwelling Unit or Lot and all delegatees of such Owner(s).

Section 3. – **Rules and Restrictions.** In accordance with Article VIII, Section 1, the Board may adopt rules and regulations governing the permissions, restrictions, accesses, fees, and procedures for Owners’ use of the Common Properties such as the pool building, recreational vehicle lot, and other amenities.

ARTICLE V

ASSOCIATION PURPOSES & POWERS

Section 1. **Purposes.** The Association has been organized for the following purposes:

- a. To promote the health, safety and welfare of the residents within the Properties and such additions thereto as may hereafter be brought within the jurisdiction of this corporation by annexation;
- b. To own, acquire, build, operate and maintain recreation parks, swimming pool, commons, streets, footways including buildings, structures, personal properties incident thereto.
- c. To provide repair and maintenance for the Common Properties;
- d. To fix assessments or charges to be levied against the Properties;
- e. To enforce any and all covenants, restrictions, and agreements applicable to the Properties;
- f. To pay taxes, if any, on Common Properties;
- g. To maintain roads, streets, driveways, and parking areas not maintained by governmental authority;
- e. 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 the Properties.

Section 2. **Maintenance of Exteriors.** Each subassociation has certain obligations pursuant to the Declaration and each subassociation’s respective declarations. Pursuant to Article VIII of the (4)

Declaration, the Association has the right to perform exterior maintenance on any Lot or Dwelling Unit in the event such maintenance is not performed by its Owner including any condominium or townhouse subassociation.

Section 3. **Reasonable Notice.** Reasonable notice, for purposes of Article VIII, Section 3, of the Declaration, shall be no less than ten (10) days prior to the Association’s anticipated date of entrance upon any Lot or the exterior of any Dwelling Unit, and reasonable hours shall be from 8:30 A.M. to 5:30 P.M., unless the emergency nature of the situation requires a shorter time or different hours.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. **Number and Term of Directors.** The affairs of the Association shall be managed by a Board of not less than five (5) or more than nine (9) Directors who must be members of the Association in good standing. At each annual meeting, to be held on the first Saturday of the month of December in each year, members shall elect Directors as required. The term for each Director shall be for a period of three years and adjusted so that approximately one-third (1/3), or as close thereto as reasonably possible, of all Directors’ terms expire annually.

Section 2. **Vacancies.** Vacancies in the Board shall be filled by vote of the majority of remaining

Directors. Such appointed Director shall hold such office for the remainder of its then-current term or until a successor Director is elected by the members at a special meeting duly called for that purpose.

Section 3. Removal of Directors. The term of office of any Director shall be declared vacant when such Director ceases to be a member of the Association. Any Director may be removed from their position on the Board in accordance with the following:

a. The members of the Association may remove any Director with or without cause by majority vote of the members cast at a special meeting called for such purpose in accordance with applicable law, the Articles of Incorporation, and these Bylaws, regardless of whether such Director was elected by a vote of the members, appointed by the Board to fill a vacancy, or held such position by any other means.

b. Any Director may be removed with or without cause by a vote of a majority of the remaining Directors at any duly called meeting of the Board held after proper call and notice to all Directors sufficiently stating the purpose thereof and such vote to be held thereon or upon waiver or approval by all Directors.

Any person removed from the Board by any means whatsoever and for whatever purpose is thereafter prohibited from volunteering or being nominated for, or in any way being elected or appointed to, any position on the Board or any committee ~~for the remainder of the term of the seat from which the person was removed and, if such remainder is less than two years, for the subsequent term of such seat.~~ (Changed May 6, 2025 to read: “unless a **unanimous** vote of the current Board allows that person back on the Board”.

Section 4. Compensation. Directors shall not be paid any compensation for their services performed as such Director unless a resolution authorizing such remuneration shall have been adopted by the Association. Directors may be reimbursed for actual expenses incurred in connection with their duties as such Directors. Nothing herein shall prohibit a Director from receiving compensation for performing other services to or for the Association not directly attributed to or arising out of their duties as a Director. **Current Board members (from any of the Associations located in the Lakeside community) can reserve and use the Community and/or Art room’s at no charge, per Board agreement as of the February 9, 2026 LEVHA Board Meeting.** (Updated 2/10/26).

Section 5. Indemnification. Directors, and any manager, employee or officer of the Association, shall be indemnified by the Association against all expenses and liabilities, including attorney’s fees, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of being or having acted in such capacity on behalf of the Association; provided that, any indemnification does not apply if such person is adjudged guilty of willful or knowingly negligent misconduct in the performance of their duties. In the event of a settlement approved by the Board in the best interest of the Association, the indemnification herein shall apply. The foregoing rights of indemnification shall be in addition to and exclusive of all other rights to which such person may be entitled. In the event any such party is entitled to indemnification hereunder, the Board, or remaining Directors in the case of an indemnified Director, will reasonably select qualified counsel for representing such indemnified party in their sole and absolute discretion. If an indemnified party elects to retain separate counsel other than counsel retained by the Board, such indemnified party will be solely responsible for the cost, expense, and other obligation owed for such separate counsel.

ARTICLE VII

ELECTION OF DIRECTORS: NOMINATING COMMITTEE ELECTION COMMITTEE

Section 1. Votes Required. Election to the Board shall be by written ballot as hereinafter provided. At such election, the members or their proxies may cast as many votes as they are entitled to exercise under the provisions of the Declaration with respect to each vacancy. The persons receiving the largest

number of votes shall be elected.

Section 2. **Ballots.** All elections to the Board shall be made on written ballot that also include:

- a. a description of the vacancies to be filled;
- b. sets forth the names of those nominated by the Nominating Committee for such vacancies; and
- c. contains a space for a write-in vote by the members for each vacancy.

Such ballot shall be prepared by the Secretary and a sample posted in the Association office at least fourteen (14) days in advance of the date set forth therein for the vote.

Section 3. **Voting Procedure.** At any annual meeting or any special meeting, at which there is to be a vote of the members, those members intending to vote shall register before the meeting. Any member holding proxies shall register those proxies at such time. All proxies shall be subject to verification at registration. The Board shall set the time during which registration shall be open, which shall be at least until the time for commencement of the meeting set forth in the notice thereof. Each member shall receive as many ballots as the member has votes. Notwithstanding that a member may be entitled to several votes, the member shall exercise on any one ballot only one vote for each vacancy shown thereon. The Board shall adopt a procedure for casting and counting ballots, which shall reasonably maintain the secrecy of the vote.

Section 4. **Disposition of Ballots.** Pursuant to the LEVHA Policy on Inspection and Copying of Association Records, Article 1, item (v), effective July 8, 2016, ballots and any registration records will be maintained for a period of one year. After one year, the ballots and registration records may be destroyed after recordation of the tallies in the Minutes of the Association has been verified, unless there is a protest of the vote. If there is a protest, the ballots may not be destroyed until after the protest is finally resolved and after the one-year requirement is satisfied.

Section 5. **Organization Meeting.** Within a period of ten (10) days following the election of new Directors, a Board meeting shall be held at a time and place fixed by the Board during which officers of the Association shall be elected as provided for in Article X, section 2 hereof.

ARTICLE VIII

POWERS & DUTIES OF THE BOARD OF DIRECTORS

Section 1. **Powers.** The Board shall have the 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-fourth (1/4) of the voting membership, as provided in Article XII, Section 2;
- b. To appoint and remove at its pleasure, all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bonds as it may deems expedient; provided that, nothing contained in these Bylaws shall be construed to prohibit the employment of any member, officer or Director of the association in any capacity whatsoever;
- c. To establish, levy and collect the assessments as are provided for in the Declaration;
- d. To adopt and publish rules and regulations governing the use of the Common Properties and the personal conduct of the members and their family, tenants, invitees, and guests, thereon;
- e. To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved specifically to the members by the Declaration or the Articles of Incorporation;
- f. To declare, at the sole option of the Board, the office of any Director to be vacant in the event that such Director is absent from three (3) consecutive regular meetings of the Board, and such action may be so taken at the meeting following the third consecutive absence of such Director;
- g. To employ the services of a manager and /or agent, to delegate to such manager any of the

duties, powers or authorities of the Board.

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

a. To carry on the duties of the Association and manage the affairs of the entire project known as "Lake View Estates Venture Homeowners Association".

b. To cause to be kept an accurate and complete accounting systems including for an operating cash account and a reserve fund. Reserve fund monies shall be used for capital expenditures only as defined in the reserve items policy.

c. To cause to be kept a complete record of all its accounts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any duly called special meeting.

d. Employ a certified public accountant who is not a member of the Association for: preparation of the annual corporate federal and state income tax returns and final year-end adjustments; for a CPA comprehensive review of the financial statements (usually every other year); for periodic review of the financial statements if questions or problems arise in the normal course of business; and for an audit if deemed necessary by the Board.

e. Assure that the manager and secretary/bookkeeper are bonded to an amount of not less than \$50,000.

f. To designate, remove and supervise all officers, agents and employees of the Association, and to see that their duties are properly performed.

(7)

g. As more fully provided in the Declaration:

1. To fix the amount of the assessments against each Lot or Dwelling Unit for each assessment period at least thirty (30) days in advance of the due date for the same;

2. To prepare a roster of the properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member during reasonable hours;

3. To send written notice of each assessment to every Owner subject thereto;

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

Section 3. – **Assessment.** The Board shall fix the annual assessment within the maximum allowed by the Declaration at the time it approves the budget, but no less than thirty (30) days before the due date of the first monthly installment. The Board, in its sole discretion, may raise or lower an annual assessment at any time during the year within that maximum. The Board shall base the amount of the assessment on the budget, taking into account past deficits or surplus, present and future expenses, a reasonable amount for present and future reserves, and any other factor the Board deems relevant and advisable.

Section 4. – **Additions to Assessment.** Any amounts which may be added to an Owner's annual assessment pursuant to Article VIII of the Declaration need not be amortized, but may be assessed as due and payable in full with the next monthly installment of the Owner's annual assessment.

Section 5. – **Delinquency and Collection.** The Board shall establish and amend from time to time a policy and procedures for collection of unpaid assessments including the imposition of late fees and interest for any past due assessment payments in accordance with applicable law.

Section 6. – **Attorney's Fees.** In the event that the Board retains an attorney to collect any delinquent assessment permitted by applicable law or to enforce any of the obligations of a member, as set forth in the Declaration, Articles of Incorporation, or these Bylaws, the non-complying Member shall pay all costs incurred, including reasonable attorney fees and other collection costs.

Section 7. – **Lien for Assessments.** All sums assessed for either annual or special assessments to any Lot or Dwelling Unit, together with delinquency charges and costs of collections, including reasonable

attorney fees, is secured by a lien on such property in favor of the Association. Such lien shall be superior to all other liens and encumbrances except as proscribed by applicable law or the Declaration.

ARTICLE IX

DIRECTORS' MEETINGS

Section 1. **Monthly Meetings.** A regular meeting of the Board shall be held at least once each month at a time and place as determined by the Board.

Section 2. **Notice.** Notice to the Directors of such regular meetings need not be given. Notice of the time and place of such regular meetings shall be posted at the Association office as soon as practicable after the same are determined, but the failure to post such notice shall not in any way affect the validity of any action taken at the meeting.

(8)

Section 3. **Special Meetings.** Special meetings of the Board may be called by any officer of the Association or by any two (2) Directors after not less than three (3) days notice to each Director, subject to waiver of notice provided below.

Section 4. **Waiver of Notice.** The transaction of any business at any meeting of the Board, however called or 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 or if Directors sufficient to constitute a quorum are either present or execute a written waiver of notice, consent to the holding of such meeting, and approve of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records and made a part of the minutes of the meeting. A director's attendance at or participation in a meeting waives any required notice to that Director of the meeting.

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

ARTICLE X

OFFICERS

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

Section 2. **Election.** The officers shall be chosen by a majority vote of the Board and shall hold office at the pleasure of the Board.

Section 3. **President.** The President shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out and shall sign all notes, leases, mortgages, deeds, and all other written instruments on behalf of the Association.

Section 4. **Vice President.** The Vice President shall perform all of the duties of the President in the President's absence or inability or refusal to act as President.

Section 5. **Secretary.** The Secretary shall perform the following duties: record all votes and keep the minutes of all proceedings in a book to be kept for that purpose; keep the records of the Association; keep a list of the members of the Association, together with their addresses as registered by such members in a book to be kept for that purpose; and shall perform other duties as are required by the Board. Together with the Treasurer, the Secretary will oversee the duties of any secretary/bookkeeper as outlined in the job description for such position.

Section 6. **Treasurer.** The Treasurer shall serve to monitor and provide oversight for all of the financial activities of the Association, including but not limited to:

- a. Monitoring the amount and pattern of income and expense and their relationship to the approved budget.
- b. Reporting, at least monthly, to the Board on the overall financial status of the Association.
- c. Reviewing and approving all documents where the signature of the Secretary is required by law.
- d. Serving as ex-officio member of the Finance Committee and Reserve Fund Committee.
- e. Overseeing the preparation of the annual budget.

Section 7. **Authorization to Sign Checks.** All Checks of the Association shall be signed by two (2) Directors, one of whom should be the Treasurer if available. Any duly elected Director, during their (9) tenure, shall have authority to co-sign checks on behalf of the Association, as authorized by the Board. This authority may be limited by any banking association to those individuals actually endorsed on the bank account authorization. This authority does not extend to any authorization to sign notes on behalf of the Association.

ARTICLE XI

COMMITTEES

Section 1. **Committees.** Unless otherwise provided herein, each committee may consist of a chairman and two (2) or more members and shall include a member of the Board for Board contact. The committees shall be appointed by the Board within sixty (60) days after each annual meeting to serve until their successors are appointed after the next annual meeting and such appointments shall be announced as soon as practical. All committee members are appointed at the pleasure of the Board, and committees act in an advisory capacity to the Board. Decisions are made by the Board. The Board may appoint such other committees as it deems desirable and necessary. Each area of Lakeside—Christianna, Appleridge, Terrace, and the group consisting of all other Owners not part of any of the foregoing subassociations—shall have, insofar as possible, at least one representative on each committee. Committees of the Association may consist of, but are not limited to, any of the following:

- a. Architectural Control Committee
- b. Bylaws Committee
- c. Grounds Committee
- d. Pool and Recreation Committee
- e. Reserve Fund Committee
- f. Social and Welcoming Committee
- g. Budget Committee

Section 2. **Architectural Control Committee.** The Architectural Control Committee has the duties and functions described in the Declaration and shall adopt rules and procedures to effectuate the same. Additionally, it shall monitor any proposals, programs, or activities that may adversely affect residential value of the Properties and advise the Board regarding the Association's action on such matters.

Section 3. **Bylaws Committee.** Submits proposed bylaw updates, amendments, resolutions to the Board for approval. Disseminates approved changes to membership.

Section 4. **Grounds Committee.** Working with annual operating budget and with Association's grounds staff, advises and recommends proposed landscape maintenance and beautification plans to Board for approval and implements and monitors approved projects.

Section 5. **Pool and Recreation Committee.** Advises the Board on matters that pertain to the operation, maintenance, and budget of the pool complex, the recreation room, the RV lot, and the art room.

Section 6. **Reserve Fund Committee.** Monitors reserve fund expenditures for compliance. Monitors fund level for prudent reserve. Reviews investments and advises the Board. Periodically arranges a professional review of reserve components.

Section 7. **Social and Welcoming Committee.** Plans and implements budgeted and approved social events, including "National Night Out." Welcomes newcomers. Acknowledges through appropriate means, significant events in the lives of members.

(10)

Section 8. **Budget Committee.** Responsible for preparing the annual budget for approval by the Board and presentation to the membership at the annual meeting. The Treasurer and Association Manager shall be members of the committee and may select additional members of the Association to serve on

the Committee as deemed necessary.

Section 9. **Delegation of Powers.** With the exception of the Architectural Control Committee (but then only as to those functions that are governed by the Declaration) any committee may appoint a subcommittee from among its membership and delegate thereto any of its powers, duties or functions.

Section 10. **Complaints.** 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. Each such committee shall dispose of such complaints as it deems appropriate or refer them to another committee, an officer of the Association, or the Board, as appropriate.

ARTICLE XII

MEETINGS OF MEMBERS

Section 1. **Annual Meeting.** The regular annual meeting of the members shall be held yearly on the first Saturday of December at 10:00 A.M. If the day for the annual meeting of the members falls upon a holiday, the meeting will be held at the same hour on the first subsequent Saturday that is not a holiday.

Section 2. **Special Meetings.** Special meetings of the members for any purpose may be called at any time by the President, the Vice President, the Secretary or Treasurer, by any two (2) of more Directors or upon written request of members having a right to vote and holding no less than one fourth (1/4) of all the votes of the entire membership.

Section 3. **Notices.** Notice of the annual or special meetings shall be given to the members by the Secretary. Notice may be given to a member in accordance with applicable law; provided that, in the absence of any such law, given personally by delivering the same to the address of the member or by sending a copy of the notice first-class mail, postage paid, to the member's address as it appears on the books of the Association. Each member shall register the member's address with the Secretary, and all notices shall be mailed to the member at such address. Notice of any meeting, regular or special, shall be mailed at least six (6) days in advance, or such longer time as required by applicable law, of the meeting and shall set forth the general nature of the business to be transacted; provided, however, that if the business of any meeting shall involve an election governed by Article VII or any action governed by the Articles of Incorporation or by the Declaration and such instrument provides for different notices, notice of such meeting shall be given or sent as therein provided.

Section 4. **Quorum.** The presence at a meeting of the members in person or by proxy entitled to cast one tenth (1/10) of the votes of the membership shall constitute a quorum for any action governed by these Bylaws. Any action governed by the Articles of Incorporation or by the Declaration shall require a quorum as therein provided, if said instrument requires a different number to constitute a quorum.

Section 5. **Adoption of resolutions.** A vote of not less than the majority of the members present at a meeting in person or by proxy is required to adopt any resolution presented at a membership meeting.

Section 6. **Adjourned Meetings.** If any meeting of the members cannot proceed by reason of the fact that a quorum is not present, either in person or by proxy at said meeting, the President may adjourn the meeting to a later date which shall not be more than ten (10) days from the time of the original

meeting, except for matters adjourned by specific adjournment provisions as set forth in the Articles of Incorporation or the Declaration.

Section 7. **Order of Business.** The order of business at the annual meeting of the members is as follows:

- a. Roll call of members present;
- b. Inspection and verification of proxies;
- c. Reading of minutes of the preceding annual meeting and any subsequent special meetings;
- d. Report of officers;
- e. President's report;
- f. Committee reports;

- g. Appointment of inspectors for canvass of ballots to be cast;
- h. Election of members to the Board;
- i. Unfinished business; and
- j. New business.

Section 8. **Procedures.** The Board may adopt reasonable procedures for the conduct of any meeting including procedures limiting time for discussion on any issue by any member and the group as a whole, to insure that meetings are conducted smoothly, without disruption, and fair to all members.

ARTICLE XIII

GENERAL PROVISIONS

Section 1. **Proxies.** At all Association meetings, each member may vote in person or by proxy. All proxies shall be in writing filed with the Secretary. No proxies shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease when the member no longer has an interest in a Lot or Dwelling Unit.

Section 2. **Books and Papers.** The books, records and papers of the Association shall be subject to inspection by any member for any purpose reasonably related to such person's interest as a member at all times during reasonable business hours.

Section 3. **Corporate Seal.** The association shall have a seal in circular form having within its circumference words adequate to describe the Association.

Section 4. **Amendment to Bylaws.** These Bylaws may be amended at a regular 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 Bylaws which are governed by the Articles of Incorporation of the Association may not be amended except as provided in the Articles of Incorporation; and provided further that any matter stated herein to be or which is in fact governed by the Declaration may not be amended except as provided in such Declaration. The Board also may amend the Bylaws by majority vote at any time, provided that such power to amend is not exclusively reserved to the members or prohibited by applicable law.

Section 5. **Conflict.** In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.