**BY-LAWS**

**OF**

**MAPLE LANE HOMEOWNERS ASSOCIATION**

**A Washington Non-Profit Corporation**

ARTICLE I

Identification

 Section 1. Name. The Name of this corporation is MAPLE LANE HOMEOWNER’S ASSOCIATION, hereinafter to as the “Association”.

 Section 2. Registered Office. Until changed by the Board of Directors, the registered office of the “Association” shall be located At 2244 NW Bucklin Hill RD SILVERDALE, County of Kitsap, State of Washington 98383, but the meetings of Members and Directors may be held at such places within the State of Washington, County of Kitsap, as may be designated by the Board of Directors.

ARTICLE II

Members

 Section 1. Membership. Every Owner of an individual lot within the Plat of MAPLE LANE (the “Plat”) shall be a Member of the Association. The right to membership in the Association shall be appurtenant to and may not be separated from ownership of an individual lot and such membership shall not be assigned, conveyed, pledged or alienated in any way except upon transfer of title to said Lot. Any attempt to make a prohibited transfer shall be void. Any transfer of title to a Lot shall operate automatically to transfer the membership in the Association appurtenant thereto the new Owner thereof. Ownership of a Lot within the Plat shall be sold qualification for membership.

 Ownership of more than one (1) Lot shall entitled the Owner(s) to all the rights and privileges of membership and shall subject each such Owner to all the liabilities and duties thereof that are attendant to the ownership of each Lot separately; provided, however, that the Association may issue a single certification or other evidence of membership relating to all of such Lots; and provided, further, that the Owner(s) of more than one (1) Lot shall be considered as a single member(s) only for purposes of notice.

 Section 2. Voting and Membership.

 Section 2.1. Voting Membership. Members shall be all Owners under the Covenants, Conditions And Restriction Of Plat Of Falcon Ridge recorded under Auditor’s File No.201101130090, Members shall be entitled to one (1) vote for each Lot owned.

 Section 2.2. Ultimate Number of Votes. The total voting power of all Owners shall be equal to the number of Lots at any given time and the total number of votes available to Owners of any one Lot shall be one (1) vote for each Lot owned.

 Section 3. Privileges. Members, their spouses, their dependents and their guests and invitees shall have the use of the Common Areas, subject to the Declaration that binds the Plat and other rules governing the use thereof as may be adopted by the Board of Directors of the Association and/or Members of the Association and/or as provided by any governmental authority having jurisdiction over the Plat.

 Section 4. Membership Certificates. Certificates of membership in the Association shall be issued to Members only. They shall be in such form as the Board of Directors shall designate and shall be issued over the signature of the President or Vice-President and Secretary or Assistant secretary. Membership, at the discretion of the Board, need not be evidenced by certificates of membership.

Section 5. Issuance. Members shall be entitled to exercise all the rights and privileges of membership, and they shall be subject to all of the obligations and liabilities thereof, without the actual issuance and possession of certificates of membership; provided, however, that the Association shall incur no liability for failure to give adequate notice to Members not of record.

 Section 6. Transfers. As provided in Section 2.1 of Article II, membership in the Association is appurtenant to ownership of Lots in the Plat. In the event the Owner(s) of a Lot transfer ownership of a Lot to a successor, the Membership of the transferring Owner as to such Lot automatically terminates as to the transferring Owner(s) and automatically transfer to the successor Owner(s) upon and concurrently with the conveyance of the transferring Owner’s Lot which gave rise to such membership. Any other attempted transfer or assignment of membership shall be null and void.

ARTICLE III

Membership Meetings And Voting

 Section I. Meeting Place. All meetings of the members shall be held at the registered office of the Association, or at such other place within Kitsap County, Washington as shall be determined from time to time by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice and call of the meeting.

 Section 2. Annual Meeting Time. The annual meeting of the Members for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held no later than May 31 of each respective year on such day and at such hour as the Board of Directors may designate each year.

 Section 3. Special Meetings. Special meetings of the Members for any purpose may be called at any time by the President, Board of Directors or not less than 30% of all the Voting Members entitled to vote at the meeting.

 Section 4. Meeting Notices.

1. *Annual Meetings*. Notice of the time and place of annual meeting of Members shall be given by delivering personally or by mailing a written or printed notice of the same, at least ten (10) days and not more than fifty (50) days prior to the meeting, with postage prepaid, to each Voting Member of record entitled to vote at such meeting and addressed to the Voting Member’s last known post office address appearing on the membership records of the Association, specifying the place, day and hour of such meeting.
2. *Special Meetings.* At least ten (10) days and not more than fifty (50) days prior to a properly called special meeting, written or printed notice of each special meeting of Members, stating the place, day and hour of such meeting, and the purpose or purposes for which the meeting is called, shall be delivered personally, or mailed, postage prepaid, to each Voting Member of record entitled to vote thereat, at its last known post office address, as the same appears on the membership records of the Association.

Section 5. Waiver Of Notice. A waiver of any notice required to be given any Voting Member, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

Section 6. Voting And Voting Members. Except as provided in Section 7, only one (1) of any number of Owner(s) of a Lot shall be a Voting Member. The Voting Member shall be selected by the Low Owner(s) and provide written notice to the Secretary of the Association. Only the Voting Member shall be entitled to vote on Association matters unless and until changed by the Lot Owner(s) and notice is provided to the Secretary of the Association in writing.

 Except as otherwise provided by law, only Voting Members in good standing (as the same are defined herein) and in whose names memberships entitled to vote stand on the records of the Association on the record date for voting purpose, fixed as provided in Section 8. of these By-Laws, shall be entitled to vote at such meeting. Such vote may be via voice or by ballot, and/or by proxy. Each Voting Member is entitled to one (1) vote for each Lot owned by him or her.

Section 7. Option For Fractional Voting. On an affirmative majority vote of the Membership, the Association may permit fractional voting of the one (1) vote allocated to each Lot within the Plat, in which case, as to any Lot owned by more than one (1) person, the vote allocated to such Lot may be divided and assigned to the Co-Owners in fractional shares as determined by the Owners of such Lot. The person or persons who hold the right to exercise the vote or fractional shares thereof for such Lot shall be “Voting Members”.

Section 8. Member In Good Standing Defined. No Owner(s) of a Lot shall be entitled to vote until such Owner(s) select a Voting member, or Members in the case where fraction voting is permitted, stating the fractional share assigned to each voting Member. Only the Voting Member(s) shall be entitled to vote on Association matters unless and until changed by the Lot Owner(s) and notice is provided to the Secretary of the Association in writing. In no event shall more than one (1) vote be cast with respect to any Lot.

 Except as otherwise provided by law, only Voting Members in good standing (as the same are defined herein) and in whose names memberships entitled to vote stand on the records of the Association on the record date for voting purposes, shall be entitled to vote at such meeting. Such vote may be via voice or by ballot, and/or by proxy.

 Hereafter, references to Voting Member shall include all the designated persons who have been assigned fractional interest in the single vote allocated to the Lot owned by such persons.

 For purposes of these By-Laws, “Member in good standing” and “Voting Member in good standing” shall be defined as a Member or Voting Member of the Association who is current in the payment of all dues and assessments. Hereafter, references to Voting Members means Voting Members in good standing.

Section 9. Action Without Meeting. Any action, except as otherwise provided by law, which, under the applicable provisions of law, may be taken at a meeting of the Members may be taken without a meeting if authorized in writing by all of the Voting Members who would be entitled to vote upon such action at a meeting filed with the Secretary of the Association.

Section 10. Proxies. Every Voting Member entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such Voting Member or his or her duly authorized agent and filed with the Secretary of the Association; provided, that no such proxy shall be valid after the expiration of twelve (12) months from the date of its execution, unless the proxy shall have specified duration term, in which case such specified term shall control.

Section 11. Quorum. Except as otherwise required by law:

1. A quorum of any annual or special meeting of Members shall consist of Voting Members in good standing representing either in person or by proxy, a majority of the outstanding votes of the Association, entitled to vote at such meeting.
2. The votes of a majority in interest of the Voting Members present (in person or by proxy) at any properly called meeting or adjourned meeting of Members at which a quorum as in this paragraph defined is present, shall be sufficient to transact business.

Section 12. Participation By Phone Conference. A Voting Member shall be entitled to attend an annual or special meeting by conference call so long as such Voting Member makes arrangements to have a speaker phone available at the meeting at such Voting Member’s expense.

Section 13. Adjourned Membership Meetings And Notice. Any Membership meeting, annual or special, may be adjourned from time to time by the voting power which is either present in person or represented by proxy. When any Membership meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except, as said above, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken.

Section 14. Procedural Rules. The conduct of all Association meetings shall be in accordance with Robert’s Rules of Order Revised, unless otherwise provided in these By-Laws; or by motion duly made and approved by a majority vote of the Voting Members entitled to vote at any such meeting.

Section 15. Membership Records; Voting List. The Association shall maintain adequate and accurate records of the Membership and Voting Members (the “Voting List”), including the name and address of each Voting Member. Such Voting List shall be available at the time and place of any meeting of the Members for inspection of any Member.

ARTICLE IV

Directors

Section 1. Power. Subject to any limitations of the Articles of Incorporation or these By-Laws and of the laws of the State of Washington for non-profit corporations, and subject to the duties of Directors as prescribed by these By-Laws, all corporate powers of the Association shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

1. To select and remove all officers, agents and employees of the Association, other than the President, and prescribe such powers and duties for them (excluding the President) as may not be inconsistent with law, with the Articles of Incorporation or these By-Laws;
2. To conduct, manage and control the affairs and business of the Association in a prudent, professional manner in conformance with all applicable laws, with the Articles of Incorporation or there By-Laws;
3. To change the principal office for the transaction of the business of the Association from one location to another within Kitsap County, Washington; to designate the place for the holding of any Members’ meeting or meetings within Kitsap County, Washington; and to adopt, make and use a corporate seal, and to prescribe the forms of membership certificates and/or membership identification cards, from time to time, as in their judgment they may deem best;
4. To take such steps as maybe necessary to implement any of the powers of the Association as provided in the Articles of Incorporation and the recorded Declaration that bind the Plat as the same may be changed from time to time;
5. To appoint an Executive Committee, Architectural Control Committee and other committees and to delegate to such Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the Association, except the power to adopt, amend or repeal By-Laws. At least one (1) Director shall serve on any such Executive Committee; and
6. To appoint the Architectural Control Committee. Members of the Architectural Control Committee may, but are not required to, be Directors of the Association.

Section 2. Limitation On Powers. In addition to any other limitations on the powers of the Directors as provided in these By-Laws, the following specific limitations are imposed on the powers of the Directors:

 The Directors may not make any single expenditure in excess of $3,000.00 unless either annual meeting of the members in accordance with the provisions of Article 6.1; (ii) approved in writing by a majority of the Voting Members in good standing; or (iii) approved by a majority vote of the Voting Members entitled to vote at any annual or special meeting. Nothing contained in this subsection 2 shall be construed to authorize the Directors to make expenditures that would operate to violate any express limitations contained in the Declaration or elsewhere in these By-Laws.

Section 3. Number And Qualification. The authorized number of Directors of the Association shall be five (5) unless or until otherwise changed by a By-Law amending this Section 3 duly adopted by the Members. Directors shall be required to be Voting Members in good standing.

Section 4. Election And Term Of Office. Until the annual meeting for the 2015 calendar year, the Directors of the Association shall be those individuals elected at the First Combined Meeting of the Members and Directors. At such meeting, and at the annual meeting of Members thereafter, the Directors shall be elected by a majority of the Voting Members entitled to vote at such Meeting; provided, however, that if for any reason any such annual meeting is not held, or the Directors are not elected thereat, the Directors may be elected at any special meeting of Members held for that purpose. All Directors shall hold office until their respective successors are elected. At the 2015 annual meeting of Members, two (2) Directors shall be elected for a one (1) year term and three (3) for a two (2) year term. At each annual meeting thereafter, Directors shall be elected to fill those terms than expiring. Each term thereafter shall be for two (2) years.

Section 5. Removal And Resignation. Any Director may be removed, either with or without cause, by a majority vote of the Voting Members present at any regular meeting of the Members, or a special meeting of the Members called for such purpose.

Section 6. Vacancies. Vacancies in the Board of Directors may be filled by a majority of the remaining Directors.

 The Voting Members may elect Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board or the Voting Members shall have power to elect a successor, pursuant to the provisions hereof, to take office when the resignation is to become effective.

 No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his/her term of office.

Section 7. Annual Board Meeting. Immediately following each annual meeting of the Members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of Officers and the transaction of other business. Call and notice of such meetings are hereby dispensed with.

Section 8. Special Board Meetings. Special meetings of the Board of Directors for any purpose of purposes may be held at any time upon call by the President or, if he/she is absent or unable or refuses to act, or any Vice-President or by a majority of the Directors.

Section 9. Meeting Place. All meetings of the Board shall be held at the registered office of the Association, or at any place within the Plat as designated in any notice of meeting, or at any other location either designated by the resolution of the Board or approved by the written consent of all Members of the Board.

Section 10. Notice. Written notice of the time and place of special meetings shall be delivered personally to each Director or sent to each Director by mail, email or other form of written communication, charges prepaid, addressed to him or her, at his or her address as it is shown upon the records of the Association. In case such notice is ailed, it shall be deposited in the United States mail at least 48 hours prior to the time of the holding of the meeting. Such mailing or delivery as above provided shall constitute due, legal and personal notice to such Director.

Section 11. Waiver Of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs a written notice or a consent to holding such meeting or an approval of the Minutes thereof. All such waivers, consents or approvals shall be filed with the Association’s records or made a part of the Minutes of the meeting.

Section 12. Quorum. A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number by required by law, by the Articles Of Incorporation, or any other specific provision of these By-Laws.

Section 13. Adjourned Directors Meetings And Notice. A quorum of the Directors may adjourn any Directors’ meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors’ meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place was fixed at the meeting adjourned.

ARTICLE V

Officers

Section 1. Designation. Initially, the Officers of the Association shall be a President, a Secretary and a Treasurer, and each of them shall be elected by the Board of Directors. The Association may also have such other Officers, including one (1) or more Vice-Presidents, Assistant Secretaries, registered agent and Assistant Treasurers, as may be appointed at any time by the Board of Directors. Officers, other than the President, need not be Directors or Members of the Association. One person may hold two (2) or more offices, except those of President.

Section 2. Removal And Resignation. Any Officer may be removed, either with or without cause, by a majority of the Directors in office at the time, at any regular or special meeting of the Board of Directors. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the Association.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these By-Laws for regular appointments to such office.

Section 4. President. The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Association. He or she shall be an ex officio member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and such other powers and duties as my be prescribed by the Board of Directors or these By-Laws.

Section 5. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may order, a book of Minutes of all meetings of Directors, Members and Voting Members, or a duplicate thereof, with time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Directors’ meetings, number of Voting Members present or represented at Members’ meetings and the proceedings thereof.

 The Secretary shall keep or cause to be kept, in any form permitted by law, at the principal office or such other place as the Board of Directors may order, a membership register, or duplicate thereof, showing the names of the Members and their addresses, the name of authorized Voting Members selected by the Owner(s) of each Lot, the description and number of lots, if more than one, upon which such membership is based, the number and date of membership certificates issued, and the number and date of cancellation of membership certificates surrendered for cancellation.

 The Secretary shall give, or cause to be given, notice of all the meetings of the Members and of the Board of Directors required by these By-Laws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, the President or these By-:Laws.

 In the absence or disability of the President, in the event the Board has not previously designated a Vice-President, the Board shall promptly appoint an interim President, who shall have all the powers of the President and shall serve as the President until either (i) the elected President ceases to be absent or disabled; or (ii) a new President is elected in accordance with the provisions of Article 5.1.

Section 6. Treasurer. The Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transaction of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains or losses. The books of account shall at all times be open to inspection by any Member. Additionally the books will be made available to the Registered Agent monthly.

 The Treasurer shall deposit all monies and other valuables in the name of and to the credit of the Association with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Association as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, the President or their By-Laws.

Section 7. Registered Agent. The registered agent receives license renewals and other notices and forwards them to the organization. The agent also accepts legal papers served on the business entity. The organizing documents or application to do business in Washington must contain or be accompanied by a statement signed by the registered agent indicating consent to serve. The Registered Agent will receive the Association bank account statements and the statements shall be reviewed to ensure they match the Treasurers records of accounts. They should be signed by the Registered Agent and forwarded to the Treasurer.

ARTICLE VI

Annual Assessments

Section 1. General. For purposes of establishing an Annual Budget and fixing the Annual Assessments against each Lot, the Board shall use a budget year beginning on January 31 of each respective year. Until reassessed by hereinafter provided, the initial Monthly Assessments shall be per improved Lot. The Monthly Assessment for the 2014 Budget Year shall be established as hereinafter set forth. At least fifteen (15) days prior to the annual meeting of the Members, the Board shall prepare and transmit to each Member a proposed Monthly Assessment and Annual Budget. The Annual Budget shall set forth the estimated common expenses for the ensuring budget year, including maintenance, repair and operation of the common areas, Association insurance and administration, and reasonable reserves for contingencies, replacement and improvement of the Common Areas and related facilities and improvements, considering the current and future needs of the Association and taking into account any expected income and any excess surplus available from the prior year. The proposed Monthly Assessment shall set forth the proposed Monthly Assessment against each improved Lot, payable by each Owner within the Plat based on the Annual Budget. The proposed Monthly Assessment and Annual Budget shall be received at the Annual Meeting of the Members and shall be deemed approved, unless at the Annual Meeting of the Members, a majority of the Voting Members entitled to vote disapprove the Annual Budget, in which case, the Voting Members shall, by majority vote, establish the Annual Budget and Monthly Assessment for the ensuing Budget Year.

 Immediately following the approval of the Annual Budget and Monthly Assessment, the Board shall officially fix by resolution, the amount of the Monthly Assessment (as approved above) to be levied against each Lot within the Plat on a uniform basis, which assessment shall be a debt of the Owner thereof at the time the assessment is made.

Section 2. Notice. Within two (2) weeks of the Annual Meeting of the members at which the Monthly Assessment was approved, the Treasurer shall mail or otherwise give each Member, at such Member’s record address, written notice of the Monthly Assessment and the time and manner for payment thereof at least two (2) weeks prior to the time such assessment shall become due and payable.

Section 3. Lien. The amount of such annual or other assessment authorized by the Declaration and/or the Board, plus any other charges thereon such as interest when delinquent, and costs of collection (including attorney fees), if any, shall constitute and become a lien on the Lot so assessed when the Board of Directors causes to be recorded with the Auditor of Kitsap County a Notice of Lien which shall state the amount of such assessment and such other charges, a description of the Lot which has been assessed, and the name of the record owner(s) thereof. Such notice shall be signed by the Secretary of the Association on behalf of the Association. Upon payment of said assessment and charges in connection with which such lien has been so recorded, or other satisfaction thereof, the Board of Directors shall cause to be recorded a further notice stating the satisfaction and the release of the lien thereof.

ARTICLE VII

Indemnification Of Officers, Directors, Employees And Agents

Section 1. The Association shall indemnify every person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (Other than an action by or in the right of the Association) by reason of the fact that the person is or was a director, officer, employee or agent of the Association, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if said person acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendree or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he/she reasonably believed to be in or not opposed to the best interest of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2. The Association shall indemnify every person who was or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the Association (including attorney fees) actually and reasonable incurred by in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Association except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Association unless and only to the extent that the court in such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairy and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections 1 and 3 hereof, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred in connection therewith.

Section 4. Any indemnification under subsections 1 and 2 hereof (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in subsections 1 and 2 hereof. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (b) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (c) by a majority of the Voting Members.

Section 5. Expenses incurred in defense of a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the manner provided in subsection 4 upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amounts unless it shall ultimately be determined that he/she is entitled to be indemnified by the Association as authorized in this section.

Section 6. The Indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any resolution adopted by the Voting Members after notice, both as to action in the person’s official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Upon the majority vote of a quorum of the Board of Directors, the Association may purchase and maintain insurance on the behalf of any person who is or was a director, officer, employee or agent of the Association, against any liability asserted against the person and incurred by him/her in any such capacity, whether or not the Association shall have indemnified said person against such liability under the provisions of this Article.

ARTICLE VIII

Miscellaneous

Section 1. Record Date. The Board of Directors may fix a time in the future as a record date for the determination of the voting Members entitled to notice of and to vote at any meeting of Members. The record date so fixed shall not be more than thirty (30) days prior to the date of the meeting. When a record date is so fixed, only Voting Members of record on that date shall be entitled to notice of and to vote at the meeting, notwithstanding any cancellation or issuance of membership certificates on the books of the Association after the record date.

Section 2. Inspection Of Records. The Membership register or duplicate Membership register, the Voting Member List or duplicate Voting Member List, the books of account and Minutes of proceedings of the Members, the Board of Directors, any Executive Committee, and other Association committees established as authorized by these By-Laws, if any, shall be open to inspection upon the written demand by any Member and at reasonable time and for a purpose reasonably related to his/her interests as a Member.

Section 3. Check And Drafts. All checks, drafts or the orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Association shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution or the Board of Directors.

Section 4. Annual Accounting. An annual report and account, including a statement of income and disbursements, shall be sent to the Members not later than thirty (30) days after the close of the Association’s fiscal year.

Section 5. Amendments. These By-Laws may be amended by a two-third (2/3) vote of the Voting Members of the Association by written ballot. Said ballot shall be mailed by certified mail to each Member, and a minimum of twenty (20) days shall be allowed for the return of said ballot form the date of mailing thereof.

Section 6. Conflicts With Declaration Or Articles. The Association has been formed as authorized by the Declaration and pursuant to Articles of Incorporation. In the event of conflicts between the Declaration, the Article, the By-Laws or any Rules or Regulations adopted by the Association, the following rules of priority shall govern:

1. The terms of the Declaration control over any inconsistent provisions of the Articles, By-Laws or Rules and Regulations;
2. The terms of the Articles control over any inconsistent provisions of the By-Laws or Rules and Regulations;
3. The terms of the By-Laws control over any inconsistent provisions of the Rules and Regulations.

**IN WITNESS WHEREOF, the undersigned have executed the within By-Laws on this \_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_ and do hereby certified that these By-Laws were duly adopted by the Declarant on the \_\_\_\_day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and the same do now constitute the By-Laws of this Association.**

 MAPLE LANE

 HOMEOWNER’S ASSOCIATION

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 President

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Secretary