

THE WAYNEWOOD RECREATION ASSOCIATION

(A VIRGINIA NON-STOCK CORPORATON

BY-LAWS

As Amended through September 30, 2002

ARTICLE I

OFFICERS

1. The principal office of the Association, other than its registered office, until the establishment of the recreation center in Waynewood, shall be at the residence of the President. Thereafter, the principal office shall be located at the recreation center in Waynewood, Fairfax County, Virginia.
2. The Association may also have offices at such places as the Board of Directors may from time-to-time determine or the business of the Association may require.
3. The registered office and/or the registered agent may be changed by resolution of the Board of Directors at any time upon compliance with §13.1-209 of the Code of Virginia, 1950, as amended.

ARTICLE II

MEMBERSHIP MEETING

1. All meetings of the active members of the Association for the election of directors shall be held at the principal office of the Association or any other suitably convenient location specified by the Board of Directors, in Fairfax County, Virginia. Meetings of members for any other purposes may be held at such place and time,

within or without the State of Virginia, as shall be stated in the notice of the meeting, or in a duly executed waiver of notice thereof.

2. Two meetings of the active members of the Association shall be held annually. One meeting shall be held at 8:00 p.m. on the 2nd Monday in February each year at which time the active members shall adopt a budget for the current fiscal year, including expression of approval or disapproval of all capital expenditures in excess of \$5,000.00 and shall transact such other business as may properly be brought before the meeting. The other meeting shall be held at 8:00 p.m. on the last Monday of September in each year at which time the active members shall elect by a plurality vote three (3) Directors to hold office for three (3) years and transact such other business as may properly be brought before the meeting. Should a designated meeting date fall on a legal holiday, then the meeting shall be held on the next secular day following at 8:00 p.m.

3. Written notice in the case of the semi-annual meetings stating the place, day and hour of the meeting and, in the case of a special meeting, stating the place, day and hour thereof, and the purposes for which the meeting is called, shall be delivered to each active member entitled to vote thereat, either personally or by mail, at such address as appears on the books of the Association, at least ten (10) days, but not more than (50) days prior to the date of the meeting.

4. Notice of any meeting at which the active members will be called upon to act on an amendment of the Articles of Incorporation or on a plan of merger or consolidation shall, however, be delivered personally or by mail at least twenty-five (25) days, but not more than (50) days prior to the date of the meeting, and shall be accompanied by a

proposed copy of the Articles of Amendment or plan or merger or consolidation or a summary thereof.

5. At least ten (10) days before any meeting at which directors are to be elected a complete list of the active members entitled to vote at said election, arranged alphabetically, which the residence of each, shall be prepared by the Corresponding Secretary. Such list shall be open at the place where the election is to be held, or such other places as may be specified by the Board of Directors, during said ten days, for the inspection by any active member, and shall be produced and kept at the time and place of election during the whole time thereof, and be subject to the inspection of any active member present.

6. Special meetings of the active member for any purpose or purposes maybe called by the President, and shall be called by the President or Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of twenty - five (25) active members in good standing and entitled to vote at such meetings. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at special meetings shall be confined to the purposes stated in the call.

7. A quorum to do business at any meeting of the members shall consist of ten percent (10%) of the active members in good standing and entitled to vote at the meeting, either present in person or represented by proxy, on all questions except those arising under Article XIII where the quorum provisions of that article will be controlling. If however, such a quorum shall not be present or represented by proxy at any meeting of the active members, those active members entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting,

until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

8. When a quorum is present at any meeting, the vote of a majority of the active members present in person or represented by proxy shall decide any questions brought before such meeting, unless the question is one upon which a different vote is required by express provision of the Code of Virginia, 1950, as amended, from time to time or by express provisions of these By-Laws. In such case, such express provisions shall govern and control the decision of such question.

9. At any meeting of members, every member having the right to vote shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such member, and bearing a date not more than one (1) month prior to the meeting, unless said instrument provides for a longer period. Each active member, registered on the books of the Association as such shall have one vote, excepting that where the membership register shall have been closed, or a date shall have been fixed as a record date for the determination of active members entitled to vote, active members admitted to membership after date shall not be entitled to vote until subsequent meetings, as to which such closing of register or fixing of record date shall not be effective.

10. Where active membership is held in joint tenancy by husband and wife, with the right of survivorship, such membership shall be considered a single active membership for all purposes specified in these By-Laws, including but not limited to, requests for special meetings, quorums of active members, and voting, and such joint tenancy shall have the right to vote by proxy, or by one may vote for both in the absence of the other,

and if both are present at the meeting and are in disagreement as to a vote, they may each cast one-half vote, as provided in the Articles of Incorporation.

11. Any action which may be taken at any meeting of the active members, may be taken without a meeting of a consent (sic) in writing, setting forth the action so taken, shall be signed by all of the active members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

12. At any meeting of the Association, adult associate and honorary members shall be entitled to be present, even though they may not vote, and they may, with the approval of the presiding officer, be heard on matters which affect dues and membership privileges.

### ARTICLE III

#### DIRECTORS

1. Directors to fill all current vacancies whether by expiration of terms or other cause, on the Board of this Association shall be elected at the September meeting of the active members of the Association. Three of the nine (9) directors constituting the whole Board of the Association shall be elected at each September meeting of the active members of the Association. Each director shall hold office for three (3) years or until his successor has been duly elected; excepting that the directors named in the Articles of Incorporation shall hold their offices for the period therein stated. Directors must be active members of the Association. Directors maybe removed without cause by a two-thirds (2/3) majority vote of the active members of the Association present at any special meeting called for that purpose, providing a quorum is present.

2. Directors may hold their meetings at the principal office of the Association in Waynewood, Fairfax County, Virginia, or at such other places as they may from time to time determine.
3. Vacancies in the Board of Directors occasioned by death, resignation, incapacity or removal from office of any director, or otherwise, shall be filled by the affirmative vote of the majority of the remaining directors, though less than a quorum. Directors so elected shall serve until the next annual meeting of the active members, at which the vacancy shall be filled by a plurality of the active members present and voting in person or by proxy.
4. The property, business and affairs of the Association shall be managed by its Board of Directors, which may exercise all of the powers of the Association and do all such lawful acts and things as are required of them by the Articles of Incorporation and these By-Laws, and as are not by statute, the Articles of Incorporation or these By-Laws directed or required to be exercised or done by the members.

#### ARTICLE IV

##### COMMITTEES OF DIRECTORS AND STANDING COMMITTEES

1. The Board of Directors may, by resolution adopted by a majority of the whole Board, designate one or more committees, each of which shall consist of at least two directors, which committee, to the extent provided in the resolution or resolutions establishing them, shall have and exercise the authority of the Board; excepting that the authority of the Board of Directors to: (a) approve an amendment to the Articles of Incorporation or a plan of merger or consolidation; (b) admit members and fix annual

dues of active associate members; (c) suspend or expel members; (d) fix, impose and remit penalties for violations of these By-Laws and of the Rules adopted for the Association; and (e) appoint committees of members and define their powers and duties, shall not be delegated.

2. At its first meeting after the September meeting, the Board of Directors shall appoint such operating committees as, in its judgment, may be required to carry out the program of the Association. The duties and powers assigned to the operating committees shall be subject at all times to the control of the Board of Directors.

## ARTICLE V

### MEETINGS OF BOARD

1. The First meeting of the Board of Directors following each September meeting shall be held at such time and place, either within or without the State of Virginia, as fixed by the vote of the active members at the September meeting, and no notice of such meeting shall be necessary to the newly elected directors or to the heldover director in order to legally constitute the meeting, provided however, a quorum shall be present; or they may meet at such place and time as shall be fixed by the consent in writing of all directors.

2. Regular meetings of the Board may be held without notice at such time and place, as may from time to time be determined by the Board. The Board shall however, during the first nine (9) months each year, meet at least as often as monthly.

3. Special meetings of the Board may be called by the President on two (2) days notice to each director, either personally or by mail or telegram. Special meetings shall

be called by the President or Secretary in like manner and on like notice on the written request of two (2) directors.

4. At all meetings of the Board, three (3) directors shall be sufficient and necessary to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum present shall be the act of the Board, except as may be otherwise specifically provided by the Code of Virginia, 1950, as amended or by these By-Laws. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time, without notice, other than announcement at the meeting, until a quorum shall be present.

## ARTICLE VI

### COMPENSATION OF DIRECTORS

1. Directors as such shall not receive any salary or other compensation for their services, but no member of the Board shall be required to bear any of the expense of the holding of meetings, and the Board may by resolution provide for any reasonable expense incurred in connection with the holding of meetings. The Board may also provide for similar expenses incurred in connection with the holding of meetings of special standing committees.

2. Nothing herein contained however, shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefore.

## ARTICLE VII

### OFFICERS

1. The officers of the Association shall be chosen by the directors and shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be members of the Board. The Board of Directors may also choose additional Vice-Presidents, and one or more Assistant Secretaries and Assistant Treasurers. Two or more offices may be held by the same person, except the offices of President and Secretary.
2. The Board of Directors at its first meeting after each September meeting of the members, shall choose a President, a Vice-President, a Recording Secretary and a Treasurer from its members.
3. The Board may appoint and remove such other officers, agents, clerks, servants or employees as it shall deem necessary, who shall hold their offices or their positions of employment for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.
4. The salaries and compensations of all officers, agents and employees of the Association shall be fixed by the Board.
5. Officers of the Association elected at the first meeting of the Board following the September meeting, shall hold office if qualified until the close of the first meeting of the Board following the next September meeting of the Association or until their successors have been duly elected. Any officer elected or appointed by the Board of Directors may however, be removed at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

## ARTICLE VIII

### POWERS AND DUTIES OF OFFICERS

1. The President shall be the chief executive officer of the Association; shall preside at all meetings of the members and directors; shall be an ex-officio member of all committees of directors and of all standing committees; shall generally supervise the affairs and property of the Association, shall be subject to the approval of the Board of Directors, appoint all committees other than committees of directors and shall see to it that all orders and resolutions of the Board are carried into effect. He shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Association, except where the execution and signing thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association.
2. The Vice-Presidents, in the order of their seniority, shall in the absence or disability of the President, perform the duties and exercise the power of the President, and shall perform such other duties as the Board of Directors shall prescribe.
3. The Recording Secretary shall attend all sessions of the Board and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, and shall perform such other duties as may be described by the Board of Directors or the President, under whose supervision he shall be. He shall also keep safe in safe custody the seal of the Association, and when

authorized by the Board, affix the same to any instrument requiring it. When so affixed it shall be attested by his signature or by the signature of an Assistant Secretary.

4. The Assistant Secretaries, in order of seniority, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and shall perform such duties as the Board of Directors shall prescribe.

5. The Treasurer shall have the custody of the Association's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all of his transactions as Treasurer and of the financial condition of the Association. If required by the Board of Directors, he shall give the Association a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the Association, in case of his death, resignation, retirement or removal from office, of all books, papers vouchers, money, and other property of whatever kind in his possession or under his control belonging to the Association.

6. The Assistant Treasurers, in the order of their seniority shall, in the absence of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board of Directors shall prescribe.

## ARTICLE IX

### MEMBERSHIP

1. The total number of active members which this Association may admit to such membership shall not exceed five hundred fifteen (515). The first one hundred fifty (150) active members who were admitted to membership in the Association are denominated "Charter Members" of the Association. The Board of Directors is authorized to limit the number of active members who live outside Waynewood in rules and regulations adopted, printed and distributed to all members.
2. Excepting as otherwise provided in Article XI, Section 2, hereof, each new member admitted to membership in the Association shall pay a membership fee of Two Hundred and Fifty (\$250) Dollars plus the cumulative amount of capital assessments which have been levied upon the active members from time to time, and a new member fee of Fifty (\$50) Dollars. Active members shall pay such dues as may be determined from time to time by the Board of Directors under the provisions of Article X hereof.
3. Associate members shall not be required to pay a membership fee, but shall pay a registration fee of Five (\$5) Dollars upon admission to membership, and such dues as may be determined from time to time by the Board of Directors under the Provisions of Article X, hereof.
4. Honorary members shall not be required to pay any membership fees, initiation fees or dues.

5. Active membership in the Association may be obtained by filing with the Membership Committee an application therefore, in writing, in such form as may be prescribed by the Board of Directors.

6. Each application for active membership shall set forth the names of the members of the applicant's family unit for whom the applicant desires associate membership, and shall be considered an application for associate membership by each member of the family of the family unit therein named. Any active member may however, not previously admitted to membership in such manner and form (sic) as may from time to time be specified by the Board of Directors. Associate membership is limited to persons who are members of the family unit of an active member. A family unit includes all persons living under one roof who are related by blood or marriage. Living under one roof refers to persons who permanently reside together in on abode; it excludes those who are temporarily residing together or persons merely visiting as houseguests, regardless of the duration of the stay. Related by blood or marriage refers to a relation of kindership either through ancestry or marriage that is within the third degree thereof.

7. An application for active membership in joint tenancy with the spouse of the applicant with the right of survivorship shall be treated as a single application for the purpose of membership and new member fee, but the spouse of the applicant shall be treated as an Associate member for the payment of the registration fee and dues.

8. The Membership Committee shall promptly investigate applications for membership and report promptly to the Board of Directors on the eligibility and desirability of the applicant or applicants. The Board of Directors shall consider such

applications at its first meeting following such report and shall vote on the admission of the applicant or applicants to the membership in the Association. No applicant shall be admitted to membership unless on the vote of two-thirds (2/3) of the directors present at such meeting, provided a quorum is present. Each applicant admitted to membership shall be advised thereof, and upon payment of the fees prescribed for the class of membership for which admitted, shall be entitled to all of the privileges of such membership and subject to all of the liabilities thereof. Active members shall receive the membership certificate described in Article XI hereof. Association members shall receive a membership card or such other evidence of membership as may be prescribed by the Board of Directors.

9. Active, associate and honorary members of the Association in good standing, and their guests, shall be accorded the use of the facilities of the Association, subject to such rules, regulations and limitations adopted by the Board of Directors, from time to time for the use thereof. Such rules and regulations shall be printed and distributed to all members and shall be posted in conspicuous places in the area or areas occupied by the Association's recreation facilities.

10. A member shall be considered in good standing unless and until suspended or expelled from membership. A member may be suspended for cause for a period of not exceeding three (3) months by a two-thirds (2/3) vote of the whole Board of Directors, or may be expelled for cause by a three-fourth vote of the whole Board; provided, however, that before taking either of such actions such member shall be advised in writing of the charges against him, and shall be given an opportunity for a hearing before the Board. Causes for suspension or expulsion shall include but shall not be limited to: (a) failure to pay annual dues; (b) violation of these By-Laws; (c) breach of

the rules and regulations of the Association; and (d) unladylike or ungentlemanly conduct on premises of the Association. Suspension or expulsion of one member of a family unit shall be cause, in the discretion of the Board of Directors, for the suspension or expulsion of all members of the family unit.

11. Membership in the Association shall terminate upon expulsion under the provisions of Section 10 of this Article, upon death, or upon resignation. A membership held in joint tenancy, however, shall not terminate on the death of one of the joint tenants and the surviving joint tenant may continue membership as an active member of the Association.

## ARTICLE X

### DUES; CAPITAL ITEMS

1. At each February meeting of the members of the Association, the Board of Directors shall make a report of the financial condition of the Association and shall submit a proposed budget for the current calendar year. Such a report shall include a balance sheet as of October 31 of the prior year for the prior fiscal year, and a statement of operations certified to by the certified public accountant employed by the Finance Committee with the approval of the directors, and the statement of the Finance Committee as to book value of active memberships of October 31. The proposed budget shall be so prepared as to show, item by item, the budget adopted for the previous calendar year, the expenditures against such budgeted items, and the proposed expenditures for the current calendar year. In addition the budget shall be prepared so as to segregate those items which are operating expenses from those items which are

capital expenditures. The budget shall include as a segregated item the full amount of capital depreciation for the year as determined by the certified public accountant in consultation with the Board of Directors.

2. The members may adopt the budget proposed by the Board of Directors, or may amend it and adopt it as amended. At its first meeting following the February meeting, the Board of Directors shall by resolution fix the dues for the current calendar year on the basis of the budget adopted by the members at the February meeting. Dues so affixed shall be sufficient to provide for the necessary operating expenses included in the budget, and those capital expenditures provided for therein.

3. Dues for active and associate members shall be in such amounts and proportions as the Board of Directors, may in any year, determine for such year.

4. Dues shall be payable on such date or dates in each year as shall be fixed by the Board of Directors at the first meeting after the February meeting in each year. The Board may, in its discretion, pro-rate dues in the case of membership for less than a full season.

5. Active members shall be responsible for the payment of all dues, charges, and liabilities that may be imposed upon or incurred by the members of their family units and guests to whom the privileges of the Association shall have been extended.

6. Additional capital contributions may be assessed upon the active members only with approval of a majority of the membership present and entitled to vote or represented by proxy at any regular or special meeting of the members of the Association, a quorum being present, if notice of the proposed assessment and purpose is contained in the notice of such meeting.

7. Amounts budgeted for capital depreciation, and amounts of capital contributions assessed for the specified purpose of replenishing the Association's depreciation reserves, may be spent for purposes other than capital repair and replacement only with approval of a majority of the membership present and entitled to vote or represented by proxy at any regular or special meeting of the members of the Association, a quorum being present if notice of the proposed expenditure and purpose is contained in the notice of such meeting.

## ARTICLE XI

### SPECIAL PROVISIONS APPLICABLE TO ACTIVE MEMBERSHIPS

1. Active members shall receive a certificate of membership in the Association upon admission, in such form as may be prescribed by the Board of Directors. Such certificates shall not be assignable or transferable; provided however, that surviving joint tenants of an active membership in joint tenancy may continue to hold such certificates and continue as active members of the association, subject to the Articles of Incorporation and the By-Laws.

2. Upon termination of an active membership under the circumstances and conditions specified in Section 11 of Article IX hereof, the membership certificate shall be surrendered to the Association, and the Board of Directors shall cause to be issued, in lieu thereof, a certificate of interest in the face amount of \$250.00 plus the cumulative amount of capital assessments which have been levied upon the active members from time to time, provided however, that no such certificate shall issue until all sums due and owing the Association by the particular member seeking the

certificate of interest, shall have been paid in full. In the discretion of the Board of Directors a terminated membership of a member expelled for cause may be sold by the Association, the amount of the proceeds of such sale applied to such member's indebtedness to the Association, and any remainder of the proceeds returned to the expelled member. Certificates of interest shall be in such form as may be prescribed by the Board of Directors, shall be contingent obligations of the Association only, shall not bear interest, shall be assigned by the holders thereof in such manner as may be specified by the Board of Directors, or by the Certificate, and shall be recognized by the Association only as follows:

(a) If assigned to person eligible for active membership in the Association, such certificates shall be accepted by the Board of Directors in payment of that portion of the membership fees due that is equivalent to the face value of the certificate so assigned, and upon the further payment of any remaining membership fees due and the new member fees specified under the provisions of Article IX hereof, and further upon admission of the holder of the said certificate to membership under the provisions of that Article; provided however, that the payment of the initiation fees specified under Article IX hereof shall be waived as to those applicants for membership who previously were members of the Association and who maintained ownership of a home in which they lived during a previous period of active membership.

(b) Such certificates may be listed by any holders thereof with the Board of Directors for sale to candidates for active membership in the Association at a price not in excess of the face value thereof, and the Board shall make such certificates available for purchase by newly admitted active members at the specified purchase price and in the order in which such certificates were listed provided that the Board may establish a

fee for the sale of such certificates, in accordance with rules and regulations adopted, printed, and distributed to all members.

(c) Such certificates of interest as may be outstanding upon the dissolution of the Association shall be payable as liabilities or obligations of the Association under Section 13.1-249 (a) of the Virginia Code, 1950 as amended, and for such purposes shall be entitled to share with general creditors in the case of distribution of assets in insolvency or bankruptcy.

(d) The provisions of this Article to the contrary notwithstanding, the Board of Directors shall not be obligated to list any certificates of interest for sale or to sell the same for any holder thereof until all of the charter memberships shall have been exhausted and at least two hundred (200) additional active members have been admitted to membership, provided however that in the case of any charter member whose membership must be terminated due to transfer of duty station or place of employment, under circumstances beyond the control of such member, who is unable to sell his or her certificate of interest or who sells or assigns his or her residence and such purchaser, although otherwise eligible, is not acceptable to the Board of Directors as an active member of the Association, the Board of Directors shall list such certificate of interest and sell it to the first applicant for active membership who thereafter files an application therefore, at a price however, not in excess of its face value.

3. The Corresponding Secretary shall prepare a register of the active members of the Association, which shall be known as the Membership Register. This register shall contain the names and addresses of all active members, the date of their admission to membership, the names in which the membership is held, if held in joint tenancy with

the right of survivorship, the amount of the membership fee and new member fee paid, and the date of resignation, expulsion, or suspension, and in the case of expulsion or suspension, a brief explanation thereof. The Secretary shall also prepare and maintain a list of all associate and honorary members, containing similar information and indicating the active membership to which the associate membership is related.

4. In the event of the dissolution of the Association for any reason, all of the assets of the Association shall be distributed in accordance with the provisions of Section 13.1-249 of the Code of Virginia, 1950 as amended; excepting that before distribution of any assets to the persons or organizations described in subsection (e) of that section, there shall be distributed to each member of the Association then in good standing, either all or a pro rata share of the amount paid the Association, by way of membership fees, plus interest at a rate of six (6%) percent per annum from the date of admission to membership to the date of dissolution, subject to set-off against any amounts due from such member to the Association.

5. Until such time as all of the debentures described in Article V, Section 1, of the Articles of Incorporation have been discharged, the Association shall accept such debentures in full payment for the membership fees of any applicant accepted for active membership in the Association.

## ARTICLE XII

### MISCELLANEOUS PROVISIONS

1. All checks or demands for money and all notes, debentures or other obligations of the Association shall be signed by such officer or officers, or such other person as the Board of Directors may from time to time designate.
2. The Association's seal shall have inscribed thereon, the name of the Association, the year of its organization, and the words "Corporate Seal, Virginia." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.
3. The fiscal year of the Association shall end October 31.
4. Whenever under the provisions of the Code of Virginia, of the Articles of Incorporation, or of these By-Laws, notice is required to be given to any director or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail addressed to such director or member at such address as appears on the books and records of the Association, and such notice shall be deemed to be given at the time when the same shall be thus mailed.
5. Whenever any notice is required to be given under the provisions of the Code of Virginia, of the Articles of Incorporation, or of these By-Laws, a waiver thereof, in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.
6. Any questions concerning the interpretation of these By-Laws shall be resolved by the Board of Directors.
7. At all meetings of the members of the Association or of the Directors, Roberts Rules of Order shall govern the Proceedings.

ARTICLE XIII

AMENDMENTS

1. These By-laws may be altered or repealed by the affirmative vote of two-thirds (2/3) of the membership present and voting in person or by proxy at any regular or special meeting of the members of the Association, a quorum being present, if notice of the proposed alteration or repeal is contained in the notice of such meeting.

By-Laws as amended through September 30, 2002