BY-LAWS OF
GLENDOWER COURT PROPERTY OWNERS' ASSOCIATION

A Non-Profit Corporation

As Amended and Restated October 24, 2012

ARTICLE I
Purposes

1.1 Purposes. The purpose or purposes for which the Glendower Court Property Owners' Association (the "Corporation") is organized are: To engage in charitable, educational and recreational activities within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1954, for the benefit of the general public and the inhabitants of those certain urban geographical areas and communities n Houston, Harris County, Texas, bounded as follows: Westhiemer Road on the South, the easternmost portions of the lots fronting on the eastern side of Kingston Drive on the East, the northern side of Indiana Avenue or Avalon Place on the North, and the westernmost portions of the lots fronting on the western side of Westgate Drive, hereinafter referred to as Glendower Court or the "Community". More particularly with respect to the foregoing, the Corporation is organized for the following purpose or purposes:

To develop, maintain, improve or beautify parks, streets, walkways, sewers, public buildings or vacant and undeveloped areas, to urge Community residents to clean and repair private property, to provide general information on methods of counteracting housing and community deterioration and ways of improving homes and the community in general, to sponsor yard, street and park clean-up campaigns, to take surveys to determine the adequacy of schools, parks, street lights, recreational facilities and other community amenities and services, to support programs directed at achieving reasonable population density standards in relation to community resources, to support programs designed to improve, expand, or supplement existing services and amenities to the community, to generate interest in and support for, and to promote museums, hospitals, charitable institutions, cultural activities and events.

To promote, foster, encourage and sponsor discussion groups, forums, panels, lectures, public meetings, programs and activities for the free and open discussion of civic and social topics of interest and benefit to the community.

To discover and correct abuses to areas of common interest within the community, to prevent or adjust controversies, and to serve as liaison and provide support and information for governmental units with respect to community affairs, provided, however, that no substantial part of the activities of the Corporation shall be devoted to: (i) attempting to influence legislation by propaganda or otherwise, or (ii) participating or interfering directly in any political campaign on behalf of, or in opposition to any candidate for public office.

In general to take such other action within the Community as will (i) improve the quality of life within the Community, (ii) promote and foster friendship, goodwill and community spirit, (iii) lessen community tension, (iv) combat community deterioration, (v) educate and inform citizens on topics of interest and concern to the community, (vi) promote good government and good citizenship, and (vii) relieve and lessen the burdens of government.

To do and exercise all powers necessary, suitable or proper for the accomplishment of any or all of the objects hereinabove enumerated, to accept and administer gifts, donations and bequests, whether of money, personal property or real estate, and otherwise to accumulate, administer and disburse funds to advance and achieve any of the above-mentioned purposes. Neither any donation made to the Corporation nor any fund or property arising therefrom, in whatever form it may take, shall be diverted from the purposes herein set out.

ARTICLE II
Offices and Agent

2.1 Offices and Agent. The principal office of the Corporation in the State of Texas shall be located in the City of Houston, County of Harris. The Corporation may have such offices, either within or without the State of Texas, as the Board of Directors may designate or as the affairs and activities of the Corporation may require from time to time.

The registered office of the Corporation required by the Texas Business Corporations Act to be maintained in the State of Texas may be, but need not be, identical with the principal office in the State of Texas, as designated by the Board of Directors. The address of the registered office may be changed from time to time by the Board of Directors. The registered agent of the Corporation may be changed from time to time by the Board of Directors.

ARTICLE III
Membership

3.1 Classes and Eligibility. The membership of the Corporation shall consist of two (2) classes, as follows:

3.1.1 Regular Members, to include any person, corporation, partnership or other entity, including any combination of any or all of the foregoing, which owns property in the Community that is subject to the deed restrictions governing the Glendower Court subdivision, whether singly, jointly or in common, as reflected, from time to time, in the Official Public Records of Real Property, in Harris County, Texas.

3.1.2 Associate Members, to include all those persons, corporations, partnerships or entities, not qualified for membership pursuant to the terms of Paragraph 3.1.1 hereof, but who maintain an interest in the Community and the activities of the Corporation.

Notwithstanding the foregoing, nothing herein shall be construed to prevent the directors from designating special lists of honorary members from among regular and associate dues paying members, or from the public at large.

3.2 Method of Application. Any person, corporation, partnership or entity that is not a regular Member, may apply for associate membership, by submitting payment for dues, together with his or her name and current mailing address to the Corporation. The Board of Directors will determine whether the applicant meets the criteria for admission or it may, in its discretion, present the application to the members for action thereon at any meeting of the membership.

3.3 Dues and Assessments. The Board of Directors shall by resolution, determine from time to time the amount of annual dues payable to the Corporation by members of each class. Dues shall be payable on or before the fifteenth (15^{th}) of March of each year.

Special assessments upon property owners may be made in accordance with Article 5 of the Amended and Restated Declaration of Protective and Restrictive Covenants for Glendower Court, as such Declaration shall be amended from time to time.

3.4 Voting Rights. Each regular member shall be entitled to one (1) vote on each matter submitted to a vote of the members. Honorary or associate members shall not be entitled to vote on any matter affecting the Corporation. Members shall be entitled to one vote for each building site owned . When more than one person holds an interest in any building site, all such persons shall be members collectively entitled to one vote per building site. The vote for such building site shall be exercised as such joint owners may, among themselves, determine but in no event shall more than one vote be cast.

3.5 Evidence of Membership. The Corporation may, in the discretion of the Board of Directors, issue such certificates, or cards, or other instruments evidencing membership rights and voting rights as may be authorized in the Articles of Incorporation or in these By-Laws.

3.6 Termination of Associate Membership. The Board of Directors may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any associate member who becomes ineligible for membership, or suspend or expel any associate member who shall be in default in the payment of dues.

3.8 Reinstatement. Upon written request, signed by a former associate member and filed with the Secretary, the Board of Directors may, by a majority vote, reinstate such former associate member to membership list upon such terms as said Board of Directors may deem appropriate.

3.9 Transfer of Associate Membership. Associate membership in this Corporation is not transferable or assignable.

ARTICLE IV
Meeting of Members

4.1 Annual Meeting. An annual meeting shall be held during the months of October, November or December in each year, beginning with the year 1984, at a time to be set by resolution of the Board, for the purpose of electing Directors and Officers and for the transaction of such other business as may come before the meeting.

4.2 Regular Meetings. At least one regular meeting, in addition to the Annual Meeting, shall be called at a time and place set by the resolution of the Board for the transaction of such business as may come before the meetings.

4.3 Special Meetings. Special meetings of the members may be called by the Chairman of the Board of Directors, any three voting Directors, or not less then one-third (1/3) of the regular members in good standing.

4.4 Place of Meeting. The Board of Directors may designate any place within the City of Houston as the place of meeting for any annual meeting or for any regular or special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal place of business of the Corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

4.5 Notice of Meetings. Written notice stating the place, day and hour of meetings of members shall be delivered, either personally or by mail, to each member, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the Chairman of the Board or by those persons calling the meeting, by or at the direction of the Chairman of the Board or by those persons calling the meeting.

However, for any regular annual or special meeting of members at which a special assessment is to be submitted to a vote of members, written notice of the meeting and including the amount of the proposed assessment shall be given no less than thirty (30) nor more than sixty (60) days before the date of such meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail addresses to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

4.6 Waiver of Notice. Whenever any meeting of the members is called, at which notice is required to be given to members of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, shall be equivalent to the giving of such notice.

4.7 Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

4.8 Quorum. Thirty of the regular members, shall constitute a quorum at any meeting of the Corporation.

4.9 Proxies. At any meeting of members, a member may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution.

4.10 Manner of Enactment. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof, unless a greater proportion is required by law or by these By-Laws.

4.11 Voting. Where Directors and Officers are to be elected by members, such election may, but need not be, conducted by mail or by electronic ballot in such a manner as the Board of Directors shall determine. Any vote cast in an election or vote by a member must be in writing and signed by the member, except that in an association-wide election, written and signed ballots are not required for uncontested races. All written ballots must be retained for at least twenty (20) days. A person who is a candidate in an association election or who is otherwise the subject of an association vote, or a person related to that person within the third degree by consanguinity or affinity, as determined under Chapter 573 Government Code, may not tabulate or otherwise be given access to the ballots cast in that election or vote, with the exception that such person may be given access to such ballots only as part of a recount process authorized by law. The person who tabulates votes in an association election or vote may not disclose to any other person how an individual voted.

ARTICLE V
Board of Directors

5.1 General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors must be residents of the Community and regular members of the Corporation.

5.2 Number, Election and Tenure. The Board of Directors shall be comprised of the officers of the Corporation elected by the members as set forth in Article VII, plus the President Emeritus, if any, as described below, who will serve as an ex officio, non-voting Director. Each Director shall hold office as described in Paragraph 5.2.1 below.

5.2.1 At the annual meeting the members shall elect Directors to replace those whose terms have expired; Directors shall be elected for a term of one (1) year.

5.3 Regular Meetings. The first meeting shall be held within four (4) weeks after the election of Directors at the annual meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of other regular meetings.

5.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board called by them.

5.5 Open Board Meetings. All regular and special meetings of the Board of Directors shall be open to members, subject to the right of the board to adjourn a board meeting and reconvene in closed session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the property owners' association's attorney, matters involving the invasion of privacy of individual members, or matters that are to remain confidential by request of the affected parties and agreement of the board. Following a closed session, any decision made in that closed session must be summarized orally and placed in the minutes, in general terms, without breaching the privacy of the individual members, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary must include a general explanation of expenditures approved in the closed session

5.6 Notice. Members shall be given notice of the date, time, place and general subject of a regular or special board meeting, including a general description of any matter to be brought up for deliberation in a closed session. The notice shall be either:

(1) mailed to each member not later than the 10th day or earlier that the 60th day before the date of the meeting, or

(2) provided at least 72 hours before the start of the meeting by

(A) posting the notice in a conspicuous manner reasonably designed to provide notice to members in a place located on the association's common property or on an internet website maintained by the association, and also

(B) sending the notice by e-mail to each member who has registered an e-mail address with the association. It is a member's duty to keep an updated e-mail address registered with the association.

If the board recesses a regular or special board meeting to continue later the same day or the following regular business day, the board is not required to post notice of the continued meeting if the recess was taken in good faith and not to circumvent this section. If a regular or special board meeting is continued to the following business day, and on that following day the board continues the meeting another day, the board shall, within two hours after adjourning the meeting being continued, give notice of the continuation by posting the notice in a conspicuous manner on the association's common property, as described above, and/or on an internet website maintained by the association.

5.7 Meetings Without Notice. The Board of Directors may meet by any method of communication, including electronic and telephonic, without the prior notice to members required above in Section 5.6, if each director may hear and be heard by every other director, or the board may take action by unanimous written consent, to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate board action. Any action taken without notice to members as required above in Section 5.6 must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special board meeting. The board may not, without prior notice to owners as required above in Section 5.6, consider or vote on:

(1) fines;
(2) damage assessments;
(3) initiation of foreclosure actions;
(4) initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety;
(5) increases in assessments;
(6) levying of special assessments;
(7) appeals from a denial of architectural control approval; or
(8) a suspension of a right of a particular member before the member has an opportunity to attend a board meeting to present his position, including any defense, on the issue.

5.8 Minutes. The Board of Directors shall keep a record of each regular and special board meeting in the form of written minutes. The Board of Directors shall make meeting records, including approved minutes, available to a member for inspection and copying on the member's written request, in accordance with the Association's open records policy.

5.09 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice until later in that same day or until the next day without notice, other than by announcement at the meeting.

5.10 Manner of Enactment. An act of a majority of Directors present at a meeting where a quorum is present shall be an act of the Board of Directors.

5.11 Vacancies. Any vacancy occurring in the Board of Directors caused by resignation, death or disability shall be filled by vote of a majority of the Directors then in office. The position shall be filled by the election of a new person to the office vacated at the next meeting of the members, whether regular or special. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. The requirements for the filling of vacancies caused by removal are included in Section 7.4

5.12 President Emeritus. The latest preceding person elected as President who is not serving as any other officer elected under Article VII and who was not removed from the office of President pursuant to Article 7.3 hereof shall be an ex-officio, non-voting Director designated as the President Emeritus. Anyone qualifying as President Emeritus shall serve in such role on the Board until a successor so qualifies even if that involves more than two (2) consecutive terms.

5.14 Chairman of the Board, Vice Chairman. The President of the Corporation shall serve as Chairman of the Board, who shall preside over Board meetings, and generally direct and oversee the operation of the Board of Directors. The Vice President shall serve as Vice Chairman of the Board. The Vice Chairman shall perform such additional duties as are designated by the Chairman of the Board.

5.15 Compensation. No salary shall ever be paid to any person by virtue of his or her status as a Director of the Corporation.

5.16 Substitutes. Only duly elected and constituted Directors shall be permitted to vote at meetings of the Board or any committee thereof.

5.17 Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees or in which they are interested, or between the Corporation or any corporation or association of which one or more of its Directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors or any committee of the Corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors or such committee, as the case may be. Such interested Director or Directors shall be counted in determining whether any necessary quorum is present, but shall not be counted in calculating the majority necessary to carry such vote. The section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VI
Committees

6.1 Appointment of Committees. Committees may be appointed in such manner as may be designated by a resolution adopted by a majority of the members voting at a meeting of the members. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, but need not be members of the Board of Directors. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

6.2 Powers and Duties. Each committee created under this Article shall have such powers and perform such duties as provided in the resolution of the membership designating such committee. Each such committee shall submit its reports and recommendations to the Board of Directors.

Plans and specifications properly submitted to an Architectural Control Committee or to the Board of Directors for approval under Article Four of the Amended and Restated Declaration of Protective & Restrictive Covenants of Glendower Court shall be deemed approved for all purposes if not denied or approved by such committee or Board of Directors within thirty five (35) days of the complete and proper submission of such plans and specifications. Notwithstanding the preceding sentence, such approval at the end of the 35 day period is deemed granted to applicant if, and only if, applicant shall have also given the additional notice of the submission along with all plans and specifications as submitted to the Committee, to the President of the corporation at least ten (10) days before the running of such 35 day period specifically noting therein the date of the original submission and date on which such 35 day period will end.

6.3 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

6.4 Chairman. One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof. The chairman of each committee shall be an ex-officio, non-voting member of the Board of Directors.

6.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided for in the case of the original appointments.

6.6 Quorum. Unless otherwise provided in the resolution of the membership designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.7 Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VII
Officers

7.1 Officers. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and a Parliamentarian.

7.2 Election or Appointment and Term of Office. Officers shall be elected by the membership at the annual meeting, for a term of one year, provided, however, that no person may serve more than four (4) consecutive terms in any one office unless such restriction is waived by a two-thirds (2/3rds) majority of the members voting in person or by proxy at a meeting of the Corporation. Each officer shall hold office until his or her successor shall have been duly elected and qualified. All officers shall be Directors. At the end of the President's term, the Vice President, who is also the President-Elect, shall succeed to the office of President.

7.3 Director Qualification. In cases where both spouses live in the same house in the Community, but only one (hereinafter sometimes referred to as "member spouse") is reflected as owner of the house in the Harris County Official Public Records of Real Property of Harris County, Texas Records, that member spouse and the other spouse (hereinafter sometimes referred to as "non - member spouse") are qualified to serve as Directors of the Corporation. All Directors shall be either members of the Corporation or non-member spouses as defined in this section. If the Board of Directors is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a board member has been convicted of a felony or crime involving moral turpitude, the board member is immediately ineligible to serve on the Board of Directors, automatically considered removed from the board, and prohibited from future service on the Board of Directors.

7.4 Removal. Any officer elected or appointed may be removed by a two-thirds (2/3rds) majority vote of the members voting in person or by proxy at any meeting of the Corporation whenever, in the judgment of the members, the best interest of the Corporation will be served thereby. A vote to remove any officer under this paragraph may be taken only at a meeting, the notice of which required under paragraph 4.5 hereof specifically stated that there would be a vote taken on removing that officer.

7.5 Duties, Responsibilities and Powers. The officers of the Corporation shall have such duties, responsibilities and powers as are usually associated with their offices, except as modified by the Board of Directors, and shall have such additional duties, responsibilities and power as may from time to time be conferred upon them by the Board of Directors. The following duties, responsibilities and powers are set forth, not as a mandate, but as a guideline to the designated offices, with the understanding that other duties, responsibilities and powers of each below-listed office may be expanded, contracted or altered from time to time, in the discretion of the Board of Directors.

7.5.1 President. The President shall be the principal executive operating officer of the Corporation and Chairman of the Board of Directors, and shall in general supervise and control the day-to-day business and affairs of the Corporation in accordance with the policies of the Board of Directors and these By-Laws. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these By-Laws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

7.5.2 Vice President/President-Elect. In the absence of the President or in the event a majority of the other members of the Board of Directors determine by resolution that the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also be the President-Elect and shall succeed to the office of President at the conclusion of the term of the prior President, unless otherwise determined by the Board of Directors. The Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

7.5.3 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts and monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositaries as shall be selected by the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

7.5.4 Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary and such other duties from time to time may be assigned to him or her by the Board of Directors.

7.5.5 Parliamentarian. The Parliamentarian shall attend all meetings of the membership and of the Board and shall assist the President in seeing that proper parliamentary procedure is followed. The Parliamentarian shall opine on the proper procedure to be followed at the request of the President, or Vice President when presiding in the President's absence, or at the request of any three (3) other members of the Board of Directors at Board meetings, or at the request of any ten (10) members of the membership at a meeting of the Corporation's members. The presiding officer shall conduct the meeting in accordance with the Parliamentarian's opinion so requested.

7.5 Salaries. No salary shall be paid to any person by virtue of his or her status as an officer of the Corporation.

ARTICLE VIII
Indemnification and Insurance

8.1 Indemnification. The Corporation hereby indemnifies any director, officer or committee member or former director, officer or committee member of the Corporation for expenses and costs (including attorney's fees) actually and necessarily incurred by him or her, by action in court or otherwise, by reason of his or her being or having been such director, officer or committee member, except in relation to matters as to which he or she shall have been guilty of negligence or misconduct in respect of the manner in which indemnity is sought.

8.2 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, employee or agent of the Corporation against any liability asserted against such person in any such capacity or arising out of such person against such liability under the provisions of the Texas Business Corporations Act.

ARTICLE IX
Books and Records

9.1 Books and Records. The Corporation shall keep the correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors and Committees having any authority of the Board of Directors, and shall keep at its registered office or principal place of business in this State, a record of the names and addresses of its members. The records of account of the Corporation shall reflect the total of all due and unpaid dues and special assessments.

9.2 Open Records: The books and records of the Corporation, including financial records, shall be open to and reasonably available for examination by a member or a person designated in writing signed by the member as the member's agent, attorney, or certified public accountant, as provided by Texas Property Code Chapter 209, Section 209.005 and in compliance with the Association's open records policy.

ARTICLE X
Contracts, Checks, Deposits, Funds

10.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

10.2 Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or Secretary and countersigned by the President or Vice President of the Corporation.

10.3 Deposits. All funds to the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board of Directors may select.

10.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purpose or for any specific purpose of the Corporation.

ARTICLE XI
Amendment to By-Laws

11.1 Procedure. These By-Laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the members voting in accordance with Section 4.11 of these Bylaws at any regular meeting or at any special meeting, if at least ten (10) days' written notice is given to all members of the intention to alter, amend or repeal or to adopt new by-laws at such meeting, stating the nature of the change or changes.

ARTICLE XII
Waiver of Notice

12.1 Waiver. Whenever any notice is required to be given to any member or Director of the Corporation under the provisions of these By-Laws, under the Articles of Incorporation, or under provisions of these By-Laws, under the Articles of Incorporation, or under provisions of the Business Corporations Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE XIII
Fiscal Year

13.1 Fiscal Year. The fiscal year of the Corporation shall be set by resolution of the Board of Directors, and until further resolved, shall begin on the first (1st) day of January and end on the last day of December each year.

ARTICLE XIV
Procedure

14.1 Procedure. Meetings of the Board of Directors, the members, or Committees shall be conducted in accordance with the procedures as outlined in Robert's Rules of Order, to the extent applicable.

ARTICLE XV
Fund Raising

15.1 Responsibility. It shall be the responsibility of the Board of Directors, or a committee thereof to raise all monies necessary for operation of the organization. This shall include follow-up for delinquent dues after normal administrative procedures have been exhausted.

ARTICLE XVI
Distribution of Assets upon Dissolution of the Corporation

16.1 Distribution. Upon dissolution of the Corporation, the assets remaining after payment or provision for payment of liabilities of the Corporation shall be distributed exclusively to organizations qualifying under Section 501(c)(3) of the Internal Revenue Code.