

AMENDED CODE OF REGULATIONS (BYLAWS)
OF
WINDRUSH CREEK PROPERTY OWNERS ASSOCIATION, INC.

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ARTICLE I

General Provisions

Section 1. Name

The name of the Corporation is the Windrush Creek Property Owners Association (hereafter the "Association").

Section 2. Document Title

This document may be referred to as either the "bylaws" or the "Amended Code of Regulations." This document supersedes and replaces the Amended Code of Regulations adopted in 2001.

Section 3. Fiscal Year

The fiscal year of the Association begins on January 1 and ends December 31.

Section 4. Repeals and Amendments.

This document may be amended or repealed by a majority vote of the members present, or by proxy, at any regular meeting.

Section 5. Definitions

Officers of the Association are the three members of the Board of Trustees, the secretary, and the treasurer.

All other terms used in these bylaws have the meanings set forth in the Association's Amended and Restated Declaration of Covenants, Restrictions, Easements, and Assessments (hereafter referred to as the "Declaration").

Section 6. Interpretation

In the case of conflict among governing documents of the Association, the Declaration, Articles of Incorporation, and these bylaws shall prevail in that order.

ARTICLE II

Membership

Section 1. Membership

Every owner of a residential lot at Windrush Creek, as defined in Article II Section 1 of the Declaration, shall be a member of the Association. A member in good standing is one who is up to date in payment of dues and assessments and in compliance with the architectural and usage requirements of the Declaration.

Section 2. Voting Rights

Members shall be entitled to one vote for each residential lot in the subdivision. All current members in good standing are entitled to vote, hold office, and serve on committees.

ARTICLE III

Meetings

Section 1. Biannual Meetings

Except in special circumstances, the members of the Association shall hold two meetings each year, the first no later than the first day of May and the second no later than the first day of November at a location in or

near the Windrush Creek property as designated in the notice. The Association budget for the following fiscal year will be set at the fall meeting.

Section 2. Special Meetings

The Board of Trustees may hold a special meeting of the Association at any time.

Section 3. Notice of Meeting

Each member will be notified of the date and purpose of any Association meeting at least thirty days in advance.

Section 4. Agenda

The agenda of meetings will be set by the Board. Members may request additions to the agenda up to one week before a meeting by written request to the secretary.

Section 5. Proxies

Any member may vote by proxy in place of voting in person. A proxy vote must state the issue and position of the property owner. The proxy vote must be signed by the member. The secretary must receive the proxy vote before the issue is voted on.

Section 6. Quorum

A quorum for any Association meeting shall be the number of property owners who are present in person or represented by proxy.

Section 7. Board-Only Meetings

An action that is required or permitted by the Board under the Declaration or these bylaws may take place without an in-person meeting if the Board unanimously approves the action and files it in writing to be included with the Association records.

ARTICLE IV

Officers

Section 1. Election of the Board

The Board is composed of three trustees. Trustees are elected at one of the Association's spring annual meeting. The majority of all votes cast determines the choice. Each trustee serves a three-year term. One new trustee is elected to replace the one who has served three years.

If any trustee(s) are unable to finish out their term(s), the remaining trustee(s) may appoint interim trustee(s) to serve until the next Association meeting.

Section 2. Selection of the Secretary and Treasurer

Following the election of a new trustee, all three trustees shall select a secretary and a treasurer who shall serve for one year. The same person may hold the offices of secretary and treasurer. A trustee may serve as any officer of the Association.

Section 3. Powers of the Board

The Board shall have control and management of the business, funds, and property of the Association. The Board may disseminate and enforce rules governing the use of the property and privileges of the Association by its members, their families, and guests.

The Board shall review applications for compliance with architectural and building restrictions.

The Board may retain counsel or contract with accountants and other professionals as needed to carry out any of the Association functions in the Declaration. This includes enforcement of claims of the Association and its members for dues or assessments due according to the Declaration, against any member failing to pay such assessment, or against any member who otherwise has violated any provision of the Declaration where, in the business judgment of the members of the Board, the action is desirable or warranted.

The Board may establish, modify, or terminate standing and ad hoc committees as needed to carry out Association functions. The Board may remove a committee chair for cause.

Section 4. Removal of Officers

Any Association officer may be removed with or without cause by a majority vote of the members at a duly called meeting.

Section 5. Compensation

No officer shall receive compensation for their services. However, by resolution of the Board, they may be reimbursed for actual expenses incurred in the performance of their duties.

ARTICLE V

Duties of Officers

Section 1. President

The trustee in the third year of service shall serve as president and preside at all meetings of members and the Board. He or she shall perform all duties usually incident to such office and such other duties as may be from time to time required of the president by the members or Board.

Section 2. Vice President/President-Elect

The trustee in the second year of service shall serve as vice president/president-elect. She or he shall perform all duties established for the office and all duties of the president in case of the latter's absence or disability.

Section 3. First-Year Trustee

The trustee in the first year of service shall perform duties duly assigned.

Section 4. Secretary

The secretary shall keep accurate hard-copy and electronic records of all actions of the members and trustees. The secretary shall distribute to the membership all notices required by the Declaration or bylaws of the Association. The secretary shall record all minutes of members' and trustees' meetings and such other matters as shall be proper and necessary. At the expiration of the secretary's term of office, the secretary shall deliver all books, papers, electronic records, user identifications and passwords, and property of the Association in their hands to the president or to their successor.

Section 5. Treasurer

The treasurer shall collect and disburse Association funds under the direction of the Board of Trustees and will maintain proper documentation of all transactions.

The treasurer will adhere to Generally Accepted Accounting Principles (GAAP) to keep an accurate account of the finances of the Association. The treasurer will follow and maintain Windrush Accounting Standard Operating Procedures (SOP). All accounting software, banking records, and hard-copy records shall be open for inspection and examination by the Board. The treasurer shall report the status of all financial accounts at

the annual Association meeting and at such other times as may be required by the president or Board. The treasurer shall compute and bill members for annual assessments not later than May 1st of each year and may bill members for any additional dues, fees, or charges imposed under or per Article IX of the Declaration.

At the expiration of his or her term of office, the treasurer shall deliver all electronic and paper records, user identifications and passwords, and accounting software applications to their successor in office or to the president.

We, the undersigned, the members of the Board of Trustees of the Association of the Windrush Creek Property Owners' Association, do hereby certify that the foregoing bylaws constitute the amended bylaws of the Association, as duly adopted at a meeting of the members of the Association, held on [day] of [month], [year].

Trustee signature

Printed Name

Date

Trustee signature

Printed Name

Date

Trustee signature

Printed Name

Date