

## ARTICLE 5

### Meetings of Directors

5.1. Regular Meetings. Regular meetings of the Board shall be conducted at least quarterly at a time and place within or near the Property as may be fixed by the Board. Notice of the time and place of regular meetings shall be given to each Director, personally or

by mail, telephone or telegraph, at least three (3) days prior to the day named for the meeting.

5.2. Special Meetings. A special meeting of the Board may be called by written notice signed by the President of the Association or by any two (2) Directors other than the President. Notice shall be provided to all Directors in the manner prescribed for notice of regular meetings and shall include a description of the nature of any special business to be considered by the Board.

5.3. Waiver of Notice. Before or at any meeting of the Board, any Director may, in writing, waive notice of such meeting; and such waiver shall be deemed equivalent to the giving of such notice to that Director. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him/her of the time and place of the meeting. Furthermore, any action to be taken by the Directors pursuant to the Articles, the Declaration or these Bylaws may be taken without a meeting if all Directors consent thereto in writing. Such consent shall have the same effect as a unanimous vote.

5.4. Quorum. The presence in person of a majority of the Directors at any meeting of the Board shall constitute a quorum.

5.5. Executive Session. The Board may, with the approval of a majority of a quorum of the Directors, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved and business of a similar nature and other matters permitted by statute. The nature of any and all business to be considered in executive session shall first be announced in open session.

5.6. Board Meetings Open to Members. Regular and special meetings of the Board shall be open to all Members of the Association, provided, however, that Association Members who are not on the Board may not participate in any deliberation or discussion unless expressly so authorized by the vote of a majority of a quorum of the Board.

## ARTICLE 6

### Powers and Duties of the Board of Directors

6.1. Powers and Duties. The Board shall have the powers and duties necessary for the administration of the affairs of the Association. Without limitation of the generality of the foregoing