

**PARKVIEW TOWNHOMES, INC.**  
**AMENDED BY-LAWS**

**1. ARTICLE I**

*Preamble*

The name of the corporation is PARKVIEW TOWNHOMES, INC., herein-after referred to as the "Association", with its principal office at 2400 24<sup>th</sup> Avenue South, Grand Forks, North Dakota, but meetings of the members and directors may be held at such places within the City of Grand Forks, County of Grand Forks, State of North Dakota, as may be designated by the Board of Directors.

**2. ARTICLE II**

*Membership and Voting Rights*

Membership and voting rights in the Association shall be as defined in Article II of the Declaration of Covenants, Conditions and Restrictions of Parkview Townhomes, Inc., dated the 13<sup>th</sup> day of August, 1983, and recorded on September 8, 1983, as Document No. 402037, in the Office of the Register of Deeds, County of Grand Forks, State of North Dakota, as it might be amended. All members entitled to vote shall register with the Secretary of the Association, giving a mailing address to which notices might be sent.

**3. ARTICLE III**

*Meeting of Members*

**3.1. Annual Meetings**

Annual meetings of the members shall be held on the 2<sup>nd</sup> Tuesday of September in each and every year, and notice of the time and place of such meeting shall be given in person or by writing, mailed to each member at the address as the same shall appear on the records of the Association, no less than ten (10) nor more than fifty (50) days prior to the date of such meeting.

**3.2. Special Meetings**

A special meeting of the members may be called by the President or by the Board of Directors. The President, upon written request signed by at least ten (10) registered members, shall call a special meeting. Written or printed notice of the time, place, and purpose of such meeting shall be given personally or in writing mailed to each registered member at the address as the same shall appear on the records of the Association, no less than ten (10) nor more than fifty (50) days prior to the date of such meeting, unless the Declaration of Covenants, Conditions and Restrictions provides otherwise.

### **3.3. Quorum**

The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10<sup>th</sup>) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided by the Declaration of Covenants, Conditions and Restrictions or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

### **3.4. Proxies**

At all meetings of the members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

## **4. ARTICLE IV**

### *Board of Directors*

#### **4.1. Number**

A Board of five (5) directors, who must be members of the Association, shall manage the affairs of the Association.

#### **4.2. Term of Office**

The term of each director shall be two (2) years, or until the successor is duly elected and qualified. Initially, three Directors shall be elected for full two-year terms and two Directors for one (1) year term. Thereafter, elections shall be for full two (2) year terms unless a Director is being replaced before the expiration of a term in which case that term shall be completed by the replacement.

#### **4.3. Nomination**

Nomination for election to the Board of Directors at an annual meeting shall be made by a Nominating Committee appointed by the Board of Directors and shall consist of a Chairperson, who shall be a member of the Board of Directors, and two or more members of the Association, to serve from the close of such annual meeting until the close of the next annual meeting and such appointments shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. A voting member may also make nominations from the floor.

#### **4.4. Election**

Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration of Covenants, Conditions and Restrictions. Cumulative voting is not permitted, and the persons receiving the largest number of votes shall be elected.

#### **4.5. Removal**

Any director may be removed from the Board of Directors, with or without cause, by a majority vote of the members of the Association.

#### **4.6. Vacancies**

In the event of the death, resignation or removal a of director, the successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of the predecessor.

#### **4.7. Compensation**

No director shall receive compensation for any service rendered to the Association in the capacity of a director, unless no officers are in place. However, any director may be reimbursed for the actual expenses incurred in the performance of duties.

#### **4.8. Action Taken Without a Meeting**

The directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

### **5. ARTICLE V**

#### **Meetings of Directors**

##### **5.1. Regular Meetings**

Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting date fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

##### **5.2. Special Meetings**

Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.

##### **5.3. Quorum**

A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## 6. ARTICLE VI

### Powers and Duties of the Board of Directors

#### 6.1. Powers

*The Board of Directors shall have power to:*

- 6.1.1. Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- 6.1.2. Suspend voting rights and the right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- 6.1.3. Exercise for the Association all powers, duties and authority vested in or delegated to this Association, including those provided for under the Laws of the State of North Dakota, and not reserved to the membership by other provisions of these By-Laws, Articles of Incorporation, and Declaration of Covenants, Conditions and Restrictions;
- 6.1.4. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- 6.1.5. Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

#### 6.2. Duties

*It shall be the duty of the Board of Directors to:*

- 6.2.1. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote.
- 6.2.2. Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed.
- 6.2.3. As more fully provided in the Declaration of Covenants, Conditions and Restrictions to:
  - 6.2.3.1. Fix the amount of the annual assessment against each Lot at least thirty (30)-days in advance of each annual assessment period;

- 6.2.3.2. Send written notice of each assessment to every Owner subject thereto at least thirty (30)–days in advance of each annual assessment period; and
- 6.2.3.3. Foreclose the lien against any property for which assessments are not paid within thirty (30)–days after due date or to bring an action at law against the owner personally obligated to pay the same.
- 6.2.3.4. Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
- 6.2.3.5. Procure and maintain adequate liability and hazard insurance on property owned by the Association.
- 6.2.3.6. Cause all officers or employees having fiscal responsibility to be bonded, as it may deem appropriate.
- 6.2.3.7. Cause the Common Area as defined in the Declaration of Covenants, Conditions and Restrictions to be maintained.

## **7. ARTICLE VII**

### *Officers and Their Duties*

#### **7.1. Enumeration of Officers**

The officers of this Association shall be a president and vice–president, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create. All officers must be members of the Association.

#### **7.2. Election**

The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

#### **7.3. Term**

The officers of this Association shall be elected annually by the Board and each shall hold office for one (1)–year unless any shall sooner resign, or shall be removed, or otherwise disqualified to serve.

#### **7.4. Special Appointments**

The Board may elect or appoint such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time determine.

## **7.5. Resignation and Removal**

Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **7.6. Vacancies**

A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

## **7.7. Multiple Offices**

The offices of secretary and treasurer may be held by one person. No person shall simultaneously hold more than one of any other of the offices except in the case of special offices created pursuant to Section 4 of this article.

## **7.8. Duties**

### **PRESIDENT**

The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

### **VICE PRESIDENT**

The vice-president shall act in the place and stead of the president in the event of absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

### **SECRETARY**

The secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

### **TREASURER**

The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

## 8. ARTICLE VIII

### Committees

The Board of Directors shall appoint an Architectural Control Committee, as provided in the Declaration of Covenants, Conditions and Restrictions, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes. Any fixture, addition, or alteration approved by the Architectural Control Committee pursuant to the Declaration of Covenants, Conditions and Restrictions shall be covered by the policy of Commercial Property Insurance maintained by the Association. This provision shall apply whether such fixture, addition, or alteration is to the exterior or interior of a unit.

## 9. ARTICLE IX

### Books and Records

The books, records and papers of the Association shall at all time, during reasonable business hours, be subject to inspection by any member. The Declaration of Covenants, Conditions and Restrictions, the Articles of Incorporation, and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

## 10. ARTICLE X

### Priority of Documents

The Association, its Board of Directors, its officers, agents and employees, any Owner, and all the members shall be subject to all of the provisions the Declaration of Covenants, Conditions and Restrictions, and in the case of any conflict between said Declaration and these By-Laws, said Declaration shall control.

## 11. ARTICLE XI

### Fiscal Period

The fiscal period of the Association shall begin on the first day of August and end on the 31<sup>st</sup> day of July of every year, except that the first fiscal period shall begin on the date of incorporation.

## ARTICLE XII

### Amendment

These By-Laws may be amended, at a regular or special meeting of the members, by a two-thirds vote of all members of the Association, in person or by proxy; except that

The Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B membership.

IN WITNESS WHEREOF, we, being all of the directors of PARKVIEW TOWNHOMES, INC. have hereunto set our hands this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Cory Geiszler

\_\_\_\_\_  
Kasie Putnam

\_\_\_\_\_  
Teresa Blilie

\_\_\_\_\_  
Dennis Ball

\_\_\_\_\_  
Betty Berg

STATE OF NORTH DAKOTA)

) ss

COUNTY OF GRAND FORKS)

The foregoing Amended By-Laws were acknowledge before me this \_\_\_\_ day of \_\_\_\_\_, 20\_\_, by

(SEAL)

\_\_\_\_\_.

I, the undersigned, do hereby certify:

That I am the duly elected and acting secretary of Parkview Townhomes, Inc., a non-profit corporation of the State of North Dakota, and

That the foregoing By-Laws constitute the amended By-Laws of said Association, as duly amended at a meeting of the members of the Association thereof, held on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

IN WITNESS WHEREOF, I have hereunto subscribed my name this \_\_\_\_ day \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Laurie Ball, Secretary/Treasurer