

**[Proposed] Second Amendment to the Bylaws of
Newport Shores Community Association Inc.**

Article VII of the Bylaws of Newport Shores Community Association, Inc. is hereby amended by deleting said Article VII in its entirety, and in its place and stead substituting the following:

“ARTICLE VII AMENDMENTS

“These Bylaws may be adopted, amended or repealed by the vote or written consent of a majority of a quorum of members present in person or by proxy or written ballot at a regular or special meeting of members called for said purposes.”

**Existing Language of Article VII of the Bylaws of
Newport Shores Community Association, Inc.**

“Section 1. Powers of the Members. The Bylaws of this Association may be adopted, amended or repealed either at a meeting by the vote of members entitled to exercise a majority of the voting power or by the written assent of such members, with the exception that a vote of seventy-five percent (75%) of the members is required to increase the assessment beyond the maximum of one hundred dollars (\$100) in any one year.

“Section 2. Powers of the Directors. The authority to adopt, repeal and amend Bylaws may, by the vote of the members, entitled to exercise a majority of the voting power, or by the written assent of such members, be delegated to the Board of Directors subject to the power of the members to adopt, amend or repeal such Bylaws, or to revoke such authority in like manner; provided, however, that the powers of the members to fix the number of directors may not be delegated to the directors. Such authority to adopt, repeal and amend Bylaws with the aforesaid exception is hereby delegated to the Board of Directors in the event that the holders of memberships entitled to exercise a majority of the voting power shall by vote or by assent in writing, adopt these Bylaws.”