

**WEST KUIAHA MEADOWS HOMEOWNERS' ASSOCIATION, INC.
BOARD OF DIRECTORS RESOLUTION TO AMEND BYLAWS RE
EXECUTION OF INSTRUMENTS AND AMENDMENTS**

WHEREAS, Article XI, Section 11.1 of the By-Laws provides that the By-Laws may be amended upon a resolution adopted by the Board and approved by the affirmative vote or written consent, or any combination thereof, of Members holding seventy-five percent (75%) of the total votes in the Association;

WHEREAS, Article X, Section 10.2 of the By-Laws as presently drafted requires that all checks and other instruments must be signed by two officers, or by resolution the membership or Board can designate another officer;

WHEREAS, the Board is running into problems as it is difficult to coordinate two officers to go to the managing agent's office three times a month to sign checks and necessary documents;

WHEREAS, to aid in the efficient management and administration of the Project, the Board would like to be able to designate the Association's managing agent to sign checks and instruments with the Board's approval;

WHEREAS, Article XI, Section 11.1 of the By-Laws as presently drafted requires that all amendments to the By-Laws be recorded;

WHEREAS, the Board has discovered that it would be difficult to try to record an amendment to By-Laws since the original By-Laws were never recorded;

WHEREAS, to eliminate this problem and streamline the process for future amendments, the Board would like to propose an amendment to the By-Laws that would remove the provision requiring amendments to be recorded;

WHEREAS, the Board has determined that it is in the best interest of the Association to amend the By-Laws to resolve the issues discussed hereinabove;

NOW THEREFORE, BE IT RESOLVED, that pursuant to Article XI, Section 11.1 of the By-Laws, the West Kuiuaha Meadows Association By-Laws are proposed to be amended as follows (deletions shown in ~~strike through~~, additions shown in **bold**):

10.2. Execution of Instruments. All checks, notes, bonds, deeds, leases, contracts or other documents or instruments shall be executed by any two (2) officers; provided, however, that the Members of the Association or the Board of Directors, by general or special resolution, may designate some other ~~officer~~ **person or persons** to execute or cause to be executed any of the items aforesaid.

11.1 Adoption, Amendment and Repeal. Except as otherwise specifically provided in these By-Laws, new By-Laws may be adopted or these By-Laws may be amended or repealed upon a resolution adopted by the Board and approved by the affirmative vote or written consent, or any combination thereof, of Members holding seventy-five percent (75%) of the total votes in the Association, and the prior written consent of the Class B Member, so long as the Class B

membership exists. In addition, any applicable approval requirements for mortgagees set forth in the Declaration shall also be satisfied. ~~All amendments must be Recorded.~~

THIS CERTIFIES that the undersigned is the Secretary of the above-named Association and that the foregoing is the full, true and correct resolution passed by the Board of Directors thereof at a meeting of said Board held on January 27, 2012, legally called and held, at which a quorum was present and voting.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of January, 2012



Secretary