

Section 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.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) Adopt and publish rules and regulations governing the use of the facilities of the Corporation, and the personal conduct of the shareholders and their guests thereon, and to establish penalties for the infraction thereof;
- (b) Suspend the voting rights and right to use of the facilities of a shareholder during any period in which such shareholder shall be in default in the payment of any assessment levied by the Corporation. 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;
- (c) Exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation and not reserved to the shareholders by other provisions of these By-Laws, or the Articles;
- (d) 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
- (e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) 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 shareholders, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the shareholders who are entitled to vote;
- (b) Supervise all officers, agents and employees of this Corporation, and to see that their duties are properly performed.

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