

THIRD AMENDMENT TO THE CODE OF BY-LAWS  
OF TUSCANY VILLAGE COMMUNITY ASSOCIATION, INC.  
REMOVAL OF A BOARD DIRECTOR(S)

WHEREAS, the By-Laws of Tuscany Village Community Association, Inc. ("By-Laws") were originally drafted in conjunction with the establishment of the Tuscany Village planned subdivision in 2006, its previous being binding upon all of the owners of lots and homes within Tuscany Village; and

WHEREAS, pursuant to Article VII of the By-Laws, the document may be amended, in whole or in part, by a majority vote of the whole Board at any regular or special meeting; and

WHEREAS, Article III, Section 8 of the By-Laws states that any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if prior to such action, a written consent thereto is signed by all members of the Board, and such written consent is filed with the minutes of the proceedings of the Board; and

WHEREAS, the Board of Directors unanimously consented in writing to the adoption of the below amendment to the By-Laws;

NOW, THEREFORE, the following amendments to the Code of By-Laws of Tuscany Village Community Association, Inc. shall be effective as of the date set forth below:

Article III Directors Section 1. Number and Term of Office and Article IV Officers Section 2. Election and Terms of the By-Law is amended to state and remove the noted provision below and to restate and insert additional provision as noted herein:

PROVISION STATED and REMOVED

Article III Directors Section 1. Number and Term of Office. [...] If a member of the Board of Directors shall cease to meet any qualifications herein required for a member of the Board, such member shall thereupon cease to be a member of the Board and his place on the Board shall be deemed vacant. The Voting members may remove any member of the Board with or without cause, and elect a successor at a meeting of the Voting Members called expressly for such purpose.

Article IV Officers Section 2. Election and Terms. [...] Any officer may be removed at any time, with or without cause, by vote of a majority of the whole Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed; provided, however, that election of an officer shall not of itself create contract rights.

RESTATED PROVISIONS as AMENDED

Any Director(s) may be removed from the Board of Directors, may only be removed "for cause" as defined by the amended By-laws of the corporation, by a vote of a majority of the Members of the Corporation entitled to vote at an election or at a meeting of the Members called expressly for that purpose and elect a successor(s) at such meeting. In addition, a Director(s) may also be removed "for cause" by a two thirds (2/3) vote of the remaining Directors, but such removal shall be without prejudice to the contract rights, if any, of the person(s) so removed; however, that election of an officer shall not of itself create contract rights.

For purposes of this provision, an act that constitutes "for cause" includes, but is not limited to:



a) failing to attend three (3) or more consecutive meetings of the Board of Directors; b) becoming ineligible to serve on the Board pursuant to any terms set forth in the Declaration, Articles or these Bylaws; c) acts of fraud, theft, deception, or criminal behavior; d) breach or disclosure of confidential Board information; e) failure to conform or follow the Director's Statement of Conduct; f) or any other actions not authorized by the Board which hinder or bypass the authority of the Board to act as a whole.

Determination of whether "for cause" has been sufficiently established to justify removal of a Director(s) is left to the sole discretion of the members or the remaining Director(s). The vacancy of a Director(s) removed by the Members at a special meeting or a vacancy of a directorship due to a Director(s) being removed by a vote of the Board shall be filled pursuant to the vacancy provisions within these Bylaws under Article III Directors Section 2. Vacancies. and Article IV Section 3. Vacancies.

IN WITNESS WHEREOF, the undersigned have executed this instrument as of this

11th day of July, 2017

Dan Swidron Date: 7-11-17  
Dan Swidron HOA President

Alan Coppinger Date: 7-11-17  
Alan Coppinger HOA Secretary

Ashok Vaja Date: 7/11/2017  
Ashok Vaja HOA Treasurer