

**AMENDMENT TO THE BYLAWS OF  
VICTORIA PONDS TOWNHOMES ASSOCIATION**

This Amendment to the Bylaws (the "Amendment") is made effective this 27th day of April, 2015, by Victoria Ponds Townhomes Association, a non-profit corporation under the laws of the State of Minnesota (the "Association"), and approved by the required number of the votes of the Association pursuant to Section 9.1 of the Bylaws.

**WHEREAS**, the Bylaws, which were adopted by the Association on September 9, 1996, require approval by Owners who have authority to cast in excess of fifty percent (50%) of the total votes in the Association, in writing or at a duly held meeting of the Owners; and

**WHEREAS**, a vote of a the members was taken on December 9, 2014 by written mail ballot, and the necessary percentage of owners approved the Amendment to the Bylaws, as affirmed and evidenced by the Affidavit of the Secretary of the Association, attached hereto as **Exhibit A** and made a part hereof.

**NOW, THEREFORE**, the Association makes this Amendment declaring that the Bylaws shall be amended as set forth herein, and that the covenants and restrictions hereafter set forth shall be binding upon all persons having any right, title or interest in the Property, including their heirs, personal representatives, grantees, successors and assigns, effective as of the date of the adoption of this Amendment.

1. Each of the above recitals is true and correct and is hereby incorporated by this reference.
2. Section 3.3 of the Bylaws shall be deleted and amended, modified and restated as follows:

"3.3 Voting by Proxy. An Owner may cast the vote which is allocated to the Owner's Unit and be counted as present at any meeting of the Owners by executing a written proxy naming another Person entitled to act on that Owner's behalf, and delivering the same to the Secretary before the commencement of any such meeting. A proxy is granted and effective for one meeting only, which shall be specified on the proxy form itself. A

proxy may be removed by the granting Owner with written notice or by personally attending and voting at the meeting for which the proxy is effective. Proxy votes are valid for elections and for all other matters that are published in advance of the meeting to ensure that the Owner giving a proxy may understand the issue and instruct the proxy holder accordingly. For items that are not on the published agenda, and for which a proxy holder will have no voting instructions, the proxy holder shall not vote on any such items.”

3. Section 6.1 of the Bylaws shall be deleted and amended, modified and restated as follows:

“6.1 Number and Qualifications. The affairs of the Association shall be governed by a Board of Directors. The Board of Directors shall be composed of five (5) directors; all of whom shall be Owners, or a duly authorized representative of the Owner if the Owner is a corporation, partnership, limited liability company, trust or other entity which has the capacity to hold title to real estate.”

4. Sections 6.2(a) and (b) of the Bylaws shall be deleted in their entirety and Section 6.2(c) shall be deleted and amended, modified and restated as follows:

“6.2 Term of Office. The terms of office of the members of the Board of Directors shall be as follows:

- a. ~~Subject to subsection b, the terms of all directors appointed by the Declarant as authorized by the Declaration shall terminated upon the earliest of (i) voluntary surrender of control by Declarant, (ii) an Association meeting which shall be held within 60 days after conveyance to Owners other than a declarant of 75% of the total number of Units authorized to be included in the common interest community or (iii) the date five (5) years following the date of the first conveyance of a Unit to an Owner other than a declarant. The term of office of any director elected to the first Board of Directors by Owners other than the Declarant shall terminate at the same time as those appointed by Declarant.~~
- b. ~~Notwithstanding the provisions of Subsection a, the Owners other than Declarant shall have the right to nominate and elect not less than 33 1/3% of the directors at a meeting of the Owners held within 60 days following the conveyance by Declarant of 50% of the total number of units authorized to be included in the common interest community.~~

- c. Each term of office of the directors shall be two years and shall expire upon the election of a successor at a subsequent annual meeting of the Owners; provided, that a director shall continue in office until a successor is elected. A number of nominees equal to, or greater than, the number of vacancies, may be candidates for election; and those receiving the greatest number of votes shall be elected, notwithstanding that one or more of them does not receive a majority of the votes cast. A director appointed or elected to fill an uncompleted term shall serve until the natural termination of that term, unless removed in accordance with these Bylaws. There shall be no cumulative voting for directors.”
5. Section 6.3 of the Bylaws shall be deleted and amended, modified and restated as follows:

“6.3 Nominations. Nominations for election to the Board of Directors shall be made by a nominating committee appointed by the Board of Directors, or from the floor at the annual meeting or by “write-in” if authorized by the Board. At the Annual Meeting, the Board shall call for volunteers to serve as the Nominating Committee for the next election cycle. The Nominating Committee shall solicit and submit a list of candidates for Board Vacancies at the end of the fiscal year or prior to the Annual Meeting, the timing of which is within the sole discretion of the Nominating Committee.”
6. Section 6.11 of the Bylaws shall be deleted and amended, modified and restated as follows:

“6.11 Fidelity Bond. Fidelity bonds or insurance coverage for unlawful taking of Association funds shall be obtained and maintained as provided in the Declaration on all directors, officers and any individual or entity authorized to handle the Association’s funds and other monetary assets.”
7. Section 6.2 shall be added to the Bylaws and shall provide as follows:

“6.12 Conflict of Interest Policy. Upon election, all directors shall sign a conflict of interest statement whereby directors shall disclose any actual, perceived, or potential conflict of interest with regard to contracts, agreements, hiring of vendors, or any other matter which may impact the Association. Directors shall recuse themselves in any vote on matters affected by the conflict of interest.”
8. Section 7.1 of the Bylaws shall be deleted and amended, modified and restated as follows:

"7.1 Principal Officers. The principal officers of the Association shall be a President, Vice President, Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may from time to time elect such other officers and designate their duties as in their judgment may be necessary to manage the affairs of the Association. A person may hold more than one office simultaneously, except those of President and Vice President. Only the President and Vice President must be members of the Board of Directors."

IN WITNESS WHEREOF, the undersigned, as President of Victoria Ponds Townhomes Association, a Minnesota non-profit corporation, has executed this instrument effective on the day and year first set forth above, on behalf of the Association.

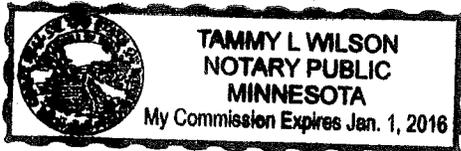
VICTORIA PONDS TOWNHOMES ASSOCIATION,  
a Minnesota nonprofit corporation

By: Grey Hermann

Its: President

STATE OF MINNESOTA )  
COUNTY OF Hennepin ) ss.

The foregoing instrument was acknowledged before me this 27 day of April, 2015, by Grey Hermann, the President of Victoria Ponds Townhomes Association, a Minnesota nonprofit corporation.



Tammy L. Wilson  
Notary Public

THIS INSTRUMENT DRAFTED BY:  
Chestnut Cambronne PA (SBB)  
17 Washington Avenue North, Suite 300  
Minneapolis, MN 55401  
Telephone: 612-339-7300

