
THE LANSING OWNERS ASSOCIATION

Election Rules

Voting

The Association shall have two classes of voting membership:

(a) Class A.

Class A Members shall be all Owners with the exception of Declarant. Each Condominium shall be allocated one vote in the Association. When more than one Owner holds an interest in any Condominium, all such co-Owners shall be Members of the Association. However, the vote for each Condominium must be cast as a whole. No fractional votes shall be allowed with respect to any Condominium, nor shall more than one vote be cast with respect to any Condominium. When more than one person owns a Condominium, there shall be one "Voting Owner" for such Condominium. The Voting Owner shall be designated by the record Owners of each Condominium by written notice to the Board. The designation shall be revocable at any time by actual notice to the Board given by any Owner of record of such Condominium or by the death or judicially declared incompetency of any record Owner. The power herein conferred to designate a Voting Owner, and to revoke said designation, may be exercised by the Owner's conservator or by the guardian of his estate, or in the case of a minor having no guardian, the parent or parents entitled to custody of said minor, or during the administration of his estate, the executor or the administrator of a deceased Owner, where the latter's interest in the Condominium is subject to administration in his estate. Where no voting Owner of a Condominium has been designated, or the designation has been revoked as provided herein, the vote for such Condominium shall be exercised as the majority of the co-Owners of the Condominium mutually agree. No vote shall be cast for any Condominium where there is no designated Voting Owner or the majority of co-Owners present in representing the Condominium cannot agree in their vote as provided herein.

(b) Class B

The Class B Member shall be Declarant, who shall be entitled to vote as follows: Voting shall be the same as far Class A memberships, except the Class B Member may triple his vote for each Condominium owned. The Class B membership shall cease and be converted to Class A membership upon the happening of either of the following events, whichever occurs first: When the total votes outstanding in the Class A membership equals or exceeds the total vote (tripled as stated) outstanding in the Class B membership; or II. On the second anniversary date of the first conveyance of a Condominium in the Project. Except as otherwise provided in the Condominium Documents, any action by the Association which must have the approval of the members before being undertaken shall require the vote or written assent of fifty-one percent (51%) of each class of membership during the time that there are two outstanding classes of membership. When only a single class exists after conversion of Class B to Class A shares, any action by' the Association which is subject to the approval of Members other than Declarant shall

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require the vote or written assent of fifty-one percent (51%) of the total voting power of the Association, as well as the vote or written assent of fifty-one percent (51%) of the total voting power of Members other than Declarant.

Number of Directors

The affairs of the Association shall be managed by a Board of five (5) directors who need not be Members of the Association until conversion of Class B membership to Class A, after which time all directors must be Members of the Association.

Term of Office

Declarant shall appoint the first directors who shall serve until the first meeting of the Association held pursuant to Section 3.1 hereof. At the first meeting of the Association, the Members shall elect the directors for a term of one (1) year. At the next annual meeting, the members shall elect three (3) directors for a term of two (2) years and two (2) directors for a term of one (1) year. At the expiration of the initial term of office of each respective Director, the successor to that Director shall be elected for a term of two (2) years. Unless vacated sooner, each Director shall hold office until the director's term expires and a successor is elected.

Removal

Unless the entire Board is removed from office by the vote of Association Members, an individual director shall not be removed prior to the expiration of his term of office if the number of votes cast against his removal would be sufficient to elect the director if voted cumulatively at an election at which the same total number of votes were cast and the entire number of Board members, authorized at the time of the most recent election of the Board members, were then being elected. A director who was elected solely by votes of Members other than Declarant may be removed from office prior to expiration of his term only by the vote of a majority of Members other than Declarant. In the event of death or resignation of a director, his successor shall be selected by a majority of the remaining members of the Board and shall serve for the unexpired term of his predecessor; provided, however, that if such director was elected by cumulative voting, the successor shall also be elected by cumulative voting. If a director is removed from office, he shall not be replaced by the remaining Board members; his term shall be completed by a director elected by the Association, pursuant to Section 5.1 hereof.

Election of Directors

The first election of the Board shall be conducted at the first meeting of the Association. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration and these Bylaws. The persons receiving the largest number of votes shall be elected. Cumulative voting shall be utilized during all elections in which more than two (2) positions of the Board are to be filled. Voting for directors shall be by secret written ballot. So long as a majority of the voting power of the Association resides

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in Declarant, or so long as there are two (2) outstanding classes of Members in the Association, not less than twenty percent. (20%) of the incumbents on the Board shall have been elected solely by the votes of the Members other than Declarant. The remaining directors shall be elected in accordance with normal voting procedures.

Director Votes

A majority of the number of directors shall constitute a quorum for the transaction of business. Every act performed or decision 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.

Enumeration of Officers

The officers of the Association shall be a President and a Vice President (who shall at all times be members of the Board of Directors), a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution designate.

Election of Officers

The election of officers shall take place at the first meeting of the Board of Directors and following each annual meeting of the Members.

Term

The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year,. Unless he shall sooner resign or shall be removed or otherwise disqualified to serve.

Special Appointments

The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may determine from time to time.

Resignation and Removal.

Any officer may be removed from office by the Board, with or without cause. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective. This Section shall not apply to the removal of directors from the Board.

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Vacancies

A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve the remainder of the term of the officer he replaces.

Multiple Offices

The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to this.