

AMENDMENT TO BYLAWS
OF
THE GABLES CONDOMINIUM ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENT THAT:

Whereas, length of the terms of the various members of the Board of Directors of the Association have become confused and uncertain because of resignations and the lack of accurate records pertaining to the terms of Directors appointed to fill vacancies in the past, it is the opinion of the Board of Directors that the Association would be better served by clarifying the terms of the members of the Board and voter responsibilities, in order to promote stability and certainty.

NOW, THEREFORE, THE DIRECTORS OF THE association do here by amend

Section 2 Article II of the Bylaws to read as follows:

Section 2 Members The Board of directors of the Association shall consist of five (5) persons who are Resident Unit Owners, in good standing, who shall serve a five (5) year term, with one director being elected at the annual meeting of the Association commencing with the annual meeting to be held on December ____, 2005. At each annual meeting thereafter, one director shall be elected for a five year term. Each person on the board of directors shall hold office until his successor shall be elected by the members of the Association at its annual meeting.

The directors further amend Section 4 of Article II to read as follows:

Section 4. Vacancies Any vacancy occurring in the board of directors, including vacancies occurring from removal of a director, may be filled by a majority vote of the remaining members of the board of directors at any regular or special meeting of the board. That appointee's Place shall commence on the day of the appointment and that appointee shall complete the prescribed term of service for that place to which appointed.

The directors further amend Section 9 of Article I to read as follows:

Section 9 Quorum. At a meeting of the Members, a quorum shall consist of persons in good standing, entitled to cast fifty percent (50%) of the votes of the membership in good standing. In the event that a quorum is not present, either in person or by proxy, the meeting shall be adjourned for one week. A second meeting shall be called, at which meeting a quorum shall consist of forty (40%) of the votes of the entire membership in good standing.. If the prescribed quorum is not met at either of the two meetings, the status of the officers of the Board will remain status quo until another annual meeting in December of the following year. As used in this Section, the percentages shall be established in accordance with the percentages established by the Declaration of Condominium.

The directors further amend Section 4 of Article I to read as follows:

Section 4 Designation of Voting Representative. In the event a Unit is owned by one (1) person, his right to vote shall be established by: (a) record title to his Unit. Record titles as recorded at the Shelby County courthouse on the annual date of October 15 shall establish the voting list and (b) being in good standing. If a unit is owned by more than (1) person, the person entitled to cast the vote for the Unit shall be designated by a certificate, exception being for husband and wife, signed by all the record owners of the Unit and filed with the secretary of the Association no later than November 1, of each year. If a Unit is owned by a corporation, partnership, trust, or other legal entity, the officer or agent thereof entitled to cast the vote for the Unit shall be designated by a certificate of appointment signed by the duly authorized representative of the board of directors or other governing body of such entity and filed with the secretary of the Association no later than November 1, of each year. This certificate shall be referred to as the Certificate of Voter Appointment and shall be notarized by a duly appointed Notary Public. If such a certificate is not filed with secretary of Association for a Unit owned by more than one (1) person or by a corporation, partnership, trust or other legal entity, exception being for a husband and wife, no later than November 1, the membership or vote of the Unit concerned shall not be considered in determining the requirement for a quorum nor for any purpose requiring the approval of the person entitled to cast the vote for the Unit. Such certificate shall be valid for one year or until superseded by a subsequent certificate or until a change in ownership of the Unit concerned is effected. A certificate designating the person entitled to cast the vote of a Unit may be revoked by any Owner thereof.

The directors further amend Section 10 Article II to read as follows:

Section 10 Compensation. No director shall be compensated for his services. This provision shall prohibit a director from receiving compensation as an employee of the Association, and preclude the contracting with a director for the management of the Condominium for which such director or directors may receive compensation.

The directors further amend Section 5 Article III to read as follows:

Section 5. Compensation. Officers of the board of directors shall receive no compensation. This provision shall preclude the board of directors from employing a director as an employee of the Association and preclude the contracting with a director for the management of the Condominium. The officers shall receive no compensation for their services.

The directors further amend Section 11 Article II to read as follows:

Section 11. Managing Agent The board of directors shall be authorized to employ the services of a manager or managing agent, or an independent person or firm qualified to manage the Property and the affairs of the condominium under the supervision of the board of directors. The board of directors shall not employ a director, officer or employee of the Association for the services of a manager or managing agent. The compensation paid to any such managing agent or manager shall be in the amount established from time to time by the board of directors.

The board of directors further amend Article X to read as follows:

Amendments

These by laws may be amended or modified from time to time by the vote of a majority of the board of directors and by a quorum of the membership, in good standing, of the Association. The board of directors shall cause, on an annual basis at least thirty (30) days in advance of the December meeting, a written notice to the membership, of proposed amendments to be approved. Any proposed amendments shall be presented at the annual December meeting for approval. Approved amendments to be set forth in writing, signed by the Secretary of the board of directors and recorded in the Shelby County Probate Office. Upon recording each such amendment shall be effective.



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Shelby Cnty Judge of Probate, AL
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The foregoing amendment to the Bylaws of The Gables Condominium Association, Inc., an Alabama not-for-profit corporation, was adopted by the unanimous vote of the board of directors of the Association on the 31st day of October, 2005.

Mary Humphreys
~~Secretary~~ *President*