

BY-LAWS

SATTERWHITE-DUFFY LAKE, INC.
(A TEXAS NON-PROFIT CORPORATION)

OPERATING AS

MALLARD LAKE CLUB

February, 2009

BY- LAWS
MALLARD LAKE CLUB
(A Texas Non-Profit Corporation)

**ARTICLE I
OFFICES**

SECTION 1, Principal Office. The principal office of the Corporation shall be in the County of Brazoria, State of Texas.

SECTION 2, Other Offices. The Corporation may also have offices in other counties within the State of Texas, as the Board of Directors may designate from time to time by proper resolution.

**ARTICLE II
MEETING OF MEMBERS**

SECTION 1. Place of Meetings. The annual meeting- of the members shall be in Harris County or Brazoria County as may be designated by the Board of Directors. All other meetings of members shall be held within the State of Texas as shall be stated in the notice of the meeting.

SECTION 2, Annual Meeting. The annual meeting of members, and guests invited by the Board of Directors, shall be held on the first Saturday of February each year at a time to be established by the Board of Directors, at which time they shall elect a Board of Directors and transact such other business as may properly be brought before the

SECTION 3, Special Meetings. Special meetings of the members for any reason or reasons, purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the President, the Board of Directors or not less than one-tenth (1/10) of all of the members entitled to vote at the meetings. Business transacted at all special meetings shall be confined to the purpose or purposes stated in the call.

SECTION 4, Notice of Meetings. Written, printed notice of all meetings of members stating the place, day and hour thereof and in the case of a special meeting, the purpose or purposes for which the meeting is called shall be personally served upon or mailed to each member of record entitled' to vote there at such address as appears on the membership books of the Corporation not less than ten (10) days nor more than fifty (50) days before the date of the meeting.

SECTION 5, List of Members. At least ten (10) days before each meeting of the members, a complete list of members entitled to vote at such meeting or any adjournment thereof arranged by numerical lot-number order with the address of

each, shall be prepared by the Secretary of the Corporation. Such list shall be available for ten (10) days prior to the meeting for examination by any member and shall be produced and kept at the time and place of the meeting for and during the whole time thereof and subject to the inspection of any member who may be present.

SECTION 6, Quorum. A majority of the members then entitled to vote, present in person or represented by proxy, shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation or by these By-Laws. If, however, such quorum shall not be present or represented at any meeting of the members, a majority of the members entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting at which a quorum shall be absent, until a quorum shall be present or represented. At such meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 7, Organization. The President shall preside at all meetings of the members, and in the absence of the President, a Vice-President shall preside. In the absence of these of these officers, a chairman shall be elected from among the members present.

The Secretary of the Corporation shall act as Secretary at all meetings of the members. In the absence thereof, an Assistant Secretary shall so act and in the absence of all of these officers, the presiding officer may appoint any person to act as Secretary of the meeting.

SECTION 8, Voting. When a quorum is present at any meeting, the vote of a majority of the members entitled to vote, present in person or represented by proxy, shall decide any matter submitted to such meeting, unless the matter is one upon which by law or by express provision of the Articles of Incorporation or of the By-laws the vote of a greater percent is required, in such case the vote of such greater percent shall govern and control the decision of such matter.

SECTION 9, Proxies. At any meeting of the members, every member entitled to vote thereat shall be entitled to vote in person or by proxy appointed by instrument in writing executed by such member or by his or her duly authorized attorney in fact. No appointment of a proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless otherwise provided by such proxy.

SECTION 10, Number of Votes. Except as otherwise provided by law, the Articles of Incorporation or these by-laws, there shall be two (2) votes per Certificate of Membership, however where a husband and wife hold a Certificate of Membership, each shall have one (1) vote.

SECTION I 1, Election of Directors. At each election of Directors, each member entitled to vote thereat shall have the right to vote for as many persons as there are to be elected and for whose election each has a right to vote. No member shall have the right to accumulate his or her vote at any election of Directors.

ARTICLE III DIRECTORS

SECTION 1, Number and Qualification. The property, business and affairs of the Corporation shall be managed and controlled by a Board of nine (9) Directors who shall be elected annually by the members, subject to the restrictions in Section 2 of this Article. Directors need not be residents of the State of Texas, but must be a member of the Corporation. The number of Directors may be increased or decreased (but not to a number less than three (3) by amendment of these By-Laws in the manner provided for the amendment of By-Laws). Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of the members called for that purpose. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

SECTION 2, Election and Term of Office. Directors shall be elected at the annual meeting of the members (except as provided in Sections 1 and 5 of this Article) and each Director elected shall hold office until the next annual meeting of the members and until a successor shall be elected and shall qualify or until death or until he or she shall resign or be removed in the manner hereinafter provided; however, only six (6) Directors may be elected to succeed themselves, subject to Section 1 of this Article wherein the number of Directors are changed by the members.

SECTION 3, Resignation. Any Director may resign at any time by giving written notice to the President or Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall be not necessary to make it effective.

SECTION 4, Removal. Any Director may be removed at any time either with or without cause by a majority vote of the Directors and an eligible person may be elected to serve for the remainder of his or her term at any special called meeting of the members called for the purpose by a vote of 3/4 of all members entitled to vote. In case any vacancy so created shall not be filled by the members at such meeting,, such vacancy may be filled by the Directors as provided in Section 5 of this Article.

SECTION 5, Vacancies. If any vacancy shall occur in the Board of Directors, such vacancy may, subject to the provisions of Sections 1 and 4 of this Article, be filled by the affirmative vote of the remaining Directors, even thou-h less than a quorum of the Board of Directors. A Director elected to fill such a vacancy shall

be elected for the unexpired term of his or her predecessor in office.

SECTION 6, General Powers. On and in accordance to the powers and authorities expressly conferred upon them by these By-Laws, the Board of Directors may exercise all such powers of the Corporation and do all such acts and things as are not by law or by the Articles of Incorporation or by these By-Laws directed or required to be exercised or performed by the members; however the Board of Directors shall not be authorized to expend more than \$2,000.00 for any single item, other than ordinary corporate expense, unless the sum in excess of \$2,000.00, (or \$5,000.00 where there is a Water System Emergency), has been budgeted and approved by proper resolution of the Board of Directors and submitted to a vote of the members, which vote shall be by a majority vote of the members, save and except in the event of a Water System Emergency, the Board of Directors is authorized to expend up to \$5,000.00 without prior approval of the membership. Other major expenses or unexpected Corporate expense may from time to time require membership assessments as recommended by the Board of Directors and approved by a majority vote of the members.

SECTION 7, Non-Liability of Directors and Officers in Certain Cases. No Director or Officer or Member of the Executive Committee shall be liable for his or her acts as such if they are excused from liability under any present or future provision or provisions of the Texas Non-Profit Corporation Act; and, in addition to the fullest extent now or hereafter permitted by the Texas Non-Profit Corporation Act, each Director or Officer or Member of the Executive Committee shall in the discharge of any duty imposed or power conferred upon them by the Corporation, be fully protected if, in the exercise of ordinary care, he or she acted in good faith and in reliance upon the written opinion of an attorney for the Corporation, the books of account or reports made to the Corporation by any of its officials or by an independent certified public accountant or by an appraiser selected with reasonable care by the Board of Directors or by such Committee, or in reliance of other records of the Corporation.

SECTION 8, Indemnification of Directors and Officers. Each Director and each Officer or former Director or Officer of this Corporation and each person who may have served at its request as a Director or Officer of another Corporation in which it has the right to vote or of which it is a creditor, shall be and hereby is indemnified by the Corporation against liabilities imposed upon them and expenses actually and reasonably incurred by them in connection with any claim made against them, or the defense of any action, suit or proceedings to or in which they may be or be made a party of by reason of their being or having been such Director or Officer, and against such sums as independent council selected by the Board of Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with a view of avoiding expenses of litigation; provided, however, that no Director or Officer shall be indemnified with respect to matters as to which he or she shall be

adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, or with respect to any matters which shall be settled by the payment of sums which counsel selected by the Board of Directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation, or with respect to matters for which such indemnification would be against public policy. Such right of indemnification shall be in addition to, but shall not exclude, any other rights to which Directors or Officers may be entitled.

ARTICLE IV MEETINGS OF THE BOARD

SECTION 1, Place of Meetings. The Directors of the Corporation may hold their meetings, both regular and special, either within the County of Harris or Brazoria within the State of Texas.

SECTION 2, Annual Meetings. The first meeting of each newly elected Board shall be held at such time and place as shall be fixed by the vote of the members at the annual meeting and no notice of such meeting shall be necessary to the newly elected Directors in order to legally constitute the meeting, provided a quorum shall be present, or they may meet at such time and place as shall be fixed by the consent in writing of all of the Directors.

SECTION 3, Regular Meetings. Regular meetings of the Board may be held without notice at such time and place as shall from time to time be determined by the Board.

SECTION 4, Special Meetings. Special meetings of the Board may be called by the President on (10) days notice to each Director either by mail, telephone, or by telegram. Special meetings shall be called by the President in like manner and on like notice on the written request of two (2) Directors. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting, to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

SECTION 5, Quorum and Action. At all meetings of the Board of Directors, the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors at any meeting at which a quorum is present -shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation or these By-laws. If a quorum shall not be present at any meeting, of Directors, the Directors shall adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

SECTION 6, Presumption of Assent to Action. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered

in the minutes of the meeting or unless he or she shall file a written dissent to such action with the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted for such action.

ARTICLE V EXECUTIVE COMMITTEE

SECTION 1, Membership and Authorities. The Directors, by resolution adopted at any properly called meeting- by a majority of the whole Board, may designate two (2) or more Directors to constitute an Executive Committee, which Committee, TO THE EXTENT PROVIDED IN SUCH RESOLUTION, shall have and may exercise all of the authority of the Board of Directors in the business and affairs of the Corporation, except where such delegation of authority by the Board of Directors of this Corporation is prohibited by applicable law, the Articles of Incorporation or the By-Laws.

SECTION 2, Minutes. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required.

SECTION 3, Vacancies. The Board of Directors shall have the power to fill vacancies, to change the membership of, or to dissolve the Executive Committee at their discretion.

ARTICLE VI OFFICERS

SECTION 1, Number. The Officers of the Corporation shall be a President, vice-president, a Secretary and a Treasurer. The Board of Directors may also choose additional Vice-Presidents and Assistant Treasurers. One person may hold any two or more of said offices except those of President and Secretary.

SECTION 2, Election, Term of Office and Qualifications. The Officers of the Corporation shall be elected by the Board of Directors at its first meeting after each annual meeting of members. The Board shall elect a President and shall elect one or more Vice-Presidents, a Secretary and a Treasurer, who will be members of the Board. Each Officer so elected shall hold office until a successor shall have been duly chosen and qualified or until death or resignation or removal in the manner hereinafter provided.

SECTION 3, Subordinate Officers. The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such term, have such authority and perform such duties as the Board of Directors may from time to time determine. The Board of Directors may delegate to any committee or officer the power to appoint any such subordinate officer or agent.

SECTION 4, Resignation. Any Officer may resign at any time by giving notice thereof to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the time alleged therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5, Removal. Any Officer elected or appointed by the Board of Directors may be removed by the Board at any time with cause.

SECTION 6, Vacancies. A vacancy in any office shall be filled for the unexpired portion of the term by the Board of Directors, but in case of a vacancy occurring in an office filled in accordance with the provisions -of Section 3 of this Article, such vacancy may be filled by the Board of Directors of this Corporation.

SECTION 7, The President. The President shall be the Chief Executive Officer of the Corporation; shall preside at all meetings of the members and Directors; shall be ex officio a member of all standing committees; shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute in the name of the Corporation all deeds, bonds, mortgages, contracts and other documents except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

SECTION 8, The Vice-President. Vice-Presidents shall perform the duties as are given to them by these By-Laws and as may from time to time be assigned by the Board of Directors or by the President. At the request of the President or in his or her absence or disability the Vice-President designated by the President (or in the absence of such designation, the senior Vice-President) shall perform the duties and exercise the powers of the President of this Corporation.

SECTION 9, The Secretary. The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and standing committees when required. The Secretary shall give or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose

supervision he or she shall be.

SECTION 10, Assistant Secretaries. Assistant Secretaries shall perform the duties as are given to them by these By-Laws or as may from time to time be assigned to them by the Board of Directors or by the Secretary. At the request of the Secretary or in his or her absence or disability the Assistant Secretary designated by the Secretary (or in the absence of such designation, the senior Assistant Secretary) shall perform the duties and exercise the powers of the Secretary.

SECTION 11, The Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name of the Corporation and to the credit of the Corporation in such depositories as may be secured and designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions of Treasurer and of the financial condition of the Corporation.

SECTION 12, Assistant Treasurers. Assistant Treasurers shall perform the duties as are given to them by these By-Laws or as may from time to time be assigned to them by the Board of Directors or by the Treasurer or in his or her absence or disability, the Assistant Treasurer designated by the Treasurer (or in the absence of such designation the senior Assistant Treasurer) shall perform the. duties and exercise the powers of the Treasurer.

SECTION 13, Treasurer's Bond. If requested by the Board of Directors, the Treasurer and any Assistant Treasurer shall give the Corporation his or her bond at corporate expense in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office and for the restoration to the Corporation, in case of his or her death, resignation or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

ARTICLE VII CERTIFICATES OF MEMBERSHIP

SECTION 1, Membership Certificates. Upon the formal application hereto to this Corporation and acceptance by this Corporation and the payment of any initiation and/or other amount due as provided in these By-Laws, a Certificate of Membership shall be Issued in the form of a Membership Certificate. The procedure and form of application shall be prescribed by the Board of Directors.

SECTION 2, Requirement. A MEMBER MUST OWN ONE OR MORE OF THE LOTS ABUTTING UPON MALLARD LAKE (SATTERWIIITE-DUFFY SUBDIVISION) AS PLOTTED AND/OR RECORDED IN THE MAP RECORDS OF BRAZORIA COUNTY, TEXAS TO BE ENTITLED TO APPLY FOR A CERTIFICATE OF MEMBERSHIP FOR SAID LOT OR LOTS; however, each lot shall be entitled to a Certificate of Membership,- subject to approval of application as herein provided, and each Certificate of Membership shall be subject to all dues and assessments and shall carry the right and privilege to vote subject to Rules and Regulations and the By-Laws of this Corporation.

SECTION 3, Transfer of Membership. Certificates of Membership cannot be transferred, sold or assigned; upon the sale of a lot on which a Membership Certificate has been issued, the outstanding Certificate of Membership shall be void. In the event of termination of membership whether by sale or resignation or other means, the prior owner of the membership shall have the privilege to nominate the person to whom he or she might like a new membership issued, however, said nominated person must submit an application as herein provided. This nomination by the prior owner in no wise or in any manner binds the Corporation. However, in the event the Board of Directors elects to deny said application presented, the member whose certificate is terminated shall have the right to call a special called members meeting by mailing at least 10 days notice to each member for the purpose of consideration of the application of his or her nominee. In the event said members elect to accept said applicant of the nominee, said Board of Directors shall then issue said Certificate of Membership upon the completion of the transfer of said lot to the new proposed member making application and upon receipt of the initiation fee and other monies due as provided in these By-Laws.

SECTION 4, Rules and Regulations. All members and memberships are specifically made subject to the Rules and Regulations attached hereto and made a part hereof by reference, just as if the said Rules and Regulations had been written herein as well as all Rules and Regulations hereafter legally adopted.

SECTION 5, Dividends. No dividends shall be paid and no part of the income of this Corporation shall be distributed to its members, Directors or Officers. This Corporation shall if it elects to do so, pay compensation in a reasonable amount to its members, Directors or Officers for services rendered, may confer benefits upon its members conformity with its purposes.

ARTICLE VIII CLUB PROPERTY AND OPERATION

SECTION 1, Duties. The President or a designated representative shall instruct the Caretaker as to the duties and work to be performed. The Caretaker shall be the Custodian of all property of the Club located on the Club premises. All

instructions pertaining to the operations of the Club and the custody and maintenance of its property shall be given to the Caretaker by the President, or by an Officer or Officers designated by the President of the Club, and no such instruction shall be given by any other member.

SECTION 2, Inventory. The Caretaker shall prepare a written inventory, indicating the condition of all property of the Club located on Club premises and subject to the Caretakers custody, in January, April, July and October of each year. One copy of said inventory shall be mailed to the President and Secretary or delivered to them and one copy shall be retained by the Caretaker.

SECTION 3, Rules and Regulations. The Caretaker shall perform said duties to the best of his or her ability and see that all Rules and Regulations are abided by and shall promptly report any violations thereof to the President or any person designated by the Board of Directors.

ARTICLE IX GENERAL PROVISIONS

SECTION 1, Waiver of Notice. Whenever, under the provisions of tile statutes or of the Articles of Incorporation or of these By-Laws, any notice is required to be given to any member or Director, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

SECTION 2, Fiscal Year. The fiscal year of the Corporation shall be January 1 to 1)December 31 of each year.

SECTION 3, Annual Budget and Statements. The Board of Directors shall present an annual budget and financial statement at each annual meeting of the members which shall truly and accurately reflect the condition of the Corporation.

SECTION 4, Checks, Notes, etc. All checks or demands for money and notes of the Corporation shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

SECTION 5, Examination of the Books and Records. Any member upon written demand stating the-purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times for any proper purpose, the books and records of account, minutes and record of members of the Corporation, and shall be entitled to make extracts therefrom at the members expense.

SECTION 6, Rules and Regulations. The Rules and Regulations attached

hereto are hereby made a part hereof just as if copied herein reference to which are made for all purposes.

SECTION 7, Directors. The Board of Directors shall be charged with Responsibility for the general management of the Club and shall have the power to make all Rules and Regulations (not inconsistent with the By-Laws) for the operation and use of the Club; provided, however, any such Rule or Regulation may be abrogated or altered by the members at a membership meeting if done in accordance with tile Articles of Incorporation, By-Laws and Rules and Regulations.

ARTICLE X AMENDMENTS

SECTION 1, Amendments by Members. The power to alter, amend or repeal these By-Laws or to adopt new By-Laws shall be vested in the members and such action may be taken at any annual or special meeting provided notice thereof is included in the notice of such meeting.

SECTION 2, Delegation of Powers. The power to alter, amend or repeal these By-Laws or to adopt new By-Laws may be delegated by the members to the Board of Directors by action at any annual or special meeting provided notice of such proposed action is included in the notice of such meeting.

ARTICLE XI DISSOLUTION

SECTION 1, Dissolution. The Corporation may dissolve and wind up its affairs in the following manner:

- A. The Board of Directors shall adopt a resolution recommending that the Corporation be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of members, which may be either annual or a special meeting. Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the Corporation, shall be given to each member within the time and in the manner provided by the By-Laws. A resolution to dissolve the Corporation shall be adopted upon receiving at least 2/3 of the votes which members present at such meeting in person or by proxy are entitled to cast.
- B. Upon the adoption of such resolution by the members, the Corporation shall cease to conduct its affairs except in so far as may be necessary for winding up thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of and claimant against the

Corporation and shall proceed to collect its assets and apply and distribute them as provided hereinafter.

- C. The assets of the Corporation in the process of dissolving shall be applied and distributed as follows:
 1. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged; in case its property and assets are not sufficient to satisfy or discharge all the Corporation's obligations and liabilities, the Corporation shall apply them so far as they will go to the just and equitable payment of the liabilities and obligations.
 2. Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
 3. Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, together with any income earned thereon shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to those of the dissolving Corporation pursuant to a plan of distribution adopted as herein provided.
 4. All other assets, if any, shall be distributed equally, share and share alike, among the members who hold Certificates of Membership on the books of the Corporation at the time of the adoption of the resolution of -dissolution, however, in the event a member is not in good standing, i.e., owes monies to the Corporation at the time of the resolution dissolution, that portion that would have been received on dissolution by said delinquent member necessary to pay said delinquent account shall be kept by the Corporation to pay up said monies owed the Corporation and shall pass as any other asset under the paragraph. In the event there is sufficient distribution to the delinquent member to pay him or her current, he or she shall participate in the distribution of the sum withheld as an asset, however, if there is not sufficient distribution to cover the delinquent account, then the part of distribution withheld shall be applied as a credit to the account and he or she shall not participate in the distribution of assets. Nothing herein withstanding, in the event the delinquent member pays up the delinquent account prior to the time of distribution, he or she shall participate therein just as any other member in good standing.

- D. Plan of Distribution.: A plan providing for the distribution of assets, not inconsistent with the provisions of the Corporation Non-Profit Act, may be adopted by this Corporation for the purpose of authorizing any transfer or conveyance of assets for which plan of distribution is herein required in these By-Laws in the following manner:

The Board of Directors shall adopt a resolution recommending a plan of distribution and directing the submission thereof to a vote at a meeting of members, which may either be an annual or a special meeting. Written or printed notice of setting forth the proposed plan of distribution or a summary thereof shall be given to each member, within the time and in the manner provided for in these By-Laws for notice of meetings of members. Such plan of distribution shall be adopted upon receiving at least 2/3 of the votes which members present at such meeting in person or by proxy are entitled to cast.