

**BY-LAWS
OF
HERITAGE OAKS PRIVATE ROADWAY
ASSOCIATION
an Illinois General Not-For-Profit Corporation
as Adopted by the
Board of Directors on
July 29, 1996**

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OF
HERITAGE OAKS PRIVATE ROADWAY ASSOCIATION
An Illinois General Not-For-Profit Corporation**

ARTICLE I

PURPOSES

The purposes of the Heritage Oaks Private Roadway Association ("Corporation") shall be the acquisition, construction, management, maintenance and care of Association property in Heritage Oaks Subdivision, Oak Brook, Illinois; to carry out the exempt functions of a common area Association for such Subdivision and the administration and operation of an organization on a cooperative Association basis, furnishing services and facilities primarily for the benefit of Association Members who are consumers of such services and facilities; to administer the use and maintenance of common area retention ponds, private roadways, and all non-public improvements located on or in the retention ponds, private roadways and other common areas of such Subdivision, including but not limited to culverts, inlets, drainage pipes, roadway pavements, appurtenant drainage lines and ditches, grass, landscaped areas, entrance monuments, structures and other identification features; and to administer and enforce covenants, conditions and restrictions for such Subdivision.

A Declaration of Covenants, Conditions and Restrictions for Heritage Oaks was recorded September 10, 1980 in DuPage County, Illinois as Document No. R80-53884 (the "Declaration"). The Corporation was incorporated as an Illinois General Not-For-Profit Corporation in order for it to serve as the governing body and operating entity for the common area Association for the Subdivision on behalf of Lot owners ("Members" of the Association) under the Declaration.

In the event of any conflict or inconsistency between the provisions of these By-Laws and of the Declaration or any amendments thereto, the provisions of the Declaration shall control.

ARTICLE II

CORPORATE OFFICES

The Corporation shall continuously maintain in the State of Illinois a Registered Office and a Registered Agent whose business office is identical with such Registered Office, and may maintain other offices within or outside the State of Illinois.

ARTICLE III

MEMBERS

SECTION 1. ANNUAL MEETING. An Annual Meeting of the Members shall be held in mid-September (on that Monday immediately preceding September 16), or at such other time as the Board of Directors may designate, for the purposes of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the Annual Meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

SECTION 2. SPECIAL MEETINGS. Special Meetings of the Members may be called either by the President, by the Board of Directors of the Corporation or by the holders of not less than one-fifth of all the outstanding voting rights of the Corporation entitled to vote, for the purpose or purposes stated in the call of the meeting.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate any place as the place of meeting for any Annual Meeting or for any Special Meeting(s) called by the Board of Directors. If no designation is made, or if a Special Meeting be otherwise called, the place of meeting shall be at the main office of the Corporation.

SECTION 4. NOTICE OF MEETINGS. Written notice stating the place, date, and hour of the meeting and, in the case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 and not more than 60 days before the date of the meeting (or in the case of a purpose of the meeting being merger/consolidation/dissolution of the Corporation or a Special Assessment, not less than 30 and not more than 60 days before the date of the meeting), either personally or by mail, by or at the direction of the President, the Secretary, or the officer or person(s) calling the meeting, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 5. FIXING OF RECORD DATE. For the purpose of determining the Members entitled to notice of or to vote at any meeting of Members, or in order to make a determination of Members for any other proper purpose, the Board of Directors of the Corporation may fix in advance a date as the "record date" for any such determination of Members, such date in any case to be not more than 30 days and not less than 10 days before a meeting of Members. If no "record date" is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which notice of the meeting is mailed shall be the "record date" for such determination of Members. A determination of Members shall apply to any adjournment of the meeting.

SECTION 6. VOTING LISTS. The Secretary or other Officer or agent having charge of the books of the Corporation shall make, within 20 days after the “record date” for a meeting of Members or 10 days before such meeting, whichever is earlier, a complete list of the Members entitled to vote at such meeting, arranged in alphabetical order, with the address of the Members and the number of votes to which each Member is entitled. Such list, for a period of 10 days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any Member, and to copying at the expense of the requesting Member, at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in this State, shall be prima facie evidence as to who are the Members entitled to examine such list or share ledger or transfer book or to vote at any meeting of Members.

SECTION 7. QUORUM. The Members holding a majority of the outstanding voting rights of the Corporation entitled to vote on a matter, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of Members; provided that, if less than a majority of the outstanding voting rights is represented at said meeting, a majority of the voting rights so represented may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of Members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 8. PROXIES. Each Member may appoint a proxy to vote or otherwise act for him/her/it by signing an appointment form and delivering it to the person so appointed, but no such proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

SECTION 9. VOTING OF SHARES.

(a) Subject to the following provision, Members shall be all of the owners of Lots in Heritage Oaks Subdivision. Members shall be entitled to one (1) vote for each individual Lot in such Subdivision in which they hold the fee simple or 100% beneficial ownership interest required for Association Membership. When more than one (1) person holds such interest in any Lot, all such persons shall be “Members” and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one Lot.

(b) The voting rights of a Member shall be suspended if such Member is currently in violation of any of the duties, covenants or responsibilities of such Member as set forth in the Declaration.

SECTION 10. VOTING BY CERTAIN HOLDERS. Membership interests registered in the name of another corporation, domestic or foreign, may be voted by any officer, agent, proxy or other legal representative authorized to vote such shares under the law of incorporation of such corporation.

Membership interests registered in the name of a deceased person or of a minor ward or a person under legal disability may be voted by his or her administrator, executor or court appointed guardian, either in person or by proxy without a transfer of such interest into the name of such administrator, executor or court appointed guardian.

Membership interests registered in the name of a trustee may be voted by him or her or it, either in person or by proxy.

Membership interests registered in the name of a receiver may be voted by such receiver, and an interest held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his or her name if authority to do so is contained in an appropriate order of the court by which such receiver was appointed.

SECTION 11. MANNER OF ACTING. The act of a majority of the Members present, whether in person or by proxy, at a meeting of the Members at which a quorum is present, shall be the act of the Members, unless the act of a greater number is required by statute, these By-Laws, the Corporation's Articles of Incorporation, or the Declaration.

SECTION 12. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the Members, or any other action which may be taken at a meeting of the Members, may be taken without a meeting and without a vote under limited circumstances. In order to take action without a meeting, a consent in writing, setting forth the action so taken must be signed: (a) by those holding not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voting, or (b) by all of the Members entitled to vote with respect to the subject matter thereof. If such consent is not signed by all Members, then 5 days prior notice of the proposed action must be given in writing to all of the Members entitled to vote with respect to the subject matter thereof.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given in writing to those Members who have not consented in writing. In the event that the action which is consented to is such as would have required the filing of a certificate under any section of the 1983 Illinois Business Corporation Act if such action had been voted on by the Members at a meeting thereof, the certificate filed under such section shall state, in lieu of any statement required by such section concerning any vote of Members, that written consent has been given in accordance with the provisions of SECTION 7.10 of the 1983 Illinois Business Corporation Act, and that written notice has been given as provided in such SECTION 7.10 of the Act.

SECTION 13. VOTING BY BALLOT. Voting on any question may be by voice, unless the presiding officer shall order or any Member(s) shall demand the voting be by ballot, in which case the voting shall be by written ballot.

ARTICLE IV

DIRECTORS

SECTION 1. GENERAL POWERS AND COMPENSATION.

(a) The business of the Corporation shall be managed by or under the direction of its Board of Directors.

(b) With the approval of the Board of Directors and a majority of the Members of the Corporation, a member of the Board of Directors may be paid reasonable compensation for services performed on behalf of the Corporation and for which compensation would normally be due.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of Directors of the Corporation shall be not less than three (3) nor more than five (5). Each Director shall hold office until the next Annual Meeting of Members, or until a successor shall have been elected and qualified. Directors need not be residents of Illinois or Members of the Association. The number of Directors may be increased or decreased from time to time by the amendment of this section. No decrease shall have the effect of shortening the term of any incumbent Director(s) or of reducing the number of Directors to less than three (3).

SECTION 3. REGULAR MEETINGS. The Board of Directors shall meet four times per year, including the date on which the Annual Meeting of Members is held. The Board of Directors may provide, by resolution, the time and place for holding of additional Regular Meetings without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call Special Meetings of the Board of Directors may fix any place as the place for holding any Special Meeting of the Board of Directors called by them.

SECTION 5. NOTICE. Notice of any Special Meeting of Directors shall be given at least 14 days prior thereto by written notice to each Director at his or her post office address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. The attendance of a Director at any 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 because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any Regular or Special Meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 6. QUORUM. A majority of the number of elected and acting Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors,

provided that, if less than a majority of such number of Directors is present at said meeting, a majority of the Directors present may adjourn the meeting at any time without further notice.

SECTION 7. MANNER OF ACTING. The act of the majority of the Directors present at a 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 statute, these By-Laws, the Corporation's Articles of Incorporation, or the Declaration.

SECTION 8. VACANCIES. Any vacancy on the Board of Directors may be filled by election at the next Annual or Special Meeting of Members. A majority of the Board of Directors may fill any vacancy prior to such Annual or Special Meeting of Members.

SECTION 9. RESIGNATION AND REMOVAL OF DIRECTORS. A Director may resign at any time upon written notice to the Board of Directors. A Director may be removed with or without cause, by a majority of Members if the notice of the meeting at which such action is taken names the Director or Directors to be removed at said meeting.

SECTION 10. INFORMAL ACTION BY DIRECTORS. The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Directors entitled to vote.

SECTION 11. COMMITTEES. A majority of the Board of Directors may create one or more Committees of two or more Board members to exercise appropriate authority of the Board of Directors. A majority of such Committee shall constitute a quorum for transaction of business. A Committee may transact business without a meeting by unanimous written consent.

SECTION 12. POWERS AND DUTIES. Without limiting powers which may be provided by law or by the Declaration, the Board of Directors of the Corporation shall have the following powers and duties: to elect the Officers of the Association; to formulate policies for, to budget for, and to carry out the administration, management and operation of the common areas of the Subdivision; to provide for the hiring and removal of contractors for the maintenance, repair, replacement, administration, management and operation of such common areas; to provide for the assessment of the owners of the property in the Subdivision in accordance with the Declaration; and to exercise on behalf of the Association all powers, duties and authorities vested in or delegated to the Association under the Declaration, except those reserved to its Members.

ARTICLE V

OFFICERS

SECTION 1. NUMBER. The Officers of the Corporation shall be a President, a Treasurer, a Secretary, and such other Officers as many be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The Officers of the Corporation shall be elected annually by the Board of Directors at the Meeting of the Board of Directors held after each Annual Meeting of Members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Vacancies may be filled or new Offices created and filled at any meeting of the Board of Directors. Each Officer shall hold office until a successor shall have been duly elected and shall have qualified or until death, resignation or removal in the manner hereinafter provided. Election of an Officer shall not of itself create any contract rights with respect to the Corporation and the Officer.

SECTION 3. REMOVAL. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to any contract rights of the person so removed.

SECTION 4. PRESIDENT. The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, the President shall: (a) be in charge of the business of the Corporation; (b) see that the resolutions and directions of the Board of Directors are carried into effect, except in those instances in which that responsibility is specifically assigned to some other person by the Board of Directors; and (c) in general, discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall preside at all meetings of the Members and of the Board of Directors, unless a separate Chairperson of the Board has been elected. Except in those instances in which the authority to execute is expressly delegated to another Officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Members or these By-Laws, the President may execute for the Corporation any contracts, deeds, easements, leases or other instruments which the Board of Directors has authorized to be executed, and may accomplish such execution either under or without the Seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other Officer thereunder authorized by the Board of Directors, according to the requirements of the form of the instruments. The President may vote all securities which the Corporation is entitled to vote, except as and to the extent such authority shall be vested in a different Officer or agent of the Corporation by the Board of Directors.

SECTION 5. THE TREASURER. The Treasurer shall be the principal accounting and financial officer of the Corporation. The Treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefor and for the receipt and disbursement thereof; and (c) perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors may determine.

SECTION 6. THE SECRETARY. The Secretary shall: (a) record the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the Seal of the Corporation; (d) keep a register of the post office address of each Member which shall be furnished to the Secretary by each such Member; (e) sign with the President or any other Officer thereunto authorized by the Board of Directors, any contracts, deeds, easements leases or other instruments which the Board of Directors has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the Board of Directors or these By-Laws; (f) have general charge of the stock transfer books of the Corporation; (g) have authority to certify the Annual Meeting, resolutions of the Members and Board of Directors and committees thereof; and other documents of the Corporation as true and correct copies thereof, and (h) perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 7. ASSISTANT TREASURER AND ASSISTANT SECRETARIES. Any Assistant Treasurer and Assistant Secretaries shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors. The Assistant Secretaries may sign with the President, or a Vice President, or any other Officer thereunto authorized by the Board of Directors, certificates for shares of the Corporation, the issue of which shall have been authorized by the Board of Directors, and any contracts, deeds, mortgages, bonds, leases or other instruments which the Board of Directors has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the Board of Directors or these By- Laws. The Assistant Treasurer and Assistant Secretaries shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

SECTION 8. SALARIES. The salaries (if any) of the Officers shall be fixed from time to time by the Board of Directors and shall be subject to the provisions concerning members of the Board of Directors set forth in Section 1(b) of Article IV.

ARTICLE VI

CONTRACTS, ETC.

SECTION 1. CONTRACTS. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the Corporation, no evidences of indebtedness shall be issued in its name, and its property may not be mortgaged or otherwise pledged.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation and in trust for the benefit of the Members of the Association in such banks, savings institutions, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII

FISCAL YEAR

The Fiscal Year of the Corporation shall commence October 1 and end September 30, unless changed by resolution of the Board of Directors.

ARTICLE VIII

SEAL

Any Corporate Seal for the Corporation shall have inscribed thereon the name of the Corporation and the words "Corporation Seal, Illinois." The Seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate Seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof and the use of the corporate Seal is not mandatory.

ARTICLE IX

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these By-Laws, or under the provisions of the Articles of Incorporation or under the provisions of the General Not-For-Profit Corporation Act of 1986 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 deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof, unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE X

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

SECTION 1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a Director, Officer, employee or agent of the Corporation, against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

SECTION 2. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including reasonable attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, use or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

SECTION 3. To the extent that a Director, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in Sections 1 and 2 immediately above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

SECTION 4. Any indemnification under Sections 1 and 2 immediately above shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances

because he or she has met the applicable standard of conduct set forth in such Sections. Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, as a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (c) by the Members.

SECTION 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

SECTION 6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By Law, agreement, vote of Members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 7. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of these Sections.

SECTION 8. If the Corporation has paid indemnity or had advanced expenses to a Director, Officer, employee or agent, the Corporation shall report the indemnification or advance in writing to the Members with or before the notice of the next Members' Meeting.

SECTION 9. References to "the Corporation" shall include, in addition to the surviving Corporation, any merging Corporation, including any Corporation having merged with a merging Corporation, absorbed in a merger which otherwise would have lawfully been entitled to indemnify its Directors, Officers and employees or agents.

ARTICLE XI

AMENDMENTS

Unless the power to alter, amend or repeal these By-Laws is reserved to the Members by the Articles of Incorporation, these By-Laws of the Corporation may be altered, amended or repealed by the Members or by the Board of Directors, but no By-Law provision adopted by the

Members may be altered, amended or repealed by the Board of Directors if the By-Law provision so provides. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the law, the Corporation's Articles of Incorporation, or the Declaration.