

Dick Karshner

WEST PORTUGUESE BEND HOMEOWNER'S ASSOCIATION

What is happening next to us? The Los Angeles County Department of Beaches have proposed a shoreline park. Private developers want condominiums. What will happen to the proposed park area? Bud Trippet needs to know how our members feel about the possible private or public developments. Please read this quickly; someone will call to get your vote by June 8<sup>th</sup>.

1. Private Development

In this proposal, a new beach club will be added to the existing Abalone Shore Club. Between 138 and 170 units of 2 and 3 story condominiums would be built on Portuguese Point. By the Dunlop Bill and Map Act, public access would also be provided to the shoreline. The new beach club would be on a five year lease.

Proponents say that this development by Mr. Karl Rodi, a Beverly Hills attorney for PV Properties and Filiorum, will be a beautiful Riviera type complex, oriented to the residential character of the peninsula. Units would sell for \$65,000. to \$75,000. with 30 foot frontages and ocean views for everyone.

It is also argued that the tax base is considerable and any take-over by the County would mean a tax loss.

Opponents have always held that condominiums will overall demand a bigger tax drain than they supply, particularly for schooling.

It should be pointed out that the Condominium development is only on one parcel of land on Portuguese Point. The Filiorum (Vanderlip) property that extends between the point area and ourselves, could still be developed some time in the future as and when the owners wish. One successful development could well attract another.

The slip area between Portuguese and Inspiration points and between Inspiration point and the Portuguese Bend Club will only be developed as and when some means of stabilizing the ground is found. As the ground is sliding on a layer of Bentonite mud (used as a lubricant in oil well drilling), stabilizing would be very difficult and expensive. But if a new stabilizing low cost process came along, developments would be possible.

It does not appear that an Environmental Impact Study has yet been carried out. Even Mr. Rodi admits that his site needs more study. Impact on roads, schools, sewer and water supplies, plus the affect on wild life all should be made public.

2. Proposed County Shoreline Park

This proposal has been put forward by Dick Fitzgerald, Director of the Los Angeles County Department of Beaches.

County with matching Federal funds would be used to purchase the shoreline land south of PV. drive between the Portuguese Bend Club and our own community.

At least a year would elapse between funding approval and factual realization of the Park.

Access would be limited to about 140 cars, so that the number of people in the Park area at one time could be considerably less than with the Private Development.

If put into effect, the Park would be left in as natural a state as possible. Existing parking areas in the present shore club areas would be used, restrooms would be provided and eventually a small rustic refreshment area created. This would be the limit of improvements.

The area would be supervised during all hours the park would be open and beyond the closing time until midnight. There would be someone on call 24 hours a day.

Questioned about what would happen to wildlife in this area both above and below water, the Dept. of Beaches wish to see created an Underwater Preserve. Tidepools are now protected by law, but there has to be someone present to "educate" people. The Dept. of Beaches lifeguards are well trained in this respect. Any private development would provide no one to protect the tidepools.

The Park would be kept clean at all times. In this respect, the Dept. of Beaches appears to have a very good record.

At a recent meeting of the Homeowners, a group of four of your neighbors agreed to form a committee to find out some more about the proposed Park and try to answer some questions that are of interest.

In following this through, we have spoken to many people as follows:

Mr. Dick Fitzgerald	Director of County Beach Department
Mr. John Prescott	Director of Marineland and a member of the Underwater Parks Advisory Board
Mr. Duffey	Dept. of Fish and Game
Dr. Glenn Egstrom	U.C.L.A. Director of research into underwater life along the California coastline
Dr. R. F. Rooney	Cal Tech. Director of Environmental Study Group to Long Beach
Dr. Weaver North	Organizer of kelp planting project in Abalone cove

The following is a list of points and questions:

1. We are generally opposed to Condominium development and in favor of preserving the natural shoreline, but homeowners desire to retain their privacy. In this respect there is concern over parking, fencing and access to private property from the shoreline.
- 1a. The Dept. of Beaches would fence off their end of the property down to the high tide line. Parking will depend on the demand which is not envisioned as being great. If a parking problem does arise, we will have to take some action, if for instance people are parking on the vacant lots in Clipper, these could be fenced.
2. We think that the underwater life in our area is fairly unspoiled, and that public access will destroy it unless some controls are present. It has been pointed out that commercial fishing takes place in Abalone Cove, with seals being shot and spider crabs dismembered when tangled in nets. We would like to stop this. The principal offender is the Gugi Boy owned by Gugi's Fish Market in San Pedro.
- 2a. Every Californian has a Constitutional right to fish. If a commercial fisherman feels his nets are being damaged or would be damaged by seals, he is allowed to shoot them. The tide pools are protected by law and if enforced, we have some protection there.

The only way of stopping commercial fishing and scuba fishing would be to create an Underwater Preserve. This can be done more easily if the shoreline is in public ownership. It will be almost impossible if in private lands.

One way of creating an Underwater Park or preserve would be for interested parties, particularly the Underwater Parks Advisory Board to recommend that this area is of particular or unique interest. The title to the Underwater area could be transferred from the State to the County, and they create both a shoreline and underwater park. An Underwater Park would be "no fishing" only and enforced by the Fish and Game Department.

At the moment, this area is not considered by those concerned as the most unique or interesting. Partly this is due to the pollution from Whites Point sewer outfall. If however, as expected in the next five to ten years, the sewer discharge is treated to only discharge clean water, the local situation will considerably improve. If a shoreline park is created in contrast to development along the rest of the PV coastline, this area could become absolutely unique and well worth preserving.

Dr. Egstrom, who is being funded to survey the underwater life, is interested in our area. If the Shoreline Park is funded in the next few weeks, this will be one of the first areas that he will look at.

3. There is concern about abuse of a Park Area at night.
- 3a. Supervision will be provided for daylight hours and up to midnight. The park would be closed at sundown, or at some time later if local demand was made to keep it open say until 10 P.M. Any abuse would be stamped out immediately and the Beach Dept. is on call 24 hours. The park will be fenced at its East and West boundaries and along P.V. drive.
4. Concern is felt that if the existing fences are removed, cars will be parked in large numbers on the flat land adjacent to our area.
- 4a. One of the reasons for the Park is to preserve the coastline and the view of it for all to enjoy. The present fences are ugly and will eventually be removed. To prevent cars parking and obstructing the view, a low fence of the post and chain variety would be erected as in other Park areas.
5. The shoreline lots along Sea Cove from the high tide to about half way up the cliff are zoned C3. If a Park were created, and these lower lots sold to some unscrupulous interest, we could have refreshment stands or developments with attending problems directly below us.
- 5a. With an attractive food concession and restroom area in the Park, it is doubtful if a hot dog stand at or beyond the edge of the Park with a very rocky access would be very successful.

However, if all the lower lot owners got together, and with the Association requested a zoning change, this would eliminate the danger and might even reduce the taxes. The responsible body is the County Planning and Zoning Commission, 320 W. Temple, Los Angeles, Calif. 90012.

6. It has been mentioned that the proposed Condominiums area is shown on Old Maps as an ancient slide area. Therefore, building will not be allowed. This would mean that we could keep everything as it is now.
- 6a. The Vista Sudesti (Karl Rodi) property has been zoned R4 since the early 1950's. The County has been contacted by Mr. Fitzgerald and they would normally allow this development to proceed. Activities along the rest of the Coastline confirm this. If the development proceeds we will have 2 clubs plus condominiums, plus general public.

If the Park fails to go through, we could possibly delay building by demanding that an Environmental Impact Study be carried out, beyond the minor items normally required by the County. In this respect, Dr. Rooney would be able to give us some advice.

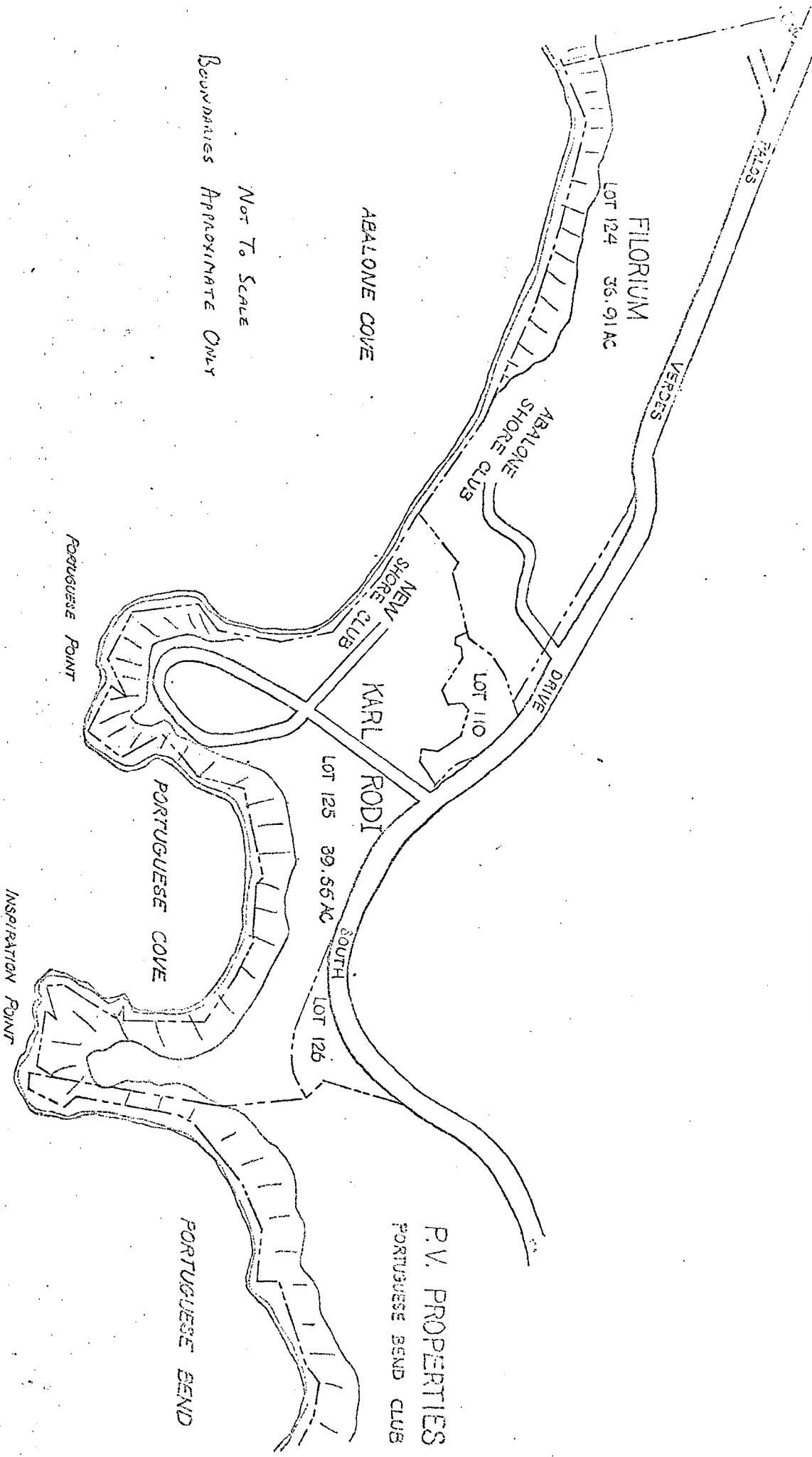
A. We, the members of the West Portuguese Bend Homeowner's Association, endorse the creation of a Public Shoreline Park, between our Association and the Portuguese Bend Club, with the following recommendations:

1. Every effort be made to create an Underwater Park preferably with title transferred to the County
2. That the park be closed no later than 1 hour after sundown
3. Notices be posted at the shoreline at the Park limits requesting privacy for local residents
4. An effort be made to develop a plan to prevent park visitors from parking on residential roads and vacant areas surrounding the proposed shoreline park
5. We are in full agreement with the Director of County Beaches in his wish to -
  - (a) Maintain open space areas without obstruction
  - (b) Maintain scenic views
  - (c) Review and develop plans in coordination with local Peninsula community

B. We, the members of the West Portuguese Bend Homeowner's Association, are in favor of the land lying east of us remaining in private ownership and are opposed to the creation of a County Shoreline Park. However, we make the following recommendations:

1. If or when the land is developed it is limited to single story private residences
2. Development is to maintain 'scenic' beauty and open space concept
3. Developers to review plans with local community

C. Not in favor of A or B but wish to recommend: - - - - -



NOT TO SCALE  
BOUNDARIES APPROXIMATE ONLY

P.V. PROPERTIES  
PORTUGUESE BEND CLUB

BY-LAWS

of

ABALONE SHORE CLUB

A Non-Profit Corporation

ARTICLE I

OFFICES

The principal office of the corporation in the State of California shall be located in the County of Los Angeles. The corporation may have such other offices, either within or without the County of Los Angeles, State of California, as the board of directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE II

MEMBERS

Section 1. CLASSES OF MEMBERS. The corporation shall have one class of members. Each member shall have equal voting rights.

Section 2. ELECTION OF MEMBERS. Members shall be elected by the board of directors. An affirmative vote of two-thirds of the directors shall be required for election.

Section 3. TERMINATION OF MEMBERSHIP. The board of directors, by affirmative vote of two-thirds of all of the members of the board, may suspend or expel a member and terminate his membership for violation of uniform rules established by the board of directors for the use of club facilities after written warning to such member of such violation and his continuance of the same and after an appropriate hearing; and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who shall be in default in the payment of dues for one (1) month after such dues become payable.

for membership, or suspend or expel any member who shall be in default in the payment of dues for the minimum period provided for in ARTICLE XI of these by-laws.

Section 4. RESIGNATION. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 5. REINSTATEMENT. Upon written request signed by a former member and filed with the secretary, the

directors, or not less than one-tenth of the members having voting rights.

Section 3. PLACE OF MEETING. The board of directors may designate any place, either within or without the State of California, as the place of meeting for any annual meeting or for any special meeting 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 the registered office of the corporation in the State of California; but if all of the members shall meet at any time and place, either within or without the State of California, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. NOTICE OF MEETINGS. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the president

board of directors, by the affirmative vote of two-thirds of the members of the board, may reinstate such former member to membership upon such terms as the board of directors may deem appropriate.

*Minutes of Nov 23 1965 (8)*

Section 6. TRANSFER OF MEMBERSHIPS. Any membership in this corporation, on request of the member or his legal representative, is transferable to any person acceptable to the Membership Committee of this Club.

Section 7. MEMBERSHIP PRIVILEGES. Any member may extend the privileges of the Club and its facilities to his wife or husband, as the case may be, to his children and to any persons in his immediate family whom such member designates. 3

Section 1. ANNUAL MEETING. The annual meeting of members shall be held at such time in the month of April of each year as the Board of Directors shall determine, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2. SPECIAL MEETINGS. Special meetings of the members may be called by the president, the board of

or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. INFORMAL ACTION BY MEMBERS. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting for the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. QUORUM. The members holding thirty percent of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. PROXIES. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. VOTING BY MAIL. Where directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the board of directors shall determine.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The affairs of the corporation shall be managed by its board of directors. Directors need not be residents of Los Angeles County, California or members of the corporation.

Section 2. NUMBER, TENURE AND QUALIFICATIONS.  
The number of directors shall be five (5). Each director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

Section 3. REGULAR MEETINGS. A regular annual meeting of the board of directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members. The board of directors may provide by resolution the time and place, either within or without the State of California, for the holding of additional regular meetings of the board 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 may fix any place, either within or without the State, as the place for holding any special meeting of the board called by them.

Section 5. NOTICE. Notice of any special meeting of the board of directors shall be given at least three (3) days previously thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope 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 telegraph company. Any director may waive notice of any meeting. 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. QUORUM. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. MANNER OF ACTING. The act of a 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 law or by these by-laws.

Section 8. VACANCIES. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. COMPENSATION. Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE V

OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be a president, one or more vice-presidents (the number thereof to be determined by the board of directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from

time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

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 interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or

otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. PRESIDENT. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the board of directors. He may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general he shall perform 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.

Section 6. VICE-PRESIDENT. In the absence of the president or in event of his inability or refusal to act, the vice-president shall perform the duties of the president,

and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 7. TREASURER. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of ARTICLE VII of these by-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 8. SECRETARY. The secretary shall keep

the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, in general, shall

perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the board of directors.

ARTICLE VI

COMMITTEES

Section 1. COMMITTEES OF DIRECTORS. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him by law.

Section 2. OTHER COMMITTEES. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a

resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall sooner terminate, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. CHAIRMAN. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. QUORUM. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. RULES. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the board of directors.

## ARTICLE VII

### CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. CONTRACTS. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, 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. CHECKS, DRAFTS, ETC. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness 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 as shall from time to time be determined by resolution of the board of directors.

Section 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 4. GIFTS The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the board of directors may determine.

Section 2. ISSUANCE OF CERTIFICATES. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and

ARTICLE VIII

CERTIFICATES OF MEMBERSHIP

Section 1. CERTIFICATES OF MEMBERSHIP. The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board. Such certificates shall be signed by the president or a vice president and by the secretary or an assistant secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the board of directors may determine.

Section 2. ISSUANCE OF CERTIFICATES. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and

delivered to him by the secretary, if the board of directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this ARTICLE VIII.

#### ARTICLE IX

##### BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

#### ARTICLE X

##### FISCAL YEAR

The fiscal year of the corporation shall begin

on the first day of January and end on the last day of  
December in each year.

#### ARTICLE XI

##### DUES

Section 1. ANNUAL DUES. The board of directors  
may determine from time to time the amount of initiation  
fee, if any, and annual dues payable to the corporation  
by the members and the times of payment.

Section 2. DEFAULT AND TERMINATION OF MEMBERSHIP.  
When any member shall be in default in the payment of dues  
for a period of one month after such dues become payable,  
his membership may thereupon be terminated by the board of  
directors, in the manner provided in ARTICLE III of these  
by-laws.

#### ARTICLE XII

##### SEAL

The board of directors shall provide a corporate  
seal, which shall be in the form of " " .

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Non-Profit Corporation Law of California or under the provisions of the articles of incorporation or the by-laws of the corporation, 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.

ARTICLE XIV

AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least ten days' written notice is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting; provided, however, that any amendment to the by-laws changing the number of directors must be adopted by the members.