**ARTICLE IV**

**Directors' Powers and Duties**

1. Exercise of Powers. All of the powers and duties vested in the Association by the Declaration and these By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by members when such approval is specifically required.

The board of directors may not:

1. amend the declaration except as provided by law;
2. amend the bylaws;
3. terminate the common interest community;
4. elect members of the board of directors, but may fill vacancies in its membership for the unexpired portion of any term or, if earlier, until the next regularly scheduled election of board of directors’ members; or
5. determine the qualifications, powers, duties, or terms of office of board of directors’.

Such powers and duties of the directors shall include, but shall not be limited to, the following, subject, however, to the provisions of the Declaration, these By-Laws, and applicable law:

 a. To make and collect assessments against members to defray the common expenses of the Association.

 b. To use the proceeds of assessments in the exercise of its powers and duties.

 c. To maintain, repair, replace and operate the Association property.

 d. To purchase insurance upon the Association property and insurance for the protection of the Association and its members, as provided in the Declaration or as authorized by the members or by law.

 e. To lease property in the name of and for the Association.

 f. To reconstruct improvements after casualty and to further improve the property.

 g. To make and amend reasonable administrative rules and regulations respecting the use of the property in the Association and governing the details of the operation and use of the common areas and facilities.

 h. To enforce by legal means the provisions of the Declaration, these By-Laws, and rules and regulations for the use of the property of the Association.

i. To contract for management of the Association and to delegate to said management all powers and duties of the Association except such as are specifically required by the Declaration, these By-Laws, or applicable law to have approval of the Board of Directors or of the members of the Association.

 j. To employ and discharge personnel to perform the services required for property operation of the Association.