

**PROPOSED AMENDMENTS TO THE BY-LAWS OF
THE NEWTON LAKE ASSOCIATION, INC.**

The by-laws of The Newton Lake Association, Inc. are hereby amended as follows.

The first paragraph of Article IV-MEETINGS OF MEMBERS-is hereby amended to read in its entirety as follows:

Meetings of the members shall be held at a location designated by the Board of Directors, either within or without the Commonwealth of Pennsylvania, as may from time to time be fixed by the Board of Directors, and shall consist of a minimum of five (5) meetings a year including the annual meeting of the members. The dates and times of such meetings shall be fixed by the Board and communicated to the membership in the spring of each year.

The first two sentences of the seventh paragraph of Article IV-MEETINGS OF MEMBERS-is amended to read as follows:

A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of one-third of the members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business except as may be otherwise provided by law or by the Articles of Incorporation.

The third paragraph of Article V-DIRECTORS-is hereby amended to read as follows:

The meetings of the Board of Directors of which there shall be at least five (5) meetings annually, may be held at such times and such place or places within this Commonwealth or elsewhere as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.