

FIELDSTON PROPERTY OWNERS' ASSOCIATION, INC.

BY-LAWS

As amended February 13, 1950;
March 3, 1970; November 16, 1981
December 5, 1985; December 8, 1991;
December 1998; September 17, 2006; December 2013; December 10, 2017; and October 28, 2018

FIELDSTON PROPERTY OWNERS' ASSOCIATION, INC. BY-LAWS

ARTICLE I

NAME

The name of this Association shall be FIELDSTON PROPERTY OWNERS' ASSOCIATION, INC. (the "Association").

ARTICLE II

PURPOSE

The purpose of this Association shall be:

To preserve and develop the settlement known as Fieldston, Riverdale, in the County of Bronx, City and State of New York, as a well-kept and properly maintained residential section; to take all reasonable and lawful means for the improvement and betterment of the said area; to take all appropriate and lawful means of maintaining and enforcing the restrictions upon the property contained in said area; to acquire title to and hold property as may be granted or obtained, by deed or otherwise, for the benefit of all property owners in said area, and to make use of such property so acquired by it as shall be for the best interest of the property owners of said area; to acquire such property, property rights, choses in action and claims as may be transferred and assigned to it in any manner, or otherwise; and among other things to pave, repair and maintain the area, streets and roadways; to plow the snow therefrom; to maintain, repair, and replace the sewers lying under its private streets and roadways to the extent that such sewers are the property of the corporation and to the extent that is required by applicable law; to remove leaves and debris from the streets and roadways; to care for and maintain Delafield Pond and Park, its trees and shrubbery, as well as all other trees and shrubbery located on the corporation's property; to design and erect such signs and notices as may be required to define the private character and nature of the area; to provide a patrol to police the area for security purposes and to enforce its parking and other regulations; to fix and levy assessments and to impose and collect dues to defray the costs of carrying out the foregoing purposes; and to acquire and use such property and property rights as a corporation of this kind and character is authorized and permitted to acquire and use under and by virtue of the laws of the State of New York; and to do any and all things permitted to corporations

of like character.

ARTICLE III

MEMBERSHIP

Section 1. Each person who is a record owner of real property in the settlement known as Fieldston, Riverdale, in the County of Bronx, City and State of New York, is a member of this Association. In accordance with Article VIII, Section 5, each member is entitled to one (1) vote on any matter to be voted on by the members, regardless of the number of properties owned. Membership shall terminate automatically upon any member disposing of all his or her interest in real estate in Fieldston. In the event property is owned in any form other than by a natural person or persons, the owner of the property must designate a natural person as a representative who will be deemed to act on behalf of the record owner and shall, for all purposes, be considered a member of the Association, as that term is used herein. Such designation must be made, in writing, to any managing agent appointed by the Board of Directors and, if none, to the Board of Directors, at least five (5) days prior to a meeting.

Section 2. A member is not a member in good standing unless the member is current in the payment of all assessments, interest, late payment charges and other charges or amounts due to the Association. Except as provided in Section 3 of this Article, only members in good standing may vote, be counted for a quorum, speak at Association meetings, serve as a director, officer or Nominating Committee member, sign nominating or other petitions, or exercise or enjoy any of the other rights and privileges of an Association member.

Section 3. A non-member resident spouse or domestic partner of a member in good standing may speak at Association meetings and may serve as a director, officer or Nominating Committee member, except that the non-member resident spouse or domestic partner may not serve on the Board of Directors or the Nominating Committee while the member is sitting on either body.

Section 4. With the permission of the presiding officer, any person may speak at an Association meeting.

Section 5. For purposes of voting, giving proxies, quorum or signing nominating or other petitions, members of a single household, joint property owners, and the representative of property owned in a capacity other than by real persons shall be counted as one member.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. The management of the affairs of this Association, including adoption and implementation of rules and regulations of the Association, shall be vested in the Board of Directors. Any rules and regulations of the Association adopted by the Board of Directors must be consistent with these By-laws and applicable law. Prior to the implementation of any such rules or regulations, the Board of Directors must provide notice of the adoption thereof to the Association members. Members of the Board of Directors shall be elected by the Association at the annual meeting from among members of the Association and non-member resident spouses and domestic partners of a member. Said Board of Directors shall be divided into three classes of three directors each, with each group of three directors serving three year terms commencing in each of three years on a staggered basis. At each annual meeting, the three directors elected pursuant to Article IX of these By-Laws shall be elected to hold office for a term of three years, or until their successors are duly elected and qualify, to replace the three directors whose term is expiring. The Board of Directors shall have power to fill for the unexpired term any vacancy occurring in its membership, provided that a director elected by the Board of Directors to fill a vacancy shall hold office until the next annual meeting at which an election of directors will occur and until their successor is duly elected or appointed and qualified. No director shall serve for more than two consecutive three-year terms; provided that there shall not be counted as part of such two consecutive three-year terms any unexpired term filled by a director who has been elected by the Board of Directors to fill a vacancy. A director's membership on the Board of Directors may be terminated for cause, which may include repeated absence at Board of Directors meetings. Such termination may be accomplished by vote of the directors, provided there is a quorum of not less than a majority present at the meeting of directors at which such action is taken.

Section 2. The Board of Directors shall meet not less than four times a year. Annual or regular meetings of the Board of Directors may be held at any place within or without the City of New

York and at any time as the Board of Directors may from time to time fix, or as shall be specified in the notice. Notice of any special meeting shall be given not fewer than three nor more than sixty days before the date of the meeting. Special meetings may be called at any time by the President, and shall be called by him or her at the written request of three directors and held at such time and place as shall be fixed in the notice. Notice of any meetings of the Board of Directors may be given by mail, in hand or by electronic means. Members of the Board of Directors may appear at the meeting by web, video or telephone conference or similar communications equipment allowing all persons participating in the Board of Directors meeting to hear each other at the same time, and such appearance shall, for all purposes, be considered the same as an in-person attendance. The members of the Board of Directors may waive notice of any meeting if all the members of the Board of Directors are present at a meeting or, if a quorum is present, those members of the Board of Directors not present issue written waivers of notice of the time, place and objects of such meeting. Waivers of notice may be duly executed in writing, or sent by electronic means, either before or after said meeting.

Section 3. A majority of the Board of Directors shall constitute a quorum at all directors' meetings. All decisions of the Board of Directors shall carry by the affirmative vote of a majority of members of the Board of Directors present and voting after a quorum has been satisfied. Any action required or permitted to be taken by the Board of Directors or by any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the consents thereto by the members of the Board of Directors or committee shall be filed with the minutes of the proceedings of the Board of Directors or committee.

Section 4. The Board of Directors shall, between September 1 and December 31 of each year, prepare a written budget. The budget shall provide for expenses as may be incurred in carrying

out the purposes of the Association as set forth in Article II of these By-laws. The Board of Directors shall enforce its prohibition against parking using all common-law rights as outlined in the Court of Appeals decision, 16 N.Y.2d 267.

Section 5. The Board of Directors shall, after the adoption of the budget, fix the annual assessments to each property owner on a pro rata basis. The assessment shall be based on each city lot, namely, each 2,500 square feet or portion thereof, except that property owners who neither use the Fieldston sewers, nor front or abut on a street or roadway owned and maintained by the Association, shall have their assessments reduced by the amount of money from their assessment allocated by the Association to the maintenance and repair of such sewers, streets or roadways respectively, and except that the assessment to provide a patrol to police the area for security purposes and to enforce its parking and other rules and regulations shall be on a residence or equivalent basis. Said assessment shall be paid on a schedule determined by the Board of Directors: monthly; quarterly; or semi-annually.

Section 6. The budget, when made up and approved by the Board of Directors, shall be typed and a copy thereof mailed to each member at his or her last known post office address, or if said member has provided an alternate electronic means of communication, by sending same electronically to said member, at least twenty (20) days before the annual meeting or special meeting at which the budget shall be presented for the consideration of, and adoption by, the members. The budget may be changed, modified and/or amended in such manner as shall be provided for in a resolution adopted by a majority vote of the members present at such meeting or any adjournment thereof. The budget (as changed, modified and/or amended if the same shall have been changed, modified and/or amended pursuant to the foregoing provisions) shall be considered to have been adopted if and when it shall have been approved by a majority vote of the members present at such meeting or any adjournment thereof. Nothing in these By-Laws shall be construed to prevent the Board of Directors from proposing, or the membership from adopting, a supplementary or deficiency budget in like manner as described above. Any such supplementary or deficiency budget, and any assessment based thereon, shall not extend beyond the unexpired balance of the then current year.

Section 7. Directors and members of the Nominating Committee may not receive compensation for their services as directors or Nominating Committee members. Nothing in these Bylaws shall be construed to preclude any director or Nominating Committee member from serving the Association in any other capacity and receiving reasonable compensation for services performed in such other capacity, subject to Article X.

Section 8. Any director or Nominating Committee member may resign from office at any time by giving written, electronic or telephonic notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Association or its officers. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective. If any director or Nominating Committee member ceases to be a member, he or she shall be deemed to have resigned from such office.

Section 9. Any director or Nominating Committee member may be removed with or without cause by an affirmative vote of a majority of the members of the Association present at a meeting at which a quorum is present.

Section 10. During meetings of the Board of Directors, the Board of Directors may decide, by the vote of a majority of the members present, to conduct a portion of the meeting as an executive session in order to discuss: (i) legal matters, such as attorney-client privilege, anticipated or pending litigation and settlement discussions; (ii) a particular member's delinquency in payment of assessments and any related disciplinary actions; and (iii) the proposed acquisition, sale or lease of real property when publicity may affect the value thereof. Members of the Board of Directors must keep all such discussions in confidence and may not disclose any portion of these discussions with any person or entity, unless required to do so by subpoena or similar legal action.

Section 11. In the event any property owner shall fail to pay any portion of any annual, supplementary or deficiency assessment as and when due, such property owner shall be liable to the Association for interest on such unpaid portion at the maximum legal rate permitted for personal loans by the law of New York State from the date such portion was due until the date of payment thereof and, in the event that the Board of Directors shall retain legal counsel for the

collection of any unpaid portion or related interest or late payment charge, such property owner shall , in addition, be liable to the Association for the fees and expenses of such legal counsel. In addition, unless excused by the Board of Directors in its discretion, any such property owner shall be liable to the Association for a late payment charge in the amount of \$100 for each full month such payment or any part thereof is late, up to a maximum late payment charge of a lesser of \$1,200 or the amount of the assessment that remained unpaid one month after the date it was due.

Section 12. The Board of Directors may enforce these By-Laws, and any rules and regulations of the Association to the fullest extent provided by law. Any and all process, claims or demands by the Board of Directors may be served in any action, suit, proceeding or arbitration arising in connection with such enforcement by service by first class mail, return receipt requested, at the member's last known post office address. Such service of process shall have the same effect as if the member being served were lawfully personally served in the State of New York. Nothing herein shall affect the Board's right to serve process in any other manner permitted by law.

ARTICLE V

OFFICERS

Section 1. The officers of this Association shall be a President, a Vice President, a Secretary and a Treasurer. The Secretary and the Treasurer may be the same person. The officers shall be elected by the Board of Directors from among its own members, immediately following the annual meeting of the members, and shall, unless removed as set forth in Article VI, Section 6, hold office for one year or until their successors shall be elected and qualify.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Association and at all meetings of the Board of Directors, shall enforce the By-Laws, decide questions of order and, unless otherwise specified herein, shall be entitled to a tie-breaking vote in case the meeting shall be equally divided. He or she shall be an ex-officio member of all committees in accordance with Article VII herein. He or she shall execute for and in the name of the Association contracts and other documents regularly approved and authorized by the Board of Directors.

Section 2. The Vice President, in the absence of the President, shall perform all the duties of the President.

Section 3. The Secretary shall keep a correct record of all meetings and actions of the Association and of the Board of Directors; attend to all correspondence relative to the same; and keep a list of the members and their addresses, including a description of the property in said Fieldston owned by each of them.

Section 4. The Treasurer shall be the custodian of the Association funds, receiving the same for the Association and depositing the same in such bank, investment, or trust company as the Board of Directors shall designate. He or she shall sign all checks and warrants for the withdrawal and payment of the Association funds. He or she shall keep appropriate books and accounts for the Association funds, and he or she shall render to the Association reports of his or her office and the accounts in his or her care. He or she shall furnish and supply to the Association or the Association may procure a proper and sufficient bond for the faithful performance of his or her duties if required by and in amount and form satisfactory to the Board of Directors, the cost of which shall be borne by the Association.

Section 5. The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such term and shall exercise such powers as shall be determined from time to time by the Board of Directors, including but not limited to a managing agent and an administrative secretary, whose powers shall include, but shall not be limited to, the power to sign contracts for and in the name of the Association as authorized by the Board of Directors or the President, and the power to serve as an authorized signatory on the Association's bank and investment accounts.

Section 6. Any officer, employee or agent of the Association may be removed with or without cause by a vote of a majority of the entire Board of Directors.

Section 7. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors in the manner set forth in Article V.

Section 8. The Association may pay its agents and employees reasonable compensation commensurate with their services, and reimburse expenses incurred in the performance of their duties. The amount of salary and other compensation paid to each agent or employee shall be fixed by action of the Board of Directors by the affirmative vote of a majority of the entire Board of Directors at a meeting at which a quorum exists.

ARTICLE VII

COMMITTEES

Section 1. Committees of the Association may be appointed by the Board of Directors and shall have only the powers specifically delegated to them by the Board of Directors. No Committee of the Association shall have the authority to bind the Board of Directors. Committee membership shall be limited to members of the Association and non-member resident spouses and domestic partners of a member.

ARTICLE VIII

MEETINGS

Section 1. The annual meeting of the Association shall be held at such time in each year, and such place, reasonably proximate to Fieldston, as the Board of Directors shall determine or, in the absence of such determination by the Board of Directors, as the President shall determine.

Section 2. Special meetings of the Association may be called by the Board of Directors or by the President of the Association. Special meetings of the Association may also be convened by ten (10) members entitled to cast votes at such meeting, who may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such written demand. The Board of Directors, upon receiving the written demand, shall promptly give notice of such meeting, or if it fails to do so within five business days thereafter, any member signing such demand may give such notice. The meeting shall be held at such place reasonably proximate to Fieldston as the Board of Directors shall determine or, in the absence of such determination by the Board of Directors, as the President shall determine.

Section 3. At least twenty (20) days' notice and no more than fifty (50) days' notice of the place, date and time of the annual and special meetings of the Association shall be given by mailing the same to each member of the Association at his or her last known post office address by first class mail, or if said member has provided an alternate electronic means of communication, by sending same electronically to said member. Notice of an annual meeting shall be accompanied by any information required by Article IV and Article IX of these By-Laws. In the case of a special meeting, the notice shall set forth the specific purpose or purposes for which the meeting is called, and the agenda of such meeting shall be limited to the purpose or purposes stated in the notice.

Section 4. At any meeting of the Association a quorum shall consist of the lesser of the members entitled to cast 100 votes or one-tenth of the total number of votes entitled to be cast. All decisions of the Association shall carry by the affirmative vote of a majority of members present, in person or by proxy, after a quorum has been satisfied.

Section 5. At all meetings of the Association each member thereof shall be entitled, subject to Article III of these By-Laws, to one vote on any matter to be voted on by the members, except that elections of directors and the Nominating Committee shall be governed by Article IX of these By- Laws.

Section 6. Any member of the Association entitled to vote at any annual or special meeting of the Association may designate any other person aged eighteen or older as the designating member's proxy with full or limited power to vote at such meeting on behalf of the designating member. Such designation shall be made in writing, dated and signed by the designating member, and may be transmitted by electronic means. As a condition precedent to the exercise of any such proxy designation, a copy thereof must be presented to the secretary of the meeting. For purposes of determining the presence of a quorum, the members of the Association present at a meeting shall include members present in person or by proxy.

Section 7. The notice provided for in Section 3 of this Article is not indispensable and any membership meeting shall be deemed validly called for all purposes if all the members in good standing of the Association are represented thereat in person or by proxy, or if a quorum is present and waivers of notice of the time, place and objects of such meeting shall be duly executed in

writing either before or after said meeting by those members not so represented and not given such notice. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by said member, which shall bind all owners of the property of said member.

ARTICLE IX

NOMINATION AND ELECTION OF DIRECTORS

Section 1. At each annual meeting of the Association three (3) directors and a Nominating Committee of five (5) persons shall be elected from among the nominees nominated in accordance with these By-Laws. Subject to Article III of these By-Laws, each member shall be entitled to vote for three (3) nominees for director and five (5) nominees for the Nominating Committee. Cumulative voting shall not be permitted. The three nominees receiving the greatest number of votes for director, and the five nominees receiving the greatest number of votes for the Nominating Committee, shall be elected. In the event of any tie, the membership shall re-vote and choose solely between those persons who were tied. The nominee receiving the greatest number of votes in such re-vote shall be elected. Sitting directors may not serve concurrently as members of the Nominating Committee. The Nominating Committee shall have the power to fill any vacancy in the Nominating Committee for the unexpired term from among the members who are not serving as directors. No person may serve on the Nominating Committee for more than three consecutive one-year terms; provided that there shall not be counted as part of such three consecutive one-year terms any unexpired term filled by a person who has been appointed by the Nominating Committee to fill a vacancy as provided by the preceding sentence of these By-Laws.

Section 2. Following each annual meeting, the newly-elected Nominating Committee shall elect a chair from among its members. Prior to each annual meeting of the Association, the Nominating Committee shall select at least three (3) nominees for directors to be submitted for election at the next following annual meeting of the Association. The Nominating Committee shall deliver a report of such nominations, together with a brief statement of each nominee's qualifications and willingness to serve, to the Board of Directors no later than the October 1st prior to the next annual meeting of the Association. In addition, prior to each annual meeting of the Association, the Board of Directors shall select at least five (5) nominees for the Nominating

Committee, subject to the approval of each nominee by a majority of the Board of Directors. The Board of Directors must provide for each nominee approved a brief statement of each nominee's qualifications and willingness to serve.

Section 3. Independent nominations for directors or for the Nominating Committee may be made by petitions manually signed by at least ten (10) members of the Association and delivered to the office of the Association not less than ten (10) days before the annual meeting of the Association, together with a brief written statement manually signed by the proposed nominee affirming the nominee's willingness to serve and setting forth the nominee's qualifications to serve as a director or on the Nominating Committee, as the case may be. Any nominating petition may be manually signed in multiple counterparts containing, in the aggregate, the original signatures of at least ten (10) members of the Association. An otherwise timely and complete nominating petition shall be deemed timely and complete if a copy of the petition and the related nominee's statement, complete with the required signatures, is delivered to the Association's office in person or by electronic means by the required date, provided that, if given by electronic means, the manually signed and complete original copy is delivered to the Association's office by the third business day after electronic transmission.

Section 4. The notice for each annual meeting shall contain or be accompanied by the nominations for that meeting made by the Nominating Committee and the Board of Directors pursuant to Section 2 of this Article. The Board of Directors shall supplement such notice with any valid independent nominations for such meeting made pursuant to Section 3 of this Article, and the related statements of the nominees' qualifications and willingness to serve submitted with such nominations promptly after the deadline for such submissions. The notice or supplemental notice shall not be required to include any portion of a nominee's statement that the Board of Directors reasonably determines to be false, defamatory or likely to be inappropriately injurious to the Association or any member thereof. In all cases, the nominee's statement shall be considered their own, and by submitting such statement, such member agrees to defend and indemnify the Association, to the fullest extent provided by law, in the event a claim is made with regards to the content of said statement.

ARTICLE X

RELATED PARTY TRANSACTIONS

Section 1. A related party transaction is any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the Association or any affiliate of the Association is a participant. A related party is (i) any director, officer, key person (including any member of the Nominating Committee), or member of the Association or any of its affiliates; (ii) the spouse, ancestor, sibling, child, grandchild, great-grandchild, spouse of a sibling, child, grandchild, or great-grandchild, or domestic partner of an individual defined in (i) above; or (iii) an entity in which any of the above individuals has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent.

Section 2. Before the Association may enter into any related party transaction:

(i) Any director, officer, member or key person who has an interest in a related party transaction shall disclose in good faith to the Board of Directors the material facts concerning such interest.

(ii) No related party may participate in deliberations or voting relating to the approval of a related party transaction although the related party may present information as background or answer questions concerning such transaction at a Board of Directors meeting prior to the commencement of deliberations or voting related thereto.

(iii) The Board of Directors must determine that the transaction is fair, reasonable, and in the Association's best interest.

(iv) If a related party has a substantial financial interest in such transaction, in addition to the steps outlined in Subsections i–iii above, the Board of Directors must also: (1) consider alternative transactions with an unrelated party, to the extent available; (2) approve the transaction by not less than a majority vote of the directors present at the meeting; and (3) contemporaneously document in writing the basis for the Board of Directors approval, including its consideration of any alternative transactions with an

unrelated party.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

Section 1. The Association shall, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by sections 721 through 726 of the N-PCL and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate was a director, officer, employee or agent of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE XII

ARBITRATION

Section 1. All claims or disputes of any nature involving payment of any and all assessments, interest, late payment charges, dues, and other charges or amounts due to the Association by a member or any owner of any property within the Association shall be resolved exclusively by arbitration in New York, New York in accordance with the then applicable Commercial Rules of the American Arbitration Association (the "AAA") or, if not in existence, any successor entity. The arbitration shall take place in New York County in the State of New York before a single arbitrator, and any final award may be confirmed by a court of competent jurisdiction. Notwithstanding the foregoing, however, the arbitrator shall not have the power or authority to award punitive or exemplary damages to any party, and this agreement to arbitrate shall not bar either party from seeking temporary or provisional remedies in any court having jurisdiction thereof. The arbitrator shall have the power to award reasonable attorneys' fees to the prevailing party. Other than as described above, nothing in this Article XII shall be construed to restrict any rights granted to members under the New York Not-For-Profit Corporation Law or any other applicable law.

ARTICLE XIII

NO WAIVER

Section 1. The failure of the Association to insist, in any one or more instances, upon a strict performance of any of the provisions of these By-Laws, including and rules and regulations enacted thereunder, or to exercise any right or option herein contained, or to serve any notice, or to institute any action or proceeding, shall not be construed as a waiver, or a relinquishment for the future, of any such provision, option or right, but such provision, option or right shall continue and remain in full force and effect. The receipt by the Association of payment of any assessments, including any related charges, fees or expenses, with knowledge of the breach of any covenant hereof, shall not be deemed a waiver of such breach. No waiver by the Association of any provision of these By-Laws, including any rules and regulations enacted thereunder, shall be deemed to have been made unless in a writing expressly approved by the Board of Directors and signed by an officer.

ARTICLE XIV

AMENDMENTS

Section 1. These By-Laws may be amended by a majority vote of all the members present, in person or by proxy, at a regular or special meeting of the Association at which a quorum is present as set forth in Article VIII, Section 4 herein, provided that a copy of the proposed amendment has been sent to each member by mail at his or her last known post office address or if said member has provided an alternate electronic means of communication, by sending same electronically to said member at least twenty (20) days before the time of the meeting. The proposed amendments may be modified in such manner as shall be provided for in a resolution adopted by a majority vote of the members present at such meeting.