

Amendment #2 to the Bylaws of Barrington Place

The Board of Directors is recommending a change to two (2) sections of the Bylaws to change the number of board members and the term of office that Board members serve at Barrington Place. A change to the Bylaws requires a majority vote of the homeowners present or represented by proxy at the Annual Meeting. **The Board of Directors recommends the membership approve this Amendment to the Bylaws.**

Current wording of the Article V:

Section 1. Number. The affairs of this Association shall be managed by a Board of **seven (7)** directors who **shall be** Members of the Association.

Section 2. Term of Office. Subject to the provisions of Article VI, Section 1, at the first annual meeting the Members shall select three (3) directors for a term of two (2) years and two (2) directors for a term of one (1) year; and at each annual meeting thereafter, **beginning at the meeting in 2004**, the Members shall elect directors for a term of **three (3) years starting with year 2006. The election in 2004 would be three (3) members being elected for a two (2) year term and in 2005 two (2) members being elected for a three (3) year term and two members being elected for a two (2) year term.**

Proposed Change to the wording of the Article V:

Article V of the Bylaws of Barrington Place Homeowners Association, Inc.

Section 1. Number: The affairs of this Association shall be managed by a Board which shall be constituted of not fewer than five (5) nor more than nine (9) directors who shall be Members of the Association. The authorized number of Directors, within the limits specified above, shall be fixed or changed from time to time, within the minimum and maximum, by the affirmative vote of a majority of the Members given at the annual meeting of the Members or at a special meeting of the Members; provided that if the number so determined is to be increased or decreased, notice of the proposed increase or decrease shall be included in the notice of such meeting.

Section 2. Election, Term of Office, Staggered Terms: Directors shall normally be elected at the annual meeting of the Members of the Association by a majority vote of the Members present in person or voting by proxy. Candidates for election to the Board shall be nominated for office by the Nominating Committee. Directors shall be elected to office for a term of three years, or until their successors are duly elected and qualified. A Director may be elected to one or more consecutive three-year terms. The terms of the elected Directors may be divided into two or more classes of approximately equal size and the terms of office of the several groups need not be uniform.