

Amendment 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.

Discussion of this Amendment:

The Board of Directors is recommending this change to the Bylaws to increase the number of members to seven and establish continuity on the current and future Board of Directors at Barrington Place. This amendment will change the term of office from two (2) years to three (3) years.

With this change, the Association would elect 3 board members this year to serve a two (2) year term. In 2005, the Association would elect 2 board members to serve a three (3) year term and 2 board members to serve a two (2) year term. At each subsequent meeting starting in 2006, homeowners elected to the Board would serve a three (3) year term. This would create a rotation on the board of three (3) members in 2004, four (4) members in 2005, three (3) members in 2006, two (2) members in 2007 & 2008.

Starting in 2006 and thereafter, you would always have a majority of the Board members returning for another year which is not the case as it is currently structured. Under the current system, every other year four (4) Board members are up for election, which is more than half of the Board. Losing that many members presents problems with continuity and board members being familiar with the current issues of the Association. Most Board members will agree that the first year is a learning experience and they do not become familiar or comfortable with the workings of the Association until the last year or two of their term.

The Board of Directors recommends the membership approve this Amendment to the Bylaws.

Current wording of the Article:

Article V. Board of Directors: Selection: Term of Office. Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) directors who need not be Members of the Association.

Article V. Board of Directors: Selection: Term of Office. 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 the Members shall elect directors for a term of two (2) years.

Proposed Change to the wording of the Article (in Bold):

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.**