

WINDHAM PLANNED COMMUNITY ASSOCIATION
BYLAW AMENDMENT RESOLUTION #2

Whereas, Article I, Section 1-7 (a) of the Bylaws of Windham Homeowners Association gives the Executive Board the powers necessary to appropriate the management of the business and affairs of the corporation; and

WHEREAS, Article VI, of the same Bylaws creates the power to alter amend or appeal the Bylaws by a majority of those voting;

BE IT THEREFORE RESOLVED that effective September 20, 2007, these amendments and additions shall be incorporated into said bylaws:

- 1: Numbers. Article I, Section 1-1 of the By-laws (“Numbers”) is hereby amended as follows:
The business and affairs of the Corporation shall be managed by a Board of Five (5) Directors as specified in the “Declaration of Covenants, Restrictions, Easement, Charges and Liens for Windham, a Planned Community”.
- 2: Vacancies. Article I, Section 1-8 of the By-laws (“Vacancies”) is hereby amended as follows:
 - (a) Vacancies in the Board of Directors, including vacancies resulting from disqualification of a Director, shall be filled by the remaining directors of the Corporation, at a special meeting thereof called for such purpose. Each person so elected to fill a vacancy shall be elected to serve for the balance of the unexpired term of the vacated Directorship.
 - (b) In the event that there are not enough residents willing to be nominated for vacated board positions or board positions up for election at the annual meeting, a maximum of two (2) of the five (5) seats shall be permitted to remain vacant. These unfilled seats shall be considered dormant. Dormant seats can be filled at any time by the remaining Directors of the Corporation, at a special meeting thereof called for such purpose. Each person so elected to fill a dormant seat shall be elected to serve for the balance of the unexpired term of the dormant Directorship.
- 3: Board Eligibility. Article I, Section 1-9 of the By-laws is hereby added as follows:
To be eligible to serve on the Board of Directors, a candidate must be a current unit owner and said unit must not be currently on the market to be sold. Only one unit owner per residence is eligible to serve on the Board of Directors at any given time.
- 4: Article VII – Annual Meeting of the Association, of the By-laws is hereby added as follows:
Section 7-1. Quorum. A quorum is present throughout any meeting of the association if persons entitled to cast 20% of the votes which may be cast for election of the Board of Directors are present in person or by proxy at the beginning of the meeting. Should motions arise at the Annual Meeting that require the general members to cast ballots for any matter other than those covered by the scope of the proxy, then persons entitled to cast at least 20% of the votes which may be cast for

election of the Board of Directors must be present in person at the time of such motion.

Section 7-2. Voting: Proxies. Voting by Proxy shall be permitted for election of the Board of Directors at the Annual Meeting. Proxy voting must conform to the guidelines established in Chapter 53 Subsection 5310 of the Uniformed Planned Community Act (68 Pa.C.S. §§5101 – 5414 current through 1/29/05).

Approved, by vote, and affirmed September 20, 2007 by the Board of Directors.

ATTEST:

Masopu
President

9/20/07
Date

Michelle Maza
Secretary

9/20/07
Date