

AMENDMENT TO BY-LAWS OF  
BRANDYWINE OWNERS ASSOCIATION, INC.

The undersigned, being the duly elected Directors of the above-named Corporation, pursuant to a resolution duly adopted this date by the Board of Directors of said Corporation, pursuant to Article VIII, Section 3 of the By-Laws of Brandywine Owners Association, Inc., do hereby amend the aforesaid By-Laws as follows:

1. Article II, Section 7. Quorum shall be, and the same hereby is amended by striking the word "proxy" and substituting therefore the words "absentee ballot".
2. Article III; Section 2. Number, Term and Qualifications shall be and the same, hereby is stricken in its entirety and a new Article III, Section 2 substituted therefore as follows:

Number, Term and Qualifications: The number of directors constituting the Board of Directors shall consist of five (5) as from time to time shall be determined by a majority of votes to which all of its members are at the time entitled.

The members by a majority vote shall elect the required number of directors to be elected at each annual meeting of the meeting of the members. At no time shall the number of directors be less than the total authorized number of active directors. Each director shall hold office for a three (3) year period of time designated upon their election or until their death, resignation, retirement, removal, disqualification or. their successor is elected and qualified.

Directors must be residents of the Brandywine Bay North Subdivision Development and members of the Brandywine Owners Association, Inc. in good standing. All directors must agree prior to election to being willing to devote the necessary time to the work of the Board of Directors and to serve on one(1) or more of its standing committees.

3. Article III, Section 3. Appointment and Election of Directors shall be and the same hereby is stricken in its entirety and a new Article III, Section 3. substituted therefore as follows:

Appointment and Election of Directors: Except as provided n Section 6 of this Article, the directors shall be elected at the annual meeting of the members, and be those members who are nominated by a member-at-large nominating committee. The members of this committee shall be appointed by the president but shall not include any current members of the Board of Directors.

The nominating committee shall nominate a minimum of one more individual than the total number of directors positions to be filled. Example - three (3) nominees for two (2) positions, two (2) nominees for one (1) position. Those nominees receiving the greatest number of votes including absentee ballots shall be declared elected. The ballot is to be submitted to the entire membership at least 30 days prior to the annual membership meeting along with the opportunity for. absentee ballot voting.

4. Article III, Section 4. Cumulative Voting shall be and the same hereby is stricken in its entirety, and Sections 5, 6, 7, and 8 are renumbered as Sections 4, 5, 6, and 7.

This Amendment to the By-Laws of BRANDYWINE OWNERS' ASSOCIATION, INC. was adopted by the Board of Directors of said Corporation on the 26<sup>th</sup> day of April 1987.

This 28<sup>th</sup> day of July 1987.