

Approved amendment to Section 3.2 of the Bylaws of Wynstone on April 9, 2001

Whereas: Section 3.2 of the Bylaws exists to interpret Article IX Subsection 1 of the Articles of Incorporation regarding the Board of Directors.

Whereas: Section 3.2 of the Bylaws and Article IX Subsection 1 of the Articles of Incorporation are ambiguous and fail to provide a continuity of membership to the Board of Directors.

Whereas: The Articles of Incorporation require a 75% majority of the Homeowners to amend and the Bylaws require only a majority of the Board of Directors to amend.

Whereas: The Bylaws are given priority over the Articles of Incorporation by common business practice and by Arizona Statutory construction.

Proposal: The Bylaws Section 3.2 should be amended to provide continuity of membership to the Board of Directors by adding the following paragraphs to Section 3.2 and eliminating the existing language of this section.

Beginning with the 2001 Annual Membership meeting of the Wynstone Homeowners Association, the Board of Directors shall consist of Five (5) members, each elected to a Three (3) year term. In order to fulfill the desired aim of this paragraph certain board members elected at the 2001 & 2003 annual meetings will need to be elected to a term of less than three years as follows:

In 2001 One (1) board member will be elected to a term of one (1) year. In 2002 this board member will stand for re-election for a three (3) year term on a permanent cycle.

In 2003 One (1) board member will be elected to a term of one (1) year. In 2004 this board member will stand for re-election for a three (3) year term on a permanent cycle.

Subsequent to the 2001 annual meeting if additional members are added to the Board of Directors in accordance with Section 3 of the Bylaws and Article IX of the Articles of Incorporation, they shall be added for an initial term of office of between one (1) and three (3) years as necessary to maintain a balanced election distribution for the board.

If the board is reduced to a permanent membership of three (3) members the existing members of the board shall re-seat their terms of office as necessary to maintain a balanced election distribution.