

Section 3. Election and Term of Office. Directors shall be elected at annual meetings of the Association. Each Director that is elected shall serve for a term of three (3) years. At least thirty (30) days prior to the annual meeting, the Board shall notify each Member by mail addressed at his last known address of the name of the individuals who desire to be candidates for Director at the meeting. Service of the notice may also be accomplished by delivery of the notice to the Member at his dwelling Unit of last known address. A resume of each candidate shall accompany the notice, unless there is only one (1) candidate and he or she is an incumbent Director. If there is an unexpired term to be filled at the annual meeting, the notice shall also contain the name and resume of the individual(s) who is a candidate for the unexpired term. A Director shall hold office until his successor has been elected.

Section 4. Alternate Directors. If there are candidates desirous to serve as alternate Directors who satisfy the qualifications set forth in this Article to serve as a Director, the ballot may provide for an election of not more than three (3) alternate Directors at the Annual Meeting. If there are more candidates than alternate Director positions, the candidate(s) receiving the greatest number of votes will be elected. All alternate Directors so elected shall serve a term of one (1) year and have the right to attend all Board meetings and meetings of the membership. Notwithstanding any statement to the contrary contained herein, there shall not be more than three (3) alternate Directors serving at any one time. Alternate Directors shall have the right to vote in the same manner as a regular Director only when a regular Director is absent from a meeting. If two (2) or more alternate Directors are present at a meeting, and only one (1) regular Director is absent, the alternate Directors shall decide between themselves as to who shall vote in the regular Director's absence, or where they cannot agree among themselves, the remaining regular Director or Directors shall select the alternate who shall serve. The meeting minutes shall clearly state, by name, which alternate is voting in place of the absentee regular Director.

Section 5. Removal of Directors.

- (a) At any duly held regular or special meeting of the Members, any one (1) or more Directors (including alternate Directors) may be removed with or without cause by the Members, Resident Spouses or Resident Relatives present (no proxies), provided that (i) the notice of the meeting expressly includes the removal of one or more Directors, and (ii) the Director(s) whose removal is proposed will receive not less than seven (7) days prior notice of the intention to vote upon his removal, (iii) the Director(s) will be given an opportunity to be heard at the meeting, and (iv) the total votes cast in favor of removal constitute not less than thirty-three (33%) percent of all Eligible Votes. If the removal of one (1) or more Directors is proposed to be placed on the annual meeting agenda, a petition containing fifteen (15%) percent of the Eligible Votes must be submitted to an officer of the Association at least thirty (30) days prior to the annual meeting. If one (1) or more Director's removal is to be considered at any special meeting of the Association, the procedure established in Article IV, Section 3 will be followed. If a vote to remove a Director(s) is approved, a successor(s) may then and there be appointed by a majority of the remaining Directors to fill the vacancy thus created. Each person so appointed shall be a Director until the next annual

meeting when an election will be held to fill the vacancy pursuant to Article V, Section 6, below.

- (b) Any Director or alternate Director who is not himself or herself a Member in good standing or who is a Resident Spouse or a Resident Relative of a Member who is not in good standing for a period of more than thirty (30) days after receiving notice that the Member is not in good standing will automatically be removed as a Director.
- (c) Any Director whose removal has been proposed by the Board shall be given an opportunity to be heard at a Board meeting prior to the vote for removal.
- (d) In the event that all of the Directors are removed, successors shall be elected by the Members in the manner set forth in Article V, Section 3 of these By-Laws to fill the vacancies thus created. Each person so elected shall be a Director for the remainder of the term of the Director whose term he is filling and until his successor is duly elected and qualified.

Section 6. Vacancies. Vacancies in the Board caused by any reason other than the removal of all Directors by a vote of the Unit Owners shall be filled by a vote of a majority of the remaining Board Members at any regular meeting of the Board or at any special meeting of the Board called for that purpose, promptly after the occurrence of any such vacancy. The Directors shall fill Board member vacancies by selecting by vote of the majority, a qualified Member to serve as a regular Director until the next annual membership meeting, when an election will be held to fill that directorship pursuant to Article V, Section 3, above. If the annual meeting constitutes the expiration of the term of the directorship filled by appointment by the Board, a successor Director may be elected for a full term by election in the manner set forth under Article V, Section 3, above. If the annual meeting does not constitute the expiration of the term of the directorship filled by appointment by the Board, the successor Director elected to the directorship will serve only for the unexpired term.

ARTICLE VI

Officers

Section 1. Designation. The officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer all of whom shall be members of the Board. The Board may also appoint such other Assistant Treasurers and Assistant Secretaries as may be necessary in its judgment, provided that such assistants need not be members of the Board. Any person may hold more than one officer position provided that no person may be designated both the President and Vice President.

Section 2. Election of Officers. The officers of the Association shall be elected annually by the Board at the first Board of Directors meeting following each annual meeting and such officers shall hold office at the pleasure of the Board.