



2003 00005140

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Recorded: 02/07/2003 11:58 AM

**AMENDMENT TO THE BY-LAWS OF THE
HAMPSHIRE VILLAGE CONDOMINIUM TRUST**

This Amendment to the By-Laws of the Hampshire Village Condominium Trust, a Condominium created pursuant to a Master Deed and By-Laws recorded with the Hampshire County Registry of Deeds at Book 1793, Page 122 and Book 1793, Page 148, respectively is made this 17th day of December, 2002, by the duly authorized Board of Directors and sixty-six and two-thirds percent (66 2/3%) of the Beneficial Interest of all Unit Owners thereto for said Association.

The By-Laws are hereby amended as follows:

- I. Article II, Section 1 of the By-Laws is hereby amended by deleting the first sentence thereto and substituting the following in its place:

The number of Directors of this Association shall consist of not less than five (5) no more than nine (9) natural persons, but in any event, an odd number, such number to be determined from time to time by a vote of owners at a duly called meeting for which a quorum has been established, which voting shall be exercised at any annual or special meeting of the unit owners.

- II. Article III, Section 1 of the By-Laws is hereby amended by deleting the same in its entirety and adding the following in its place:

There shall be an annual meeting of unit owners to be held in April of each year, or on such other day and time, at least once each calendar year, as may be designated by the Directors. Said meeting shall be called in a manner prescribed below. At such meeting, members of the Board of Directors shall be elected by the unit owners, in accordance with the By-Laws. The unit owners may also transact such other business at the Condominium as may properly come before them.

- III. Article III, Section 8 of the By-Laws is hereby amended by deleting the same in its entirety and substituting the following in its place:

Except as otherwise provided in these By-Laws, the presence in person or by proxy of at least thirty percent (30%) of the beneficial interest of unit owners shall constitute a quorum at all meetings of the unit owners. Unless set forth otherwise hereunder, any action taken at such meeting, of which a quorum has been established, shall only require a vote of plurality of the beneficial interest of unit owners in attendance at the same.

- IV. Article VI, Section 3 of the By-Laws is hereby amended by deleting the words six percent (6%) and substituting the words eighteen percent (18%) thereto.

- V. Article XI, Section 5 of the By-Laws is hereby amended by deleting the words of the corporation.

RETURN TO:

PERKINS & ASSOCIATES, P.C.
73 PRINCETON STREET, SUITE 306
N. CHELMSFORD, MA 01863-1558

VI. The By-Laws are hereby amended by adding the following Sections 6, 7 and 8, as set forth below:

Section 6. Proxies. Any proxy given by a unit owner in anticipation of meetings and elections, may be revoked at any time by written notice to the secretary. A proxy shall be deemed revoked automatically if the secretary receives actual notice that the termination of the member's status as an owner.

Section 7. Written Consent. Except as otherwise provided in these By-Laws, in any matter which unit owners are required or permitted to vote, the vote may be carried out by written ballot in lieu of a meeting. The Directors shall determine whether a written ballot also requires a limited proxy and/or power of attorney depending on the matter for which the unit owner is voting. Such vote shall be counted by the Board and the outcome shall be announced to the unit owners. The records of any vote shall be open to inspection by any unit owner upon request to the secretary.

Section 8. Robert's Rules of Order. Except as may be provided in these By-Laws, all meetings of the unit owners and of the Board of Directors, shall be conducted in accordance with Robert's Rules of Order.

In all other respects, the By-Laws of the Hampshire Village Condominium Trust are hereby ratified and affirmed.

IN WITNESS WHEREOF the Unit Owners and Board of Directors have executed this instrument under seal this 17th day of December, 2002 as follows:

The undersigned Unit Owners, being Unit Owners holding sixty-six and two-thirds percent (66 2/3%) of the Beneficial Interest of the Hampshire Village Condominium Trust, do hereby execute this Document and acknowledge their assent thereto.

The undersigned Board of Directors, hereby being the duly authorized Board of Directors of the Hampshire Village Condominium Trust, hereby state that the above Unit Owners' signatures total sixty-six and two-thirds percent (66 2/3%) of the Beneficial Interest of the Hampshire Village Condominium Trust and do hereby, by our signatures, certify, acknowledge and assent to the same.

BOARD OF DIRECTORS
HAMPSHIRE VILLAGE CONDOMINIUM TRUST,

Susan P. Cramer
Susan Cramer

Nan Niederlander
Nan Niederlander

Nancy Kropka
Nancy Kropka

Susan Kane
Susan Kane

Ronald Anderson
Ronald Anderson

Robert D. Erwin
Robert Erwin

Sylvia Cuomo
Sylvia Cuomo

Christine Conlon
Christine Conlon

COMMONWEALTH OF MASSACHUSETTS

HAMPSHIRE, ss. _____, 2002

Then personally appeared the above named _____,
_____, _____, _____,
_____ and _____, as they
are the duly authorized Board of Directors of the Hampshire Village Condominium Trust and
acknowledged the foregoing instrument to be their free act and deed, before me,

Notary Public
My Commission Expires:

HAMPSHIRE, SS _____, 2003

Then personally appeared the above named Christine Conlon, as the President
of the duly authorized Board of Directors of the Hampshire Village Condominium
Trust and acknowledges the foregoing instrument to be her free act and deed,
before me,

Allen A. Wyszynski
Notary Public
My Commission Expires:

MY COMMISSION EXPIRES
MAY 13, 2005

ATTEST: HAMPSHIRE, Marianne L. Donohue, REGISTER
MARIANNE L. DONOHUE