

KEYES FERRY ACRES MAINTENANCE ASSOCIATION, INC.

NOTICE OF ANNUAL MEETING

**TO: All Owners of Units in Keyes Ferry Acres
Maintenance Association, Inc.**

MEETING DATE: Sunday, October 20, 2019

MEETING TIME: 2:00 p.m.

**MEETING LOCATION: Fellowship Hall
Chestnut Hill United Methodist Church
1497 Hostler Road, Harpers Ferry, WV 25425**

You are hereby notified pursuant to WV Code 31E-7-701 that the *Annual Meeting of the Members* of Keyes Acres Ferry Maintenance Association, Inc., shall occur at 2:00 p.m. on Sunday, October, 20, 2019 at the Chestnut Hill United Methodist Church, 1497 Hostler Road, Harper's Ferry, WV 25425.

1. The corporation's governing documents require a 5-member Board of Directors with each Director serving a 2-year term.
2. The governing documents are the Declaration, Articles of Incorporation and Bylaws. The Articles of Incorporation defer the number of Directors to the Declaration and Bylaws. The Declaration provides that the Association have no fewer than five (5) Director positions as specified in the Bylaws, with each Director serving a 2-year staggered term.
3. 2 of the 5 current Director terms expire at the corporation's 2020 Annual Meeting and 3 of the current Director positions expire at the corporation's 2019 Meeting.

4. The **Annual Meeting** is called for the purpose of electing all Directors except the 2 current terms that expire at the corporation's 2020 Annual Meeting.

5. **Candidates for Director positions may** be nominated at, or before, the Annual Meeting. During the election, each Unit may cast 1 vote for each Director position to be filled. Any Unit Owner or designee of a Unit Owner that is not a natural person may be elected to the Board, provided, that: a) no two (2) directors shall serve simultaneously if their sole basis for membership in the Association is co-ownership of only one (1) Unit; and b) pursuant to WV Code 31E-8-830 and 831, all Units owned by the Director, or entity designating the Director, must be in Good Standing.

6. A **Proxy form is attached for the Meeting**. If you are unable to attend the Annual Meeting, you may use the Proxy to designate a person to attend the Meeting and cast the votes allocated to your Unit(s). In order for a Proxy to be valid, it must identify your Unit(s) (please state the total number of your Units subject of each Proxy), it must clearly state your name (as Unit Owner), it must be signed by you, and it must clearly state/identify the person you designate as your Proxy for the Meeting. If a Proxy omits any of the foregoing requirements, it may not count in the voting to occur.

Date: October 2, 2019 Keyes Ferry Acres Maintenance Association, Inc.,

By: E. M. S. [Signature]

Its: Secretary

ANNUAL MEETING PROXY - Keyes Ferry Acres Maintenance Association, Inc.

I/We, the undersigned owner(s) of one or more Units in Keys Ferry Acres Subdivision, being part of the membership of Keyes Ferry Acres Maintenance Association, Inc., ("Association") by Order of the County Commission of Jefferson County, West Virginia, acting pursuant to WV Code § 31E-7-722, do hereby appoint the individual identified below to be my/our proxy agent ("Proxy Agent") and to cast all votes allocated to my/our Unit(s) with regard to all business to be conducted and all matters submitted to the members at the Annual Meeting of the membership, or any adjournments thereof, and in all consents to any actions taken at the Annual Meeting to be held 2:00 PM on Sunday, October 20, 2019 at Chestnut Hill United Methodist Church, 1497 Hostler Road, Harpers Ferry, WV 25425. This appointment shall continue from this date until either revoked by me (or either of us if multiple signators) in writing, or if not revoked in writing, at midnight on October 20, 2019, at which time this Proxy and appointment shall be null and void without further action by the undersigned. During the time period that this Proxy shall remain in effect and enforceable, the Proxy Agent appointed hereunder shall have all of the powers that the undersigned may possess with respect to voting of membership interests in the Association which are allocated to the represented Units entitled to vote. The acts of the Proxy hereunder are ratified and confirmed to the extent that Proxy Agent shall do or cause to be done such acts by virtue of and within the limitations set forth in this Proxy.

I hereby revoke any and all proxies previously given by me with respect to the membership or ownership interest(s) subject of this Proxy but so far only as the same apply to the October 20th, 2019, Annual Meeting. I hereby waive any procedural defects to notice or call of the above Annual Meeting and acknowledge notice of same prior to my execution hereof.

To the extent that this Proxy shall be executed and delivered by multiple members who collectively own undivided interests in one or more Units, the words used herein, regardless of the number and gender specifically used, shall be deemed and construed to include any other number, singular or plural, and any other gender, masculine, feminine, or neuter, as the context requires.

INDIVIDUAL ACKNOWLEDGEMENT:

Number of Unit/s Owned: _____

Unit Owner/s [Print Name]

Address

Signature of Unit Owner/s

Signature of Unit Owner/s

Date: _____

Proxy Agent Appointed

CORPORATE OR ENTITY ACKNOWLEDGEMENT:

Number of Unit/s Owned: _____

Unit Owner/s [Print Name]

Address

Proxy Agent Appointed

Its: _____
(Signature and capacity of authorized representative)

By: _____

Date: _____

BALLOT FOR AN AMENDMENT OF THE BYLAWS OF KEYES FERRY ACRES MAINTENANCE ASSOCIATION INC., TO INCREASE THE NUMBER OF BOARD OF DIRECTORS FROM 5 TO 7

1. The Corporation's governing documents require a 5-member Board of Directors with each Director serving a 2-year term.
2. The governing documents are the Declaration, Articles of Incorporation and Bylaws. The Articles of Incorporation defer the number of Directors to the Declaration and Bylaws. The Declaration provides that the Association have no fewer than five (5) Director positions as specified in the Bylaws, with each Director serving a 2-year staggered term.
3. Article 5, Section 5.1, of The Bylaws states that "the Association shall at all times have at least a five (5) member board of directors" and that an increase or decrease in the number of members of the board of directors shall require the affirmative vote of the Owners of not less than sixty (60%) of the Units ("Requisite Majority").
4. This Ballot is made by the undersigned Unit Owners who vote to amend Paragraphs 5.1, 5.2, 5.3 and 5.12 of the Corporation's Bylaws as set forth below to increase the number of Directors from 5 to 7.
5. If the proposed Bylaw amendment passes by affirmative vote of 60% of all Units, then:
 - a. pursuant to Section 5.6 of the Bylaws, the Board will appoint two (2) persons who are Unit Owners or representatives of an entity Unit Owner to temporarily fill the newly created Director positions until the Unit Owners fill those two (2) director positions by election; and
 - b. the Board will call a Special Meeting within 60-days after the Bylaw amendment is made, at which Special Meeting the Unit Owners will elect persons to fill the two (2) newly created positions until the corporation's 2020 Annual Meeting.
6. Proposed Bylaw Amendments:

Section 5.1. Number of Directors Comprising the Board of Directors. The Association shall at all times have at least five (5) member board of directors. An increase or decrease in the number of members of the board of directors shall require the affirmative vote the Owners of not less than sixty (60%) percent of the Units ("Requisite Majority"). *The number of directors was increased in 2019 from five (5) to seven (7) and shall remain seven (7) until changed by affirmative vote of the Requisite Majority.*

Section 5.2. Election or Appointment of Directors. The *initial* five (5) members of the board of directors shall be elected or appointed at the first (1st) meeting of the Members to be held for that purpose and subsequently, as each director's term expires, at each subsequent annual meeting of the Members.

Section 5.3. Terms of Directors. Except as otherwise provided in this section, all directors shall serve two (2) year staggered terms with no fewer than ~~two (2)~~ three (3) and no more than ~~three (3)~~ four (4) director positions to be filled by election or appointment at any annual meeting of the Members. The term of a director elected or appointed to fill a vacancy shall expire at the next annual meeting of the Members at which directors shall be elected. Notwithstanding the expiration of a director's term, such director shall continue to serve as a director until his or her successor shall be elected and qualified or until there shall be a decrease in the number of directors.

Section 5.12. Quorum and Voting. The participation of ~~three (3)~~ four (4) directors at any meeting shall constitute a quorum of the board of directors. If a quorum shall be present when a vote is taken, the affirmative vote of a majority of the directors present shall be the act of the board of directors. A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken shall be deemed to have assented to the action taken unless: (a) such director objects at the beginning of the meeting or promptly upon such director's arrival to holding the meeting or transacting business at the meeting, (b) such director's dissent or abstention from the action taken is entered in the minutes of the meeting, or (c) such director delivers written notice of such director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Association immediately after adjournment of the meeting. The right of dissent or abstention shall not be available to a director who votes in favor of the action taken.

We, the undersigned Owners of Units in Keyes Ferry Acres, have reviewed the Petition to amend the Bylaws and we hereby vote as follows with regard to enact the revisions to Bylaw Paragraphs 5.1, 5.2, 5.3 and 5.12 as set forth above. **APPROVE** [] or **REJECT** [].

Owner _____

Address _____

Section & Lot Number(s) of all Lots owned by you _____

Signatures(s) _____

DATE _____ NUMBER OF VOTES CAST BY THIS BALLOT _____

END OF BALLOT

Use the Area Below for any Corrections Relating to the Association Records Relating to Your Lot Ownership or Contract Information

Address Corrections _____

Section and Lot Number(s) corrections _____


Email _____

Phone number _____

Cell Phone (for Text Messages) _____

Comments _____

WHY THE ENCLOSED BALLOT? AND WHY THE ENCLOSED PROXY FORM?

 Shall two additional directors (for a total of seven) be added to serve on the KFAMA board? Your vote is needed!

Why is there a BALLOT? The enclosed ballot is to vote on a proposed Amendment to the Bylaws. If you favor increasing the number of directors on the KFAMA Board, first the Bylaws must be changed.

Why add more directors to the Board? In past meetings, members have voiced concern that the Board should have greater representation by KFA residents. Expanding the number of directors will allow residents a greater proportion of representation on the Board. Increasing the number who share and participate in the management, administration and operation of the Corporation would also beneficially serve the community.

So, why amend the Bylaws? The Bylaws specifically state that the required number of Board directors is five (5). Before the number of directors can be increased, the Bylaws must be lawfully amended.

Why should I bother to vote? Every vote is important because this amendment cannot be passed by a simple majority vote. To pass this amendment requires enough votes to represent 60% of lots – one vote per each lot owned. To reject the amendment and leave the number serving on the Board at five, requires enough votes to represent 40% of lots. The vote shall remain open without time limit until enough ballots are received to either accept or reject the amendment, or the proposal is withdrawn.

If the amendment successfully passes by October 20th what happens at the Annual Meeting? By October 20th if there are enough votes to pass the amendment, then a Special Meeting of the Membership must be called within sixty (60) days to conduct an election to vote on the two new vacancies. During the 60-day interim, the vacancies will be filled by board appointment.

Will an election be held at the *Annual Meeting*? Yes, at the Annual Meeting there will be an election to fill three positions held by board members whose terms are due to expire. Candidates for Director positions may be nominated at, or before, the Annual Meeting.

Why is there a PROXY form? If you are unable to attend the Annual Meeting, you may use the Proxy to designate a person to attend the Meeting and cast the votes allocated to your Unit(s). To be valid, the Proxy must identify your Unit(s) (please state the total number of your Units subject of each Proxy); it must clearly state your name (as Unit Owner); it must be signed by you; and it must clearly state/identify the person you designate as your Proxy for the Meeting. If a Proxy omits any of these requirements, it may not count in the voting to occur.

Your proxy form may be submitted by your representative at the meeting or, if mailed, send it no later than October 15th. Please mail or submit your ballot also; or bring it to the meeting.

Notice: 2019 Road Dues Payment - FINAL REMINDER

Still owed: \$23,000 in roads dues remain unpaid.

Thank You! If you have paid your road dues. KFAMA has received 80% of road payments! That means funds for road repairs and other costs. This payment rate conveys the message that clearly a majority 'votes' in favor to support the roads maintenance association goals.

If you still owe: in the coming 3 months with 3 payments you could be fully paid. As example –

$\$50 \times 3 = \150 due for a single lot $\$200 \times 3 = \600 due for four lots

Leniency policy in effect: As help for anyone financially challenged to make payments, KFAMA has had a leniency policy in effect. KFAMA will continue to honor that policy which asks that regular incremental payments be made as demonstration of a good faith effort to pay. No legal action will be initiated if dues are paid in full by the end of the calendar year.

Final written reminder of payment due for FY-2019! Because of potential detrimental repercussions for the lot owner, it is not the wish of the Association to pursue legal action.

With legal responsibility to those who have paid, it is a KFAMA obligation to pursue legal action against lot owners with payment still owed as of December 31, 2019.

How legal action could affect you: Legal action against non-payment can mean a very real negative impact. Through the Magistrate of the Court, a judgement will be issued and published. The obligation to pay will be recorded in connection with any real property owned by the debtor. A lien will be enacted. A lien can negatively impact credit rating leading to increased interest rates for credit cards, auto loans or other major loans.

What 2019 dues payments have made possible:

For Common Areas - Mowing; No Trespassing signs (ready to be installed)

For Roads – Materials such as stone and millings; Hauling road materials; Laying materials and grading; Wagon Trail Road major restoration project (due to start mid-October); Snow plow services (\$20K held in reserve)

For Safety - 25 MPH Speed Limit signs (ready to be installed); Liability insurance policy