

**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 (1<sup>st</sup>) 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 \_\_\_\_\_

\_\_\_\_\_