

## **RESOLUTION AND WRITTEN CONSENT OF THE BOARD OF DIRECTORS**

The undersigned, being all the Directors of Keyes Ferry Acres Maintenance Association, Inc., acting pursuant to W. Va. Code, Chapter 31E, Article 8, Section 822 and 823 do hereby waive any notice requirement and consent, in writing, to the adoption of the following resolutions the same as if such resolutions had been duly adopted at a meeting of the Board of Directors of said Corporation duly called and legally held:

**WHEREAS**, the Corporation's members have expressed an interest in amending the Corporation's Bylaws to increase the size of the Corporation's Board of Directors from five (5) persons to seven (7) persons; and

**WHEREAS**, the Corporation's current five (5) member Board of Directors has considered and deliberated the matter and determined that the increase would be in the best interests of the Corporation because it would result in a greater number of Unit Owners participating in management, administration and operation of the Corporation, and also because it would allow a greater number of persons to share in the management and operation of the Corporation; and

**WHEREAS**, the Corporation has caused to be prepared a ballot setting forth the substance of the proposed amendment to the applicable provisions of the Bylaws and which also permits the Owners of each Unit to either approve or reject the proposed amendment; and

**WHEREAS**, the ballot and the substantive amendment to the Bylaws are both approved by the undersigned; and

**IT IS THEREFORE RESOLVED**, that:

- a) the proposed amendment shall be presented to the Unit Owners for vote to amend the Bylaws by approving the proposed amendment;
- b) Unit Owner voting shall be conducted by ballot; and
- c) the vote shall remain open without time limit and subject to acceptance or rejection by the Unit Owners until the earlier of:
  - i) the time the Association receives ballots whereby sixty (60%) per cent of the Units approve the proposed Bylaw amendment; or
  - ii) the time the Association receives ballots whereby more than forty (40%) per cent of the Units reject the proposed amendment; or
  - iii) the Board of Directors withdraws the proposal.

- d) the President and Secretary of the Corporation are hereby directed to distribute the ballot setting forth the proposed amendment to the Owners of all Units, and to collect and store all completed ballots returned; and
- e) the President and Secretary of the Corporation are further directed to keeping a tally or count of all completed ballots returned to the Corporation and to timely report to the Board of Directors the number of ballots returned and also the number of ballots cast for enactment or rejection of the proposed amendment.

**IN WITNESS WHEREOF**, the undersigned, being all the Directors of Keyes Ferry Acres Maintenance Association, Inc., have executed this Written Consent.

*Usanne Koenig*  
Director

Oct 3, 2019  
Date

*[Signature]*  
Director

10-3-19  
Date

*B. Lee Snyder*  
Director

10-2-19  
Date

*Ed [Signature]*  
Director

10-2-19  
Date

*John Wond*  
Director

10-2-19  
Date