

Keyes Ferry Acres Maintenance Association

PO Box 269, Charles Town, WV 25414

March 27, 2021

To members of the KFAMA Association, KFA residents and interested parties, this is an **Invitation to the upcoming Annual Community Meeting** (postponed from November 2020).

Enclosed please find the announcement (*formal legal format required by law*) for a meeting offering discussion and overview of issues related to KFA roads and common areas. The meeting will review business conducted in 2020 and point to notable achievements. It also offers a chance for community members to identify specific areas of concern, offer constructive suggestions, and ask questions.

A key item of business will be an election for three positions on the Board. Each of the Directors presently serving seeks to be re-appointed and so will be on the ballot. But nominations may be submitted prior to, or at, the meeting. (Only those who own a KFA lot may submit valid vote/s.) By using the enclosed Proxy form, your vote can be counted even if you are unable to attend the meeting.

The meeting venue has been chosen to allow an open-air space which still provides shelter in the event of poor weather. As a courtesy to all attending, a covering over the nose and mouth will be required throughout the meeting. A map and directions are enclosed to provide general guidance on finding the Mason Pavilion at Sam Michael's Park off of Job Corps Road. Packaged snacks and soft drinks will be offered.

We hope you'll join us.

The KFAMA Board of Directors

Questions may be directed to Emily McFarland, Secretary, at:

304/725-3278 or **support@KFAMA.org**

What is the Proxy form for?

Will an election be held at the Annual Meeting? Yes, at the Annual Meeting there will be an election to fill two positions on the Board that formally expired November 8, 2020 but have been filled in recent months on an interim basis. There is an election to fill a third position which was vacated by resignation December 1, 2020. That position has been filled by a Board appointment on an interim basis. Candidates for Director positions may be nominated at, or before, the Annual Meeting.

Do I need a PROXY form? If you attend the meeting in person, you do not need the PROXY form.

If you cannot attend the meeting, but wish to vote: If you wish to vote, but are not able to attend the Annual Meeting, you may use the Proxy to designate a person who will be present at the Meeting to act as your representative. Through the Proxy form, in your absence, your representative may cast a vote/s on your behalf according to the preference you have stipulated.

How many votes am I allowed? The number of votes you may cast are allocated according to the number of lot/s you own, referred to here as "Unit(s)." For every lot (Unit) you own, you are entitled to an equal number of vote/s. One lot = one vote; ten lots = ten votes, etc.

To ensure that your Proxy form is valid:

- **Identify your Units** - Your Unit(s) must be identified on the Proxy form (please state the total number of your Units)
- **Provide your name** - The Proxy must clearly state your name (as Unit Owner)
- **Signature** - The Proxy must be signed by you
- **Identify the person acting on your behalf** - The form must clearly state/identify the person you designate as your Proxy for the Meeting.
- **For your vote to count** - If a Proxy omits any of these requirements, it may not count in the voting to occur.

Proxy options – owing to Covid concerns, if you personally know of no one available to assign as a Proxy, keep in mind that it is an option to assign your Proxy to someone who is definitely expected to attend, such as Emily McFarland, or other Board member. As your Proxy, they are obligated to vote according to your instructions.

Your Proxy form may be submitted by your representative at the meeting.

You may also mail it before the meeting. Please post it not later than April 17, 2021.

If mailed, Mail to – KFAMA, P.O. Box 269, Charles Town, WV 25414.

Rescheduled 2020 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 at 2 pm on Sunday, April 25, 2021 at Sam Michaels Park-Mason Pavilion-235 Sam Michael's Lane, 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 April 25, 2021, 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 April 25, 2021 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: _____

KEYES FERRY ACRES MAINTENANCE ASSOCIATION, INC.

NOTICE OF Rescheduled 2020 ANNUAL MEETING

TO: All Owners of Units (lots) in Keyes Ferry Acres
Maintenance Association, Inc.

MEETING DATE: Sunday, April 25, 2021

MEETING TIME: 2 p.m.

MEETING LOCATION: Sam Michael's Park-Mason Pavilion-
235 Sam Michael's Lane, 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., (originally scheduled for November 8, 2020), shall occur at 2pm. on Sunday, April 25, 2021 at Sam Michael's Park-Mason Pavilion-
235 Sam Michael's Lane, Harpers 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. 3 of the 5 current Director terms expire at the corporation's 2021 Annual Meeting and 2 of the current Director positions technically expired at the corporation's November 8, 2020 Meeting. After election, these two terms will expire at the corporation's 2022 Annual Meeting.

4. The Annual Meeting is called for the purpose of electing three positions in total. Two directors have served on an interim basis until the expired positions could be filled by election. Election shall also be held for a third director whose term will expire at the corporation's 2021 Annual Meeting. This third position has been served on an interim basis, assigned to the Board to fill the vacancy left by resignation of a former Director.

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: March 27, 2021

Keyes Ferry Acres Maintenance Association, Inc.,

By: E. M. Searles

Its: Secretary

Postponed 2020 Annual Meeting of KFAMA 2pm Sunday April 25th
2021 At Mason Pavilion, Sam Michael's Park, Shenandoah Junction
For KFAMA Members (KFA lot owners) and interested Community Members

AGENDA

2pm Meeting Call to Order

- 1) **Welcome.** Reminder of physical distancing and required nose and mouth cover worn properly
- 2) **Sign-in and contact information necessary.** Distribute Agenda/paperwork as needed. Procedure for submitting questions. Near end of meeting, time reserved for public comment
- 3) **Introduce Board members**

Treasurer's Report -- review of current financial report and overview of 2021 proposed budget

Special Guest -- Sheriff Hansen to give overview of law enforcement commitment to Mountain concerns

Overview of 2020 accomplishments

- 1) **Administrative routines established** -- monthly Board meetings; Minutes posted on KFAMA.org website; Vendor contracts established for mowing and snow removal; Initial rules and regulations published related to Common areas and roads
- 2) **2020 Common Area care** -- routine mowing; roadside trimming along busiest roads; downed tree removal; concrete step added at cluster mailbox; signs posted - speed limit, "Road Closed" and 'No Trespassing'; ATV nuisance issues; river shoreline concerns
- 3) **Review of 2020 major road projects** -- restoration or patching at Barbara Lane; Cedar Hill Dr; Renie Dr; Wagon Trail/Scarlett Oak; Sprouse Lane/Wagon Trail
- 4) **Index cards for reporting road issues** -- assign priority rating of future projects and where

Election -- Fill two expiring 2-year term Board positions and replace one retired Director

- 1) **Call for nominations** -- owning a lot is sole qualification to be a candidate; bio or qualifications may be volunteered, cannot legally be requested; present Board members are candidates for re-election
- 2) **Proxies** -- brief review of why proxy may be required and how votes will be tabulated
- 3) **Call for vote** -- distribute ballots; time to mark and collect ballots; votes tallied by audience
- 4) **Bylaws amendment to expand size of Board** -- reminder that ballots are available by request

Encourage Community participation, vital role of volunteer contributions

- 1) **Public comment** -- 60-second speaking limit to allow all to be heard
- 2) **Please report issues** -- if we don't hear, we may not be aware; everyone pitching in makes a difference; please contribute ideas, constructive approach to problems; Thank you to those who generously provide volunteer labor and ideas
- 3) **Delinquent payments** -- total nearly \$37,000; Legal action has been only temporarily deferred

Other final business?

At close of meeting, we'll collect index cards if you still have questions or comments.

Thank you very much for attending.

Driving Directions to Mason Pavilion at Sam Michael's Park

On map indicated by green dot with arrow.

From Job Corps Road, there are two main entries to Sam Michael's Park. Don't take either of these entries!

Instead, about midway between the two, look for a sign for Mason Pavilion. Enter there and pavilion will be ahead.

Even though this is essentially an open-air meeting place, covering of nose and mouth throughout the meeting is mandated.

