

Keyes Ferry Acres Maintenance Association

PO Box 269, Charles Town, WV 25414
304-725-3278 or support@KFAMA.org

Notice of Annual Meeting & Special Meeting

Invited: KFAMA Association members (any lot owner), KFA residents and Community
When: 2 pm October 23, 2022
Where: Fellowship Hall/Chestnut Hill United Methodist Church, 1497 Hostler Road, Harpers Ferry, WV 25425

Enclosed you'll find:

- the formal legal announcement **Special Meeting, immediately followed by the 2022 Annual Meeting.**
- Proxies (labeled per meeting)
- 2023 Budget

The Special Meeting, shall fulfill the intent of the Bylaws amendment to increase the number of Directors from five (5) to seven (7). If votes in the affirmative representing 60% of all lots within KFA are collected, an election will be held to elect the two additional Board Directors at the Annual Meeting which will follow. If you have not turned in a Bylaws Amendment ballot, please do so at your earliest convenience. Contact support@kfama.org to receive an emailed ballot. Ballots will also be available at the meeting.

The Annual Meeting, which will immediately follow the Special Meeting, will include an overview of 2022 achievements and business related to roads, lakesides and shoreline; and review of the 2023 proposed budget which includes an annual road fee increase of \$10 per lot. A key item of business for the Annual Meeting will be an election for three expiring positions on the Board. The 3 presently serving members will be on the ballot seeking re-appointment. If votes in the affirmative representing 60% of all lots within KFA are collected at the Special Meeting, an election will be held to elect the two additional Board Directors. Please submit additional nominations at, or before, the meeting. (Valid vote/s may only be submitted by KFA lot owners.)

If unable to attend the meetings, you may still vote using a Proxy form (enclosed – ONE form for EACH meeting). Again, please note: A separate Proxy is required for each meeting. Proxies are labeled. Please return proxies by email or mail by October 14, 2022.

Note: Civil Action continues for ALL past due balances. Any account with a balance due for 2021 or older will be filed with the Jefferson County Magistrate.

KEYES FERRY ACRES MAINTENANCE ASSOCIATION, INC.

**NOTICE OF SPECIAL MEETING
and
NOTICE OF ANNUAL MEETING**

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

MEETING DATES: Sunday, October 23, 2022

MEETING TIMES: SPECIAL MEETING 2 p.m.
ANNUAL MEETING 2:30 p.m.

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

You are hereby notified pursuant to WV Code 31E-7-702 that a *Special Meeting of the Members* of Keyes Ferry Acres Maintenance Association, Inc., shall occur at 2 p.m. on Sunday, October, 23, 2022 at the Chestnut Hill United Methodist Church, 1497 Hostler Road, Harper's Ferry, WV 25425. You are further notified pursuant to WV Code 31E-7-701 that the *Annual Meeting of the Members* of Keyes Ferry Acres Maintenance Association shall occur at 2:30 p.m. on the same date and at the same location.

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, and that an increase or decrease in the number of Directors shall require the affirmative vote of a Requisite Majority of 60% the Units. The Bylaws require 5 Directors.
3. 2 of the 5 current Director terms expire at the corporation's 2023 Annual Meeting and 3 of the current Director positions expire at the corporation's 2022 Meeting.
4. The *Special Meeting* is called for the Membership to vote whether to amend the corporation's Bylaws to increase the number of Directors from 5 to 7. If the proposed Bylaw amendment passes by vote of 60% of all Units at the Special Meeting then: a) 3 Directors will be elected at the Annual Meeting to serve 2-year terms expiring at the

corporation's 2024 Annual Meeting; and b) 2 Directors will be elected at the Annual Meeting to serve 1-year terms expiring at the corporation's 2023 Annual Meeting. If the Bylaws are not amended at the Special Meeting, 3 Directors will be elected to 2-year terms that expire at the Association's 2024 Annual Meeting. The proposed Bylaw amendment is the sole agenda item for the Special Meeting. If the Bylaws are amended, Bylaw Sections 5.1, 5.2, and 5.12 will be changed to reflect a 7-member Board of Directors, with no more than 4 Directors elected per year, and a quorum of the Board being 4 Directors.

5. The **Annual Meeting** is called for the purpose of electing all Directors except the 2 current terms that expire at the corporation's 2023 Annual Meeting.

If the Bylaws **are amended** at the Special Meeting as set forth in Paragraph 4, 3 Directors will be elected to serve 2-year terms to expire at the corporation's 2024 Annual Meeting and 2 Directors will be elected to serve 1-year terms to expire at the corporation's 2023 Annual Meeting.

If the Bylaws **are not amended** at the Special Meeting as set forth in Paragraph 4, 3 Directors will be elected to serve 2-year terms to expire at the corporation's 2024 Annual Meeting.

6. **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.

7. **Proxies are attached for both Meetings.** If you are unable to attend either meeting, you may use the Proxies to designate a person to attend either of both Meetings 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: September 30, 2022

Keyes Ferry Acres Maintenance Association, Inc.,

By: 

Its: Secretary

2022 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 2:30 PM on Sunday, October 23, 2022 at Fellowship Hall/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 23, 2022, 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 23, 2022 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.
SPECIAL MEETING PROXY

I/We, the undersigned owner(s) of one or more Units in Keyes 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 Special Meeting of the membership, or any adjournments thereof, and in all consents to any actions taken at the Special Meeting to be held 2:00 PM on Sunday, October 23, 2022 at Fellowship Hall/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 23, 2022, 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, provided, however, this Proxy is expressly limited to those matters set forth in the Notice of Special Meeting for the meeting and none other. 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 23, 2022, Special Meeting. I hereby waive any procedural defects to notice or call of the above Special 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

Unit Owner(s) [Printed Name]

Address

Unit(s) Owned

Proxy Agent Appointed

Signature of Unit Owner(s)

Date

CORPORATE OR ENTITY ACKNOWLEDGEMENT

Unit Owner [Printed Name]

Address

Unit(s) Owned

Proxy Agent Appointed

By: _____

Its: _____
*Signature and capacity of
authorized representative.*

Date

KEYES FERRY ACRES MAINTENANCE ASSOCIATION

2023 Budget

Budget

2023

Lot Fees per year	\$ 185
Percent Increase	5.5%
Total Lots	738
Total possible Revenue for 2023 Dues	\$ 136,530.00

Cash In:

Cash Carryforward from 2022

Prepayment for 2023	-
Oak Meadows/Keyes Crossing 367 lots	67,803
371 Lots owned by individuals '(-20% uncollectible)	54,908
Income from Collection on suits/liens (Estimated)	2,450
Donation/Interest Income	25
Developer Escrow (Wagon/Short)	
Total Cash In	125,186

Cash Out: Operating

Bank Charges & Fees	70
Tax Preparation	275
Legal Fees, Court Costs	2,000
Mowing	7,875
Office Supplies & Software	1,268
Post Office Expense (Mailings)	2,000
Liability Insurance	1,800
Taxes and Licenses	50
Rent Expense for Annual Meeting	150
Allegheny Power (est. \$18 per month)	216
Snow Removal	2,000
Subtotal of Operating Expenses	17,704

Cash Out: Road Maintenance & Projects

Road and drainage repairs, maintenance and upgrades	107,457
1. Projects from prior year's budget- 2022	
Developers Match:	
Developers Match:	
2. Current Year Projects	-

Sub-total Road Work Done 107,456.50

Cash Out: Emergency Reserve Funds	-
Subtotal of Reserved Funds	-

Total Cash Out 125,161

BUDGET BALANCE -