

**Amendments to the Bylaws of Meridian Lake Park Corporation**

The Board of Managers of Meridian Lake Park Corporation (“MLPC”) is proposing various amendments to the existing **BYLAWS OF MERIDIAN LAKE PARK CORPORATION** (“BYLAWS”). The **BYLAWS** were initially established in 1990 and were last revised in 1999 with certain provisions now out of date.

The complete set of proposed Amendments to the Bylaws are attached hereto as Exhibit A. Below is an overview of the substantive proposed revisions:

- 1) Reduction of Quorum Requirement Consistent with CCIOA** -- The Bylaws currently require > 50% of the Members of the HOA in attendance to constitute a Quorum for the purposes of conducting business, including without limitation conducting business during Annual Meetings. In contrast, CCIOA requires a Quorum threshold of 20%, which is more consistent with HOA participation rates and more conducive to conducting business. Given modest participation by Members in Annual Meetings, >50% presents an outdated and impractical hurdle. The following amendment includes a reduction of the Quorum threshold from >50% to 20% of members. **Please note that the proposed change to the Bylaw Quorum threshold does not impact the threshold for Amendment of the Declaration of Protective Covenants, which still requires a vote of 2/3rds of Members.**
  
- 2) Electronic Communications** -- Clarify use of electronic communications, such as email, electronic polling, fax and similar methods for conducting business, including without limitation voting. We believe this will improve the ease of communication with Members and participation by Members in their HOA.
  
- 3) Election of Managers & Revision of Board Size** -- Update the process consistent with contemporary HOA election procedures in which a candidate for manager who receives the highest number of votes is deemed elected with remaining open positions filled in descending order of votes. Revise board size to a maximum of 7 managers with a minimum of 3 managers.
  
- 4) Increase in HOA Borrowing Limit** – The Borrowing limit established in 1990 was and remains \$5,000. Proposed amendment that such limit be increased to an amount reasonably determined by the Board of Managers from time to time.

In regards to the Amendments to the Bylaws attached as Exhibit A

- ( ) Approve
- ( ) Not Approve

\_\_\_\_\_

Owner/Lot and Filing Number

Date \_\_\_\_\_

Email Address \_\_\_\_\_

Please email your completed ballot to [joe@toadpropertymanagement.com](mailto:joe@toadpropertymanagement.com)

## EXHIBIT A

### **PROPOSED AMENDMENTS TO BYLAWS:**

#### **1. ARTICLE II, MEMBERSHIP, VOTING, MAJORITY OF OWNERS, QUORUM & PROXIES**

##### **Current Language:**

Paragraph 2.03, Quorum. First sentence, reads as follows:

Except as otherwise provided by these Bylaws, the presence in person or by proxy of a “majority of owners” as defined in paragraph 2.03 of this Article shall constitute a quorum.

##### **PROPOSED AMENDMENT:**

The first sentence of Paragraph 2.03 to be amended as follows:

The presence of a member, in person or by proxy, of Association Members constituting twenty percent (20%) of the votes of the Association shall constitute a quorum for the purpose of transacting business, unless otherwise required by these Bylaws, the Declaration, or pursuant to law.

##### **Current Language:**

Paragraph 2.031, Election of Managers. At the annual meeting, a 2/3rds majority vote of the members present is required to elect new Board members or to re-elect Board Members.

##### **PROPOSED AMENDMENT:**

Paragraph 2.031 to be amended as follows:

2.031. Election of Managers. Elections for the Board shall generally occur at the annual meeting of the Members, with the person receiving the highest number of votes for such director vacancy being declared elected, with all vacancies being filled in descending order of the highest number of votes received for such person. A minimum of five votes is required to be elected.

##### **PROPOSED AMENDMENT:**

ADD NEW PARAGRAPH 2.032 Manner of Acting.

2.032 Manner of Acting. If a quorum is present, a majority vote of the Members present at such meeting in person or by proxy and entitled to vote on the subject matter shall be the act of the membership, except as otherwise required by the Articles of Incorporation, the Declaration, or by law. Cumulative voting is not permitted. For the purposes of these Bylaws, “present at such meeting” includes present in person, by proxy, by telephonic participation and/or electronic/virtual participation.

##### **Current Language:**

Paragraph 2.04 Proxies. Votes may be cast in person or by proxy. Proxies must be filed with the Secretary, before the appointed time for each meeting.

##### **PROPOSED AMENDMENT:**

Paragraph 2.04 Proxies and Voting. Votes may be cast in person, electronically or by proxy. Members may vote electronically, including without limitation by email, fax, app/web-based polling/voting and/or

other reasonable methods. Proxies must be filed with the Secretary, or the Association's Property Management Company, if any, before the appointed time for each meeting.

## **2. ARTICLE IV BOARD OF MANAGERS**

### **Current Language:**

#### 4.01 Number and Qualification

The affairs of the Association shall be governed by a Board of Managers composed of seven (five) persons. The number of Managers may be increased or decreased by amendment of these Bylaws; provided, however, that the number of Managers shall not be reduced to less than three nor increased to more than ten.

### **PROPOSED AMENDMENT:**

Paragraph 4.01 to be amended as follows:

4.01 Number and Qualification. The affairs of the Association shall be governed by a Board of Managers composed of up to seven (7) persons, but not less than three (3) persons. Managers must be Members and must be in good standing with the Association. For the purposes of this provision, "good standing" means current on all dues and assessments and not in violation of the Declaration of Protective Covenants for a continuing period, after notice is delivered by the Board of Managers to the Member.

### **Current Language:**

Paragraph 4.03 Other Powers and Duties.

(h) To borrow funds in order to pay for any expenditure or outlay required pursuant to the authority granted by the provisions of the recorded Declaration and to execute all such instruments evidencing such indebtedness as the Board of Managers may deem necessary, and such indebtedness shall be the several obligation of all the members equally; provided, however, that the Board shall not borrow more than \$5,000 or cause the Association to be indebted for more than \$5000 at any one time without the prior approval of a majority of the members.

### **PROPOSED AMENDMENT:**

(h) To borrow funds in order to pay for any expenditure or outlay required pursuant to the authority granted by the provisions of the recorded Declaration and to execute all such instruments evidencing such indebtedness as the Board of Managers may deem necessary, and such indebtedness shall be the several obligation of all the members equally; provided, however, that the Board shall not borrow more than is reasonably necessary for any purpose or cause the Association to be indebted for more than a reasonable amount, as determined by the Board of Managers.

### **Current Language:**

Paragraph 4.05 Election and Term of Office.

At the first annual meeting after adoption of these Bylaws, there shall be three vacant Board seats. At the Board election at said meeting, the two candidates with the highest vote total shall be elected for a term of two years. The candidate with the third highest vote total shall be elected for a one year term. At each annual meeting thereafter, the number of candidates equal to open Board seats shall be elected to two year terms. Board member shall hold office until their successors have been elected and hold their

first meeting subsequent to election. The President of the Association shall serve as chairperson and preside at the meetings of the Board.

**PROPOSED AMENDMENT:**

4.05 Election and Term of Office. Elections for the Board shall generally occur at the annual meeting of the Members. Managers shall be elected by the Members, and shall serve, each for a term of two (2) years, or until their successors have been elected and qualified. In the event of a contested election (e.g. when there are more candidates than vacancies), the votes shall be conducted via secret ballot, with the person receiving the highest number of votes for such director vacancy being declared elected. The President of the Association shall serve as Chairperson.

**PROPOSED AMENDMENT: (Correction of TYPO)**

4.12. Board of Managers' Quorum.

At all meetings of the Board of Managers, a majority of the Managers shall constitute a quorum for the transaction of business, and the act of the majority of Managers present at a meeting at which a quorum is present shall be the act of the Board of Managers. ~~If~~ at any meeting of the Board of Managers, there be less than quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

**3. ARTICLE VIII EVIDENCE OF OWNERSHIP, REGISTRATION OF MAILING ADDRESS AND REQUIRED PROXIES**

**PROPOSED AMENDMENT: (Correction of TYPO)**

8.04 Required Proxies.

If title to a site or unit is held by more than one person or by a firm, corporation, partnership, association or other legal entity, or any combination thereof, such owners shall execute a proxy appointing and authorizing one person or alternate persons to attend all annual and special meetings and thereat to ~~cast~~ whatever vote the owner himself might cast as if he/she was personally present. Such proxy shall be filed with the Association and shall be effective and remain in force unless voluntarily revoked, amended or sooner terminated by operation of law.

**ADD NEW SECTION 8.05:**

8.05 Notices, Votes and Other Writings:

All notices, votes, writing or similar correspondence required by law, the Declaration or these Bylaws, shall be made and delivered in writing, via US Mail, electronic mail, facsimile, app/web-based polling and voting (including votes), and/or similar methods.

IN WITNESS WHEREOF, these Amendments to Bylaws were adopted and approved by the Members on \_\_\_\_\_, 2023 and in so doing, the Members hereby ratify and affirm the previous actions of the Board of Managers, representatives and officers of Meridian Lake Park Corporation.