

**Proposed amendments to Bylaw Section 4 – Meetings of Members**Deletions are marked in ~~strikeout mode~~, additions in *bold italics***SECOND READING****ARTICLE 4. MEETINGS OF MEMBERS****Section 4.01 -- Annual Meeting Date.**

The annual meeting of the members of the Association, for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting, shall be held on the last Saturday in June unless the Board of Directors, for a good cause so stated, changes the date of the meeting.

**Section 4.02 -- Special Meetings of Members.**

(a) A special meeting of LMOA members may be called by

- (1) the President or
- (2) a majority of the Board of Directors or
- (3) a petition signed by members in good standing, representing at least 10% of the lots at Lake Monticello [*Ref: Subsection 2.01 (e) shall not be applicable to this subsection*]. For purposes of this subsection, the signature of each member in good standing shall be counted equal to the number of lots owned by the member.

The Association shall charge those members who call a special meeting of members with all costs associated with the call and holding of the special meeting, regardless of the outcome of the proposed issue(s); a bond or letter of credit or deposit in the amount of \$7,000 shall accompany the request for the call. Such costs shall include, but may not be limited to, postage for outbound and return postage paid mail, applicable legal fees, independent auditor fees, printing costs, and cost of staff time.

The Association will provide a statement of costs of the special meeting of members within two (2) weeks of the special meeting. Final settlement of this statement shall be made by the members calling the special meeting within 30 days of the date of the statement, regardless of the amount of the bond, letter of credit or deposit.

The Board shall set a date for the special meeting. The date of the meeting shall be not less than 60 days nor more than 120 days from the date when the petition is received by the Association.

(b) In the event that the Board of Directors levies a special assessment pursuant to the Property Owners' Association Act, Section 55-514 of the Code of Virginia, the notice of the assessment shall advise the members of the right to call a special meeting to rescind or reduce the assessment provided the following conditions are met:

- (i) The Association receives within 60 days from the date of the mailing of the notice of the special assessment a petition signed by members in good standing, representing at least 10% of the lots at Lake Monticello.
- (ii) The request for the meeting shall specify whether the petitioners desire a vote on whether the Assessment should be rescinded or reduced, and if reduced, to what amount.

There shall be no cost assessed to the members calling a special meeting for the specific purpose to rescind or reduce a special assessment levied pursuant to the Property Owners' Association Act.

**Proposed amendments to Bylaw Section 4 – Meetings of Members**Deletions are marked in ~~strikeout mode~~, additions in *bold italics***SECOND READING**

This [Ref:] section 4.02(b) may only be amended, altered or repealed by at least a majority of the Association's members in good standing who are present in person or by proxy at a duly called meeting at which a quorum is present.

- (c) In the event that a special meeting is called for the purpose of amending or repealing a rule or a regulation adopted by the Board of Directors, the proponent of the proposal must also submit a member proposal meeting the requirements of [Ref:] Section 4.08. For purposes of this subsection, "special meeting" shall be substituted for "annual meeting" in [Ref:] Section 4.08 if the proposal is to be submitted at a special meeting. Member proposals for the amendment of the Bylaws shall only be considered at an annual meeting, not a special meeting.

**Section 4.03 -- Place of Meetings.**

Each meeting of the members shall be held at (a) the principal office of the Association, or (b) such other place in the Commonwealth of Virginia, as may be designated in the notice of such meeting.

**Section 4.04 -- Notice and Waivers.**

- (a) ~~Written notice of each meeting of the members shall be given by or at the direction of the officer or other person calling the meeting.~~

*The Association shall give written notice of each regular or special meeting of the members. The notice shall be mailed by first-class mail not less than 25 days nor more than 45 days before such meeting to each member entitled to vote at such meeting. The notice shall be directed to such member at his/her mailing address as it appears on the records of the Association.*

Such notice *of an annual meeting of members* shall state the place, day and hour of the meeting; in the case of special meetings *of members*, the notice shall specifically set forth the purpose or purposes for which the meeting is called.

~~A copy thereof shall be delivered personally or mailed with postage prepaid, not less than twenty five (25) days nor more than forty five (45) days before such meeting, to each member entitled to vote at such meeting; and, if mailed, it shall be directed to such member at his address as it appears on the records of the Association.~~

- (b) Notwithstanding the foregoing, a waiver of any notice herein or by law required, if in writing and signed by the person entitled to such notice, whether before or after the time of the event for which notice was required to be given, shall be the equivalent of the giving of such notice.

A member who attends a meeting shall be deemed to have had timely and proper notice of the meeting, unless he attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Notice of any adjourned or recessed meeting need not be given.

**Section 4.05 -- Quorum.**

Except as otherwise provided by law, at any meeting of the members, the presence in person or by proxy of members holding 20% of the votes entitled to be cast at such meeting shall constitute a quorum for the transaction of business.

**Proposed amendments to Bylaw Section 4 – Meetings of Members**

Deletions are marked in ~~strikeout mode~~, additions in *bold italics*

**SECOND READING**

In the absence of a quorum at the Annual Meeting called by the President or by the Board of Directors, a majority of the members present in person or represented by proxy and entitled to vote may adjourn the meeting from time to time and place to place until a quorum is obtained.

Special Meetings shall not be adjourned from time to time.

**Section 4.06 -- Organization.**

At every meeting of the members, the President or some person appointed by him, or, in the absence of the President, a person chosen by a majority vote of the members present in person or by proxy and entitled to vote, shall act as Chairman of the meeting. *The President shall act as Chair of all meetings of members. In his/her absence, the Vice President or, in his/her absence, an individual designated by the President, shall act as Chair of the meeting.* The Secretary or an Assistant Secretary, or ~~at~~ *at* the discretion of the Chairman, any person designated by him/*her*, shall act as secretary of the meeting.

**Section 4.07 -- Business and Order of Business.**

At each Annual Meeting of the ~~the~~ *Members*, such business may be transacted as may properly be brought before such meeting upon motion of the Board of Directors, or upon petition of the members as hereinafter provided. ~~, whether or not such business is stated in the notice of meeting, except as otherwise by law or by these Bylaws expressly provided.~~

~~The foregoing notwithstanding, no~~ *No* action requiring a vote of the membership shall be taken unless the notice of meeting and the ~~proxies~~ *Proxy and Ballot* provide for voting on such matter(s).

*At a Special Meeting of Members, only such business as is stated in the notice of the meeting, upon motion of the Board of Directors or member proposals in accordance with Bylaw requirements may be properly acted upon at the meeting, except as otherwise expressly provided by law or by these Bylaws.*

The order of business of all meetings of members shall be determined by the Chairman, but such order of business may be changed by vote of a majority in voting power of the members present in person or by proxy and entitled to vote at the meeting.

~~Except as otherwise expressly provided by law or by these Bylaws, at each Special Meeting, only such business as is stated in the notice of the meeting upon motion of the Board of Directors or member proposals supported by petition as hereinafter provided, may be properly acted upon at such meeting.~~

**Section 4.08 -- Individual Member Petitions**

*Members in good standing are entitled to solicit signatures of members in good standing in the form of a petition*

- (a) to initiate a Member Proposal(s) for an annual or special meeting of members, or*
- (b) to declare intent to stand as a candidate for election to the Board of Directors.*

*A separate petition will be required for each member proposal or candidate declaration.*

*For the purpose of soliciting petition signatures for a member proposal or candidate declaration, petitioners must be members in good standing and must attest to that status as part of the petitioning process.*

**Proposed amendments to Bylaw Section 4 – Meetings of Members**

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**SECOND READING**

*Petitions for either member proposals or declarations of candidacy must be signed by no fewer than one hundred fifty (150) individual qualified persons [Ref: as defined in Bylaw Section 2.01(e)].*

*Petition packets, including appropriate forms for member proposals or candidates, petition form, and all related forms and documents, shall be provided by the Association to the member petitioner or his or her designee within 10 days after the Board's confirmation of the date, time and location of the member meeting.*

*Copies of the member proposal or candidate declaration must accompany the petition when signatures are being solicited.*

*Completed petition packets, including petitions and all other related forms and documents, must be filed with the Association not later than ninety (90) days prior to the date of an Annual or Special Meeting of Members. The filing deadline date shall be published at the time the petition packets are made available. If the deadline date falls on a weekend, legal holiday or a date on which the Association office is closed, the filing period shall be extended until the close of business on the following business day. The day of the Annual or Special meeting shall not be counted in determining the final filing date.*

**Section 4.09 -- Member Proposals**

*A member in good standing may submit a Member Proposal for member vote at a duly called Annual or Special Meeting of LMOA Members.*

- (a) A Member Proposal is appropriate for member action only if it involves (i) amendment of the Bylaws; or (ii) repeal or amendment of rules and regulations adopted by the Board of Directors; provided that the proposal does not violate or is not inconsistent with the provisions of the Articles of Incorporation, Bylaws, Statements of Subdivision or law.
- (b) *Member Proposals must be appropriate for member action, timely, supported by a properly completed petition and meet all requirements for individual member petitions.*

~~The proposal must be appropriate for member action; timely; and supported by a petition, submitted in proper form, signed by no fewer than one hundred fifty (150) individual qualified persons [Ref: as defined in Section 2.01(e)].~~

- (c) *Each Member Proposal must be supported by a properly completed Individual Member Petition. The sponsor of each proposal must obtain and complete a petition package from the Association and file the completed forms by the published deadline.*
- (d) *Member Proposals to amend the Bylaws or rules and regulations must specify the section of the Bylaws or rules and regulations and contain the specific language of the proposed amendment. A proposal to repeal must specify the Bylaw, rule or regulation that is proposed for repeal. A proposal shall not contain personal allegations or statements of opinion.*
- (e) A Member Proposal may be disqualified for inclusion in the LMOA's Proxy Statement and form of proxy *and ballot* for ~~the~~ *an Annual or Special meeting of Members* if it:

- 1) is not an appropriate subject for action by members

**Proposed amendments to Bylaw Section 4 – Meetings of Members**

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**SECOND READING**

- 2) would require the Association to violate any state or federal law, if implemented
  - 3) relates to the enforcement of a personal claim or the redress of a personal grievance against the Association, its management or any person, or if it is designed to result in a benefit to the ~~proponent~~ *sponsor* or to further a personal interest, which benefit is not shared by the other members at large
  - 4) deals with a matter that is not significantly related to the Association's business
  - 5) deals with a matter that is beyond the Association's power to implement and/or enforce
  - 6) deals with a matter relating to the ordinary business operations of the Association
  - 7) relates to an election to office
  - 8) is moot
  - 9) is either counter to or substantially the same as a proposal by the Board of Directors or another member, which will be included in the proxy materials
  - 10) is not in proper form. ~~A proposal to amend the Bylaws or rules and regulations must contain the specific language of the amendment proposed. A proposal to repeal must specify the section of the Bylaws or rules and regulations that are proposed to be repealed. A proposal to be voted upon shall not contain factual allegations or statements of opinion.~~
  - 11) *is submitted by a member who is not in good standing*
  - 12) *is not supported by a minimum of 150 qualified signatures [Ref: as defined in Section 2.01(e)].*
  - 13) *is not in accordance with Bylaw requirements*
- (f) *The sponsor may prepare a statement of not more than two hundred (200) words in support of the proposal and submit the statement along with the proposal. If provided, such statement will accompany the proposal in proxy solicitation material for the meeting.*
- (g) Member proposals *and related documents* must be received by ~~by the Secretary of the Board no later than ninety (90) days prior to the date of an Annual meeting.~~ *the Association by the published deadline.*
- (h) *The Board of Directors shall meet not more than 14 days after the filing deadline to announce its determination whether each member proposal submitted is or is not appropriate for member vote, in accordance with Bylaw requirements. Sponsors will be notified, in writing, of the Board's determination not more than five (5) days after the announcement.*
- (i) If the proposal is found to be appropriate for member action and is supported by the Board of Directors, ~~it will be accepted~~ *it shall be* ~~and included in the proxy solicitation material for the Annual or Special meeting of Members.~~
- 1) *The Board may prepare a statement of support for any Member Proposal that is appropriate for member vote. Each statement will accompany the related proposal in the proxy solicitation.*
  - 2) *The Board may prepare a statement in opposition to any Member Proposal that is appropriate for member vote. Each statement will accompany the related proposal in the proxy solicitation.*

If the Board of Directors opposes a qualified proposal, the proponent may prepare a statement, to be included in the proxy solicitation materials, of not more than two hundred (200) words in support of that proposal. ~~The Board may explain the basis for its opposition without limitation.~~

**Proposed amendments to Bylaw Section 4 – Meetings of Members**

Deletions are marked in ~~strikeout mode~~, additions in *bold italics*

**SECOND READING**

~~If the Board of Directors determines that the proposal does not qualify for inclusion on the LMOA proxy/ballot, the proponent will be advised of the reason(s) therefore.~~

The Board of Directors will notify the proponent of its decision to include or exclude the proposal from the LMOA proxy/ballot within 30 days after receipt of the proposal

**Section 4.10 -- Declaration of Candidacy for Election of Directors**

(a) Candidates seeking election to the Board of Directors must *submit a Declaration of Candidacy, supported by a properly completed Individual Member Petition and other required documents. Candidates must obtain a petition package, including* the following forms, from the Association Office, and file them with the ~~Secretary of the Board~~ *Association by the published deadline:*

- 1) A "Declaration of Candidacy and Disclosure" signed by the candidate and witnessed by two other qualified voters of the Association.
- 2) A "Candidate Biographical Statement" completed in its entirety by the candidate; and
- 3) A "Petition of Qualified Members" signed by not less than one hundred fifty (150) members in good standing as defined in [Ref:] Section 2.01(e).

(b) *Candidates shall meet requirements of Bylaw Section 5.02, Number, Term of Office and Qualifications (b), specifically, each candidate shall be*

- 1) *of legal age*
- 2) *a member in good standing*
- 3) *free of felony convictions*
- 4) *free of any conflict of interest*

~~Conflict of Interest Disclosure [Ref: Bylaw Section 5.02(b)] Any candidate for appointed or elected office as a director of the Association shall disclose in writing to the Board any actual or potential conflict of interest the candidate may have relative to the Association. The disclosure shall be included in the member's biographical statement and shall be reported to the entire membership.~~

(c) The Board of Directors shall not endorse any candidate solicitation material and shall not be responsible for any material by a candidate.

~~The information required in [Ref:] Section 4.09(a) shall not be accepted by the Secretary of the Board after the close of business ninety (90) days before the date of the Annual/Special meeting or at a date specified by the Board of Directors.~~

~~If a final filing date falls on a weekend, legal holiday, or a date on which the Association Office is closed, the filing period shall be extended until the close of business the following business day. The day of the Annual/Special meeting is not to be counted in determining the final filing date.~~

(d) *The Board of Directors shall meet not more than 14 days after the filing deadline to announce the names of the candidates certified as having met filing requirements. The candidates shall be notified of their status in writing not more than five (f) days after the meeting.*

## Proposed amendments to Bylaw Section 4 – Meetings of Members

Deletions are marked in ~~strikeout mode~~, additions in *bold italics*

### SECOND READING

~~The Secretary shall report, not later than ten (10) days after the final filing date, to the Board of Directors, meeting in open session, the names of the candidates meeting the filing requirements.~~

- (e) Candidates certified by the Board as meeting the filing requirements shall be deemed to be the only *nominees candidates* for election to the Board of Directors.

#### **Section 4.08 Member Proposals.**

(a) ~~A Member Proposal is one which a member sends to the Board of Directors for consideration for inclusion in the LMOA's Proxy Statement and form of proxy for an Annual meeting. The proposal must be appropriate for member action; timely; and supported by a petition, submitted in proper form, signed by no fewer than one hundred fifty (150) individual qualified persons [Ref: as defined in Section 2.01(e)].~~

(b) ~~Member proposals must be received by the Secretary of the Board no later than ninety (90) days prior to the date of an Annual meeting.~~

(c) ~~A Member Proposal may be disqualified for inclusion in the LMOA's Proxy Statement and form of proxy for the Annual meeting if:~~

- ~~(1) it is not an appropriate subject for action by members. A proposal is appropriate for member action only if it involves (i) amendment of the Bylaws; or (ii) repeal or amendment of rules and regulations adopted by the Board of Directors; provided that the proposal does not violate or is not inconsistent with the provisions of the Articles of Incorporation, Bylaws, Statements of Subdivision, or law.~~
- ~~(2) it would require the Association to violate any state or federal law, if implemented;~~
- ~~(3) it relates to the enforcement of a personal claim or the redress of a personal grievance against the Association, its management, or any person; or if it is designed to result in a benefit to the proponent or to further a personal interest, which benefit is not shared by the other members at large;~~
- ~~(4) it deals with a matter that is not significantly related to the Association's business;~~
- ~~(5) it deals with a matter that is beyond the Association's power to implement and/or enforce;~~
- ~~(6) it deals with a matter relating to the ordinary business operations of the Association;~~
- ~~(7) it relates to an election to office;~~
- ~~(8) it is moot;~~
- ~~(9) it is either counter to or substantially the same as a proposal by the Board of Directors or another member which will be included in the proxy materials.~~
- ~~(10) it is not in proper form. A proposal to amend the Bylaws or rules and regulations must contain the specific language of the amendment proposed. A proposal to repeal must specify the section of the Bylaws or rules and regulations that are proposed to be repealed. A proposal to be voted upon shall not contain factual allegations or statements of opinion.~~

(d) ~~The Board of Directors will notify the proponent of its decision to include or exclude the proposal from the LMOA proxy/ballot within 30 days after receipt of the proposal.~~

- ~~(1) If the proposal is found to be appropriate for member action and is supported by the Board of Directors, it will be accepted and included in the proxy solicitation material for the Annual meeting.~~
- ~~(2) If the Board of Directors opposes a qualified proposal, the proponent may prepare a statement, to be included in the proxy solicitation materials, of not more than two hundred~~

**Proposed amendments to Bylaw Section 4 – Meetings of Members**Deletions are marked in ~~strikeout mode~~, additions in *bold italics***SECOND READING**

~~(200) words in support of that proposal. The Board may explain the basis for its opposition without limitation.~~

- ~~(3) If the Board of Directors determines that the proposal does not qualify for inclusion on the LMOA proxy/ballot, the proponent will be advised of the reason(s) therefor.~~

**Section 4.09 Individual Member Petitions – Election of Directors.**

~~(a) Candidates seeking election to the Board of Directors must obtain the following forms from the Association Office and file them with the Secretary of the Board:~~

- ~~(1) A "Declaration of Candidacy and Disclosure" signed by the candidate and witnessed by two other qualified voters of the Association.~~
- ~~(2) A "Candidate Biographical Statement" completed in its entirety by the candidate; and~~
- ~~(3) A "Petition of Qualified Members" signed by not less than one hundred fifty (150) members in good standing as defined in [Ref:] Section 2.01(e).~~

~~(b) Conflict of Interest Disclosure [Ref: See Section 5.02(b)] Any candidate for appointed or elected office as a director of the Association shall disclose in writing to the Board any actual or potential conflict of interest the candidate may have relative to the Association. The disclosure shall be included in the member's biographical statement and shall be reported to the entire membership.~~

~~(c) The Board of Directors shall not endorse any candidate solicitation material and shall not be responsible for any material by a candidate.~~

~~(d) The information required in [Ref:] Section 4.09(a) shall not be accepted by the Secretary of the Board after the close of business ninety (90) days before the date of the Annual/Special meeting or at a date specified by the Board of Directors.~~

~~If a final filing date falls on a weekend, legal holiday, or a date on which the Association Office is closed, the filing period shall be extended until the close of business the following business day. The day of the Annual/Special meeting is not to be counted in determining the final filing date.~~

~~(e) The Secretary shall report, not later than ten (10) days after the final filing date, to the Board of Directors, meeting in open session, the names of the candidates meeting the filing requirements.~~

~~(f) Candidates certified by the Board as meeting the filing requirements shall be deemed to be the only nominees for election to the Board of Directors.~~

**Section 4.10 4.11 --Voting.**

~~(a) At each meeting of the members held for any lawful purpose, each member entitled to vote shall be entitled to one vote for each lot or Marina Point Condominium unit owned by such member.~~

~~Consistent with the Articles of Incorporation and the Virginia Non-Stock Corporation Act, members in good standing shall be entitled to vote upon:~~

- ~~1) Election of directors [Ref: Note Section 4.01 and 5.04].~~
- ~~2) Removal of directors [Ref: Note Section 5.05].~~
- ~~3) Amendment, alteration or repeal of the Bylaws [Ref: Note Section 12.02].~~
- ~~4) Amendments to the Articles of Incorporation.~~
- ~~5) Member Proposals [Ref: Note Section 4.08].~~

~~(b) Any member entitled to vote may vote in one of the following two ways:~~

- ~~(1) by proxy duly appointed by an instrument in writing subscribed by such member (or by his attorney thereunto duly authorized) and delivered or mailed to the Secretary of the~~

**Proposed amendments to Bylaw Section 4 – Meetings of Members**

Deletions are marked in ~~strikeout mode~~, additions in *bold italics*

**SECOND READING**

Association. Proxies must be received or revoked prior to 5:00PM on a date five business days prior to the meeting of members.

- (2) in person on the day of the meeting of members by requesting and completing a ballot and delivering same to the ~~Secretary~~ *Association* at the meeting, except that any member whose proxy has been delivered and not revoked prior to the registry deadline shall not be allowed to vote in person at the meeting.

Proxies *and ballots* must set forth the date of execution and the section, lot number(s) of lot(s) owned by the proxy maker.

Proxies and ballots shall be valid only if they specify the meeting for which they are valid and shall be voted as indicated by the member. Proxies and ballots ~~will~~ *shall* list the candidates for election as directors ~~at random~~ *in random order*. ~~Proxies and ballots and will~~ *shall provide instructions* for voting "For" or "Abstain" ~~on the specified~~ *for* candidates ~~in number~~ according to the number of vacancies.

*Proxies and ballots shall provide* ~~and~~ for voting "For," "Against" or "Abstain" ~~on each specific issue and each other item of business as applicable~~ *on all other proposals*. In the absence of the designation of how the proxy *or ballot* is to be voted, the proxy *or ballot* shall be treated as authorizing an abstention.

*Proxies and ballots, when obtained for voting, shall be accompanied by authorization forms that will be used for verification that the voter is a member in good standing and eligible to vote. The authorization must be returned at the time the proxy or ballot is voted.* Only an original signed and dated proxy *or ballot authorization form* will be accepted for verification and as a voting authorization.

~~Proxies solicited by other than the Board of Directors shall not state that it is a Lake Monticello Owners' Association proxy or other words that indicate that it is being solicited by the Board of Directors.~~

~~The Secretary shall refuse to accept any proxy which is misleading.~~

~~Non Board of Directors solicited proxies shall state at the top of the proxy as follows:~~

~~"THIS DESIGNATED PROXY DOES NOT REPRESENT THE LAKE MONTICELLO OWNERS' ASSOCIATION BOARD OF DIRECTORS NOR MANAGEMENT OF THE ASSOCIATION"~~

~~"THIS PROXY IS SOLICITED BY [ ENTER NAME(S) ] FOR USE AT THE LAKE MONTICELLO OWNERS' ASSOCIATION MEETING ON [ ENTER DATE ]."~~

- (c) In the case of any lot or Marina Point Condominium unit owned by two or more persons, the vote attributable to such lot or unit may be exercised in person or by proxy by any of such members.

If more than one of such members owning a single lot or Marina Point Condominium unit shall undertake to exercise the vote attributable thereto at any meeting and they are unable to agree as to how the vote is to be cast, the vote shall be disregarded for all purposes.

- (d) If a quorum is present, the affirmative vote of a majority in voting power of the members represented in person or by proxy at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by the Articles of Incorporation, these Bylaws, or by law.

**Proposed amendments to Bylaw Section 4 – Meetings of Members**

Deletions are marked in ~~strikeout mode~~, additions in *bold italics*

**SECOND READING**

- (e) The vote of all members shall be private and privileged.
- (f) The Election Committee shall conduct the receipt, validation, registration, count, and tabulation of proxies and ballots. Proxies and ballots shall be seen only by those persons whose duties require the handling and security of the proxies and ballots. The vote of each member shall be private and privileged.
- (g) Proxies shall be delivered personally or mailed not less than twenty-five days nor more than forty-five days before such meeting, to each member entitled to vote at such meeting, and if mailed, it shall be directed to such member at his address as it appears on the records of the Association on the record date.
- (h) The Board of Directors has fixed the close of business on Friday, five weeks prior to the duly set date of an Annual Meeting or Special Meeting, as the record date for the determination of members entitled to ~~notice of,~~ *receive notice* and to vote at the Annual Meeting or Special Meeting of the Association.
- (i) To be counted, all proxies must be received no later than 5:00PM on a date five business days prior to the meeting of members, at which time all valid proxies will be registered. Only registered proxies will be counted. Any member submitting a proxy and wishing to revoke said proxy must ~~do so in a signed writing received prior to this~~ *file a written request to revoke the proxy prior to the proxy* registration deadline.
- (j) A member who is not in good standing has the privilege of paying the required dues or other payments up to the convening time of the meeting and thus establish eligibility. In such cases, he/she will be provided a proxy if proxies have not yet been registered. If proxies have been registered, he/she will be provided a ballot which may be cast at the meeting.
- (k) Only those individuals duly nominated under [Ref:] Section 4.09 shall be candidates for election to the Board of Directors. No write-in candidate shall be considered and any ballot containing a write-in candidate shall be deemed void and invalid in that regard.

**(l) Non-Association proxies:**

*Proxies solicited by other than the Board of Directors shall not state that it is a Lake Monticello Owners' Association proxy or other words that indicate that it is being solicited by the Board of Directors.*

*The Association shall refuse to accept any proxy which is misleading.*

*Non-Board of Directors solicited proxies shall state at the top of the proxy as follows:*

*"This designated proxy does NOT represent the Lake Monticello Owners' Association Board of Directors nor management of the Association."*

*"This proxy is solicited by [enter name(s)] for use at the Lake Monticello Owners' Association meeting on [enter date]."*

**Section 4.11 4.12 -- Action Without A Meeting.**

Any action required to be taken at a meeting of the members, or which may be taken at any meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.