

**Proposed Amendment to
LMOA Bylaws, Article 4, Meetings of Members, Section 4.11, Voting, (I)**

Proposed deletions are in ~~strikeout~~ mode. There are no recommended additions.

Section 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 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 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 shall list the candidates for election as directors ~~at~~ in random order. Proxies and ballots shall provide instructions for voting for candidates according to the number of vacancies.

Proxies and ballots shall provide for voting "For," "Against" or "Abstain" 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.

(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.

(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 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 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]."*~~