



CORPORATE RESOLUTION  
ADOPTING AMENDMENT TO  
SECTION 1, 2, and 6, OF ARTICLE VII AND SECTION 5, OF ARTICLE X  
OF THE INDIAN SPRNGS LANDOWNERS ASSOCIATION, Inc.,  
BYLAWS AND COVENANTS

At the annual meeting of the members of Indian Springs Landowners Association, Inc. held on June 22, 2013, the members by a majority vote (82 – yes 1 – no 1 – abstained) elected to amend the method of proxies and ballots to allow for Absentee ballots and E-Mail Proxy Ballots. The change also incorporates a Director in waiting process. It was the conclusion of the Board that the following amendment to the by-laws be adopted and be incorporated in the By-laws of Indian Springs Landowners Association, Inc.

**BE IT RESOLVED** that Section 1, Section 2, and Section 6 of Article VII be amended to read as follows:

**ARTICLE VII  
NOMINATION AND ELECTION OF DIRECTORS**

**SECTION 1. Nomination.** Nomination for election to the Board of Directors shall be made by a Nomination Committee. Nominations may also be made from the floor at the annual meeting. **That nomination will be a seat named “Director in Waiting” only, and can sit in all Directors meetings but cannot vote. This will stay this way until the next nominating deadline; at that time that member can say yes or no to be placed on the election vote. The deadline for a nomination will be 30 days before such meeting.** The Nominating Committee shall consist of Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from among members.

**SECTION 2. Election.** Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies, **Absentee Ballots, E-Mail Proxies Ballots** may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. **Absentee Ballots will be mailed with the Proxies in the letter so that the member can vote by Absentee, Proxies or by E-Mail Proxies. This will be mail as required by Article X, SECTION 3.**


**SECTION 6. Security of Ballots.** The security of these ballots will be overseen by a Security Committee consisting of Chairman, who shall be a member of the Board of Directors, and two or more members of the Association the day before such meeting. E-Mail voting will have its own e-mail address and not opened until this committee has reviewed its content and verified it.

BE IT RESOLVED that Section 5 of Article X be amended to read as follows:

## ARTICLE X MEETING OF MEMBERS

**SECTION 5. Proxies and Ballots.** At all meetings of members, each member may vote in person or by Proxy, **Absentee, E-Mail Proxies.** All proxies, **Absentee, or E-Mail Proxies** shall be in writing and filed with the Secretary. Every proxy, **Absentee, or E-Mail Proxies** shall be revocable and shall automatically cease upon conveyance by the member of his lot.

IN WITNESS WHEREOF, I have hereunto set my hand as President of the Corporation, and have attached hereto the Official Seal of said Corporation, this 6<sup>th</sup> day of July, 2013.

  
/S/ Brad Warrington, President

ATTEST   
/S/ Pete Sardaczuk, Secretary

