

6/30/2021 3:26 PM

KAREN E. RUSHING

CLERK OF THE CIRCUIT COURT

SARASOTA COUNTY, FLORIDA

SIMPLIFILE

Receipt # 2703201

Instrument prepared by and return to:
Steven M. Falk, Esq.
Falk Law Firm, P.A.
7400 Tamiami Trail No., Suite 103
Naples, FL 34108
(239) 596-8400

(Space above line for recording information)

CERTIFICATE OF AMENDMENT

THE UNDERSIGNED, being the Secretary of IslandWalk at The West Villages Homeowners Association, Inc., a Florida corporation not for profit, does hereby certify that the Board of Directors approved the amendments to the governing documents attached hereto as Exhibit "A" at the duly noticed Board of Directors' Meeting held on June 28, 2021, at which a quorum was present. The Articles of Incorporation and Bylaws are attached as Exhibits "C" and "D," respectively, to the Declaration of Covenants, Conditions and Restrictions for IslandWalk at The West Villages recorded in Instrument #2006016370, Public Records of Sarasota County, Florida.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and the seal of the corporation.

Witnesses:

ISLANDWALK AT THE WEST VILLAGES
HOMEOWNERS, INC. (SEAL)

[Signature]
Witness
Print Name: WALTER GRASMAN

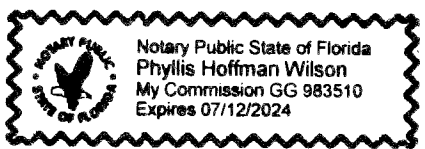
By: [Signature]
Steve Platke
Its: Secretary

[Signature]
Witness
Print Name: MICHAEL WOOLEY

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28th day of June, 2021, by () physical presence or () online notarization, by Steve Platke, as Secretary of IslandWalk at The West Villages Homeowners Association, Inc., the corporation described in the foregoing instrument, who is () personally known to me or who has () produced _____ as identification.

(SEAL)



[Signature]
Notary Public, State of Florida
Phyllis Hoffman Wilson
Printed Name of Notary Public
My Commission Expires: 7/12/24

EXHIBIT "A"

Additional language indicated by underlining.

Deleted language indicated by ~~hyphens~~.

1. Section 1.1 of the Bylaws is hereby amended as follows:

1.1 The office of the Association shall be for the present at 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, Florida 33418 ~~19215 Tantino Drive, Venice, FL 34293~~, and thereafter may be located at any place designated by the Board.

2. Section 3.4 of the Bylaws is hereby amended as follows:

3.4 Except as otherwise provided in the Articles, a written or printed notice stating the place, day, hour, and purpose of any meeting of each Members' meeting, whether an Annual Members' Meeting or a Special Meeting (collectively "Meeting"), shall be given delivered either personally, by mail, or, to each Member entitled to vote at his or her last known address as it appears on the books of the Association and shall be mailed or hand delivered to the said address, electronically transmitted to the location furnished by the Member for that purpose or communicated to the each Member in an any alternative format, manner or method that complies with the laws of the State of Florida not less than fourteen (14) days nor more than forty-five (45) days prior to the date of the Meeting. Proof of such mailing, delivery or electronic transmission shall be given by the affidavit of the person giving the notice. ~~Any notice given hereunder shall state the time and place of the Meeting and the purposes for which the Meeting is called. The notices of all Annual Members Meetings shall, in addition, specify the number of Directors of the Association to be designated by Declarant and the number of Directors to be elected by the Members, if applicable.~~ Notwithstanding any revisions hereof to the contrary, notice of any Meeting may be waived before, during or after such Meeting by a Member or by the person entitled to Vote for such Member by signing a document setting forth the waiver of such notice.

3. Section 3.7 of the Bylaws is hereby amended as follows:

3.7 At any Annual Members' Meeting when elections of Directors are to occur, written ballots are to be supplied to the Members by mail, or, personally, or electronically transmitted to the location furnished by the Member for that purpose or communicated to the each Member in an any alternative format, manner or method that complies with the laws of the State of Florida not less than fourteen (14) prior to the date of the Meeting. Proof of such mailing, delivery or electronic transmission shall be given by the affidavit of the person giving the notice with the Members prior written permission to receive electronic voting ballots for such purposes. ~~The Association must confirm, not less than fourteen (14) days before the voting deadline, nor more than forty five 45 days, that the member's electronic device can successfully communicate with the online voting system. The Association must confirm that elections and other membership votes~~

through an internet-based online voting system follow the requirements specified in Florida Statute 720.317 (Electronic Voting).

4. Section 3.12 of the Bylaws is hereby added as follows:

3.12 The Association may conduct elections and other membership votes through an internet-based online voting system if a Member consents, in writing, to online voting and the Association follows the requirements specified in Florida Statute 720.317.

5. Section 4.2 of the Bylaws is hereby amended as follows:

4.2 The election and, if applicable, designation of Directors shall be conducted in accordance with the Articles. Except for Declarant-appointed Directors, Directors must be Members or the ~~parents, children or~~ spouses of Members.

6. Section 4.5 of the Bylaws is hereby amended as follows:

4.5 Regular meetings of the Board may be held at such times and places in the County as shall be determined from time to time by a majority of the Directors. However, Regular meetings must occur at least each calendar quarter, unless a state of emergency has been declared. Special meetings of the Board may be called at the discretion of the President or the Vice President. Special meetings must be called by the Secretary at the written request of at least one-third (1/3) of the Directors. Any such special meeting may be held in the County at such time and place as determined by the Directors requesting such meeting or in such other place as all of the Directors shall agree upon.

7. Section 4.6 of the Bylaws is hereby amended as follows:

4.6 Notice of the time and place of regular and special meetings of the Board, or adjournments thereof, shall be given to each Director personally, by mail, telephone or electronically transmitted if correctly directed to an electronic mail address at which the Director has consented to receive notice at least ~~three (3)~~ two (2) days prior to the day named for such meeting unless such notice is waived before, during or after such meeting. Any Director may waive notice of the meeting in writing before, during or after a meeting and such waiver shall be deemed equivalent to the receipt of notice by such Director.

8. Section 4.10 of the Bylaws is hereby amended as follows:

4.10 Directors' fees are prohibited, except as set forth in Section 7.6(iv) below. ~~, if any, shall be determined by the Members.~~

9. Section 4.12 of the Bylaws is hereby amended as follows:

4.12 Meetings of the Board shall be open to all Members. The Board may also hold closed meetings to the extent permitted by applicable law, including, by way of example but not by way of limitation, when the discussion at a meeting is governed by attorney—client privilege and personnel discussions. Members shall have the right to participate in meetings with reference to all designated agenda items in accordance with the HOA Act and any rules and regulations promulgated by the Association. In the event a Member conducts himself or herself in a manner detrimental to the carrying on of the meeting, then any Director may expel said Member from the meeting by any reasonable means which may be necessary to accomplish said Member's expulsion. Also, any Director shall have the right to exclude from any meeting of the Board any person who is not able to provide sufficient proof that he or she is a Member or a duly authorized representative, agent or proxy holder of a Member, unless said person has been specifically invited by any of the Directors to participate in such meeting.

10. Section 4.14 of the Bylaws is hereby added as follows:

4.14 The Board is the governing body of the Association. In executing its responsibilities, the Board may hire service providers to assist. The performance of each of these service providers shall be managed effectively to achieve the best possible results for the Members. The Board may monitor the performance of contracted service providers to assure that expected results are achieved.

11. Section 5.2 of the Bylaws is hereby amended as follows:

5.2 The Association may employ a manager to perform any of the duties, powers, spending authority, or functions of the Association. Notwithstanding the foregoing, the Association may not delegate to the manager the power to conclusively determine whether the Association should make expenditures for capital additions or improvements chargeable against the Association funds. The members of the Board shall not be personally liable for any omission or exercise by the manager of any duty, power or function delegated to the manager by the Association.

12. Section 6 of the Bylaws is hereby amended as follows:

Section 6. Lates Fees

Quarterly Assessments not paid within thirty (30) days of their respective due dates will incur a late charge not to exceed the maximum amount allowed by law, thirty (\$30.00) Dollars. ~~Quarterly Assessment not paid within sixty (60) days of their respective due dates will incur a late charge not to exceed fifty (\$50.00) Dollars. Quarterly Assessments not paid within ninety (90) days of their respective due dates will incur a late charge not to exceed seventy (\$70.00) Dollars. Owners shall be responsible to pay all~~

~~legal fee (including, but not limited to, attorney and paralegal fees and court costs) incurred in connection with the collection of late Assessments whether or not an action at law to collect said Assessments and foreclose the Association's lien has been commenced. The Board has authorized the following initial schedule of fees for such circumstances:~~

~~(a) One Hundred Fifty Dollars (\$150) for a claim of Lien plus recording costs and sending of Notice of Intention to Foreclose;~~

~~(b) One Hundred Fifty Dollars (\$150) for a Satisfaction of Lien plus recording costs; and~~

~~(c) Any further action would require an hourly computation of attorney and/or paralegal time spent pursuing collection of such unpaid Assessments.~~

13. Section 7.1 of the Bylaws is hereby amended as follows:

7.1 Executive Officers of the Association shall be ~~the President, who shall be a Directors~~ Directors, comprising the President, one or more Vice-Presidents, a Treasurer and a Secretary, all of whom shall be elected annually by the Board. Any officer may be removed without cause from office by vote of the Directors at any meeting of the Board, after it is published on the meeting's Agenda. The Board may, from time to time, elect such other officers and assistant officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association. One person may hold any two offices simultaneously, except when the functions of such offices are incompatible, but no person shall hold the office of President and any of the following offices simultaneously: Vice-President, Secretary or Assistant Secretary.

14. Section 7.2 of the Bylaws is hereby amended as follows:

7.2 The President shall be the chief executive officer of the Association. He or she shall have all of the powers and duties which are usually vested in the office of the President of an Association or a corporation not for profit, including, but not limited to, the power to appoint such committees from among the Members at such times as he or she may, in his or her discretion, determine appropriate to assist in the conduct of the affairs of the Association. If in attendance, the President ("~~Chairman~~") shall preside at all meetings of the Board and the Members; provided, however, that a Vice-President shall preside ~~appoint a Vice-President~~ in his or her absence. ~~The President, or a Vice-President, shall serve as the Association's representative to the Master Association, for voting and attendance purposes at the Master Association meetings.~~

15. Section 7.6 of the Bylaws is hereby amended as follows:

7.6 ~~The compensation, if any, of the officers and other employees of the Association shall be fixed by the Board. This provision shall not preclude the Board~~

~~from hiring a Director as an employee of the Association or preclude contracting with a Director or a party affiliated with a Director for the management or performance of contract services for all or any part of the Island Walk at the West Villages. Compensation Prohibited. A director, officer, or committee member of the Association may not directly receive any salary or compensation from the Association for the performance of duties as a director, officer, or committee member and may not in any other way benefit financially from service to the Association. This subsection does not preclude:~~

(i) Participation by such person in a financial benefit accruing to all or a significant number of Members as a result of actions lawfully taken by the Board or a committee of which one is a member, including, but not limited to, routine maintenance, repair, or replacement of community assets.

(ii) Reimbursement for out-of-pocket expenses incurred by such person on behalf of the Association, subject to approval in accordance with procedures established by the Association's governing documents or, in the absence of such procedures, in accordance with an approval process established by the Board.

(iii) Any recovery of insurance proceeds derived from a policy of insurance maintained by the Association for the benefit of its members.

(iv) Any fee or compensation authorized in the governing documents. Any fee or compensation authorized in advance by a vote of a simple majority of the voting interests voting in person or by proxy at a meeting of the Members.

16. Section 8 of the Bylaws is hereby amended as follows:

Section 8. Resignations

Any Director or officer may resign his or her post at any time by written resignation, delivered to the President or Secretary, which shall take effect upon its receipt unless a later date is specified in the resignation, in which event the resignation shall be effective from such date unless withdrawn. The acceptance of a resignation shall not be required to make it effective. The conveyance of all Homes owned by any Director or officer (~~other than appointees of Declarant~~) shall constitute a written resignation of such Director or officer.

17. Section 10 of the Bylaws is hereby amended as follows:

Section 10. Rules and Regulations

The Board may at any meeting of the Board adopt rules and regulations or amend, modify or rescind then existing rules and regulations governing the Lots, Common Areas

~~and for the operation of IslandWalk at the West Villages; provided, however, that such rules and regulations are not inconsistent with the terms or provisions in the Declaration of the IslandWalk at the West Villages Documents. Copies of any rules and regulations promulgated, amended or rescinded shall be mailed or delivered to all Members at the last known address for such Members as shown on the records of the Association at the time of such delivery or mailing and shall no take effect until forty-eight (48) hours after such delivery or mailing, or, in the event both forms of notifications are used, whichever is later. Notwithstanding for foregoing, when rules and regulations are to regulate the use of as specific portion of the Association Property, same shall be conspicuously posted at such facility and such rules and regulations shall be effective immediately upon such posting. Care shall be taken to insure that posted rules and regulations are conspicuously displayed and easily readable and that posted signs or announcements are designed with a view toward protection from weather and elements. Posted rules and regulations which are torn down or lost shall be promptly replaced.~~

18. Section 13.2 of the Bylaws is hereby amended as follows:

13.2 After the Turnover Date, any Bylaw of the Association may be amended or repealed, and any new Bylaw of the Association may be adopted by either:

(i) a majority vote of the Members present and voting, in person or by proxy, at any Annual Members' Meeting or any special meeting of the Members called for that purpose or by majority action of the Members who have acted by written response in lieu of a Meeting as permitted by these Bylaws; or

(ii) by the affirmative vote of a majority of the Directors then in office at any regular meeting of the Board or at any special meeting of the Board called for that purpose or by written instrument signed by all of the Directors as is permitted by these Bylaws, provided that the Directors shall not have any authority to adopt, amend or repeal any Bylaw if such new Bylaw or such amendment or the repeal of a Bylaw would be inconsistent with any Bylaw previously adopted by the Members.

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on June 29, 2021, to Articles of Incorporation for ISLANDWALK AT THE WEST VILLAGES HOMEOWNERS ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.


I further certify the document was electronically received under FAX audit number H21000253143. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is N05000009243.

Authentication Code: 921A00015002-063021-N05000009243-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Thirtieth day of June, 2021




Secretary of State

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

ISLANDWALK AT THE WEST VILLAGES HOMEOWNERS ASSOCIATION, INC.

The corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to Section 617.1006, Florida Statutes.

1. The name of the corporation is IslandWalk at The West Villages Homeowners Association, Inc. ("Association").
2. The document number of the Association is N05000009243.
3. The amendments to the Articles of Incorporation attached hereto as Exhibit "A" was adopted at the Board of Directors' Meeting held on June 28, 2021,
4. Members of the Association are not entitled to vote on the amendments.

In witness whereof, the undersigned Secretary of the Association has executed these Articles of Amendment on the day and year set forth below.

ISLANDWALK AT THE WEST VILLAGES HOMEOWNERS
ASSOCIATION, INC. (SEAL)

By:  _____

Steve Platke

Its: Secretary

Date: June 28th, 2021

EXHIBIT "A"

Additional language indicated by underlining.

Deleted language indicated by ~~hyphens~~.

1. Article I, Section 13 of the Articles is hereby amended as follows:

13. "HOA Act" means the homeowners' association act, Chapter 720, Florida Statutes ~~as amended from time to time~~, but no amendment to the HOA Act shall apply retroactively to any rights reserved to the Declarant and its directors, officers, employees, contractors and agents as set forth in the Islandwalk at the West Villages Documents.

2. Article IV, Section C(2) of the Articles is hereby amended as follows:

2. To make, establish, amend and enforce reasonable rules and regulations governing the use of the Lots, Homes and Association Property.

3. Article V, Section H of the Articles is hereby amended as follows:

H. There shall be only one (1) vote for each Home, except for the Class B Members as set forth herein. If there is more than one Member with respect to a Home as a result of the fee interest in such Home being held by more than one person, such Members collectively shall be entitled to only one (1) vote. ~~The vote of the Owners of a Home owned by more than one natural person or by a corporation or other legal entity shall be cast by the person named in a certificate signed by all of the Owners of the Home, or, if appropriate, by properly designated officers, partners or principals of the respective legal entity ("Voting Owner"), and filed with the Secretary of the Association, and such certificate shall be valid until revoked by a subsequent certificate. If such a certificate is not filed with the Secretary of the Association, the vote of such Home shall not be considered for a quorum or for any other purpose.~~

~~Notwithstanding the foregoing provisions, whenever any Home is owned by a married couple they may, but shall not be required to, designate a Voting Owner. In the event a certificate designating a Voting Owner is not filed by the married couple, the following provisions shall govern their right to vote:~~

~~1. When both are present at a meeting, each shall be regarded as the agent and proxy' of the other for purposes of casting the vote for each Home owned by them. In the event they are unable to concur in their decision upon any topic requiring a vote, they shall lose their right to vote on that topic at that meeting, but shall count for purposes of establishing a quorum.~~

~~2. When only one (1) spouse is present at a meeting, the person present may cast the Home vote without establishing the concurrence of the other spouse, absent any prior written notice to the contrary by the other spouse. In the event of prior~~

~~written notice to the contrary to the Association by the other Spouse, the vote of said Home shall not be considered, but shall count for purposes of establishing a quorum.~~

~~3. When neither spouse is present, the person designed in a "Proxy" (as defined in the Bylaws) signed by either spouse may cast the Home vote, when voting by Proxy is allowed, absent any prior notice to the contrary to the Association by the other spouse' or the designation of a different Proxy by the other spouse. In the event of prior notice to the contrary to the Association or the designation of a different Proxy by the other spouse, the vote of said Home shall not be considered, but shall count for purposes of establishing a quorum.~~

4. Article V, Section J of the Articles is hereby amended as follows:

~~J. Neighborhoods.~~

~~1. Every Home and/or Lot shall be located within a Neighborhood. The Homes and/or Lots within a particular Neighborhood may be subject to additional covenants. Any Neighborhood may elect a Neighborhood Committee to represent the interests of the Owners of Homes and/or Lots wiff in such Neighborhood.~~

~~2. Each Neighborhood Committee, upon the affirmative vote, written consent, or a combination thereof, of the majority of within the Neighborhood, may request that the Association provide a higher level of service or special services for the benefit of Homes and/or Lots in such Neighborhood, the cost of which shall be assessed against the benefited Homes and/or Lots as a Neighborhood Assessment.~~

~~3. Each Subsequent Amendment filed to subject Uncommitted Lands to the Declaration, may assign the property described therein to a specific Neighborhood by name, Which Neighborhood may be then existing or newly created. Declarant may unilaterally amend the Declaration or any Subsequent Amendment to redesignate Neighborhood boundaries; provided, two or more Neighborhoods shall not be combined without the consent of Owners of a majority of the Homes and/or Lots in the affected Neighborhoods.~~

~~4. The Owner(s) of a majority of the total number of Homes and/or Lots within any Neighborhood may at any time petition Declarant, and the Board of Directors to divide the property comprising the Neighborhood into two or more Neighborhoods, Such petition shall be in writing and shall include a survey of the entre parcel which indicates the boundaries of the proposed Neighborhood(s) or otherwise identifies the Homes and/or Lots to be included within the proposed Neighborhood(s). All applications and copies of any approvals or denials shall be filed with the book and records of the Association and shall be maintained as long as the Declaration is in effect.~~

~~5. The Class "A" Members within each Neighborhood shall be entitled to have one Voting Member for each 50 Homes and/or Lots within the Neighborhood (rounded up or down to the nearest 50). [If the number of Homes and/or~~

~~Lots is exactly in the middle, e.g., 75 homes and/or Lots, then round up to the nearest 50.] "Voting Member" shall mean and refer to the representative(s) selected by a majority of the Members of each Neighborhood to be responsible for casting all votes attributable to Homes in the Neighborhood for all matters coming before the Membership excepting only, the election of directors, and amending this Declaration, the Articles, or the Bylaws, which matters shall be voted on by the entire Membership directly. On all Association matters requiring a Membership vote other than those set forth in the preceding sentence as 'excepted, each such Voting Member(s) shall be entitled to cast that number of votes determined by dividing the total number of Class "A" votes attributable to Homes and/or Lots in the Neighborhood by the number of Voting Members representing such Neighborhood, except as otherwise specified in the Declaration or the By Laws. Each such Voting Member(s) shall be required to deliver such votes to the Board consistent with and reflecting the manner in which such votes are cast by the Class "A" Members.~~

~~6. The Neighborhood Committee Members from each Neighborhood shall be elected on an annual basis, either by written ballot or at a meeting of the Class "A" Members within such Neighborhood, as the Board determines; provided, upon written petition of Class "A" Members holding at least 10% of the votes attributable to Homes and/or Lots within any Neighborhood, the election for such Neighborhood shall be held at a meeting. The presence, in person or by proxy, of Class "A" Members representing at least 30% of the total Class "A" votes attributable to Homes and/or Lots in the Neighborhood shall constitute a quorum at any Neighborhood meeting. The Neighborhood Committee member who receives the greatest number of votes at the annual meeting of Neighborhood Owners shall be declared the Voting Member of the Neighborhood Committee.~~

~~7. The Board shall call for the first election of Neighborhood Committee members not later than three (3) years after the first conveyance Of a Home and/or Lot in the Neighborhood to an Owner. Subsequent elections shall be held annually thereafter. The candidate for each position on a Neighborhood Committee who receives the greatest number of votes shall be elected to serve a term of one year and until a successor is elected. Any Owner of a Home and/or Lot in the Neighborhood may submit nominations for elections or declare himself a candidate in accordance with procedures which the Board may establish.~~

~~8. Any Neighborhood Committee member or any Voting Member may be removed, with or without cause, upon the vote or written petition of Owners of a majority of the total number of Homes and/or Lots owned by Class "A" Members in the Neighborhood which such Neighborhood Committee member or Voting Member represents.~~

~~9. Until such time as the Board first calls for election of Neighborhood Committee members for a Neighborhood, the Owners within such Neighborhood may personally cast the votes attributable to their respective Homes and/or Lots on any issue requiring a vote of the Voting Members under the Declaration, the By-Laws, or the Articles.~~

5. Article VIII shall be amended as follows:

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President(s), Secretary and Treasurer, and, if any, by the Assistant Secretary(s) and Assistant Treasurer(s), subject to the directions of the Board. Except for officers elected prior to the Turnover Date, officers must be Members or the parents, children or spouses of Members.

The Board shall elect the President, Secretary and Treasurer and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The President, Vice Presidents, Secretary and Treasurer shall be elected from amongst the membership of the Board, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

6. Article X, Section A of the Articles is hereby amended as follows:

A. The number of Directors on the first Board of Directors of the Association ("First Board") shall be three (3). The number of Directors elected by the Members at the election occurring at the Turnover Date (the "Initial Election Meeting") ~~(as hereinafter defined)~~ shall be not less than five (5) nor more than and thereafter shall be seven (7); ~~as the Board shall from time to time determine prior to each meeting at which Directors are to be elected.~~ Except for Declarant-appointed Directors, Directors must be Members ~~or the parents, children~~ or spouses or officers or directors of Members. There shall be only one (1) vote for each Director.

7. Article XIII, Section C(1) of the Articles is hereby amended as follows:

C. After the Turnover Date, these Articles may be amended in the following manner:

1. (a) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members, which may be at either the Annual Members' Meeting or a special meeting. Any number of proposed amendments may be submitted to the Members and voted upon by them at one meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member within the time and in the manner provided in the Bylaws for the giving of notice of meetings.

(c) At such meeting, a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment(s) shall be adopted upon receiving the affirmative vote of a majority of the total voting interests present and voting, in person or by proxy, at such meeting where a quorum is present.