

IMPORTANT INFORMATION – PLEASE READ AND VOTE

PROPOSED AMENDMENTS TO THE DECORDOVA RANCH POA BY-LAWS

TO: Homeowners of the Decordova Ranch Property Owners Association (POA)

FROM: POA Board of Directors

The Board appointed a committee to review and make recommendations to improve our By-Law document. Committee members include Ed Soler, Lorraine & Marion Miller, Beth Conner, Jim Gossett and Jacque Gordon. Their recommendations were reviewed by the Board and the POA attorney.

As a member of the DeCordova Ranch POA, you are being asked to vote on a single proposed amendment which is detailed on the next two pages.

The amendment is in response to concerns of members of compliance with state law regarding Quorums and Proxy standards in the Decordova Ranch POA By-laws. The committee recommended changes to **Article 4, Sections 4.7 and 4.11.**

Please vote “FOR” or “AGAINST” on this amendment and return your ballot as per directed.

AMENDMENT TO ARTICLE 4, Section 4.7 & 4.11 – QUORUM AND PROXIES

CURRENT BY-LAW ARTICLE 4, Section 4.7 & 4.11

Section 4.7 QUORUM

At any meeting of the Association, the presence in person or by proxy of owners of at least 10 percent of the lots in the property constitutes a quorum. Members present at a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal, during the course of the meeting, of members constituting a quorum.

Section 4.11 – PROXIES

A member may participate in the affairs of the Association through a power of attorney or through a proxy. To be valid, each proxy must (1) be signed and dated by a member or his attorney-in-fact, (2) identify the lot to which the vote is appurtenant, (3) designate the person or position (such as ‘presiding officer’) in favor of whom the proxy is granted, such person having agreed to exercise the proxy, (4) identify the meeting for which the proxy is given, (5) not purport to be revocable without notice, and (6) be delivered to the secretary, to the person presiding over the Association meeting for which the proxy is designated, or to a person or company is designated by the board. Unless the proxy specifies a shorter or longer time, it terminates 11 months after the date of its execution. Perpetual or self-renewing proxies are not permitted, provided they are revocable. To revoke a proxy, the granting member must give actual notice of revocation to the person presiding over the Association meeting for which the proxy designated. Unless revoked, any proxy designated for a meeting which is adjourned, recessed, or rescheduled is valid when the meeting reconvenes. A proxy delivered by email or fax may be counted if Any

of the following occurs: (1) the proxy's authenticity can be confirmed to the reasonable satisfaction of the board. (2) the proxy has been acknowledged or sworn to by the member, before and certified by an officer authorized to take acknowledgments and oaths, or (3) the Association also receives the original proxy within 5 days after the vote.

The Committee considered the concerns expressed by our Association members. The following amendment was submitted to the Board, who has approved and recommends a vote **"FOR"** to the members of the DeCordova Ranch POA.

PROPOSED AMENDMENT – ARTICLE 4, Section 4.7 - Quorum

Section 4.7. QUORUM is hereby amended and restated as follows: At any meeting of the Association, the presence in person or by proxy of owners of at least 10 percent of the Lots in the Property constitutes a quorum. Members present at a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal, during the course of the meeting, of members constituting a quorum. Additionally, an absentee or electronic ballot may be counted as an owner present and voting for the purpose of establishing a quorum only for items appearing on a ballot. Absentee or electronic ballots may not be counted if the Member attends either in person or by proxy, or if the final vote for a proposal was amended at the meeting to be different from the exact language on the absentee or electronic ballot.

Section 4.11 PROXIES is hereby amended and restated as follows: A member may participate in the affairs of the Association through a power of attorney or through a proxy. To be valid each proxy must (1) be signed and dated by a member or his attorney-in-fact; (2) identify the lot to which the vote is appurtenant; (3) designate the person or position (such as "presiding officer") in favor of whom the proxy is granted, such person having agreed to exercise the proxy; (4) identify the meeting for which the proxy is given; (5) not purport to be revocable without notice; and (6) the original proxy be delivered to the secretary, to the person presiding over the Association meeting for which the proxy is designated, or to a person or company which is designated by the Board. Unless the proxy specifies a shorter or longer time, it terminates 11 months after the date of execution. To revoke a proxy, the granting member must give actual notice of revocation to the person presiding over the Association meeting for which the proxy is designated. Unless revoked, any proxy designated for a meeting which is adjourned, recessed or rescheduled is valid when the meeting reconvenes. A proxy delivered by e-mail or by fax may be counted if any of the following occurs: (1) the proxy's authenticity can be confirmed to the reasonable satisfaction of the Board, (2) the proxy has been acknowledged or sworn to by the member, before and certified by an officer authorized to take acknowledgments and oaths, or (3) the Association also receives the original proxy within 5 business days before the vote..

The Board recommends a vote FOR this amendment.

Please vote on the appropriate form, the Absentee ballot, the Proxy form or in-person Ballot at the Special meeting on April 18 as shown on the DeCordova Ranch website.

YOUR VOTE IS IMPORTANT