

Morningside HOA

By-Laws of Morningside Homeowners Association

Article II, Section 4 of the By-Laws was amended by Proxy Voting in 2009.

Proxies were collected from the membership by volunteer members of the Morningside HOA between October 16 and October 27, 2009.

48 Proxies were delivered to the Secretary and accepted at a Special Meeting held on October 27.

There were **47** votes for the proposed measure.

There was **1** vote against the proposed measure.

A 75% majority of the 55 members (42 members) is required to adopt an amendment.

The amendment was adopted.

Copies of the Amendment, the letter announcing the Special Meeting, the Proxy Vote form, and the Proxy Vote record are attached to the By-Laws.

The proposed measure is to replace the language in **Article II, Section 4** of the By-Laws with an amended version as written below.

Article II, Section 4. Quorum (as currently written)

The presence in person or by proxy of fifty-one percent (51%) of the Members entitled to vote shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. An affirmative vote of the majority of the Members present, either in person, or by proxy shall be required to transact business. If, however, such quorum shall not be present or represented at any meeting, the Members present entitled to vote shall have the power to adjourn the meeting from time to time, without notice other than the announcement at the meeting, until a quorum as aforesaid shall be present and represented.

Article II, Section 4. Quorum (amended version, as proposed)

The presence in person or by proxy of twenty-five percent (25%) of the Members entitled to vote shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. An affirmative vote of the majority of the Members present, either in person, or by proxy shall be required to transact business. If, however, such quorum shall not be present or represented at any meeting, the Members present entitled to vote shall have the power to adjourn the meeting to another time without notice other than the announcement at the meeting and the required quorum at the subsequent meeting shall be one-half of the required quorum at the original meeting.

Approval of the proposed amendment results in the following:

1. The quorum requirement at a homeowners association meeting will be reduced from 28 Members (51% of 55) to 14 Members (25% of 55).
2. The quorum requirement will be reduced to 7 Members if the called meeting has to be rescheduled because of a lack of quorum.