Lake of the Woods Association, Inc.
Policy Resolution 2015 – 7
Amending LOWA Bylaws Article I. and Article IV. Regarding Proxy Ballots

WHEREAS, Article V., of the Bylaws gives the Board of Directors the authority to amend and adopt Association Bylaws; and

WHEREAS, the LOWA Board of Directors noted that the language regarding methods of voting including proxy ballots needed to be amended for clarification.

THEREFORE, RESOLVED, the Board adopts the following revised and amended language for Article I., by inserting Section J. and K.:

ARTICLE I. DEFINITIONS AS USED IN BYLAWS AND REGULATIONS

SECTION A. The term "Association" shall mean the Lake of the Woods Association, Inc.

SECTION B. The term "Act" shall mean the Virginia Non-Stock Corporation Act, as amended.

SECTION C. The term "Restrictive Covenants" shall mean the Declaration of Restrictions, Lake of the Woods, filed with the Circuit Court of Orange County, Virginia, as amended.

SECTION D. The term "Articles of Incorporation" shall mean the Articles of Incorporation of the Association, as amended.

SECTION E. The term "Bylaws" shall mean the Bylaws of the Association, as amended.

SECTION F. The term "Board of Directors" shall mean the Board of Directors of the Lake of the Woods Association, Inc.

SECTION G. The term "Subdivision" shall mean the Subdivision known as Lake of the Woods, which is situated in Orange County, Virginia.

SECTION H. The term "member of the Association" or "member" shall mean the owner (legal or equitable) of one or more numbered residential lots in Sections 1 through 14, and Sections 16 and 18 of the Subdivision. The term "member in good standing" shall mean a member who has fully paid and discharged all dues, assessments, fines, charges, and penalties imposed or levied upon him by the Association.

SECTION I. The term "Voting Member" means the sole owner or the one member per subdivided, numbered lot designated by the co-owners of a lot to cast the one vote in association elections, referendums or at meetings of the members.

SECTION J. “Proxy vote” means that voting members may authorize another LOWA member or the secretary of the association or other officer as directed in the proxy/ballot to cast an instructed vote on their behalf at a meeting of the members.

SECTION K. “Proxy/ballot” shall refer to the document used by a member to cast a ‘proxy vote’ described in Section J, above, and which such proxy ballot is more particularly described in Article IV, Section F.3 of these Bylaws.
(d) All proxies shall be revocable up until the voting is closed by the President (or other presiding officer) at the meeting at which the voting takes place. Revocation must be in writing, signed by the member, stating that the proxy is revoked, and received by the President (or presiding officer) prior to the announcement of the closure of the meeting by the presiding office at the meeting at which the vote is taken.

(e) Any proxy shall terminate automatically upon the conveyance by a Member of the property to which the vote pertains.

(f) All proxies not otherwise terminated or revoked shall expire eleven (11) months after the adjournment of the meeting to which the proxies pertain.

4. **Quorum.** At any annual or special meeting of the membership of the Association when the membership is voting on any question, a quorum shall exist if members holding one-tenth (1/10) of the votes entitled to be cast, in accordance with these Bylaws, shall be present in person or by proxy. If, however, such quorum shall not be present or represented by proxy at any meeting where a vote is to be taken, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, by majority vote of those present, without notice, other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

5. **Order and Decorum in Meetings.** All official meetings of the Association shall be conducted in accordance with Robert’s Rules of Order, Newly Revised, or other widely recognized rules governing order and decorum in meetings. A Parliamentarian may be appointed by the Board of Directors.

**Effective:** Immediately

LAKE OF THE WOODS ASSOCIATION, INC.

By: [Signature]

Michael Rugless, President

ATTEST:

I, as Secretary for Lake of the Woods Association, Inc., hereby attest that the foregoing Policy Resolution 2015-7 was adopted by the Board of Directors at a duly-held and noticed Board of Directors meeting held on the 27 day of April 2015.

Louisa Rucker, Secretary