

**PROPOSED RESOLUTION TO AMEND THE BYLAWS OF
MATANZAS CUT HOMEOWNERS' ASSOCIATION, INC.**

February 20, 2016

The following amendments to the Bylaws of Matanzas Cut Homeowners' Association, Inc. are recommended for approval (*Additions are indicated by underline, deletions are indicated by strike through*).

**ARTICLE III
MEETING OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held ~~on the same day of the same month of each year thereafter, at the hour of 2:00 o'clock p.m.~~ If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. Between eleven(11) and thirteen (13) months following the date on which the preceding annual meeting was held, at a time and location determined by the Board of Directors.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ~~fifteen~~ fourteen (14) calendar days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such members to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence a the meeting of members entitled to cast, or of proxies entitled to cast, ~~a majority~~ thirty percent (30%) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

**ARTICLE IV
BOARD OF DIRECTORS: SELECTION: TERM OF NOTICE**

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors, consisting of no fewer than three (3) nor more than five (5) members. After Class B membership ceases, each board member shall be a member

of the Association. The specific number of members comprising the Board of Directors shall be contingent upon the number of eligible candidates who timely submit their notices of intent to run for election in accordance with these Bylaws for each term. If four (4) or fewer eligible candidates timely submit their names prior to the election meeting in accordance with these Bylaws, then the number of directors for the next election term shall be three (3). If five (5) or greater eligible candidates timely submit their names prior to the annual meeting in accordance with these Bylaws, then the number of directors for the next election shall be five (5).

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. ~~Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual 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 may be made from among the members or non-members until such time as Class B membership ceases. After Class B membership ceases, nominations shall be made from among members only.~~

Election of Directors: Notwithstanding any other provision of these Bylaws, the following provisions shall apply to elections of directors. The Board of Directors shall be elected by written ballot, voting machine, or by electronic voting. Not fewer than sixty (60) calendar days before a scheduled election, the Association shall mail or deliver a first notice of the date of election to each Member entitled to vote. Any Member who desires to be a candidate for the Board of Directors must give written notice to the Association not fewer than forty (40) calendar days before a scheduled election. The Association shall thereafter mail or deliver a second notice of the election not fewer than fourteen (14) calendar days prior to the date of the election to all Members entitled to vote, together with a written notice, agenda, and a ballot which shall list all eligible candidates who have timely submitted notice of their intent to run in alphabetical order. Elections shall be decided by a plurality of ballots cast, which may be cast at the election meeting or by mail in advance of the meeting using an anonymous two-envelope system. There shall be no quorum requirement for the election of directors; however, at least twenty percent (20%) of the eligible voters must cast a ballot in order to have a valid election for the Board of Directors. There shall be no cumulative voting and no Member shall permit any other person to vote his or her ballot unless the person casting the vote or ballot is identified in a valid proxy signed by the Member and provided to the Association

prior to the meeting. Any improperly cast ballots will be deemed invalid. Nominations from the floor are not permitted.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast in respect to such 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.

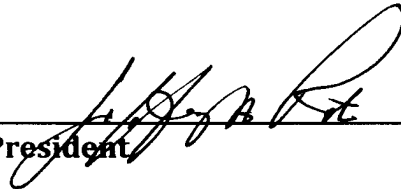
Candidate information sheet: Upon request of an eligible candidate, the Association shall include a one page information sheet, no larger than 8 ½ inches by 11 inches, which must be furnished by the candidate no fewer than thirty-five (35) days before the election to be included with the mailing of the second notice and ballot. The costs associated with the copying, mailing, and delivery shall be borne by the Association. The Association shall not be responsible for verifying the accuracy of any representations made in any candidate information sheets.

Section 3. Submission of Ballots in Advance of the Election. Along with the second notice of the election, the Association shall provide a copy of the ballot and any candidate information sheets that have been timely submitted in accordance with these Bylaws. Accompanying the ballot shall be an outer envelope addressed to the person or entity authorized to receive the ballots and a smaller inner envelope in which the ballot shall be placed. The exterior of the outer envelope shall indicate the name of the voter, and the property address or lot number for which the vote is being cast, and shall contain a signature space for the voter. Once the ballot is completed, the voter shall place the completed ballot in the inner smaller envelope and seal th envelope. The inner envelope shall be placed within the outer larger envelope, an the outer envelope shall then be sealed. Each inner envelope shall contain only one ballot, but if a person is entitled to cast more than one ballot, the separate inner envelopes required may be enclosed within a single outer envelope. The voter shall sign the exterior of the outer envelope in the space provided for such signature. The envelope shall either be mailed or hand delivered to the Association. Upon receipt by the Association, no ballot may be rescinded or changed.

Section 4. Election Not Required. Notwithstanding the provisions of these Bylaws an election and balloting are not required unless more eligible candidates timely submit notices of intent to run than vacancies exist on the Board.

The foregoing resolution was adopted on this 20 day of FEBRUARY,
2016 by the Board of Directors of Matanzas Cut Homeowners' Association, Inc.

Matanzas Cut Homeowners' Association, Inc.



President

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