Philbrook Farms Homeowners Association
2022 Bylaws Amendments

The following amendments to the Association Bylaws dated July 18th, 2018 were approved by a vote of the members at the Annual Meeting concluded on June 27th, 2022. The amended text replaces each corresponding Clause in its entirety.

Clause 5.5.2.1

5.5.2.1 If a vote of the membership is taken by mail-in or electronic ballot, then the affirmative vote of at least 34% of the Total Voting Power entitled to be cast will decide a question presented in the ballot, or greater percentage if a greater percentage than a majority is required by law, the Declaration, Articles, or Bylaws.

Clause 6.3

6.3 Number of Directors. Except for the Initial Board of Directors, a Board of Directors consisting of three directors will manage the affairs of the Association. Except during Declarant' s control, the number of directors may be increased or decreased from time to time by a majority vote of at least 34% of the members of the Association but a decrease will not have the effect of shortening the term of any incumbent director.

Clause 6.7.3

6.7.3 Annual Election Voting. Voting for the annual election of directors by the members may be accomplished at the annual meeting or by ballots delivered, mailed or e-mailed to the Secretary of the Association. Each member may cast the member's vote for each position that will become open on the Board of Directors. There will be no cumulative voting in the election of directors, and no member may cast more than the member's vote for any nominee. Once the Board has given notice of the nominees for Board positions, and if the voting for directors is to be accomplished by mail or e-mail, the Secretary will mail or e-mail ballots to all members listing the nominees for election as directors. The ballots must have a return deadline of 30 days from the date of mailing. A quorum for the purpose of electing directors at a meeting or by ballot in lieu of a meeting consists of receipt of ballots representing at least 34% of the Total Voting Power. If insufficient ballots to achieve a quorum are received by the deadline, the officers must solicit the return of additional ballots. At the deadline, meeting, or a later time as a quorum is achieved, the results will be determined and described in a certificate by the Secretary sent to the President and the nominees who were elected.

Clause 6.8

6.8 Removal of Directors. Any one or more of the directors elected by the membership may be removed, either with or without cause, at any time by a majority of at least a 34% vote of the Total Voting Power of the Association represented in person or by proxy at a meeting of members called for that purpose at which a quorum is present. At this meeting, a successor may immediately be elected to fill the vacancy upon the vote of a majority of the Total Voting Power represented in person or by proxy at this meeting. The successor will serve for the unexpired term of the director. Any director whose removal has been so proposed will be given an opportunity to be heard at the meeting.

Clause 6.3

6.3 Number of Directors. Except for the Initial Board of Directors, a Board of Directors consisting of a minimum of three and a maximum of five directors will manage the affairs of the Association. Except during Declarant's control, the number of directors may be increased or decreased from time to time by a majority vote of the members of the Association but a decrease will not have the effect of shortening the term of any incumbent director.

Clause 6.7.2

6.7.2 Subsequent Directors. At the Turnover Meeting, the members must elect three directors by ballot. One director will serve a 1-year term, and two directors will serve a 2-year term as determined by the members. Each director's term thereafter will be a 2-year term. In each succeeding year, elections must be held each year at the annual general membership meeting for director(s) whose term(s) is/are expiring, unless a vacancy occurs prior to the normal expiration of that director's term, in which instance the procedure described in Section 6.11 applies. Each term will commence on the first day of the month after the director is elected and continue for 12 months. Each year, the Board of Directors will hold an Annual Board meeting after the election of new directors to appoint officers, set a regular meeting schedule, and conduct other business. When expanding the number of directors on the board, the term of the new directors is assigned as one or two years to keep the director terms staggered on alternating years.

Clause 7.1

7.1 Designation and Qualification. The Board of Directors, by resolution adopted by a majority of the directors, may designate and appoint one or more Board committees, each of which will consist of at least one director, any number of members of the Association and nonmembers. The designation and appointment of any committee and the delegation of authority may not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or the Board or director by law. By resolution adopted by a majority of the directors in office, the Board may remove from any committee a member of a committee and may fill any vacancy on any committee, whether the vacancy is caused by resignation, removal, or otherwise.

I certify that collectively the amendments were approved at the 2022 Annual Meeting by an affirmative vote of 165 homeowners (66%), which exceeds the Bylaws Clause 11.1 requirement of 60% of the Total Voting Power of the Association.

The amendments became effective on June 28th, 2022.

Darwin A. Engwer
Secretary, Board of Directors, Philbrook Farms Homeowners Association