

LANGUAGE TO AMEND THE BYLAWS OF
AVENBURY LAKES HOMEOWNERS ASSOCIATION, INC.

The Board of Directors for the Avenbury Lakes Homeowners Association, Inc. proposes that the Bylaws of Avenbury Lakes Homeowners Association, Inc. ("Bylaws"), Avon, Ohio, be amended as follows:

DELETE BYLAWS ARTICLE VI, SECTION 6.1 entitled, "Election of Trustees," in its entirety. Said deletion to be taken from Page 3 of the Bylaws, as recorded at Lorain County Records, Instrument No. 2011-0361040.

INSERT a new BYLAWS ARTICLE VI, SECTION 6.1 entitled, "Election of Directors." Said new addition, to be added to Page 3 of the Bylaws, as recorded at Lorain County Records, Instrument No. 2011-0361040, is as follows:

Section 6.1. Election of Directors. To elect Directors, the following procedures will be used:

6.1.1. Annual or Special Meeting. Directors will be elected at the annual meeting of members or a special meeting called for the purpose of electing Directors, by secret ballot. At the election, the Members, or their proxies, may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration and these Bylaws. The persons receiving the largest number of votes will be elected. Unless the nominated candidates who have received the largest number of votes agree otherwise, ties, including if there are an equal number of nominees as there are positions with different terms, will be determined by lot or flip of a coin by the chair or moderator of the meeting.. Cumulative voting is not permitted.

6.1.2. Election Results Meeting. In accordance with Bylaws Article XII, Section 12.1.2, if the Board determines that a physical, in person meeting of the Members will not occur in any given year, the Board may decide to hold the needed election by mail-in or electronic ballot. For a mail-in or electronic ballot election, the following applies:

6.1.2.1 The election will be by secret written or electronic ballot and conducted in accordance with the other provisions of these Bylaws. Any costs associated with the election of Directors, including any mailings or electronic voting costs, are common expenses.

6.1.2.2. Ballots, either electronically or with dual return envelopes and information sheets submitted by the candidates, if any, will be sent to the Members at least 30 days before the date of the scheduled election results meeting. If the ballots are not sent 30 days or more before the date of scheduled election and if there are

more candidates than the number of vacancies on the Board to be filled, the Board must reschedule the date of the election results meeting to a new date that is at least 30 days, but less than 60 days, from the date the ballots are sent to the Members. The Association is not required to send ballots to the Members if there are an equal number of nominations as there are candidates, and the terms for all open positions are equal; in which case the nominated candidates will automatically be elected to the Board of Directors at the election results meeting.

6.1.2.3 The ballots, whether electronic or written, will list the number of open seats for Directors up for election and list the names of all of the nominated candidates. If mailed, the outside envelope must be signed by the Member(s) and used as a record of receipt of the Member's ballot as well as to determine quorum; if the outside envelope is not signed, the ballot inside will not be counted. If electronic voting is used, the electronic voting system must protect the secrecy of the ballot, while maintaining the integrity of the voting process by only permitting each Lot to exercise their allotted vote once, so that the Election Committee or any other individuals can only identify that a Lot has voted, and not how a Lot has voted. Ballots submitted electronically will also count toward quorum.

6.1.2.4 Ballots must be returned, within the dual envelopes or electronically, no later than the date and time the Board sets for the receipt of ballots, which can be up to and include the date of the election results meeting, but not less than four hours before the calling to order of the Association election results meeting.

6.1.2.5 Ballots received subsequent to the date and time the Board sets in accordance with Section 6.1.2.4 above, will be held invalid.

6.1.2.6 Prior to the start of the election results meeting:

6.1.2.6.1 The Board must appoint an Election Committee consisting of at least three persons, two of whom must be Members of the Association. Members of the Election Committee may not be related to or occupy the residence of any nominated candidate. The Election Committee is responsible for: (i) verifying the signature envelopes and opening the ballot envelopes or receiving the results from the electronic voting process, (ii) counting each valid ballot submitted, and (iii) verifying the results of the election. The Election Committee will provide the ballots and results to the Chairperson of the election results meeting. The Chairperson will announce the results during the election results meeting.

6.1.2.6.2 The Board will adopt a procedure for the Election Committee to allow it to verify that no more than one vote per Lot has been cast and to ensure that the vote of any Member remains anonymous and is not disclosed to anyone, including the Election Committee.

6.1.2.6.3 The Election Committee may commence the opening of envelopes and counting of votes immediately after the deadline for the receipt of ballots expires.

6.1.2.6.4 Unless the nominated candidates who have received the largest number of votes agree alternatively, the candidates receiving the most votes will be elected to the longest available terms, and ties, including if there are an equal number of nominees as there are positions with different terms, will be determined by lot or flip of a coin during the election results meeting electing Directors. Cumulative voting is not permitted.

6.1.2.6.5 The election results meeting may be held in person or electronically by the use of Authorized Communications Equipment. "Authorized Communications Equipment," as used in these Bylaws, means any communications equipment that is selected by the Board, in its sole discretion, that provides an electronic communication transmission, including but not limited to, by telephone, video conference, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention and participation of, the Member.

6.1.2.6.6 Unless the Board determines otherwise, the only persons permitted to attend the elections results meeting are the Board members, the Chair of the Election Committee, the candidates for Board election, the community association manager (if any), and the Association's legal counsel. Those persons in attendance at the election results meeting, whether physically or by Authorized Communications Equipment, constitute a quorum for the meeting. The only business permitted during the election results meeting is the announcement of the results of the election, including the resolution of any tie votes. The Board must notify all Members of the results of the election within five business days following the conclusion of the election results meeting.

6.1.2.6.7 The Board may adopt any additional regulations, procedures, or rules as may be necessary to effectuate the intent and purpose of the mail-in and electronic ballot provision.

DELETE BYLAWS ARTICLE VI, SECTION 6.2 entitled, "Nominations Committee," in its entirety. Said deletion to be taken from Page 3 of the Bylaws, as recorded at Lorain County Records, Instrument No. 2011-0361040

INSERT a new BYLAWS ARTICLE VI, SECTION 6.2 entitled, "Nominations Committee." Said new addition, to be added to Page 3 of the Bylaws, as recorded at Lorain County Records, Instrument No. 2011-0361040, is as follows:

Section 6.2 Nominations Committee. For the nominations for the election of Directors, the procedure is:

6.2.1 Annual or Special Election Meetings. Nominations for election of the Board of Directors will be made by a Nominations Committee appointed by the Board. The Nominations Committee will consist of three persons appointed each year, one of whom will be a Director and two persons who are Members but not Directors. The members of the Nominations Committee will be appointed at least 60 days before the date on which the election of Directors is held. The slate of candidates to be nominated by the Nominations Committee will be completed at least 45 days before the date of the election. The Nominations Committee will make at least as many nominations for election to the Board of Directors as it in its discretion determines, but not less than the number of vacancies that are to be filled. No nominations may be made from the floor at the meeting at which the Directors are to be elected.

6.2.2. Mail-In or Electronic Ballot Elections. Notice of a special meeting called for the election of members to the Board will be sent to Members at least 60 days prior to the meeting. The notice will include the meeting date, time, and location, the qualifications for serving on the Board, the number of positions open for election, and their respective terms.

6.2.2.1 Not less than 45 days before the special meeting for election, any Member, including any current Director whose term is to expire as of the date of the meeting, who desires to be a candidate for the Board, must submit to the Board a written statement of nomination signed by the nominated candidate. The nominated candidate may also include an information sheet, no larger than 8 ½ by 11 inches, containing their biographical information and affirming their candidacy. The Board may nominate additional candidates as provided for in paragraph 6.2.2.2, below.

6.2.2.2 The number of nominees must at least equal the number of vacancies on the Board that are to be filled. If there are fewer nominees than vacancies, the Board will serve as a Nominations Committee and must nominate additional Member(s) to be elected prior to the ballots being sent to the Members so that there are, at all times, a sufficient number of nominees to fill all Board vacancies that are up for election.

DELETE BYLAWS ARTICLE VI, SECTION 6.3 entitled, "Ballots," in its entirety. Said deletion to be taken from Page 3 of the Bylaws, as recorded at Lorain County Records, Instrument No. 2011-0361040.

RENUMBER BYLAWS ARTICLE VI, SECTION 6.4 TO READ ARTICLE VI, SECTION 6.3. Said modification to be made on Page 3 of the Bylaws, as recorded at Lorain County Records, Instrument No. 2011-0361040.

MODIFY the LAST SENTENCE of BYLAWS, ARTICLE VI, SECTION 6.3 (FORMERLY SECTION 6.4) in its entirety. Said modification to be made on Page 3 of the Bylaws, as recorded at Lorain County Records, Instrument No. 2011-0361040, is as follows (deleted language struck through; added language underlined):

After the announcement of the election results by the Elections Committee, unless a review of the procedure is demanded by thirty-five (35%) of the members casting ballots in the election within ten (10) days after the election, ~~the ballots shall be destroyed and the results shall thereupon~~ will be final.

INSERT a new SENTENCE to the end of BYLAWS ARTICLE XI, SECTION 11.4. Said new addition, to be added to Page 7 of the Bylaws, as recorded at Lorain County Records, Instrument No. 2011-0361040, is as follows:

Ballots submitted by mail or electronically will also count the Lot towards the quorum.

DELETE BYLAWS ARTICLE XII, SECTION 12.1 entitled, "Form of Vote," in its entirety. Said deletion to be taken from Page 8 of the Bylaws, as recorded at Lorain County Records, Instrument No. 2011-0361040.

INSERT a new BYLAWS ARTICLE XII, SECTION 12.1 entitled, "Form of Vote." Said new addition, to be added to Page 8 of the Bylaws, as recorded at Lorain County Records, Instrument No. 2011-0361040, is as follows:

Section 12.1. Form of Vote. Each Member may vote by in person or by proxy by use of written ballot at the meeting except, in the absence of an in person annual or special meeting conducted for the purpose of electing Directors to the Board, Members will vote prior to the meeting by mail-in or electronic ballot in accordance with Section 12.1.3. below.

12.1.1 Voting In Person. For meetings that are held in person and provide for physical attendance, Members may vote in person, except as prohibited by law.

12.1.2. Voting By Proxy. For meetings that are held in person and provide for physical attendance, Members may vote, act, or execute consents, waivers, or releases by proxy. Each proxy will be executed in writing by the Member entitled to vote and must be returned to the Association by regular mail, hand delivery, electronic mail, or other method of delivery provided for or permitted by the Board. No proxy will extend beyond a period of 12 months, and every proxy will cease if the person granting the proxy ceases to be a Member by conveyance of the Lot.

12.1.3. Action by Mail-In or Electronic Ballot. The Board of Directors, in its sole discretion, may determine that physical, in person attendance by the Members at an annual or special election meeting will not occur and alternatively, schedule an election results meeting that will be conducted in accordance with the procedures outlined in Bylaws Article VI, Section 6. The Board's decision to not have a physical, in person meeting must be approved by at least a majority of the Directors at Board meeting or by unanimous written consent of all Directors if the vote was conducted by electronic mail. The Board's purpose or reason for scheduling an election results meeting rather than conducting an annual or special election meeting must be recorded in the Board meeting minutes. Members will be notified at least 60 days in advance of the scheduled election results meeting that the meeting will occur and Members will then be permitted to vote for Directors by mail-in or electronic ballot as further provided for in Bylaws Article VI, Section 6.

DELETE BYLAWS ARTICLE XII, SECTION 12.2 entitled, "Proxies," in its entirety. Said deletion to be taken from Page 8 of the Bylaws, as recorded at Lorain County Records, Instrument No. 2011-0361040.

Any conflict between these provisions and any other provisions of the Declaration and Bylaws will be interpreted in favor of this amendment giving the Board the authority to decide when an election results meeting to elect Members to the Board of Directors will be held and to use mail-in and electronic ballots for the election. The invalidity of any part of the above provision does not impair or affect in any manner the validity or enforceability of the remainder of the provision. Upon the recording of this amendment, only Lot Owners of record at the time of the filing have standing to contest the validity of this amendment, whether on procedural, substantive, or any other grounds. Any challenge to the validity of this amendment must be brought in the court of common pleas within one year of the recording of this amendment.