

## **PROPOSED BYLAW AMENDMENT**

### **Pinnacle Estates Association**

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#### **Amendment to ARTICLE VI — Membership Meetings**

##### **Add New Section 13) Proxy and Absentee Voting**

Members in good standing may participate in Association meetings and cast votes in any of the following ways:

1. In person attendance at the meeting;
2. By written proxy;
3. By absentee written ballot submitted prior to the meeting.

Members participating by proxy or absentee ballot shall be considered present for purposes of quorum and voting.

The Association may establish reasonable procedures for:

- member identity verification;
- ballot submission deadlines;
- proxy validation;
- ballot counting;
- and preservation of voting records.

Absentee ballots and proxies must be received by the Association Secretary no later than the commencement of the meeting unless a different deadline is stated in the official meeting notice.

Ballots and proxies received after voting has commenced shall not be counted.

No member shall be denied the opportunity to vote solely because they are unable to physically attend a meeting.

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**Amendment to ARTICLE VI — Section 8**

Replace:

“all members voting in person”

With:

“all members voting in person, by valid proxy, or absentee ballot”

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**Amendment to ARTICLE VI — Section 9**

Replace:

“Voting shall be by majority vote of those members present at meetings.”

With:

“Voting shall be by majority vote of those members present at meetings, voting by absentee ballot, or represented by valid proxy.”

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**Amendment to ARTICLE VI — Section 11**

Replace:

“upon the favorable vote of the members present in person at an annual or special meeting of the membership.”

With:

“upon the favorable vote of the members present in person, voting by absentee ballot, or represented by valid proxy at an annual or special meeting of the membership.”

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**Amendment to ARTICLE VI — Section 12**

Replace Existing Section 12 With:

Nominations for Officers and Directors may be submitted by any member in good standing.

Nominations submitted not less than forty-five (45) days prior to the annual meeting shall be included with ballots, proxy forms, and meeting notices distributed to the membership not less than thirty (30) days prior to the annual meeting.

Candidates nominated prior to the nomination deadline shall appear on the official ballot distributed to the membership.

If no qualified nominations are received prior to the nomination deadline for a particular office or director position, nominations for that position may be accepted from the floor at the annual meeting.

Nothing herein shall prohibit a member from declining nomination prior to the final preparation of ballots.

The Association shall not unreasonably restrict or deny qualified member nominations.

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### **Amendment to ARTICLE VI — Meeting Notice and Election Materials**

Add New Section 14)

Notice of annual meetings, special meetings, elections, proposed amendments, assessments, ballots, proxy forms, and candidate information shall be provided to the membership not less than thirty (30) days prior to the meeting.

Notice shall be delivered by:

- United States Mail to the member's last known mailing address on file with the Association; and/or
- electronic mail where a member has voluntarily provided an email address for Association communications.

The notice shall include:

- the date, time, and location of the meeting;
- the purpose of the meeting;
- all proposed amendments or assessment proposals;
- official ballots;
- proxy forms;
- and the names of all known candidates for election.

The Association may additionally publish meeting notices and related materials through community websites, electronic communications, or other customary communication methods used by the Association.

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**Amendment to ARTICLE VIII — Election of Officers and Directors**

Replace Existing Language:

“Voting to be by the members in good standing and in attendance of such meeting.”

With:

Voting for the election of Officers and Directors shall be conducted by members in good standing who are:

- in attendance at the meeting;
- voting by absentee ballot;
- or represented by valid proxy.

The Association shall utilize written ballots, proxy voting, absentee voting, or a combination thereof for officer and director elections.

Election results shall be counted, documented, announced, and preserved as part of the official records of the Association.

The recorded election results shall include:

- total eligible voters;
- total ballots cast;
- in-person votes;
- proxy votes;
- absentee ballots;
- and the final vote totals received by each candidate.

Election results shall be announced at the meeting and included in the official meeting minutes.

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**Amendment to ARTICLE IX — Section 1**

Replace Entire Section With:

These By-Laws may be amended, altered, changed, added to, or repealed only by an affirmative vote of not less than two-thirds (2/3) of the members who vote at a meeting properly called for that purpose.

The Board of Directors and Officers shall not have authority to independently amend these By-Laws without approval of the membership.

No annual assessment increase exceeding the prior year's assessment amount, and no special assessment of any kind, shall be imposed without approval by not less than two-thirds (2/3) of the members entitled to vote.

All proposed assessments shall include:

- the purpose of the assessment;
- the estimated total amount to be raised;
- the estimated cost per member or lot;
- and a summary of the intended use of the funds.

No amendment affecting property use restrictions, land use restrictions, annual assessments, special assessments, voting rights, or member rights shall become effective unless approved by not less than two-thirds (2/3) of the members entitled to vote.

Notice of any proposed amendment shall include the full text or substantial summary of the proposed changes and shall be provided to the membership not less than thirty (30) days prior to the meeting at which the vote will occur.

Official ballots and proxy forms shall be distributed with the meeting notice for any vote involving amendments, assessments, or elections.

Votes may be cast in person, by valid proxy, or absentee ballot.

The Association shall document and preserve the results of all membership votes relating to By-Law amendments, land use restrictions, assessments, elections, or other matters submitted to the membership for approval.

The recorded results shall include:

- total eligible voters;
- in-person votes;
- proxy votes;
- absentee ballots;

- total votes cast;
- affirmative votes;
- negative votes;
- and whether the required approval threshold was achieved.

The final vote totals shall be announced at the meeting and included in the official meeting minutes maintained by the Association.

Ballots, proxies, and vote tabulations shall be preserved by the Association for not less than three (3) years following the vote.

Any prior or future land use restriction, covenant amendment, restatement, or recorded modification adopted without the authority required by these By-Laws or without documented member notice and member approval shall be deemed unauthorized by the Association.

The Association shall maintain documentation reasonably demonstrating:

- the notice provided to the membership;
- the required approval threshold;
- the final recorded vote totals;
- and the authority supporting all recorded land use restrictions, covenant amendments, restatements, and related filings.

The Association shall take all reasonable steps necessary to correct, withdraw, repeal, or remove unauthorized filings from the Association records and applicable public recording records.

These amendments shall become effective immediately upon approval by the membership.