

**BALLOT QUESTIONS – PLEASE VOTE FOR QUESTIONS 1, 2, AND 3
(SEE REVERSE SIDE)**

Oakland Mills Community Association Election 2017-2018

Ballot Questions

Changes to the Oakland Mills Community Association (OMCA) Articles of Incorporation are guided by Articles of Incorporation - Article NINTH 5. and 6. and By-Laws Section 1.05.

The requirements for changes to the Articles of Incorporation are that 2/3 of the Board of Directors and a quorum of the majority of all OMCA members entitled to vote cast votes for the change. Since achieving voter turnout of the majority of members is extremely rare, a two-step process may be authorized.

One of the requirements for changes to the OMCA Articles of Incorporation from the Corporation law referenced in the Articles and the By-Laws is that to use the two-step process it must be stated in the original notice of the meeting that if a quorum of members is insufficient to approve a proposed action, an additional meeting may be held at which another vote may be taken and those present at the meeting will constitute the necessary quorum to approve whatever action could not be approved at the original meeting.

Our election process is considered a meeting. If a quorum is not achieved in the first meeting, a second meeting will be announced. The voters at the second meeting will make the final determination on the ballot question concerning the Articles of Incorporation.

Question 1

Background – The OMCA Articles of Incorporation, Article EIGHTH, currently requires that at least two members of the Board of Directors shall be members of the OMCA. The proposed change would require that all members of the Board of Directors be members of OMCA.

Proposed change to Articles of Incorporation

Delete current Article EIGHTH in its entirety, and substitute the following:

The affairs of the corporation shall be managed by a Board of at least five (5) directors, all of whom shall be members of the Association as of the date of their election through their entire term. If a director ceases to be a member before that director's term expires, that director's seat shall be considered vacant and the remaining members of the Board of Directors shall fill that position pursuant to the procedures provided herein and in the By-Laws.

_____ For Change to Article EIGHTH

_____ Against Change to Article EIGHTH

**BALLOT QUESTIONS – PLEASE VOTE FOR QUESTIONS 1, 2, AND 3
(SEE REVERSE SIDE)**

Changes to the OMCA By-Laws are guided by the By-Laws Section 1.05.

The requirement for changes to the By-Laws is that a quorum of 10% of all OMCA members cast votes in the election, and the majority of those votes are for the change.

Our election process is considered a meeting. If a quorum is not achieved in the first meeting, a second meeting will be announced. The voters at the second meeting will make the final determination on the ballot question concerning the By-Laws.

Question 2

Background – The OMCA By-Laws Section 2.03 covers the election of the Board of Directors and removal of a director by the members of the OMCA. The proposed change would clarify the title of Section 2.03 and provide a simpler method for removal of a director by the Board of Directors in the specific situation when the director is no longer a member of OMCA during their term in office.

Proposed change to By-Laws

Section 2.03 – Change the title to: Election and Removal of Directors

Add the following sentence at the end of the paragraph:

If a director is no longer a member of the Association before the expiration of that director’s term, the Board of Directors may remove that director from office and appoint a successor.

_____ For Change to Section 2.03

_____ Against Change to Section 2.03

Question 3

Background – As explained in the introductions to Question 1 and Question 2, if the appropriate quorum is not achieved, a second meeting will be announced. Question 3 authorizes that second meeting.

_____ I authorize an additional meeting if there is not a quorum for any question.

_____ I do not authorize an additional meeting if there is not a quorum for any question.

If voting by mail, please vote for questions 1, 2, AND 3 and return both ballot pages in the enclosed envelope.