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April 7, 2021

Seldom Seen Acres Condominium
c/o Derek Shank, Community Association Manager
Capital Property Solutions
P.O. Box 630
Worthington, Ohio 43085-0630

Re: Mail-In and Electronic Voting and Virtual Meeting
Amendment

Dear Mr. Shank:

Enclosed, please find the *original*, fully executed and recorded Amendment to the Declaration of Condominium Property for Seldom Seen Acres Condominium. The Amendment was filed with the Delaware County Recorder's Office on February 26, 2021, at Volume 1831, Page 1269 et seq., and became binding and effective on the date it was filed. Please keep the original Amendment in the Association's *permanent* file.

The Board must notify every unit owner that the Amendment has passed and been filed for record with the County. The Board's notice should, at a minimum, indicate the date the Amendment was recorded and the County's Instrument number. The Board may send the notice by regular U.S. mail, hand delivery, or, for those owners who have opted into electronic communications, any owner who has provided the Association with an email address.

Along with the notice to the owners, the Board can include a copy of the recorded Amendment itself, especially when being sent by email, so that owners are more likely to pass the Amendment on to future buyers. Alternatively, the Board may indicate how owners can obtain a copy of the recorded Amendment, such as by requesting a copy from the Association, or by obtaining a copy directly from the County Recorder's Office.

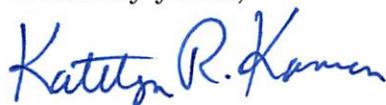
As the amendment has been recorded with the County, there are a number of steps the Board will need to implement as authorized by the amendment language and when preparing for a future annual meeting or other election meeting:

- 1) Identify the owners who will receive Association notices/communications electronically and owners will receive notices via regular mail. Only owners that opt in will receive electronically.
- 2) Schedule a Board meeting to make decisions on the following:
 - a. Determine if the meeting will be conducted in person or virtually. If it will be held virtually, the reason or purpose for not scheduling an in person meeting must be noted in the Board meeting minutes.
 - b. If the meeting will be held virtually, decide if voting will be conducted electronically or by mail.
 - c. Appoint a nominating committee or decide the Board will serve as a nominating committee, and establish a deadline for when nominations must be made.
 - d. Determine the date of the meeting and the date/time when all ballots must be received.
- 3) Inform owners the date when nominations are open and the date when nominations need to be submitted by (must be received prior sending the meeting notice).
- 4) Send owners the meeting notice at least 15 days before the meeting. For virtual meetings, when there are more nominated candidates than there are vacancies or the terms of the positions up for election are unequal, and if any owners are voting by mail-in or electronic ballot, enclose the ballot or provide instructions to vote electronically in the same mailing as the meeting notice. If the meeting is virtual, the hyperlinks, login or any other pertinent information necessary for the owner to attend virtually will need to be included in the meeting notice.
- 5) Hold the meeting.
- 6) If the meeting is conducted virtually, have the nominating committee, or the Board if a committee is not appointed, count ballots, which may be done before the meeting or during the meeting. If the meeting is conducted in person, the nominating committee or Board will count the votes at the meeting. Announce the election results at the meeting.
- 7) Inform the owners of the election results no later than 15 days after the meeting.

Now that the Amendment has been recorded and delivered to the Association, our work on this matter is complete and I have closed our file accordingly. It has been my pleasure to work together with the Association on this matter.

Should you or any of the other Board members wish to further discuss this matter, please do not hesitate to telephone me.

Sincerely yours,



Katelyn R. KAMAN

KRK:mml

Enclosure

cc: All Board members (via electronic mail only)



Doc ID: 013838230010 Type: OFF
Kind: DECLAR AMEN
Recorded: 02/26/2021 at 04:09:57 PM
Fee Amt: \$102.00 Page 1 of 10
Workflow# 0000246218-0001
Delaware County, OH
Melissa Jordan County Recorder
File# 2021-00009524

BK **1831** PG **1269-1278**

KAMAN & CUSIMANO ATTORNEYS AT
LAW
8101 N HIGH ST
SUITE 370
COLUMBUS, OH 43235

Delaware County
The Grantor Has Complied With
Section 319.202 Of The R.C.

DATE 2/22/2021 Transfer Tax Paid 0
~~TRANSFERRED OR TRANSFER NOT NECESSARY~~
Delaware County Auditor By TLH

AMENDMENT TO THE
DECLARATION ESTABLISHING CONDOMINIUM PROPERTY
FOR
SELDOM SEEN ACRES CONDOMINIUM

PLEASE CROSS MARGINAL REFERENCE WITH THE DECLARATION
ESTABLISHING CONDOMINIUM PROPERTY FOR SELDOM SEEN ACRES
CONDOMINIUM RECORDED AT OR BOOK 651, PAGE 976 ET SEQ. OF THE
DELAWARE COUNTY RECORDS.

**AMENDMENT TO THE
DECLARATION ESTABLISHING CONDOMINIUM PROPERTY FOR
SELDOM SEEN ACRES CONDOMINIUM**

RECITALS

- A. The Declaration Establishing Condominium Property for Seldom Seen Acres Condominium (the "Declaration") and the Bylaws of Seldom Seen Acres Condominium Association (the "Bylaws"), Exhibit F the Declaration, were recorded at Delaware County Records, OR Book 651, Page 976 et seq.
- B. The Seldom Seen Acres Condominium Association (the "Association") is a corporation consisting of all Unit Owners in Seldom Seen Acres Condominium and as such is the representative of all Unit Owners.
- C. Declaration Article XIX, Section 1 authorizes amendments to the Declaration and Bylaws.
- D. Unit Owners representing at least 75 percent of the Association's current voting power, have executed instruments in writing setting forth specifically the matter to be modified (the "Amendment").
- E. As of December 4, 2020, Unit Owners representing 76.52 percent of the Association's voting power have signed and delivered to the Association written consents, along with limited powers of attorney, in favor of the Amendment and authorizing the Association's officers to execute the Amendment on their behalf.
- F. Attached as Exhibit A is a certification of the Association's President and Secretary stating that the Amendment was duly adopted in accordance with the Declaration provisions in all material respects.
- G. The Association has complied with the proceedings necessary to amend the Declaration and Bylaws, as required by Chapter 5311 of the Ohio Revised Code and the Declaration and Bylaws, in all material respects.

AMENDMENT

The Declaration Establishing Condominium Property for Seldom Seen Acres Condominium is amended by the following:

DELETE BYLAWS SECTION III, PARAGRAPH 4 entitled, "Notice of Meeting of Unit Owners," in its entirety. Said deletion to be taken from Page G-1 and G-2 of the Bylaws, Exhibit F of the Declaration, as recorded at Delaware County Records, OR Book 651, Page 976 et seq.

INSERT a new BYLAWS SECTION III, PARAGRAPH 4 entitled, "Notice of Meeting of Unit Owners." Said new addition, to be added to Page G-1 of the Bylaws, Exhibit F of the Declaration, as recorded at Delaware County Records, OR Book 651, Page 976 et seq., is as follows:

4. Notice of Meeting of Unit Owners. Written notice of each meeting of Unit Owners will be given by, or at the direction of, the secretary or person authorized to call the meeting, by personal delivery or by mailing a copy of the notice, postage prepaid, at least fifteen days before the meeting, to each Unit owner entitled to vote at the meeting, addressed to the Unit Owner's address last appearing on the books of the Association, or supplied by the Unit to the Association for the purpose of notice, whichever is most recent. The notice will specify the place, day and hour of the meeting, and in the case of a special meeting, the specific purposes of the meeting, and in the case of special meetings called by the petition and written request of Unit Owners, the specific motion or motions (other than procedural) to be voted upon.

If the meeting is held via Authorized Communications Equipment, as defined in Bylaws Section III, Paragraph 5, as amended, the meeting notice must include any applicable links, access codes, password, telephone numbers, and/or other pertinent information that is necessary to allow the Unit Owner to participate at the meeting via the Authorized Communications Equipment.

INSERT a TWO new SUB-PARAGRAPHS to the end of BYLAWS SECTION III, PARAGRAPH 5. Said new addition, to be added to Page G-2 of the Bylaws, Exhibit F of the Declaration, as recorded at Delaware County Records, OR Book 651, Page 976 et seq., is as follows:

Prior to the meeting notice being sent to the Unit Owners in accordance with Bylaws Section III, Paragraph 4, as amended, the Board will determine whether the meeting will be conducted physically so that the Unit Owners may attend in person, or 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 Unit Owner.

If Authorized Communications Equipment is used, the persons utilizing the Authorized Communications Equipment must have the ability to communicate with the other participants to indicate their motion, vote, or statement, provided that the president, chair, or other person designated by the Board moderating the meeting, may silence or mute the Authorized Communications Equipment utilized by Unit Owners to attend the meeting, unless the Unit Owner is voting or has been recognized by the meeting chair or moderator to participate in the meeting. The meeting chair or moderator has the authority to decide and determine all procedural motions or other procedural matters to be decided at the meeting, including points of order and adjournment. The Board's purpose or reason for not conducting an in-person meeting and instead having a meeting via Authorized Communications Equipment must be documented in the Board's meeting minutes.

MODIFY BYLAWS SECTION III, PARAGRAPH 6 entitled "Quorum." Said modification to be made on Page G-2 of the Bylaws, Exhibit F of the Declaration, as recorded at Delaware County Records, OR Book 651, Page 976 et seq is as follows (deleted language is struck through; new language is underlined):

6. Quorum. The Unit Owners present, either in person or by proxy at a physical meeting providing for in person attendance or that attend by using the method of Authorized Communications Equipment approved by the Board for meetings that are held via Authorized Communications Equipment, at any duly called and noticed meeting of the Association, will shall constitute a sufficient quorum for that meeting. Ballots submitted via mail or by Electronic Voting Technology, as defined in Bylaws Section III, Section 9(b), as amended, also will count that Unit towards the quorum. The Board of Directors may adopt procedures and guidelines to permit the Association to verify that the person attending, either in person or by Authorized Communications Equipment, is a Unit owner that is eligible to vote and to maintain a record of any vote.

DELETE BYLAWS SECTION III, PARAGRAPH 9 entitled, "Proxies," in its entirety. Said deletion to be taken from Page G-2 and G-3 of the Bylaws, Exhibit F of the Declaration, as recorded at Delaware County Records, OR Book 651, Page 976 et seq.

INSERT a new BYLAWS SECTION III, PARAGRAPH 9 entitled, "Voting Methods." Said new addition, to be added to Page G-2 of the Bylaws, Exhibit F of the Declaration, as recorded at Delaware County Records, OR Book 651, Page 976 et seq., is as follows:

9. Voting Methods. Prior to sending the notice for any meeting, as required by Bylaws Section III, Paragraph 4, as amended, and depending on the conduct of the meeting as determined by the Board in accordance with Bylaws Section III, Paragraph 5, as amended, voting will be conducted via one of the following methods:

a. For meetings that are held in person and provide for physical attendance, Unit Owners may vote in person or by proxy. The person appointed as proxy need not be a member of the Association. Each proxy will be executed in writing by the Unit Owner 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. Every proxy will automatically cease upon conveyance of the Unit by the Unit Owner, but will not be valid after the expiration of eleven months after it is made, unless it specifies the date on which it is to expire or provides for an additional length of time for the proxy to continue in force.

b. Voting by Mail and Electronic Voting Technology. For meetings that are held via Authorized Communications Equipment, voting will be conducted by mail or through the use of Electronic Voting Technology that is approved by the Board. "Electronic Voting Technology" as used in these Bylaws, means an electronic voting system that accurately and securely records the voting Unit Owner's intent to cast a ballot on a matter in the way identified by the Unit Owner, and provides for the counting of electronic votes submitted, including by means of internet, application, web, virtual, or other electronic technology. All matters to be voted on at a meeting utilizing Electronic Voting Technology must be sent to the Unit Owners no later than the date the meeting notice is sent to the Unit Owners in accordance with Bylaws Section III, Paragraph 4, as amended. Voting via mail or by use of Electronic Voting Technology is considered to be voting at the meeting, as if the Unit Owner were physically present.

Any ballots, regardless of method, received subsequent to the calling of the vote at the meeting will be held invalid. Any costs associated with voting, including mailing costs, printing, Authorized Communications Equipment and Electronic Voting Technology costs and subscriptions, are common expenses. The Board may adopt any additional regulations, procedures, or rules as may be necessary to effectuate the intent and purpose of this voting provision to provide for the use of the desired voting method.

MODIFY BYLAWS SECTION IV, PARAGRAPH 6 entitled, "Nominations." Said modification, to be made to Page G-4 of the Bylaws, Exhibit F of the Declaration, as recorded at Delaware County Records, OR Book 651, Page 976 et seq., is as follows (deleted language is struck through; new language is underlined):

6. Nominations. Nominations for the election of Directors to be elected by the Unit Owners shall be made by a nominating committee appointed by the Board, or, if the Board fails to appoint a nominating committee, by the Board itself. ~~Nominations may also be made from the floor at a meeting.~~ The nominating committee, or Board, shall make as many nominations for election to the Board as it shall, in its sole discretion, determine, but no fewer than the number of vacancies that are to be filled and will verify that the nominees satisfy all qualification requirements of Bylaws Section IV, Paragraph 5. Prior to the meeting, the nominating committee will establish a process and deadlines by which any Unit Owner may submit their name to the nominating committee as a candidate, and the nominating committee must nominate that Unit Owner if that Unit Owner satisfies all the qualifications to be a Director as further provided for in Bylaws Section IV, Paragraph 5. If there are fewer nominees than vacancies, the nominating committee must nominate additional member(s) to be elected prior to the ballots being sent to the Unit Owners so that there are, at all times, a sufficient number of nominees to fill all Board vacancies that are up for election. Nominations must be made prior to the notice of any meeting where Directors are to be held is sent in accordance with Bylaws Section III, Paragraph 4, as amended, so that the voting information containing all the candidates' names and an informational sheet, within size limitations determined by the Board, containing their biographical information and affirming their candidacy, can be transmitted to the Unit Owners no later than the sending of the meeting notice.

DELETE BYLAWS SECTION IV, PARAGRAPH 7 entitled, "Election," in its entirety. Said deletion to be taken from Pages G-4 of the Bylaws, Exhibit F of the Declaration, as recorded at Delaware County Records, OR Book 651, Page 976 et seq.

INSERT a new BYLAWS SECTION IV, PARAGRAPH 7 entitled, "Election of Directors." Said new addition, to be added to Page G-4 of the Bylaws, Exhibit F of the Declaration, as recorded at Delaware County Records, OR Book 651, Page 976 et seq., is as follows:

7. Election of Directors. Unless there are no more nominees than vacancies, election to the Board by the Unit Owners is by secret ballot, submitted either in person, by proxy, by mail, or by Electronic Voting Technology, as determined by the Board pursuant to Bylaws Section III, Paragraph 9, as amended. The Association is not required to send ballots to the Unit Owners via any method 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 meeting.

Regardless of the voting method, the Board must adopt rules and safeguards to determine a method by which the secrecy of the ballots are maintained for those Unit Owners while also maintaining the integrity of the voting process to ensure each Unit Owner has only exercised their allotted vote once so that any other individuals can only identify that a Unit has voted, and not how a Unit has voted. The ballots, whether electronic or written, will list the number of Director positions up for election and list the names of all of the nominated candidates.

If voting by mail, ballots must be submitted within dual envelopes. One of the two envelopes must contain the ballot itself, the "Ballot Envelope." The Ballot Envelope need not be signed. The second envelope must contain the Ballot Envelope and the ballot, the "Signature Envelope." The Signature Envelope must be signed by the Unit Owner(s) voting, and will be used as a record of receipt of the Unit Owner's ballot as well as to determine quorum. If the Signature Envelope is not signed by the Unit Owner(s), the ballot in the Ballot Envelope will not be counted.

For the election of Directors, the Unit Owners, 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. The persons

receiving the largest number of votes will be elected. Ties will be determined by lot or flip of a coin by the chair or moderator of the meeting. Cumulative voting is not permitted.

The nominating committee, or if the Board fails to appoint a nominating committee, the Board itself (excluding any incumbent Directors who are running for re-election), is responsible for (i) confirming all nominated candidates meet the qualifications to serve as a Director, (ii) receiving, verifying, and opening any ballots that are cast in person or by mail, (iii) receiving, verifying, and opening any ballots cast using Electronic Voting Technology, (iv) counting each ballot submitted through any voting method, and (v) verifying the results of the election by providing the ballots and results to the chair or moderator of the meeting, and the chair or moderator will announce the election results at the meeting to be reflected in the meeting minutes and ensuring the election results are provided to all Unit Owners no later than fifteen days after the meeting.

Any conflict between these provisions and any other provisions of the Declaration and Bylaws will be interpreted in favor of this amendment establishing a method to use mail-in and electronic ballots for electing members to the Board of Directors and permitting meetings to be conducted utilizing Authorized Communication Equipment. 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 Unit 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.

[SIGNATURES TO FOLLOW]

EXHIBIT A

CERTIFICATION OF PRESIDENT AND SECRETARY

STATE OF OHIO)
)
COUNTY OF Delaware) SS

louis DeMarco, and Nancy A. Wollenberg, being the duly elected and acting President and Secretary of the Seldom Seen Acres Condominium Association, certifies that the Amendment to the Declaration Establishing Condominium Property for Seldom Seen Acres Condominium was duly adopted in accordance with the provisions set forth in the Declaration for amendments in all material respects.

By: *louis DeMarco*
louis DeMarco,, its President

By: *Nancy A. Wollenberg*
Nancy A. Wollenberg, its Secretary

BEFORE ME, a Notary Public in and for said County, personally appeared the above-named louis DeMarco, and Nancy A. Wollenberg who acknowledged that they did sign the foregoing instrument and that the same is their free act and deed.

I have set my hand and official seal this 14th day of Jan, 2020.

[Signature]
NOTARY PUBLIC

Place notary stamp/seal here:
