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AMENDMENT TO THE
DECLARATION OF EASEMENTS, COVENANTS, CONDITIONS AND
RESTRICTIONS

FOR
STRATFORD GREEN AT MAYFAIR

PLEASE CROSS MARGINAL REFERENCE WITH THE DECLARATION OF EASEMENTS, COVENANTS, CONDITIONS AND RESTRICTIONS FOR STRATFORD GREEN AT MAYFAIR RECORDED AT INSTRUMENT NO. 54758487 OF THE SUMMIT COUNTY RECORDS

THIS WILL CERTIFY THAT A COPY OF THIS AMENDMENT TO THE DECLARATION OF EASEMENTS, COVENANTS, CONDITIONS AND RESTRICTIONS FOR STRATFORD GREEN AT MAYFAIR WAS FILED IN THE OFFICE OF THE FISCAL OFFICER OF SUMMIT COUNTY, OHIO.

DATED: 1-13-2021

BY: KRISTEN M. SCALISE CPA, CFE
FISCAL OFFICER

By: *Beverly Coble*
Beverly Coble

DOC #: 56605560



**AMENDMENT TO THE
DECLARATION OF EASEMENTS, COVENANTS, CONDITIONS AND
RESTRICTIONS FOR STRATFORD GREEN AT MAYFAIR**

RECITALS

A. The Declaration of Easements, Covenants, Conditions and Restrictions for Stratford Green at Mayfair (the "Declaration") and the Bylaws of Stratford Green Homeowners' Association, Inc. (the "Bylaws"), Exhibit B of the Declaration, were recorded at Summit County Records, Instrument No. 54758487.

B. The Stratford Green Homeowners' Association, Inc. (the "Association") is a corporation consisting of all Owners in Stratford Green and as such is the representative of all Owners.

C. Declaration Article XV, Section 15.11(d) authorizes amendments to the Declaration and Bylaws Article XII authorizes amendments to the Bylaws.

D. Owners representing at least majority 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 October 22, 2020, Owners representing 56 percent of the Association's voting power have signed and delivered to the Association written consents, along with powers of attorney, in favor of the Amendment and authorizing the Association's officers to execute the Amendment on their behalf.

F. The Association has complied with the proceedings necessary to amend the Declaration and Bylaws, as required by the Declaration and Bylaws, in all material respects.

AMENDMENT

The Declaration of Easements, Covenants, Conditions and Restrictions for Stratford Green at Mayfair and the Bylaws of Stratford Green Homeowners' Association, Inc., are amended by the following:

DELETE BYLAWS ARTICLE III, SECTION 9 entitled, "Proxies," in its entirety. Said deletion to be taken from Page 3 of the Bylaws, Exhibit B to the Declaration, as recorded at Summit County Records, Instrument No. 54758487.



INSERT a new BYLAWS ARTICLE III, SECTION 9 entitled, "Proxies and Action by Mail-In Ballot." Said new addition, to be added to Page 3 of the Bylaws, Exhibit B to the Declaration, as recorded at Summit County Records, Instrument No. 54758487, is as follows:

Section 9. Proxies and Action by Mail-In Ballot.

(a) **Proxies.** Members may vote, act, or execute consents, waivers, or releases in person or by proxy. **Mail-in** ballots may be used to vote only if physical attendance at a meeting by the Members does not occur, as further provided in these Bylaws. The person appointed as proxy need not be a member of the Association. Each proxy will be executed in writing by the Member entitled to vote by their duly authorized attorney-in-fact or appointed in any other manner permitted by Ohio law, which vote, act, or execution may be returned to the Association by regular mail, hand delivery, electronic mail or other method of delivery provided for or permitted under State law, and filed with the secretary. Without affecting any vote, act, or execution previously taken or authorized, the Member appointing a proxy may revoke a proxy by a later dated appointment of proxy received by the Association or by written notice of revocation of proxy received by the Association or communicated to the Association in an open meeting up to the time the vote or act is closed. The mere presence of the Member at a meeting does not revoke the appointment. Later dated appointments or revocations of a proxy have no effect on any previously taken or previously authorized vote. Every proxy will automatically cease upon conveyance of the Lot by the Member, or upon receipt of notice by the Secretary of the Board by the death or judicially declared incompetence of a Member, or upon the expiration of 11 months from the date of the proxy.

(b) **Action by Mail-In Ballot.** With respect to voting on matters that require a meeting, if it is determined by the Board of Directors that physical, in person attendance by the Members at a meeting cannot occur due to a local, state, or national emergency, order, or other similar circumstance, Members will vote by written ballot. Voting for Directors by written ballot will comply with the procedures set forth in Bylaws Article IV, Section 5 and Section 6, as amended.



MODIFY BYLAWS ARTICLE III, SECTION 12 entitled, "Action in Writing Without Meeting." Said modification, to be made on Page 3 of the Bylaws, Exhibit B to the Declaration, as recorded at Summit County Records, Instrument No. 54758487, is as follows (deleted language is crossed-out; new language is underlined):

Section 12. Action in Writing Without Meeting. All actions, except the election of and removal of a member of the Board, which may be taken at a meeting of the Association, may be taken without a meeting with the approval of, and in writing or writings signed by Members having the percentage of voting power required to take such action if same were taken a meeting. Such writing shall be filed with the secretary of the Association.

DELETE BYLAWS ARTICLE IV, SECTION 5 entitled, "Nomination." in its entirety. Said deletion to be taken from Page 4 of the Bylaws, Exhibit B to the Declaration, as recorded at Summit County Records, Instrument No. 54758487.

INSERT a new BYLAWS ARTICLE IV, SECTION 5 entitled, "Nominations." Said new addition, to be added to Page 4 of the Bylaws, Exhibit B to the Declaration, as recorded at Summit County Records, Instrument No. 54758487, is as follows:

Section 5. Nominations. For the nominations for the election of Directors, the procedure is:

A. Annual or Special Election Meetings. Members may nominate themselves by submitting their name to the Association prior to the meeting. Nominations may also be made from the floor at the annual or special election meeting.

B. Mail-In 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.

1. Not less than 40 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 2, below.

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 nominating 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 IV, SECTION 6 entitled, "Election," in its entirety. Said deletion to be taken from Page 5 of the Bylaws, Exhibit B to the Declaration, as recorded at Summit County Records, Instrument No. 54758487.

INSERT a new BYLAWS ARTICLE IV, SECTION 6 entitled, "Election of Directors." Said new addition, to be added to Page 5 of the Bylaws, Exhibit B to the Declaration, as recorded at Summit County Records, Instrument No. 54758487, is as follows:

Section 6. Election of Directors. To elect Directors, the following procedures will be used:

(a) **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. The persons receiving the largest number of votes will be elected. Ties will be determined by lot or flip of a coin during at the annual or special meeting for the purpose of electing Directors. Cumulative voting is not permitted.

(b) **Election Results Meeting.** In accordance with Bylaws Article III, Section 9(b), 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 ballot. For a mail-in ballot election, the following



applies:

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

(ii) Ballots 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, the nominated candidates will automatically be elected to the Board of Directors at the election results meeting.

(iii) The ballots, will list the number of open seats for Directors up for election and list the names of all of the nominated candidates. 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.

(iv) Ballots must be returned within the dual envelopes , 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 no more than two hours before the calling to order of the Association election results meeting.

(v) Ballots received subsequent to the calling to order of the said election results meeting will be held invalid.



(vi) Prior to the start of the election results meeting:

(i) The Board must appoint an Election Committee consisting of at least three persons, two of whom must be Owners. 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, (ii) counting each ballot, 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 during the election results meeting.

(ii) 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.

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

(vii) The candidates receiving the most votes will be elected to the longest available terms. Ties will be determined by lot or flip of a coin during the election results meeting electing Directors. Cumulative voting is not permitted.

(viii) The election results meeting may be held in person or by 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. 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.

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

Any conflict between these provisions and any other provisions of the Declaration and Bylaws will be interpreted in favor of this amendment giving the Association the authority to use mail-in ballots for voting purposes. 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 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.



The Stratford Green Homeowners' Association, Inc. has caused the execution of this instrument this 4th day of November, 2020.

STRATFORD GREEN HOMEOWNERS' ASSOCIATION, INC.

By: [Signature]
TAMMY AGOSTA, its President

By: [Signature]
KAREN WATSON, its Treasurer


STATE OF OHIO)
) SS
COUNTY OF Summit)

BEFORE ME, a Notary Public, in and for said County, personally appeared the above named Stratford Green Homeowners' Association, Inc., by its President and its Treasurer, who acknowledged that they did sign the foregoing instrument and that the same is the free act and deed of said corporation and the free act and deed of each of them personally and as such officers.

I have set my hand and official seal this 4th day of November, 2020.

[Signature]
NOTARY PUBLIC

Place notary stamp/seal here:



George Alan Sours
Notary Public, State of Ohio
My Commission Expires
August 06, 2023

This instrument prepared by:
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