



Homeowners' Association, INC.

3420 SW 320th Street B-3 Federal Way, WA 98023-2209

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www.twinlakeshoa.com

Notice to the Twin Lakes Homeowners' Association Members of a duly called meeting, for consideration of a By-Law amendment.

Wednesday, May 30th, 2018

Ladies and gentlemen, you are cordially invited to attend a special meeting, which will be held on Wednesday, May 30th, 2018 at the Twin Lakes Golf & Country Club in the Ballroom located at 3583 SW 320th Street, Federal Way, WA 98023 . Registration will be from 6:00 to 7:00 PM. The Special meeting will begin at 7:00 PM.

A By-Law amendment concerning member voting and Trustee elections will be discussed and voted on at this meeting. The full text of the proposed amendment is enclosed. The Board of Trustees is unanimously in favor of the acceptance of this By-Law change as presented by the Election Committee.

Enclosed are :

- letter from the Board of Trustees
- the agenda/rules for the evening
- proposed By-Law amendment
- a proxy form

If you cannot attend the meeting, please **sign and return the enclosed yellow proxy in the self-addressed, pre-paid envelope** to the Twin Lakes Homeowners office. **All proxies must be received in the Twin Lakes Office no later than 5:00 pm on Tuesday, May 29th.**

The timely return of proxies will help ensure that there are a sufficient number of homeowners present at the special meeting, in person or by proxy, to have a quorum (10%) and hold a vote on approving the By-Law amendment. If you return a proxy and then attend the meeting to vote in person, your proxy simply will not be used. We need owner participation in order for the Bylaw amendment to be adopted, so we encourage you to vote in whatever manner is most convenient for you. If you have questions or concerns, please contact our Community Association Manager, Steven Adams.

Respectfully,

The Board of Trustees of the Twin Lakes Homeowners' Association

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The Twin Lakes Board of Trustees has called a Special Meeting of the Members to vote on a By-Law amendment proposal (attached).

The proposed By-Law amendment would reform Trustee elections and Member voting. By State law, regulations regarding HOA voting and elections are found within our By-Laws. This is why the By-Laws must be amended for voting/election reform to take place.

After receiving feedback on problems with the existing voting and election system, the Board of Trustees formed an Election Committee to review these issues and work on changing our governing documents to improve these systems. The committee identified two main areas where improvement is needed. First, the current nomination process often excludes interested and qualified applicants. Second, "open proxies" granted to the Board of Trustees are inconsistent with our goal of fair, open, and member-driven voting practices. Two public meetings were called where members of the association provided valuable comment on the committee's proposal. This proposal has the unanimous backing of your current Board of Trustees, approval from TLHOA's legal counsel, and is now being put before the Members for your approval. We encourage you to vote YES and approve these amendments.

Short summary of proposed By-Law amendments (see attachment for full text) :

- To eliminate the problem of the Board amassing Members' votes, the use of "open proxies" would be discontinued and "directed proxies" would be used instead. Directed proxies are similar to ballots in that Members' specified voting preferences must be honored.
- Any Members who applied to run for a Trustee position would be assured a place upon the ballot if their dues and fines are paid and they attend an informational presentation explaining the responsibilities required to be a Trustee.
- At the present time, Members are only allowed to vote in-person or by proxy. An additional absentee method of voting would be available to Members (either a mail-in ballot or an electronic ballot). This would help to modernize our voting system and make participation in Association business more convenient for all members.
- A teller's committee (to handle and tally votes) would be formally adopted.

The Board of Trustees encourages Members to attend the Special Meeting if at all possible. If you cannot, or will probably not attend, the Board of Trustees asks you to return the included proxy form so that a quorum can be established and so that your vote can be counted.

You will find that your PROXY form is slightly different from years past. The Board of Trustees has voted to immediately implement what is referred to as a "DIRECTED PROXY" for this Special Meeting. The directed proxy is similar to a ballot in that it will be verified that your chosen proxy will vote *as you have indicated they must*.

If there are any questions regarding this Special Meeting of Members or the materials contained within, please call the TLHOA on-site manager Steven Adams at 253-838-0464 or e-mail at officemanager@twinlakeshoa.com.

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AGENDA
Special Meeting of the Members - Twin Lakes HOA
Wednesday, May 30th, 2018 at 7:00 PM
Twin Lakes Golf & Country Club
3583 SW 320th Street, Federal Way, WA 98023

Notice: The purpose of this meeting is to hold a special vote for owners to approve amendment of By-Laws with respect to the issues of Member voting and Trustee elections.

I. Check-In 6:00 PM to 7:00 PM

Please sign in at the greeting table and pick-up handouts: one large bright card; agenda; ballot for vote.

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- II. Call to Order
 - III. Introduction of the TLHOA Board
 - IV. Credentials' Report and Establishment of Quorum
 - V. Adopt Meeting Rules
 - VI. Adopt Agenda
 - VII. Board's Presentation on By-Law amendment
 - VIII. Member Question and Comment Period (30 Minutes)
 - IX. Open Polls and Cast Ballots
 - X. Recess/Count Ballots
 - XI. Resume Meeting, Call for Teller's Report, Announce Ballot Results
 - XII. Meeting Adjourned

Twin Lakes Homeowners' Association
Rules for Special Meeting of the Members 5/30/2018

1. The Twin Lakes Homeowners' Association Special meeting will be conducted under the current edition of Robert's Rules of Order Newly Revised, except where it is inconsistent with the Articles of Incorporation, Declaration, the By-Laws, or any other specially adopted rule of order.
2. Members must be recognized by the Chair in order to speak or make a motion.
3. RULES OF LIMITED DEBATE:
 - A. The business conducted at the meeting is limited to the business stated in the notice of the special meeting.
 - B. Members are limited to one speech of up to three minutes on the main motion (the business stated in the notice).
 - C. The total time for debate on the main motion is limited to 30 minutes.
4. Members shall follow the **Decorum for Members** listed below throughout the duration of the meeting.
5. Electronic communication devices (pagers, cell phones, etc.) may not be in operation unless in silent mode.
6. Voting Cards:
 - A. Voters will raise voting cards while remaining seated for all votes except by voice or ballot.
 - B. Voters will stand for verification of votes.
 - C. The presiding officer shall effect any necessary change to this procedure, such as a counted rising vote.

Decorum for Members

(Taken from the "Spotlight" Series of Books from the National Association of Parliamentarians)

A member:

- Gives full attention to the chair at the rap of the gavel.
- Addresses the chair to gain recognition.
- Obtains the floor before addressing the assembly - except in dire emergency.
- Willingly observes all rules of debate.
- Confines remarks to the merits of the pending question.
- Refrains from attacking the motives of others.
- Addresses all remarks through the chair (no cross-talk).
- Avoids use of members' names in debate.
- Refrains from speaking about action or matters not actually or officially before the assembly.
- Does not read from a book or make lengthy quotation without permission of the assembly.
- Never speaks against his own motion.
- Speaks to chair as Mr. President or other proper title.
- Speaks of the presiding officer as the chair.
- Addresses the Vice-President when in the chair as Mr. President; addresses another in the chair as Mr./Madame Chairman.
- Refrains from calling out a motion to Adjourn or Question! when another has the floor.
- Makes no effort to explain his vote during voting.
- Abstains from voting on a question of direct personal interest.
- Obeys all legitimate orders of the presiding officer.
- Avoids walking between the presiding officer and the assembly.
- Refrains from disturbing the assembly and the presiding officer through whispering and restless behavior.
- Is seated when the floor is assigned to another.
- Accepts appointments and carries out assignments graciously - or formally requests permission to be excused from the duty.

Proposed By-Law Amendments: Special Meeting 5/30/2018

Note:	plain text	= existing By-Law text
	bold text	= By-Law text addition / new By-Law
	strikethrough text	= existing By-Law text removal

~~~~~ ▼ *Define what a directed proxy is* ~~~~~

Article II, Section 12. "Directed Proxy" shall mean a proxy where the member has indicated upon the proxy how the proxy holder is to vote for the member.

~~~~~ ▼ *Authorize Member absentee voting. Board of Trustees must implement one method* ~~~~~

Article X, Section 7. Voting by Absentee Ballot. In addition to voting in person or by proxy, members shall be entitled to vote either by mail or by third-party electronic means. The Board of Trustees shall decide which absentee voting method is implemented.

~~~~~ ▼ *Guaranteed interview by "Election Committee" replaces current nomination process* ~~~~~

### ARTICLE VII ~~NOMINATION~~ INTERVIEW AND ELECTION OF TRUSTEES

Article VII, Section 1. ~~Nomination Interview~~. An election committee shall interview Trustee candidate applicants. ~~Nomination for election to the Board of Trustees shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Election Committee shall consist of a Chairman, who shall be a member of the Board of Trustees, and two or more members of the Association. The Nominating Election Committee shall be appointed by a the Board of Trustees at the first meeting of the Board of Trustees following prior to each annual meeting of the members. , to serve from the close of such annual meeting. The Nominating Election Committee shall make as many nominations for election to the board of Trustees as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members~~ interview all interested applicants no less than sixty (60) calendar days prior to the Annual Meeting. All interested applicants who are members in good standing that have completed the interview process shall be placed upon the ballot. Any member who is more than ninety (90) days delinquent in the payment of assessments and/or in the payment of fines is not a member in good standing.

~~~~~ ▼ *Update text adding absentee voting, Require that directed proxies must be used* ~~~~~

Article X, Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy **or by absentee ballot**. All proxies shall be **directed proxies** in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

~~~~~ ▼ *Update text adding absentee voting, establish rule for tie breaking* ~~~~~

Article VII, Section 2. Election. Election to the Board of Trustees shall be by **in-person** secret written ballot **or by proxy or by absentee ballot**. At such election, the members or their proxies may each cast one vote. The names receiving the largest number of votes shall be elected. **In the case of a tie, opportunity will be given for the candidates to settle the tie between themselves.** If a settlement cannot be reached the tie will be decided by coin toss.

~~~~~ ▼ *Fix previous misspelling, Update text adding absentee voting* ~~~~~

Article XII, Section 3. Amount of the Monthly Assessments. The amount of the monthly assessments shall be as follows:

(b) Upon termination of the trust and conveyance of the common properties to the Association, each owner or contract purchaser shall pay to the Association the amount of Seven Dollars (\$7.00) a month per lot and in addition (in the case of multiple family dwellings constructed on any lot or lots) One Dollar (\$1.00) per month for each separate living unit within a multiple family dwelling (or in the event that said amount has been increased as provided in the preceding subparagraph (a) or in Section 4 of this Article XII, the amount as so increased) subject to the provisions of Section 6 of this Article XII: Provided, that said monthly assessment may be increased or decreased by the Association with the consent of ~~two-thirds~~ **thirds** (2/3) of the members voting in person or by proxy **or by absentee ballot**, at a meeting duly called for such purpose. Written notice of which shall be sent to all members not less than thirty (30) days nor more than sixty (60) days in advance of the meeting. After consideration of current maintenance costs and future needs of the Association, the Board of Trustees may fix the monthly assessment at an amount less than the maximum. The maximum monthly assessment may be increased by the Association without the assent of two-thirds (2/3) of the members as provided in Section 4 of this Article XII.

~~~~~ ▼ *Update text adding absentee voting* ~~~~~

Article XII, Section 5. Special Assessments for Capital Improvements. In addition to the monthly assessments authorized above, the Association may levy special assessments for capital improvements upon the common properties. Any such levy by the Association shall be for the purpose of defraying in whole or in part, the cost of any construction or reconstruction, unexpected repair or replacement of a described capital improvement upon the common properties, including the necessary fixtures and personal property related thereto: Provided that any such assessment shall have the assent of two-thirds (2/3) of the votes of members voting in person or by proxy **or by absentee ballot** at a meeting duly called for this purpose, written notice of which shall be sent to all members not less than 30 days nor more than 60 days in advance of the meeting setting forth the purpose of the meeting.

~~~~~ ▼ *Update text adding absentee voting* ~~~~~

Article XII, Section 7. Quorum for Any Action Authorized Under Sections 3 and 5. At the first meeting called, as provided in Sections 3 and 5 hereof, the presence at the meeting of members or of proxies, **or by absentee ballot** entitled to cast sixty percent (60%) of all the votes shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth in Sections 3 and 5, and the required quorum at any such subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

~~~~~ ▼ *Update text adding absentee voting* ~~~~~

Article X, Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, **or absentee ballot cast**, one-tenth (1/10) of the votes of the entire membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

~~~~~ ▼ *Update text adding absentee voting, Strike outdated provision* ~~~~~

Article XVI, Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy **or by absentee ballot**, ~~except that during the developmental period, the Developer and the Federal Housing Administration shall have the right to veto amendments.~~

~~~~~ ▼ *Update text to renamed Election Committee, formally require a Tellers Committee* ~~~~~

Article IX, Section 1. The Association shall appoint ~~a Nominating an Election~~ **Election** Committee as provided in these By-Laws, and shall appoint an Architectural Control Committee to perform the duties and functions described in Article IX, Section 2, of the Declaration. In addition, the Board of Trustees shall appoint other committees as deemed appropriate in carrying out its purposes, such as:

... subsections 1- 4 unchanged ...

5. A Tellers Committee which shall validate, tally, and store all member ballots and proxies. The Tellers Committee shall be comprised of a minimum of three (3) non-Trustee members.

~~~~~ ▼ *Require that Trustees be Association Members* ~~~~~

Article V, Section 1. Number. The affairs of this Association shall be managed by a Board of not less than five (5) or more than nine (9) Trustees, who ~~need not~~ **shall** be members of the Association.

~~~~~ ▼ *Update date of By-Law adoption* ~~~~~

Article XVIII. These By-Laws have been duly adopted by the Association, most recently amended at ~~the annual meeting of owners on June 9<sup>th</sup>, 2015~~ **a Special Meeting of the Members held May 30<sup>th</sup>, 2018.**

# PROXY

Special Meeting of the Members  
Scheduled for Wednesday, May 30<sup>th</sup> 2018 at Twin Lakes G&CC Ballroom

## TWIN LAKES HOMEOWNERS' ASSOCIATION, INC.

All proxies must be received in the Twin Lakes office no later than 5:00PM on Tuesday, May 29<sup>th</sup> 2018. Any proxy received after the deadline will not be counted.

I/We, the undersigned, being an owner/member(s) of the Association, do hereby appoint the following person as my proxy:

\_\_\_\_\_  
[Write in name of individual; if no name is filled in, the Secretary of the Board of Directors of the Association will serve as the proxy]

For purposes of quorum and to vote on the proposed amendment to the Bylaws at the meeting to be held on May 30, 2018. I instruct the proxyholder to vote as I have instructed below, in accordance with Article X, Section 5 of the Amended and Restated Bylaws for Twin Lakes. I hereby revoke any proxy or proxies previously given, and I hereby ratify and confirm all that my proxyholder may do by virtue of this proxy. By returning this proxy, I hereby acknowledge receipt of notice of the special meeting.

This proxy is valid only for the Special Meeting noted in this proxy and at all adjournments thereof. It may be revoked prior to its exercise. If I attend the meeting, I understand I may cancel this proxy and may vote in person instead.

On the proposed By-Law amendment my selected proxy shall vote (mark only one):

- YES
- NO
- ABSTAIN (Quorum only)

### VOTING OWNER/MEMBER

\_\_\_\_\_  
Full name, printed clearly

\_\_\_\_\_  
Signature

Address: \_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_, 2018