**ARTICLE II**

Membership and Meetings

1. Voting Rights. Each owner of a real estate lot in Timber Ridge Addition shall be a member of the Association, and shall be entitled to one vote at all members' meetings. In the event of multiple ownership of a lot, only that member designated by the remaining members owning said lot shall be entitled to cast the vote appurtenant to said lot. The designation of said voting member will be made in writing by the remaining members owning said lot at the time of the acquisition of the same. Such designation shall be kept by the Board of Directors and shall remain in full force and effect until revoked by said nonvoting members.

2. Annual Members' Meeting. The annual members' meeting shall be held on the second Monday in April, each year, at 7:00 PM on said day, for the purpose of electing directors and transacting any other business authorized by the members, provided, however, that should said day fall upon a legal holiday, then such meeting shall be held at the same time and place of the next succeeding day which is not a legal holiday.

3. Special Meetings. Special members' meetings shall be held to address any matter affecting the common interest community or if called by the President , a majority of the Board of Directors, or when at least 10% of the association’s homeowners request in writing that the secretary call a special meeting If the association does not notify unit owners of a special meeting within 30 days after the requisite number or percentage of homeowners request the secretary to do so, the requesting members may directly notify all the homeowners of the meeting. Only matters described in the meeting notice may be considered at a special meeting. Notice may be by any method reasonably calculated to provide notice to the person. The notice for any meeting must state the time, date, and place of the meeting and the items on the agenda.

The minimum time to give notice required may be reduced or waived for a meeting called to deal with an emergency. Home owners must be given a reasonable opportunity at any meeting to comment regarding any matter affecting the common interest community or the association.

4. Notice of Members' Meetings. Notice of all members' meetings, stating the time and place when the meeting is to be held and the purpose or purposes for which the meeting is called, shall be given by the Secretary, unless waived by all members in writing. Such notice shall be in writing to each member at his address as it appears on the books of the Association and shall be mailed to them not less than ten (10) days or more than sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by the affidavit of the Secretary and shall be sufficient proof thereof. Notice of any meeting may be waived, in writing, either before or after said meeting.

5. Quorum. A quorum is present throughout any meeting of the home owners if persons entitled to cast twenty (20%) of the votes in the association:

1. Are present in person or by proxy at the beginning of the meeting;
2. Have cast absentee ballots solicited in accordance with the association’s procedures which have been delivered to the secretary in a timely manner; or
3. Are present by any combination of number 1 and number 2.

The acts approved by a majority of the votes cast at which meeting a quorum exists shall constitute the acts of the members, except where approval by a greater number is required by the Declaration, these By-Laws, or applicable law. The joinder of a member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such member for the purpose of determining a quorum.

6. Proxy. Every person entitled to vote shall have the right to do so either in person or by proxy. Proxies may be made by any person entitled to vote, shall be valid only for the particular meeting designated therein, and must be filed with the Secretary before the established time of the meeting or any adjournment thereof. A home owner may also vote by absentee ballot without being present at the meeting. The association promptly shall deliver an absentee ballot to an owner that requests it if the request is made at least three days before the scheduled meeting. Votes cast by absentee ballot must be included in the tally of the vote taken at that meeting. When an owner votes by absentee ballot, the association must be able to verify that the ballot is cast by the home owner having the right to do so.

Votes allocated to a home owner may be cast pursuant to a directed or undirected proxy duly executed by a unit owner. A home owner may revoke a proxy given only by actual notice of revocation to the person presiding over a meeting of the association. A proxy is void is it is not dated or purports to be revocable without notice. A person, other than a member of the board of directors may not cast undirected proxies representing more than 15% of the votes in the association.

7. Adjourned Meetings. If any meeting of members cannot be convened because a quorum is not present, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

8. Order of Business. The order of business at annual members' meetings, and insofar as practical at all other meetings, shall be:

a. Election of a Chairman of the meeting.

b. Calling of the roll and certifying of proxies.

c. Proof of notice of meeting or waiver of notice.

d. Reading and disposal of any unapproved minutes.

e. Reports of officers.

f. Reports of committees.

g. Election of Directors.

h. Unfinished business.

i. New business.

j. Adjournment.