

ADMINISTRATIVE RESOLUTION NO. 2023-9

**APPROVING AMENDMENTS TO BY-LAWS OF
WHITTINGHAM HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, Whittingham Homeowners Association, Inc. ("WHOA" or "Association"), was formed and exists, in part, by the recording of a Declaration of Covenants, Conditions and Restrictions, with By-Laws, on January 30, 1987 in the Middlesex County Clerk's Office in Deed Book 3592, Page 621, et seq ("Declaration"); and

WHEREAS, the Declaration included By-Laws of the Association; and

WHEREAS, the Planned Real Estate Development Full Disclosure Act ("PREDFDA"), N.J.S.A. 45:22A-45.1, et seq., was amended on July 13, 2017; and

WHEREAS, PREDFDA, as amended, permits a board of trustees of a community association to make amendments to the By-Laws by providing notice and a rejection ballot to unit owners as long as less than 10% of the unit owners return the rejection ballot within thirty days after mailing the notice and rejection ballot; and

WHEREAS, the WHOA Board of Trustees determined that to better administer and operate WHOA, the By-Laws should be amended to modernize the Member voting and notice procedures as specifically set forth herein ("Amendments"); and

WHEREAS, there are 1,607 Homes in WHOA; and

WHEREAS, if 10% or more of the members of WHOA return rejection ballots within 30 days after the mailing of the notice and rejection ballots, the Amendments shall be deemed defeated and the WHOA By-Laws will remain as currently written; and

WHEREAS, if less than 10% of the members of WHOA Sections return rejection ballots within 30 days after the mailing of the notice and rejection ballots the Amendments shall be deemed valid, in which case, the Board of Trustees shall instruct legal counsel to prepare and record the Amendments with the Middlesex County Clerk's Office and members of WHOA will be provided a copy of the recorded Amendments.

NOW, THEREFORE, BE IT RESOLVED that the following is hereby adopted:

1. **AMENDMENT TO BY-LAWS ARTICLE III, SECTION 3.** The following amendment to By-Laws Article III, Section 3 is approved:

Explanation of Amendment. This amendment updates the notice requirement as mandated by law for trustee elections. It also modernizes the By-Laws by authorizing the use of electronic notice for annual member meetings. Those Members who do not use email or have access to a computer can receive notices in another way.

By-Laws Article III, Section 3 currently reads:

SECTION 3. Notice of Annual Meeting. The Secretary shall mail notices of annual meetings to each Member of the Association, directed to his last known post office address as shown on the records of the Association, by regular mail, postage prepaid. Such notice shall be mailed not less than ten (10) days nor more than twenty (20) days before the date of such meeting and shall state the date, time and place of the meeting and the purpose or purposes thereof. In lieu of mailing notices as herein provided, such notice may be delivered by hand to the Members or left at their residence or Unit in their absence.

By-Laws Article III, Section 3 shall be amended to read:

SECTION 3. Notice of Annual Meeting. Notice of annual meetings shall be given to each Member of the Association not less than 10 days nor more than 60 days before the day on which the meeting is to be held, except that notice of meetings at which Trustees are to be elected shall be given not less than 14 days nor more than 60 days before the day on which the meeting is to be held. The notice required by this section shall be given to each Member at the Member's last known address as shown on the Association's records by (a) regular mail, postage prepaid, (b) hand delivery to an Owner of a Home, or (c) email or other electronic means. Such notice shall state the time, place, and purpose(s) of the annual meeting. Notice to one Owner of a Home shall constitute notice to all co-Owners of a Home. It shall be the obligation of each Member to promptly provide the Association with an updated address for notice, whether notice is made by regular mail, hand delivery, email or other electronic means, or otherwise.

2. **AMENDMENT TO BY-LAWS ARTICLE III, SECTION 5.** The following amendment to By-Laws Article III, Section 5 is approved:

Explanation of Amendment. This amendment updates the notice requirement as mandated by law for trustee elections. It also modernizes the By-Laws by authorizing the use of electronic notice for special meetings of the members. Those Members who do not use email or have access to a computer can receive notices in another way.

By-Laws Article III, Section 5 currently reads:

SECTION 5. Notice of Special Meeting. The Secretary shall mail notice of such special meeting to each Member of the Association in the manner provided in Section 3, except that notice of such special meetings shall be mailed not less than five (5) days, nor more than ten (10) days before the date fixed for such meetings. In lieu of mail notice as herein provided, such notice may be delivered by hand to the Members or left at their residence or unit in their absence. No business may be transacted at any special meeting except that which is stated in the notice thereof unless by consent of two thirds of the Members present, either in person or by proxy.

By-Laws Article III, Section 5 shall be amended to read:

SECTION 5. Notice of Special Meeting. Notice of special meetings of the Members shall be given to each Member of the Association not less than 10 days nor more than 60 days before the day on which the meeting is to be held, except that notice of special meetings at which Trustees are to be elected shall be given not less than 14 days nor more than 60 days before the day on which the meeting is to be held. The notice required by this section shall be given to each Member at the Member's last known address as shown on the Association's records by (a) regular mail, postage prepaid, (b) hand delivery to an Owner of a Home, or (c) email or other electronic means. Such notice shall state the time, place, and purpose(s) of the special meeting. Notice to one Owner of a Home shall constitute notice to all co-Owners of a Home. It shall be the obligation of each Member to promptly provide the Association with an updated address for notice, whether notice is made by regular mail, hand delivery, email or other electronic means, or otherwise.

3. **AMENDMENT TO BY-LAWS ARTICLE III, SECTION 7.** The following amendment to By-Laws Article III, Section 7 is approved:

Explanation of Amendment. This amendment authorizes the use of electronic voting (online voting or voting by other electronic means) as long as paper ballots are still made available. This means that if you want to vote electronically, you can, however, if you do not you will have the right to cast a paper ballot. Electronic voting will make voting easier for those who choose to use it but nobody will be forced to use electronic voting. Other procedures relating to voting are clarified in this amendment including, without limitation, deadlines for the casting of ballots and the requirement that absentee ballots be made available when proxies are utilized.

By-Laws Article III, Section 7 currently reads:

SECTION 7. Voting. Each Unit shall have one vote in the Association. If a Member owns more than one Unit, he shall be entitled to one vote for each Unit owned. The vote of a Unit shall not be divisible. Votes may be cast in person, proxy or absentee ballot.

By-Laws Article III, Section 7 shall be amended to read:

SECTION 7. Voting. Each Home shall have one vote in the Association. If a Member owns more than one Home, the Member shall be entitled to one vote for each Home owned. The vote of a Home shall not be divisible. At any annual or special meeting of the Members, votes may be cast by Members in good standing in person, by absentee ballot, by electronic means, or by proxy, the manner of voting to be established by the Board of Trustees for each meeting. This authority to vote in person, by absentee ballot, by electronic means, or by proxy shall apply to all Member voting including, without limitation, the continued validity of votes for an adjourned meeting set forth in By-Laws Article III, Section 2 and voting on amendments set forth in By-Laws Article XIV, regardless of the manner of voting stated therein and all such provisions shall be deemed amended to be consistent with this provision.

Votes cast by absentee ballot must be delivered to the Association, according to procedures established by the Board, at least 24 hours prior to the commencement of the meeting at which votes are to be cast. Votes cast by electronic means must be delivered to the Association, according to procedures established by the Board, at least 4 hours prior to the commencement of the meeting at which votes are to be cast. If the Association utilizes voting by electronic means it must also make paper ballots available. No vote cast in person, by absentee ballot, or by electronic means may be revoked once cast.

Proxies shall be permitted as set forth in Article II, Section 5, provided, however that, if the Association utilizes proxies for an election of Trustees, it must also make absentee ballots available.

4. **AMENDMENT TO BY-LAWS ARTICLE III, SECTION 10.** The following amendment to By-Laws Article III, Section 10 is approved:

Explanation of Amendment. This amendment deletes Section 10 in its entirety as it is duplicative of newly amended Section 7 (see above) and existing Article II, Section 5 (relating to proxies). There is no need for this duplicative provision. It should be noted that newly amended Section 7 (above) requires absentee ballots to be cast at least 24 hours before the meeting instead of two days so that Members have a greater opportunity to participate in voting.

By-Laws Article III, Section 10 currently reads:

SECTION 10. Proxies/Absentee Ballots. Votes may be cast either in person, by proxy or by absentee ballot. Proxies and absentee ballots must be in writing and on the form prescribed by the secretary and filed with the secretary at least two (2) calendar days before the time designated for each meeting in the notice thereof.

By-Laws Article III, Section 10 shall be deleted in its entirety.

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5. NOTICE AND REJECTION BALLOT PROCEDURES

1. The Board of Trustees authorizes that notice of the Amendments and a rejection ballot be mailed to all WHOA Members.

2. Thirty days after the notice and the rejection ballot are mailed, the rejection ballots returned shall be counted. If 10% or more (160 or more) of the WHOA Members return rejection ballots within 30 days after the mailing of the notice and rejection ballots, the Amendments shall be deemed defeated and the By-Laws will remain as currently written. If less than 10% (159 or fewer) of the WHOA Members return rejection ballots, the Amendments shall be deemed successful. After execution by the Board of Trustees the Amendments shall be forwarded to the Middlesex County Clerk's Office for recording. WHOA Members will be provided a copy of the recorded amendments.

IN WITNESS WHEREOF, the undersigned have executed this Resolution of Whittingham Homeowners Association, Inc. the day and year listed below.

ATTEST:

WHITTINGHAM HOMEOWNERS
ASSOCIATION, INC.



Gail Alpern, Secretary

By: 

Miriam Cohen, President

WHITTINGHAM HOMEOWNERS ASSOCIATION, INC.

Resolution Type: Administrative No. 2023-9

Pertaining To: Approving Amendment to By-Laws

Duly adopted at a meeting of the Board of Trustees of the Whittingham Homeowners Association, Inc. held this 19th day of June, 2023.

Officer	Vote:			
	YES	NO	ABSTAIN	ABSENT
<u>Miriam Cohen</u> , President Miriam Cohen	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Tom Kole</u> , Vice President Tom Kole	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Gail Alpern</u> , Secretary Gail Alpern	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Karen Schoenberg</u> , Treasurer Karen Schoenberg	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Surjit Sandhu</u> , Trustee Surjit Sandhu	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Jay Respler</u> , Trustee Jay Respler	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Larry Rosen</u> , Trustee Larry Rosen	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

ATTEST:

Gail Alpern, Secretary
Gail Alpern

Date 6/19/23