



**Abaris Realty, Inc.**

7811 Montrose Road, Suite 110, Potomac, MD 20854

301-468-8919 • Fax: 301-468-0983

Web Site: [www.abarisrealty.com](http://www.abarisrealty.com)



## ***IMPORTANT MESSAGE! PLEASE READ & RESPOND QUICKLY!***

September 3, 2024

Dear Hampshire Greens HOA Homeowners,

The Board of Directors is proposing adoption of the enclosed amendment to the Bylaws requiring that all Directors on the Board be Association members. The proposed amendment to the Bylaws requires affirmative votes from a majority of a quorum of Members present either in person or by proxy, either at a regular or special meeting called for that purpose. A quorum is achieved when 1/6<sup>th</sup> of the votes of the membership (48 out of 286 total homes) are present in person or by proxy, pursuant to Article 3, Section 3.4 of the Bylaws.

The Board of Directors is also proposing to adopt the enclosed Electronic Voting Policy. Section 11B-113.2 of the Maryland HOA Act empowers the Board to authorize electronic voting so an amendment to the Bylaws is not required for the adoption of the enclosed Policy. However, since the Bylaws require secret ballots for elections, there is language included in the proposed Policy that would give an option for paper ballots upon request as required by the HOA Act.

Both the adopted Policy and Bylaw amendment, if passed, must be filed in the HOA Depository.

**All homeowners are hereby notified of a virtual Special Meeting that will be held on Tuesday, November 19, 2024 at 7:00 pm via ZOOM.** The purpose of the Special meeting is for the Members to vote on adoption of the proposed Bylaw amendment and for the Board of Directors to vote on adoption of the enclosed Electronic Voting Policy. Please use the following link or call instructions to participate in the meeting:

**<https://zoom.us/j/2316749465?pwd=Y3BXQTVyZENPMGZzTGVhWTRTWHEydz09>**

**Meeting ID: 231 674 9465**

**Passcode: 312078**

**Your proxy is hereby requested for approving the enclosed proposed Bylaw Amendment that will require that all future Board members be homeowners within the community.**

Please complete and return the enclosed proxy to Abaris Real Estate Management by email to [sambush@abarisrealty.com](mailto:sambush@abarisrealty.com) no later than November 19<sup>th</sup>. **The Board urges all homeowners to vote in favor of this proposed Bylaw amendment so that we can obtain the required affirmative votes in order to for it to pass.**

If the number of lot owners present in person or by proxy is insufficient to constitute a quorum, the procedures under Section 11B-111(6) of the Maryland HOA Act may be followed and an additional meeting of the lot owners may be called for the same purpose and those present in person by proxy at such additional meeting will constitute a quorum.

Sincerely,

Shireen Ambush, PCAM, CPM  
Community Manager

**HAMPSHIRE GREENS HOA  
SPECIAL MEETING  
PROPOSED BYLAW AMENDMENT  
NOVEMBER 19, 2024  
PROXY**

I/We, the undersigned hereby appoint \_\_\_\_\_ as Proxy, and hereby authorize him or her to represent and to vote for the purposes described below, all votes appurtenant to Address(s) \_\_\_\_\_ of the Hampshire Greens HOA respectively, at the virtual Special Meeting of the Association to be held on November 19, 2024, at 7:00 P.M., or any adjournment thereof. This Proxy shall be exercisable for the purposes of: (1) Establishing a Quorum; (2) Voting on the proposed Bylaw Amendment requiring all future Directors on the Board to be Members of the Association.

ACKNOWLEDGEMENT: I/We hereby acknowledge that I/We own (address) \_\_\_\_\_ of the Hampshire Greens HOA and have executed the foregoing Proxy by virtue of such ownership in accordance with the provisions of the By-Laws of the Homeowners Association.

\_\_\_\_\_  
Homeowner Signature

\_\_\_\_\_  
Date

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**HAMPSHIRE GREENS HOA  
SPECIAL MEETING  
PROPOSED BYLAW AMENDMENT  
NOVEMBER 19, 2024**

**ABSENTEE BALLOT**

I/We, the undersigned hereby cast my vote for the proposed amendment to the Bylaws as follows:

(Please indicate your vote with an X.)

\_\_\_\_\_ I VOTE IN FAVOR

\_\_\_\_\_ I VOTE AGAINST

**PROPOSED AMENDMENT TO THE BYLAWS OF  
HAMPSHIRE GREENS HOMEOWNERS ASSOCIATION, INC.**

The Board of Directors (“Board”) of Hampshire Greens Homeowners Association, Inc. (“Association”) proposes the below amendment to the Association’s Bylaws. Included is an explanation of why the amendment is proposed and the proposed text of the amendment. Underlined text (first word excepted) indicates added language; strikethrough text indicates removed language.

Article 4, Section 4.1 of the Bylaws is hereby amended to read as follows:

Number. The affairs of the Association shall be managed by a Board of Directors initially consisting of three (3) natural persons who shall be designated by the Declarant and who shall hold office until the election of their successors at the first annual meeting of the Members of the Association. The names of the initial Directors are set forth in the Articles of Incorporation.

Commencing with the first annual meeting of the Association, the Board of Directors shall consist of an uneven number of not less than three (3) nor more than seven (7) Directors who shall be elected by the Members of the Association. Prior to the lapse of all of the Class B memberships as provided for in the Articles of Incorporation and the Declaration, the number of Directors shall be determined from time to time by the Declarant; thereafter, the number of Directors shall be determined by a vote of the Members at any annual or special meeting of Members and the number of Directors may be changed by a vote of the Members at any subsequent annual or special meeting of the Members; provided, however, that (a) the limitations of this Section shall continue to apply; and (b) no such change shall operate to curtail or extend the term of any incumbent Director.

~~A majority~~ All of the Board of Directors ~~(after lapse of the Class B memberships as provided for in the Articles of Incorporation and the Declaration)~~ shall be Members of the Association.

**Explanation:** The Board of Directors may currently be comprised of some non-Members. Requiring all directors to be Association Members ensures that all Directors are invested in the community, and its welfare. By having directors who are active Association Members, the community benefits from heightened engagement and accountable governance.

The Board of Directors recommends that you vote **FOR** this amendment.

**HAMPSHIRE GREENS HOMEOWNERS ASSOCIATION, INC.**

**POLICY RESOLUTION NO. 24-\_\_\_**

*Provisions Related to Electronic Voting*

**WHEREAS**, Article 9 of the Association’s Articles of Incorporations authorizes the Association’s Board of Directors (“Board”) to manage the affairs of the Association;

**WHEREAS**, Section 11B-113.2(a) of the Maryland Homeowners Association Act (“Act”) provides that, notwithstanding language in the Association’s governing documents, the Board may authorize the submission of votes and proxies by electronic transmission;

**WHEREAS**, Article 5, Section 5.2 of the Bylaws of Hampshire Greens Homeowners Association, Inc. (“Bylaws”) provides that election to the Board shall be by secret written ballot; and

**WHEREAS**, the Board wishes to adopt a formal resolution authorizing the use of electronic voting in accordance with the Act and as provided below;

**NOW, THEREFORE, BE IT RESOLVED THAT** the Board adopts the following policy relating to electronic voting:

- A. Electronic transmission for a Member to submit a vote or proxy is authorized.
  
- B. Except as provided below, any matter requiring a vote, consent, or approval of the Members under the Association’s Declaration, the Bylaws, or the Act will be conducted by electronic transmission as defined by the Act, provided that a record is created as evidence of such vote and maintained as long as such record would be required to be maintained in a non-electronic form. If the anonymity of voting by electronic transmission cannot be guaranteed, those Members who wish to vote by secret ballot in the election of directors will have the option of casting anonymous printed ballots.

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Date

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PRESIDENT