



November 18, 2011

Friends and neighbors,

Your vote is needed. As you are probably aware from earlier messages, we are currently trying to: 1) decide whether to modify the bylaws of the association; and 2) elect a Board of Directors for the upcoming 2011-2012 term. You are receiving this mail-in paper ballot because we do not have an email address on record for your membership. To vote, please fill in this ballot and mail it back to:

Mohican Swimming Pool Association  
PO Box 666  
Glen Echo, Maryland 20812

We ask that you send in your ballot by Monday, November 28<sup>th</sup>. Ballots postmarked after November 28<sup>th</sup> will not be counted.

If you have any questions, please contact me either by email: [MohicanPresident@gmail.com](mailto:MohicanPresident@gmail.com) or at home 301 263-9399.

Thanks,  
--Dave Charlton  
President, MSPA

## MOHICAN BALLOT

There are currently two issues to be decided: 1) modifications to the bylaws of the association; and the election of a Board of Directors for the upcoming 2011-2012 term. Questions 1 - 6 deal with the bylaws and questions 7 and beyond cover the elections to the board.

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### AMENDING THE BYLAWS

The Mohican bylaws committee recommended a series of changes to the MSPA bylaws to address five specific areas. While this voting form does not provide enough space for the full text of each proposed change, a full copy of the committee's recommendations was mailed to each household in September. In addition, the full text is available at the pool's website: <http://www.mohicanpool.org/about/mohican-corporate-bylaws/>. The committee's recommendations are addressed in questions 1-5 below.

Furthermore, at our annual meeting, a motion for one alternative amendment was made and carried. The full text of the alternative change is provided in question #6. Please be aware that question #6 involves the same bylaws sections as questions #3 and #4.

Please read the options provided and vote for or against each proposed amendment. Please note, an amendment must receive a 2/3 voting majority to pass.

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QUESTION 1: Redefine "family unit."

**Article V (Members), Section 1(c): Modify the language in the definition of a "family unit" to allow flexibility with respect to more modern household arrangements.**

Yes. Modify the bylaws as described.

No. Do not modify the bylaws as described.

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QUESTION 2. Long term inactive memberships.

**Article V (Members), Section 2(d): Provide that a member who has opted for "Inactive Status" for three consecutive seasons loses "Voting Member" status as of the beginning of the third season.**

Yes. Modify the bylaws as described.

No. Do not modify the bylaws as described.

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QUESTION 3. Requirements for addressing special matters.

**Article VI (Fiscal Affairs), Section 7: As it is currently worded, this section requires 201 affirmative votes to undertake certain actions regarding the transfer of land or incurring significant debt. The proposal is to modify**

section in four respects: (a) break the section into two subparts, one to identify the matters subject to special procedures, and the other to identify those special procedures; (b) change the amount the Board can borrow from \$100,000 to \$250,000; (c) modify the procedures from requiring an affirmative vote of half the members, to setting a special quorum requirement (half the members).

Yes. Modify the bylaws as described.

No. Do not modify the bylaws as described.

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QUESTION 4. Quorum requirements and proxy voting.

**Article VII (Meetings), Section 4:**

a) In Section 4(a), clearly state that a quorum for the special matters noted above is 50% of Voting Members. Further state these meetings are subject to the same quorum rule as applies to all other meetings. This aligns with Maryland nonstick corporation law on the problem of such corporations being prevented from action due to a lack of quorum.

b) Add new Section 4(c) expressly providing for votes by proxy.

Yes. Modify the bylaws as described.

No. Do not modify the bylaws as described.

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QUESTION 5. Methods of notice and voting.

Various sections: In all places where the Bylaws provided for notice or voting by mail, the language also permits notice or voting by email. The full list of the affected sections is: a. Article V, Section 2(d) b. Article VI, Section 2(c) c. Article VI, Section 7(b)(2) d. Article VII, Section 3(a) e. Article VII, Section 3(b) f. Article VII, Section 5 g. Article X, Section

Yes. Modify the bylaws as described.

No. Do not modify the bylaws as described.

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At our annual meeting on the evening of Sunday, November 13th, a motion to recommend one alternative bylaws amendment was made and carried. The full text of the alternative change is provided below.

Please review the proposed amendment and vote for or against. Please note, an amendment must receive a 2/3 voting majority to pass.

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QUESTION 6. Alternative requirements for addressing special matters.

**Article VI (Fiscal Affairs), Section 7**

**(a) Notwithstanding any other provision of these Bylaws, the following actions may only be taken by means of the special procedures laid out in the Section 7(b) of this Article VI: (a) the voluntary sale, transfer or other alienation of any portion of the real property of the Association; (b) the encumbrance by mortgage, trust agreement or otherwise of any of the real property of the Association; and/or (c) the acquisition or incurrence of any debt or liability on behalf of the Association in excess of \$100,000.**

**(b) Special Procedures:**

**(1) The quorum for a meeting called to consider the matters identified in Article VI, Section 7(a) above shall be as stated in Article VII, Section 4(a).**

**(2) The vote on a matter identified in Article VI, Section 7(a) above may be in person, by mail, by email, or by proxy, as provided for elsewhere in these rules.**

**(3) Approval for any matter identified in Article VI, Section 7(a) above requires votes in favor by two thirds (2/3) of those members who vote on the matter.**

**(c) Notwithstanding any other provisions of this Article VI, Section 7, the Board shall have the authority to enter into appropriate financing arrangements to address urgent pool matters that would impede the immediate use or safety of the current operation of the pool.**

**Article VII (Meetings), Section 4: A quorum of the Association shall be determined as follows:**

**(a) For a meeting of the Association called to take an action covered by Article VI, Section 7 (a) of these Bylaws, a quorum for the transaction of business shall be fifty percent (50%) of the Voting Members. In all other cases, ten percent (10%) of the Voting Members shall constitute a quorum for the transaction of business. If less than a quorum be in attendance for any meeting of the Association, such meeting may, after the lapse of at least one half hour, be adjourned to a subsequent date by a majority of the Voting Members present. If such meeting is adjourned, a notice in accordance with Section 3 of this Article shall be sent to the Voting Members, such notice containing (1) a statement of the purpose of the meeting; (2) a statement that the previous meeting was adjourned for Board Elections and Bylaws Modifications lack of a quorum; and (3) a statement that the number of Voting Members present at the next meeting shall constitute a quorum.**

Yes. Modify the bylaws as described.

No. Do not modify the bylaws as described.

ELECTIONS FOR THE BOARD OF DIRECTORS FOR THE 2011-2012 TERM

The slate of candidates for the 2011-2012 Mohican Board of Directors put forth by the nominating committee is:

- PRESIDENT - Dave Charlton
- TREASURER and SECRETARY - Bill Hahn
- VP, POOLRick - Hall
- VP, ACTIVITIES - Rick Calder
- VP, GROUNDS - Larry Johnson
- VP, BUILDINGS - Elizabeth Redisch

- DIRECTORS:
- Teri Tomlin
  - Sue Silverstein
  - Carol Beehler

In addition, each candidate in the following group was nominated from the floor during our annual meeting on Sunday, November 13<sup>th</sup> for the position of Director to be held for two years.

- Susan Dunham
- Peter Engelstadt
- John Martin
- Bill Stromsem

The candidates for officer positions are running unopposed and there are seven candidates for three available two-year director positions. Please choose only three candidates for director.

QUESTION 7: Elections to the 2011-2012 Board of Directors

**Please choose whether you want to vote for either for the entire slate or for individual candidates.**

I want to vote for the slate of candidates put forth by the nominating committee.

- PRESIDENT - Dave Charlton
- TREASURER and SECRETARY - Bill Hahn
- VP, POOLRick - Hall
- VP, ACTIVITIES - Rick Calder
- VP, GROUNDS - Larry Johnson
- VP, BUILDINGS - Elizabeth Redisch
- DIRECTORS:
- Teri Tomlin
- Sue Silverstein
- Carol Beehler

I want to vote for candidates individually including those nominated at the annual meeting.

- [ ] PRESIDENT - Dave Charlton
- [ ] TREASURER and SECRETARY - Bill Hahn
- [ ] VP, POOLRick - Hall
- [ ] VP, ACTIVITIES - Rick Calder
- [ ] VP, GROUNDS - Larry Johnson
- [ ] VP, BUILDINGS - Elizabeth Redisch
- DIRECTORS:
- [ ] Carol Beehler -- nominated by committee
- [ ] Susan Dunham -- nominated from the floor
- [ ] Peter Engelstadt -- nominated from the floor
- [ ] John Martin -- nominated from the floor
- [ ] Sue Silverstein -- nominated by committee
- [ ] Bill Stromsem -- nominated from the floor
- [ ] Teri Tomlin -- nominated by committee