

# HAWK RIDGE ESTATES ASSOCIATION, INC.

## FIRST AMENDMENT TO BYLAWS

1. WHEREAS, the Bylaws of Hawk Ridge Estates Association, Inc. were adopted on \_\_\_\_\_, 2005 (“Bylaws”);
2. WHEREAS, Section 11 of the Bylaws provides that the Bylaws may be amended with the approval of at least 67% of the total votes in the Association;
3. WHEREAS, Owners representing at least 67% of the total votes in the Association have consented to amend the Bylaws as set forth herein;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. Section 3.6 of the Bylaws shall be deleted in its entirety and the following inserted in its stead:  
  
3.6 Quorum/Voting. The presence of Owners in person or by proxy, who have the authority to cast in excess of twenty percent (20%) of all the votes in the Association shall be necessary to constitute a quorum at all meetings of the Owners for the transaction of any business, except that of adjourning the meeting to reconvene at a subsequent time. Any meeting may be adjourned from time to time, but until no longer than 15 days later, without notice other than announcement at the meeting as initially called. If a quorum is present at the reconvened meeting, any business may be transacted which might have been transacted at the meeting as initially called had a quorum then been present. The quorum, having once been established at a meeting or a reconvened meeting, shall continue to exist for that meeting notwithstanding the departure of any Owner previously in attendance in person or by proxy. The Association may not be counted in determining a quorum as to any Unit owned by the Association.

A majority of the votes cast at any properly constituted meeting of the Owners, or cast by mail or electronic vote in accordance with Section 3.14, shall decide all matters properly brought before the Owners, except where a different vote is specifically required by the Governing Documents or the Act. The term “majority” as used herein shall mean in excess of 50% of the votes cast at a meeting, in person or by proxy, or voting by mail or electronic ballot, in accordance with the allocation of voting power set forth in the Declaration. Cumulative voting shall not be permitted.

2. Section 3.14 of the Bylaws is hereby added as follows:  
  
3.14 Voting by Electronic Means or Mailed Ballot. The entire vote on any issue or issues may be taken by electronic means or by mailed ballots in compliance with Minnesota Statutes Chapter 317A, in lieu of holding a meeting of the Unit Owners. Such voting shall be subject to the following requirements:

- a. The notice of the vote shall: (i) clearly state the proposed action; (ii) indicate the number of responses needed to meet the quorum requirements; (iii) state the percentage of approvals necessary to approve each matter; and (iv) specify the time by which the ballot or other voting response must be received by the Association in order to be counted.
- b. The ballot or other voting response shall: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against each proposed action.
- c. The Board of Directors shall set the time within which the ballots or other voting response must be received by the Association, which period shall not be less than fifteen (15) nor more than forty-five (45) days after the date of delivery of the notice of vote and voting procedures to the Owners. The Board of Directors shall provide notice of the results of the vote to the Owners within thirty (30) days after the expiration of the voting period.
- d. Approval by written ballot or other voting response under this Section is valid only if the number of votes cast by ballot or other voting response equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot or other voting response.
- e. The voting procedures authorized by this Section shall not be used in combination with a vote taken at a meeting of the Owners. However, voting by electronic means and mail ballot may be combined if each is done in compliance with the applicable statute.

3. Section 3.15 of the Bylaws is hereby added as follows:

3.15 Meetings by Remote Communication; Participation by Remote Communication. The Board may determine to hold a regular or special meeting of the Owners solely by any combination of means of remote communication through which Owners (or their proxies) may participate, if notice of the meeting is given to every Owner entitled to vote as otherwise required for a meeting (except to the extent waived), and if the number of Owners participating in the meeting constitute a quorum. In addition to meetings held solely through means of remote communication, an Owner (or proxy) not physically present in person at a regular or special meeting of the Owners may participate in the meeting by means of remote communication if authorized by the Board. Participation by an Owner pursuant to either of the preceding sentences constitutes presence at the meeting in person or by proxy (if all other proxy requirements are met). The Board may implement reasonable measures to assure full participation, to verify legitimacy of participants and proceedings, and as the Board otherwise deems appropriate.

4. Section 4.1 of the Bylaws is hereby deleted in its entirety and the following inserted in its stead:

4.1 Number and Qualification. The affairs of the Association shall be governed by a Board of Directors. The Board of Directors shall be composed of not less than three (3) nor more than nine (9) directors, provided that the number shall always be an odd number, and all of whom must be Owners, or a duly authorized representative of the Owner if the Owner is a corporation,

partnership, limited liability company, trust, or other entity which has the capacity to hold title to real estate. No Member may be elected to the Board if such Member is more than sixty (60) days past due with respect to assessments on the Member's Unit or is otherwise in violation of any of the provisions of the Association's Governing Documents at the time the election is held. Notwithstanding anything to the contrary contained herein, no more than one Owner of a given Unit may serve as a member of the Board of Directors at any given time.

5. Section 4.4 of the Bylaws is hereby deleted in its entirety and the following inserted in its stead:

4.4 Removal. A director may be removed from the Board of Directors, with or without cause, by a majority vote at any annual or special meeting of the Owners; provided (i) that the notice of the meeting at which removal is to be considered states such purpose, (ii) that the director to be removed has a right to be heard at the meeting and (iii) that a new director is elected at the meeting by the owners to fill the vacant position caused by the removal. A director may also be removed by the Board of Directors if such director (i) has more than two unexcused absences from Board meetings and/or Owners meetings during any twelve month period or (ii) is more than 60 days past due with respect to assessments on the director's Unit or otherwise in violation of the Governing Documents where such violation has not been cured within thirty (30) days after notification of such violation by the Association. Such vacancies shall be filled by the vote of the Owners as previously provided in this Section.

6. Section 11.1 of the Bylaws is hereby deleted in its entirety and the following inserted in its stead:

These Bylaws may be amended, and the amendment shall be effective, upon the satisfaction of the following conditions:

11.1. Approval. The Bylaws may be amended with the consent of a majority of those owners voting in person or by proxy at a meeting or by mail ballot. Consent of the Owners may be obtained in writing or at a meeting of the Association duly held in accordance with these Bylaws.

11.2 Notice. A copy of the proposed amendment, and if a meeting is to be held, notice of such meeting, shall be mailed by U.S. mail, hand delivered, or delivered via electronic communication in accordance with the provisions of Minn. Stat. Section 317A.450, to all Owners authorized to cast votes.

11.3 Effective Date; Recording. The amendment shall be effective on the date of approval by the required vote of the Owners and need not be recorded unless the original Bylaws were recorded. If recorded, the amendment shall be recorded in the office of the recording officer for the county in which the Property is located.

The undersigned certifies that this First Amendment to the Bylaws was approved by the requisite number of Owners as set forth above, and that said amendment is effective as of the date hereof.

Dated: June 12, 2023.

*Virginia Gazzetti*

Interim Secretary

Hawk Ridge Estates Association, Inc.

This instrument drafted by:

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