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AMENDMENT TO THE
DECLARATION OF CONDOMINIUM OWNERSHIP
FOR
THE GREENWOOD HIGHLANDS CONDOMINIUMS

PLEASE CROSS MARGINAL REFERENCE WITH THE DECLARATION OF CONDOMINIUM OWNERSHIP FOR THE GREENWOOD HIGHLANDS CONDOMINIUMS RECORDED AT INSTRUMENT NO. 54588702 OF THE SUMMIT COUNTY RECORDS.

THIS WILL CERTIFY THAT A COPY OF THIS AMENDMENT TO THE DECLARATION OF CONDOMINIUM OWNERSHIP FOR THE GREENWOOD HIGHLANDS CONDOMINIUMS WAS FILED IN THE OFFICE OF THE FISCAL OFFICER OF SUMMIT COUNTY, OHIO.

DATED: 5-7-2021

BY: **KRISTEN M. SCALISE CPA, CFE**
FISCAL OFFICER
Bj. Beverly Coble

**AMENDMENT TO THE
DECLARATION OF CONDOMINIUM OWNERSHIP FOR THE
GREENWOOD HIGHLANDS CONDOMINIUMS**

RECITALS

A. The Declaration of Condominium Ownership for The Greenwood Highlands Condominiums (the "Declaration") and the Bylaws of The Greenwood Highlands Condominium Association, Inc. (the "Bylaws"), Exhibit A the Declaration, were recorded at Summit County Records, Instrument No. 54588702.

B. The Greenwood Highlands Condominium Association, Inc. (the "Association") is a corporation consisting of all Unit Owners in Greenwood Highlands Condominium and as such is the representative of all Unit Owners.

C. Paragraph 17 authorizes amendments to the Declaration and Bylaws Article VI, Section 2 authorizes amendments to the Bylaws.

D. Unit Owners representing at least 75 percent of the Association's current voting power have executed instruments in writing setting forth specifically the matter to be modified (the "Amendment").

E. As of April 5, 2021, Unit Owners representing 76.94 percent of the Association's voting power have signed and delivered to the Association written consents, along with powers of attorney, in favor of the Amendment and authorizing the Association's officers to execute the Amendment on their behalf.

G. Attached as Exhibit A is a certification of the Association's Co-Secretaries as to the consenting mortgagees, on the records of the Association, to the Amendment.

H. The Association has complied with the proceedings necessary to amend the Declaration and Bylaws, as required by Chapter 5311 of the Ohio Revised Code and the Declaration and Bylaws, in all material respects.

AMENDMENT

The Declaration of Condominium Ownership for The Greenwood Highlands Condominiums is amended by the following:



DELETE DECLARATION PARAGRAPH 21, SECTION L entitled, "Service of Notices on the Board," in its entirety. Said deletion to be taken from Page 39 of the Declaration, as recorded at Summit County Records, Instrument No. 54588702.

INSERT a new DECLARATION PARAGRAPH 21, SECTION L entitled, "Notices and Other Actions and Communications." Said new addition, to be added to Page 39 of the Declaration, as recorded at Summit County Records, Instrument No. 54588702, is as follows:

L. Notices and Other Actions and Communications.

For all notices to be sent to the Association, the Board, or the Unit Owners, the following provisions apply:

- (i) Service of Notices on the Association and Board. All notices required or permitted by the Declaration or Bylaws, to the Association or the Board, must be made in writing and sent either:
 - (a) by regular U.S. mail, first-class postage prepaid, or
 - (b) delivered in accordance with subparagraph (iii) below, to the Board President, to any two other Directors, to the Association at the address of the Condominium Property, to the Association's manager or management company, if any, the Association's statutory agent registered with the Ohio Secretary of State, or to any other address as the Board may designate by written notice to all Unit Owners.
- (ii) Service of Notices on Unit Owners. All notices required or permitted by the



Declaration or Bylaws to any Unit Owner will be in writing and is deemed effectively given if it has been sent by one of the following methods:

- (a) personally delivered to the Unit Owner;
- (b) placed under or attached to the front or main entry door of the Unit Owner's Unit;
- (c) sent by regular U.S. mail, first-class postage prepaid, to the Unit Owner's Unit address or to another address the Unit Owner designates in writing to the Board; or
- (d) delivered in accordance with subparagraph (iii) below. If there is more than one person owning a single Unit, a notice given to any one of those several persons is deemed to have been given personally to all of the persons owning an interest in the Unit.

(iii) New Communication Technologies.

- (a) Due to the ongoing development of new technologies and corresponding changes in business practices, to the extent permitted or approved by the Board, as well as by Ohio and federal law, now or in the future, in addition to the methods described in subparagraphs (i) and (ii) above, the following may be accomplished using electronic mail or other transmission



technology available at that time that is a generally accepted business practice:

- (1) any notice required in the Declaration or Bylaws to be sent or received;
 - (2) any signature, vote, consent, or approval required to be obtained; and
 - (3) any payment required to be made by the Declaration or Bylaws.
- (b) The use of electronic mail or other transmission technology is subject to the following:
- (1) The Association may use electronic mail or other transmission technology to send any required notice only to Unit Owners, individually or collectively, who have given the Association written consent to the use of electronic mail or other transmission technology. Any Unit Owner who has not given the Association written consent to use of electronic mail or other transmission technology will receive notices, including any notice of delinquency of any payment due, by either of the methods identified in subparagraph (ii)(a)-(c) above.



- (2) For voting on matters, including the election of Board members as provided for in Bylaws Article I, Section 5, as amended, the Association may provide for voting by electronic mail or other transmission technology.

- (3) An electronic mail or transmission technology to a Unit Owner is not considered delivered and effective if the Association's transmission to the Unit Owner fails two consecutive times, e.g. the Association receives an "undeliverable" or similar message, or the inability to deliver the transmission to the Unit Owner becomes known to the person responsible for sending the transmission. If the electronic mail or transmission is not delivered or effective, the Association will deliver the notice or other communication to the Unit Owner by either of the methods identified in subparagraph (ii)(a)-(c) above.

DELETE BYLAWS ARTICLE I, SECTION 5 entitled, "Proxies," in its entirety. Said deletion to be taken from Pages 4-5 of the Bylaws, Exhibit A of the Declaration, as recorded at Summit County Records, Instrument No. 54588702.

INSERT a new BYLAWS ARTICLE I, SECTION 5 entitled, "Voting Methods." Said new addition, to be added to Page 4 of the Bylaws, Exhibit A of the



Declaration, as recorded at Summit County Records, Instrument No. 54588702, is as follows:

Section 5. Voting Methods. Prior to sending the notice for any meeting, as required by Bylaws Article I, Section 6, Paragraph C, as amended, and depending on the conduct of the meeting as determined by the Board in accordance with Bylaws Article I, Section 6, Paragraph F, as amended, voting will be conducted via one of the following methods:

A. Voting in Person or by Proxy. For meetings that are held in person and provide for physical attendance, members may vote in person or by proxy. The person appointed as proxy need not be a member of the Association. Each proxy will be executed in writing by the member entitled to vote and must be returned to the Association by regular mail, hand delivery, electronic mail, or other method of delivery provided for or permitted by the Board. Every proxy is revocable at any time by actual notice to the Board or the member or members making the designation but will automatically cease upon conveyance of the Unit by the member. Notice to the Board in writing or in open meeting of the revocation of the designation of a proxy will not affect any vote or act previously taken or authorized.

B. Voting by Mail and Electronic Voting Technology. For meetings that are held via Authorized Communications Equipment, voting will be conducted by mail or through the use of Electronic Voting Technology that is approved by the Board. "Electronic Voting Technology" as used in these Bylaws, means an electronic voting system that accurately and securely records the voting member's intent to cast a ballot on a matter in the way identified by the member, and provides for the counting of electronic votes submitted, including by means of internet, application, web, virtual, or other electronic technology. All matters to be voted on at a meeting utilizing Authorized Communications Equipment must be sent to the members no later than the date the meeting notice is sent to the members in accordance with Bylaws Article I, Section 6, Paragraph C, as amended. Voting via mail or by use of Electronic Voting



Technology is considered to be voting at the meeting, as if the member were physically present.

C. Voting in Person, by Proxy, by Mail, and by Electronic Voting Technology. For meetings that are held in person and provide for physical attendance, voting may be conducted in person or by proxy, as provided for in Bylaws Article I, Section 5, Paragraph A, as amended, and in addition the Board may authorize the members to vote by mail or Electronic Voting Technology as provided for in Bylaws Article III, Section 9(b), as amended.

Any ballots, regardless of method, received subsequent to the calling of the vote at the meeting will be held invalid. Any costs associated with voting, including mailing costs, printing, Authorized Communications Equipment and Electronic Voting Technology costs and subscriptions, are Common Expenses. The Board may adopt any additional regulations, procedures, or Rules as may be necessary to effectuate the intent and purpose of this voting provision to provide for the use of the desired voting method.

DELETE BYLAWS ARTICLE I, SECTION 6, PARAGRAPH C entitled, "Notices of Meetings," in its entirety. Said deletion to be taken from Page 5 of the Bylaws, Exhibit A of the Declaration, as recorded at Summit County Records, Instrument No. 54588702.

INSERT a new BYLAWS ARTICLE I, SECTION 6, PARAGRAPH C entitled, "Notice of Meetings." Said new addition, to be added to Page 5 of the Bylaws, Exhibit A of the Declaration, as recorded at Summit County Records, Instrument No. 54588702, is as follows:

C. Notice of Meetings. Written notice of each meeting of members will be given by, or at the direction of, the secretary or person authorized to call the meeting, by personal delivery or by mailing a copy of the notice, postage prepaid, at least fifteen days before the meeting, to each member entitled to vote at the meeting, addressed to the member's address last appearing on the books of the Association, or supplied by the Unit to the Association for the purpose of notice. The notice will specify the place, day and hour of the meeting, and in the



case of a special meeting, the specific purposes of the meeting, and in the case of special meetings called by the petition and written request of members, the specific motion or motions (other than procedural) to be voted upon. The attendance of any member at any meeting without protesting, prior to or at the commencement of the meeting, will be deemed to be a waiver of lack of proper notice of the meeting.

If the meeting is held via Authorized Communications Equipment, as defined in Bylaws Article I, Section 6,(F), as amended, the meeting notice must include any applicable links, access codes, password, telephone numbers, and/or other pertinent information that is necessary to allow the member to participate at the meeting via the Authorized Communications Equipment.

MODIFY BYLAWS ARTICLE I, SECTION 6, PARAGRAPH D. Said modification, to be made on Pages 5-6 of the Bylaws, Exhibit A of the Declaration, as recorded at Summit County Records, Instrument No. 54588702, is as follows (deleted language is crossed-out; new language is underlined):

D. Quorum; Adjournment. At any meeting of the members of the Association, the members of the Association entitled to exercise a majority of the voting power of the Association present, either in person or by proxy at a physical meeting providing for in person attendance or that attend by using the method of Authorized Communications Equipment approved by the Board for meetings that are held via Authorized Communications Equipment, at any duly called and noticed meeting of the members, will shall constitute a quorum for ~~such~~ the meeting; provided, however, that no action required by law, by the Declaration, or by these Bylaws to be authorized or taken by a designated percentage of the voting power of the Association may be authorized or taken by a lesser percentage; and provided further, that the members of the Association entitled to exercise a majority of the voting power represented at a meeting of members, whether or not a quorum is present, may adjourn ~~such~~ the meeting from time to time. If any meeting is adjourned, notice of ~~such~~ the adjournment need not be given if the time and place to which ~~such~~ the meeting is adjourned are fixed and announced at ~~such~~ the meeting. Ballots submitted via mail or by Electronic Voting Technology, as defined in Bylaws Article I, Section 5, as amended, also will count that



Unit towards the quorum. The Board of Directors may adopt procedures and guidelines to permit the Association to verify that the person attending, either in person or by Authorized Communications Equipment, is a member that is eligible to vote and to maintain a record of any vote.

INSERT a new BYLAWS ARTICLE I, SECTION 6, PARAGRAPH F entitled, "Conduct of Meetings." Said new addition, to be added to Page 6 of the Bylaws, Exhibit A of the Declaration, as recorded at Summit County Records, Instrument No. 54588702, is as follows:

F. Conduct of Meetings. Prior to the meeting notice being sent to the members in accordance with Bylaws Article I, Section 6(C) as amended, the Board will determine whether the meeting will be conducted physically so that the members may attend in person, or by the use of Authorized Communications Equipment. "Authorized Communications Equipment," as used in these Bylaws, means any communications equipment that is selected by the Board, in its sole discretion, that provides an electronic communication transmission, including but not limited to, by telephone, video conference, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention and participation of, the member.

If Authorized Communications Equipment is used, the persons utilizing the Authorized Communications Equipment must have the ability to communicate with the other participants to indicate their motion, vote, or statement, provided that the president, chair, or other person designated by the Board moderating the meeting, may silence or mute the Authorized Communications Equipment utilized by members to attend the meeting, unless the member is voting or has been recognized by the meeting chair or moderator to participate in the meeting. The meeting chair or moderator has the authority to decide and determine all procedural motions or other procedural matters to be decided at the meeting, including points of order and adjournment. The Board's purpose or reason for not conducting an in-person meeting and instead having a meeting via Authorized Communications Equipment must be documented in the Board's meeting minutes.



MODIFY the FIRST SENTENCE of BYLAWS ARTICLE I, SECTION 7. Said modification, to be made on Page 6 of the Bylaws, Exhibit A of the Declaration, as recorded at Summit County Records, Instrument No. 54588702, is as follows (deleted language is crossed-out; new language is underlined):

All actions, except the removal or election of a Board member as provided for in these Bylaws, which may be authorized or taken at a meeting of the members may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing signed by, all of the members who would be entitled to notice of a meeting for such purpose, or such other proportions or number of voting members, not less than a majority, as these Bylaws permit.

DELETE BYLAWS ARTICLE II, SECTION 3 entitled, "Election of Board; Vacancies," in its entirety. Said deletion to be taken from Page 7 of the Bylaws, Exhibit A of the Declaration, as recorded at Summit County Records, Instrument No. 54588702.

INSERT a new BYLAWS ARTICLE II, SECTION 3 entitled, "Election of Directors; Vacancies." Said new addition, to be added to Page 7 of the Bylaws, Exhibit A of the Declaration, as recorded at Summit County Records, Instrument No. 54588702, is as follows:

Section 3. Election of Directors; Vacancies. Unless there are no more nominees than vacancies, election to the Board by the members is by secret ballot, submitted either in person, by proxy, by mail, or by Electronic Voting Technology, as determined by the Board pursuant to Bylaws Article I, Section 5, as amended. The Association is not required to send ballots to the members via any method if there are an equal number of nominations as there are candidates, and the terms for all open positions are equal; in which case the nominated candidates will automatically be elected to the Board of Directors at the election meeting.

Regardless of the voting method, the Board must adopt Rules and safeguards to determine a method by which the secrecy of the ballots are maintained for those members while also maintaining the integrity of the voting process to ensure each member has only exercised their allotted vote once so that any other individuals can only



identify that a Unit has voted, and not how a Unit has voted. The ballots, whether electronic or written, will list the number of Director positions up for election and list the names of all of the nominated candidates.

If voting by mail, ballots must be submitted within dual envelopes. One of the two envelopes must contain the ballot itself, the "Ballot Envelope." The Ballot Envelope need not be signed. The second envelope must contain the Ballot Envelope and the ballot, the "Signature Envelope." The Signature Envelope must be signed by the member(s) voting, and will be used as a record of receipt of the member's ballot as well as to determine quorum. If the Signature Envelope is not signed by the member(s), the ballot in the Ballot Envelope will not be counted.

For the election of Directors, the members, or their proxies, may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes will be elected. Ties will be determined by lot or flip of a coin by the chair or moderator of the meeting. Cumulative voting is not permitted.

The nominating committee, or if the Board fails to appoint a nominating committee, the Board itself (excluding any incumbent Directors who are running for re-election), is responsible for (i) confirming all nominated candidates meet the qualifications to serve as a Director, (ii) receiving, verifying, and opening any ballots that are cast in person or by mail, (iii) receiving, verifying, and opening any ballots cast using Electronic Voting Technology, (iv) counting each ballot submitted through any voting method, and (v) verifying the results of the election by providing the ballots and results to the chair or moderator of the meeting, and the chair or moderator will announce the election results at the meeting to be reflected in the meeting minutes and ensuring the election results are provided to all members no later than fifteen days after the meeting.

In the event of the occurrence of any vacancy or vacancies in the Board, however caused, the remaining Board members, though less than a majority of the whole authorized number of Board members,



may, by vote of a majority of their number, fill any vacancy for the unexpired term.

DELETE the **SECOND SENTENCE** of **BYLAWS ARTICLE II, SECTION 7** in its entirety. Said deletion to be taken from Page 8 of the Bylaws, Exhibit A of the Declaration, as recorded at Summit County Records, Instrument No. 54588702.

INSERT a new **SECOND SENTENCE** of **BYLAWS ARTICLE II, SECTION 7** in its entirety. Said addition to be added to Page 8 of the Bylaws, Exhibit A of the Declaration, as recorded at Summit County Records, Instrument No. 54588702, is as follows

Written notice of the time and place of a special meeting will be delivered to each Board member in accordance with Declaration Paragraph 21 Section L, as amended; provided, however, that attendance of any Board member at the meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice, will be deemed to be a waiver of notice for the meeting.

INSERT a new **BYLAWS ARTICLE II, SECTION 13**, entitled, "Nominations." Said new addition, to be added to Page 9 of the Bylaws, Exhibit A of the Declaration, as recorded at Summit County Records, Instrument No. 54588702, is as follows:

Section 13. Nominations. Nominations for the election of Directors to be elected by the members shall be made by a nominating committee appointed by the Board, or if the Board fails to appoint a nominating committee, by the Board itself. The nominating committee, or Board, shall make as many nominations for election to the Board as it shall, in its discretion, determine, but no fewer than the number of vacancies that are to be filled and will verify that the nominees satisfy all qualification requirements of Bylaws Article II, Section 2. Prior to the meeting, the nominating committee will establish a process and deadlines by which any member may submit their name to the nominating committee as a candidate, and the nominating committee must nominate that member if that member satisfies all the qualifications to be a Director as further provided for in Bylaws Article II, Section 2. If there are fewer nominees than vacancies, the nominating committee must nominate additional member(s) to be



of any meeting where Directors are to be elected is sent in accordance with Bylaws Article I, Section 6, Paragraph C, so that the voting information containing all the candidates' names and an informational sheet, within size limitations determined by the Board, containing their biographical information and affirming their candidacy, can be transmitted to the members no later than the sending of the meeting notice.

Any conflict between these provisions and any other provisions of the Declaration and Bylaws will be interpreted in favor of this amendment allowing the Association to use electronic communications to the extent permitted by Ohio and Federal law, establishing a method to use mail-in and electronic ballots for electing members to the Board of Directors, and permitting meetings to be conducted utilizing Authorized Communication Equipment. The invalidity of any part of the above provision does not impair or affect in any manner the validity or enforceability of the remainder of the provision. Upon the recording of this amendment, only Unit Owners of record at the time of the filing have standing to contest the validity of this amendment, whether on procedural, substantive, or any other grounds. Any challenge to the validity of this amendment must be brought in the court of common pleas within one year of the recording of this amendment.

The Greenwood Highlands Condominium Association, Inc. has caused the execution of this instrument this 26 day of APRIL, 2021.

THE GREENWOOD HIGHLANDS CONDOMINIUM ASSOCIATION, INC.

By: Susan A. Miller President
SUSAN A. MILLER, President

By: Ann E. Anderson Secretary
ANN E. ANDERSON, Secretary



STATE OF OHIO)
)
COUNTY OF Summit) SS

BEFORE ME, a Notary Public, in and for said County, personally appeared the above-named The Greenwood Highlands Condominium Association, Inc., by its President and its Secretary, who acknowledged that they did sign the foregoing instrument, on Page 14 of 16, and that the same is the free act and deed of said corporation and the free act and deed of each of them personally and as such officers.

I have set my hand and official seal this 26 day of APRIL, 2021.


NOTARY PUBLIC

Place notary stamp/seal here:



Jason C. Saal
Notary Public, State of Ohio
My Commission Expires
April 29, 2023

This instrument prepared by:
KAMAN & CUSIMANO, LLC, Attorneys at Law
50 Public Square, Suite 2000
Cleveland, Ohio 44113 ✓
(216) 696-0650
ohiocondolaw.com



EXHIBIT A

CERTIFICATION OF SECRETARY

STATE OF OHIO)
)
COUNTY OF Summitt) **SS**

ANN E. ANDERSON, the duly elected and acting Secretary of The Greenwood Highlands Condominium Association, Inc., certifies there are no, as the term is used in Declaration Paragraph 17, "mortgagees" of record on file with the Association as no holders, insurers or guarantors of a mortgage on a Unit have given the Association a written request to receive notice of certain actions or amendments and so none have consented to the Amendment.

Ann E. Anderson, Secretary
ANN E. ANDERSON, Secretary

BEFORE ME, a Notary Public in and for said County, personally appeared the above-named **ANN E. ANDERSON** who acknowledged that she did sign the foregoing instrument and that the same is her free act and deed.

I have set my hand and official seal this 26 day of APRIL, 2021.

Jason C Saal
NOTARY PUBLIC

