

Jan 30, 2009

Dear Torwood HOA Residents,

The Torwood Board of Directors would like to thank everyone for their continued patience while we sought legal advice regarding the process for amending the Bylaws specifically related to how Directors are formally elected by the Torwood Homeowner Association (HOA), when quorums are required, and a reduction in dues for Board members.

Included with this letter is an official ballot that we need everyone to review and cast their vote. Your return ballot must be postmarked by **Feb 20, 2009** to be counted.

There are three items on which we are asking for a vote (additional details on the Bylaw changes can be found on the following page):

- Proposed Bylaws change of Article VIII, Section 4, Quorum needed at a duly called meeting of the Torwood Homeowners Association.
- Proposed Bylaws change of Article XI, Section 3, Powers and Duties of the Board of Directors.
- The election to fill three open Director positions for the term of 2009 – 2010.

If you have any questions, please contact any of the current Board of Directors. If you would like to review the current Torwood Bylaws, they are located on the Torwood website (www.torwood.org) as well as the Board of Directors contact information.

Regards,

Chris Chapin

Torwood Board President

PO Box 622

Saline, MI 48176-0622

Cc: Julie Dils
Robin Rasor
Mary Tornquist
John Zemba

Article XVI, Section 1, of the Torwood Bylaws provides for the Directors to propose amendments to the Bylaws. Amendments to the Bylaws may be approved by two-thirds of the owners at any regular meeting (Article XVI, Section 4) or by written ballot (Article IX, Section 8). Because the Association has been unable to obtain a quorum at the annual meetings for many years and has been unable to obtain volunteers for Board seats, the current Directors propose the following Bylaws changes to enable the Association to elect Directors at the annual meeting using a simple majority of those present and those who have provided proxy votes. In addition, the Directors propose that the dues for Board members be reduced by one-half in recognition of the time spent in completing the duties required by the Association. Upon approval by the owners, these Bylaws changes will go into effect for calendar year 2010.

Proposed Bylaws Changes

1. Delete current Article VIII, Section 4 and replace with the following:

Section 4. Quorum. A quorum shall constitute a simple majority of the total number of owners qualified to vote present at a meeting of the members of the Association combined with the number of proxies of qualified owners obtained for such meeting, except for voting on questions specifically required by the Project documents to require a greater quorum. The written vote of any person furnished at or prior to any duly called meeting at which meeting said person is not otherwise present in person or by proxy shall be counted in determining the presence of a quorum with respect to the question upon which the vote is cast.

2. Delete current Article XI, Section 3 and replace with the following:

Section 3. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may do all acts and things as are not prohibited by the Project documents or required thereby to be exercised and done by the owners. Beginning in calendar year 2010 and for each year thereafter, the dues for the five principle Directors shall be reduced by one-half. If approved by the majority of Directors, the dues for other officers, such as a committee chairperson, may be reduced by 25%.

Ballot

Bylaws Change #1

The Board of Directors recommends a vote FOR the following proposal.

We/I approve (For) _____
We/I do not approve (Against) _____

Bylaws Change #2

The Board of Directors recommends a vote FOR the following proposal.

We/I approve (For) _____
We/I do not approve (Against) _____

Election of Directors

The Board of Directors recommends a vote FOR the listed nominees.

	For	Withhold
Robin Rasor	_____	_____
Mary Tornquist	_____	_____
John Zemba	_____	_____

Authorized Signature and Address or Lot # must be completed below for your instructions to be executed.

Name: _____ (First & Last name)
Torwood Address or Lot #: _____, Saline, MI. 48176
Email Address: _____ (optional)

Ballot must be returned to the Torwood HOA Association, PO Box 622, Saline, MI 48176-0622 by Feb 20, 2009.