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Dear Muirfield Association Member:

As part of our ongoing effort to operate, administer, maintain, and reasonably protect the Muirfield Association, Inc., we are proposing nine amendments that we hope you will approve for inclusion in our Code of Regulations. As you may know, the Code of Regulations governs the Muirfield corporate procedures, and was created back in 1975 when Muirfield was first built. While the Code of Regulations has been amended a few times over the years, it has not been comprehensively reviewed and updated since the beginning of our community. Consequently, the Board appointed a committee to work with our legal counsel to identify provisions to be updated to today's standards, consistent with historical practices, and provide additional protections and safeguards for the ownership. Out of this extensive review process came these nine amendments, and your "consent" to the amendments is necessary for the amendments to become part of our governing documents. Please allow us to describe each of these important provisions for your consideration:

**Amendment A:** There are a number of provisions within the Code of Regulations that address the community's original developer or the power of the original developer. This amendment gives the Board authority to remove these unnecessary provisions, as well as update the terminology throughout the Code of Regulations to be consistent with today's laws. For example, the Board is now referred to as a Board of Directors, rather than a Board of Trustees. Of course, no provision that alters any rights or responsibilities will or can be modified.

**Amendment B:** Our Code of Regulations requires our annual meeting to be held on the first Tuesday of March each year. This requirement is too restrictive and provides no flexibility. The amendment will allow our annual meeting to be scheduled any time within the month of April each year. This should provide the Board with greater flexibility when scheduling our annual meeting, and also permits the order of business for meetings to be set by the Board or as specified on the meeting notice or agenda.

**Amendment C:** Our Code of Regulations does not currently elaborate on the qualifications to serve on the Board. We feel the Association would be better represented if Board members were also required to be in good standing with the Association. This means they are current in payment of their assessments to the Association and that they are not actively engaged in litigation against the Association. This Amendment allows Board members to be removed for various reasons, including conviction of a felony and failure to attend scheduled Board meetings. The amendment also clarifies that spouses may serve on the Board and that only one person from the same home can serve on the Board at one time.

**Amendment D:** Currently there is a provision that enables Board members to be paid for their services. Historically, Board members have always volunteered their time, and have never sought or received a salary for serving on the Board. This amendment clarifies that Board members or officers will not receive compensation for work performed for the Association, but does allow for reimbursement for expenses with Board approval.

**Amendment E:** Over time, the method of voting on Association matters has evolved. Since passing the use of new technology amendment in 2013, many owners have opted in to vote on Association matters electronically. This amendment reorganizes the methods of voting, and makes clear that owners can vote in person, by written ballot, and electronically. The amendment also clarifies that the owner of a home, also known as a living unit, is the voting member.

**Amendment F:** While the owners elect the Board members, the Board then elects the individual officer positions. This amendment requires the president, vice president secretary, and treasurer to be elected from members of the Board, and also requires that they serve without compensation.

**Amendment G:** The Code currently has provisions for an executive committee. This executive committee has never been used; rather, the Board operates as a collective and makes decisions at meetings. So to confirm with that historical practice, this amendment eliminates the executive committee and clarifies the Board's ability to appoint committees.

**Amendment H:** We believe that one of the reasons Muirfield is a great community is the people that live in our community. To foster this community spirit, the amendment will enable the Board to spend up to 0.25% of the Association's annual operating budget on social activities, such as community picnics and holiday parties. If passed, any event the Board permits must be open to everyone in the community and also prohibits Association funds from being spent on alcohol. Again, we believe that permitting this small amount of money to be spent on community related social activities and events will help to foster and increase our community and neighborhood spirit.

**Amendment I:** Currently, there is no limitation on the amount of money the Board can spend on adding new capital improvements to the property. Past boards have made very positive and beneficial capital improvements, such as the splash park and the sun shades at the pool, and we believe that future boards should have the ability to make similar improvements. This amendment, though, limits the Board's authority to spend up to 25% of the annual budget on capital additions. Any capital addition that exceeds 25% of the annual operating budget would require majority owner approval at a meeting duly called for the purpose of approving the capital addition expenditure. We believe this is a reasonable balance between giving the Board flexibility to make improvements and protecting the ownership by not permitting the Board to spend substantial funds without approval.



The actual text of the amendments we are proposing to the Code of Regulations is enclosed with this letter. These proposed amendments will be introduced and a vote will be held at the Annual Meeting. The Code of Regulations requires approval from a majority of the members in attendance to pass the amendments.

If you will not be able to attend the Annual Meeting and wish to vote for the amendments by proxy, a limited proxy form is enclosed with this letter. You can complete, date, sign, and return the proxy to the Muirfield Association office at any time before 4:00 p.m. on April 25, 2018. If you attend the meeting, a consent ballot will be given to you at the meeting.

If you should have any questions pertaining to these amendments, please feel free to contact any Board Member or Walter Zeier, our General Manager, at (614) 889-0922. Thank you for your anticipated cooperation.

Sincerely yours,

THE BOARD OF DIRECTORS  
MUIRFIELD ASSOCIATION, INC.

Enclosures