

**LANGUAGE TO AMEND THE CODE OF REGULATIONS OF MUIRFIELD  
ASSOCIATION, INC.**

The Board of Directors for the Muirfield Association, Inc. proposes that the Code of Regulations of Muirfield Association, Inc. ("Code"), Dublin, Ohio, be amended as follows:

**AMENDMENT A**

**INSERT A NEW PARAGRAPH to the end of CODE ARTICLE 9.** Said new paragraph, to be added to the Code, as recorded at Franklin County Records, Instrument No. 201103090033350, and as recorded at Delaware County Records, Instrument No. 201100007686, is as follows:

The Board of Directors, without further vote of the members, may amend the Code of Regulations to eliminate any provisions that are no longer applicable to the Property or MA, such as elimination of provisions that applied to the original development of the Property, and to update the terminology throughout the Code to reflect that MA is governed by a Board of Directors, rather than a Board of Trustees, pursuant to Revised Code Chapters 1702 and 5312. Any amendment made by the Board pursuant to this paragraph must be recorded to be effective. No amendment made by the Board pursuant to this paragraph may change, alter, delete, or in any way modify any rights, responsibilities, or powers of MA, the Board of Directors, or its members.

Any conflict between the above provision and any other provisions of the Muirfield Warranty Deed and Code will be interpreted in favor of this amendment authorizing the Board to amend the Code to eliminate or change certain language. 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 members of record at the time of such filing have standing to contest the validity of this amendment, whether on procedural, substantive, or any other grounds, provided further that any such challenge must be brought in the court of common pleas within one year of the recording of this amendment.

**AMENDMENT B**

**DELETE CODE ARTICLE 1, SECTION 1.3** entitled, "Annual Meeting," in its entirety. Said deletion to be taken from the Code, as recorded at Franklin County Records, Instrument No. 201103090033350, and as recorded at Delaware County Records, Instrument No. 201100007686.

**INSERT a new CODE ARTICLE 1, SECTION 1.3** entitled, "Annual Meeting." Said new addition, to be added to the Code, as recorded at Franklin County Records, Instrument No. 201103090033350, and as recorded at Delaware County Records, Instrument No. 201100007686, is as follows:

§1.3. Annual Meeting. For the election of Directors, the presentation of reports, and the transaction of such other business as is set forth in the meeting notice, MA's annual meeting will be held at such time, at such place, and on such date during the month of April each calendar year as the Board determines and as stated in the meeting notice.

DELETE CODE ARTICLE 1, SECTION 1.9 entitled, "Order of Business," in its entirety. Said deletion to be taken from the Code, as recorded at Franklin County Records, Instrument No. 201103090033350, and as recorded at Delaware County Records, Instrument No. 201100007686.

INSERT a new CODE ARTICLE 1, SECTION 1.9 entitled, "Order of Business." Said new addition, to be added to the Code, as recorded at Franklin County Records, Instrument No. 201103090033350, and as recorded at Delaware County Records, Instrument No. 201100007686, is as follows:

§1.9. Order of Business. The order of business at all meetings of the members will be as set by the Directors or as specified in the notice or agenda thereof.

Any conflict between the above provision and any other provisions of the Muirfield Warranty Deed and Code will be interpreted in favor of this amendment changing the annual meeting date and the order of business. 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 members of record at the time of such filing have standing to contest the validity of this amendment, whether on procedural, substantive, or any other grounds, provided further that any such challenge must be brought in the court of common pleas within one year of the recording of this amendment.

#### AMENDMENT C

DELETE CODE ARTICLE 2, SECTION 2.2 entitled, "Number and Qualification," in its entirety. Said deletion to be taken from the Code, as recorded at Franklin County Records, Instrument No. 201103090033350, and as recorded at Delaware County Records, Instrument No. 201100007686.

INSERT a new CODE ARTICLE 2, SECTION 2.2 entitled, "Number and Qualification." Said new addition, to be added to the Code, as recorded at Franklin County Records, Instrument No. 201103090033350, and as recorded at Delaware County Records, Instrument No. 201100007686, is as follows:

§2.2. Number and Qualification: The Board will consist of nine persons, each of whom must be the owner of a living unit in the Property, or the spouse of an owner. Board members must also be in good standing. Good standing requires that 1) the Board member not be an adverse party to MA, or 2) the Board member's living unit not be more than 60 days past due in the payment



of any fees or assessments owed to MA. No living unit may be represented by more than one person on the Board at any one time. If an owner is not an individual, that owner may nominate for the Board of Directors any principal, member of a limited liability company, partner, director, officer, or employee of that owner. In addition to the provisions of §2.6, a majority of the remaining Board members may remove any Board member who ceases to meet such good standing qualifications during their term. Any current Board member not in good standing has 30 days to become in good standing, otherwise they may be removed by a majority vote of the remaining Board members, pursuant to §2.6, as amended.

INSERT a new PARAGRAPH to the end of CODE ARTICLE 2, SECTION 2.6. Said new addition, to be added to the Code, as recorded at Franklin County Records, Instrument No. 201103090033350, and as recorded at Delaware County Records, Instrument No. 201100007686, is as follows:

Except as otherwise provided in this Code, the Board may remove any individual Board member and create a vacancy on the Board, if:

- (a) by order of court the member has been found to be of unsound mind;
- (b) the member files for bankruptcy or has been adjudicated bankrupt;
- (c) the member is or has been convicted of a felony for theft or other theft related crime, including larceny, forgery, false pretenses, fraud, embezzlement, conversion, or any conspiracy related to any such theft related crime, at any time in the past, or convicted of a felony for any other type of crime within the last 10 years;
- (d) the member is no longer a member in good standing as defined in §2.2 above, as amended;
- (e) the member is physically incapacitated; or
- (f) the member fails to attend three consecutive or a total of four meetings of the Board in one calendar year.

Any conflict between the above provision and any other provisions of the Muirfield Warranty Deed and Code will be interpreted in favor of this of this amendment regarding the qualifications and removal of Board members. 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 members of record at the time of such filing have standing to contest the validity of this amendment, whether on procedural, substantive, or any other grounds. Any contest or other legal 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.

#### AMENDMENT D

**DELETE CODE ARTICLE 2, SECTION 2.3** entitled, "Compensation and Expenses," in its entirety. Said deletion to be taken from the Code, as recorded at Franklin County Records, Instrument No. 201103090033350, and as recorded at Delaware County Records, Instrument No. 201100007686.

**INSERT a new CODE ARTICLE 2, SECTION 2.3** entitled, "Expense Reimbursement." Said new addition, to be added to the Code, as recorded at Franklin County Records, Instrument No. 201103090033350, and as recorded at Delaware County Records, Instrument No. 201100007686, is as follows:

§2.3. Expense Reimbursement. While serving on the Board, the Board members cannot receive any salary or compensation for their services. Any Board member, however, may be reimbursed for their actual expenses incurred in the performance of their duties, as solely determined by the remaining Board members.

Any conflict between the above provision and any other provisions of the Muirfield Warranty Deed and Code will be interpreted in favor of this of this amendment prohibiting Board members and officers from being compensated for serving on the Board. 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 members of record at the time of such filing have standing to contest the validity of the amendment, whether on procedural, substantive, or any other grounds, provided further that any such challenge must be brought in the court of common pleas within one year of the recording of the amendment.

#### AMENDMENT E

**DELETE CODE ARTICLE 2, SECTION 2.4** entitled, "Election and Term of Office," in its entirety. Said deletion to be taken from the Code, as recorded at Franklin County Records, Instrument No. 201103090033350, and as recorded at Delaware County Records, Instrument No. 201100007686.

**INSERT a new CODE ARTICLE 2, SECTION 2.4** entitled, "Election and Term of Office." Said new addition, to be added to the Code, as recorded at Franklin County Records, Instrument No. 201103090033350, and as recorded at Delaware County Records, Instrument No. 201100007686, is as follows:

§2.4. Election and Term of Office. Except as otherwise provided in this Code, Directors will be elected at each annual meeting or special meeting called for that purpose. Only persons qualified by this Code will serve on the Board. Qualified persons may submit a written request to be a candidate and have



their name placed on the ballot in accordance with the provisions of Article 1, §1.10 of this Code. The Board may appoint a nominating committee to verify that candidates are qualified to serve on the Board, and set procedures for nomination submissions and timing. Candidates receiving the greatest number of votes will be elected to the Board. Each owner may vote for as many candidates as there are vacancies in the Board, however caused. All Directors will be elected for a three-year term, however, the terms will be staggered so that at least one third of the Directors' terms expire annually and a 3-3-3 rotation is maintained.

**DELETE CODE ARTICLE 1, SECTION 1.10** entitled, "Voting," in its entirety. Said deletion to be taken from the Code, as recorded at Franklin County Records, Instrument No. 201103090033350, and as recorded at Delaware County Records, Instrument No. 201100007686.

**INSERT a new CODE ARTICLE 1, SECTION 1.10** entitled, "Voting." Said new addition, to be added to the Code, Franklin County Records, Instrument No. 201103090033350, and as recorded at Delaware County Records, Instrument No. 201100007686, is as follows:

§1.10. Voting. Owners of a living unit will be entitled to one vote per living unit on each matter properly submitted to the voting members for their vote. The Board may make reasonable rules and procedures in regard to proof of ownership, evidence of the right to vote, identification of voting members, and other matters concerning voting. If multiple persons who own a living unit cannot jointly agree as to which of them is entitled to exercise the vote allocated to that living unit, then the right to vote is forfeited by the owners of such living unit. Voting may occur as follows:

- (a) Proxies. Owners may vote or act in person or by proxy. The person appointed as proxy need not be a member of MA. Each proxy will be executed in writing by the member entitled to vote or by his or her duly authorized attorney-in-fact and filed with the secretary of MA. A written proxy may be revoked by a later dated appointment of proxy that is received by MA, or by written notice of revocation of proxy received by MA. The mere presence of the member at a meeting, who has an appointed proxy, does not revoke the appointment.
- (b) Written Ballots. At least 10 but not more than 60 days prior to any meeting in which the members, MA will send a ballot to each member (who has not indicated intent to vote electronically) containing the matter to be voted on, or in the case of the election of directors, the names of each of the persons nominated to be a director. Such ballots may be cast by mail or in person at the meeting; however, to be counted, the ballot must be received by MA prior to the meeting's call to order. The Board may adopt

rules and procedures for written balloting, including procedures to protect the integrity of the vote and the secrecy of ballots for the election of directors.

- (c) Electronic Voting. The Board may also provide for voting by electronic transmission, pursuant to Code Article 8, as amended. The Board may adopt rules and procedures for electronic voting, including procedures to protect the integrity of the vote and the secrecy of ballots for the election of directors

Any conflict between the above provision and any other provisions of the Muirfield Warranty Deed and Code will be interpreted in favor of this amendment establishing an absentee balloting method for electing members to the Board of Directors. The invalidity of any part of the above provision will not impair or affect in any manner the validity or enforceability of the remainder of the provision. Upon the recording of this amendment, only members of record at the time of such filing will have standing to contest the validity of this amendment, whether on procedural, substantive or any other grounds, provided further that any such challenge will be brought in the court of common pleas within one year of the recording of the amendment.

#### AMENDMENT F

MODIFY CODE ARTICLE 3, SECTION 3.2 entitled, "Election, Terms of Office, Qualifications, and Compensation." Said modification, to be made to the Code, as recorded at Franklin County Records, Instrument No. 201103090033350, and as recorded at Delaware County Records, Instrument No. 201100007686, is as follows (deleted language is crossed-out; new language is underlined):

§3.2. Election, Terms of Office, Qualifications, and Compensation. The officers, ~~none of whom need be members of MA,~~ shall be elected by the board of ~~trustees~~directors and shall hold office for a term of one year and until their successors are elected and qualified or, if interim officers are elected, until their successors are elected and qualified. The President, Vice President, Secretary, and Treasurer will be elected by the Board from among the Directors. The board of ~~trustees~~directors shall hold annual elections of officers. The qualifications of all officers shall be such as the board of ~~director~~trustees may establish. ~~The board of trustees shall fix the compensation, if any, of each officer.~~

Any conflict between the above provision and any other provisions of the Muirfield Warranty Deed and Code will be interpreted in favor of this of this amendment modifying the composition of the Board. The invalidity of any part of the above provision will not impair or affect in any manner the validity or enforceability of the remainder of the provision. Upon the recording of this amendment, only members of record at the time of such filing will have standing to contest the validity of this amendment, whether on procedural, substantive or



any other grounds, provided further that any such challenge will be brought in the court of common pleas within one year of the recording of the amendment.

### AMENDMENT G

**DELETE CODE ARTICLE 5** entitled, "Executive Committee," in its entirety. Said deletion to be taken from the Code, as recorded at Franklin County Records, Instrument No. 201103090033350, and as recorded at Delaware County Records, Instrument No. 201100007686.

**INSERT a new CODE ARTICLE 5**, entitled, "Committees." Said new addition, to be added to the Code, as recorded at Franklin County Records, Instrument No. 201103090033350, and as recorded at Delaware County Records, Instrument No. 201100007686, is as follows:

#### Article 5 Committees

The Board may, by resolution, provide for standing or special committees as it deems desirable, and discontinue the same at its discretion. All committee members must be members in good standing. Each committee, consisting of not less than three members, will have such powers and perform such duties, not inconsistent with law, as may be delegated to it by the Board. Each committee will keep full records and accounts of its proceedings and transactions. All action by any committee must be reported to the Board at its meeting next succeeding such action and will be subject to control, revision, and alteration by the Board; provided that no rights of third persons will be prejudicially affected. Each committee will fix its own rules of procedure and will meet as provided by such rules as determined by the Board, and it will also meet at the call of the President, committee chair, or of any two members of the committee. A majority of the members of a committee will constitute a quorum. Each committee may act in writing or by telephone with written confirmation, without a meeting, but no such action will be effective unless unanimous written consent by all members of the committee has been obtained. Vacancies in a committee will be filled by the Board or by the committee itself as it may provide.

Any conflict between the above provision and any other provisions of the Muirfield Warranty Deed and Code will be interpreted in favor of this amendment regarding committees. The invalidity of any part of the above provision will not impair or affect in any manner the validity or enforceability of the remainder of the provision. Upon the recording of this amendment, only members of record at the time of such filing will have standing to contest the validity of this amendment, whether on procedural, substantive, or any other grounds, provided further that any such challenge will be brought in the court of common pleas within one year of the recording of this amendment.

## AMENDMENT H

INSERT a new CODE ARTICLE 10 entitled, "Social Funding." Said new addition, to be added to the Code, as recorded at Franklin County Records, Instrument No. 201103090033350, and as recorded at Delaware County Records, Instrument No. 201100007686, is as follows:

### Article 10 Social Funding

In addition to the purposes and authority outlined in the Muirfield Warranty Deed, the Board may budget, levy, and expend assessments in the amount of not more than 0.25% of MA's annual operating budget on social events, gatherings, outings, or activities that are all primarily intended for the benefit and welfare of the members and residents (collectively hereinafter referred to as "Social Activities"), subject to the following provisions:

- (a) The Board, in its sole discretion and authority, may define the types of Social Activities that assessments may be permitted, budgeted, and expended on, provided that any Social Activity complies with all the provisions of this Section. Social Activities that the Board may permit, budget, and expend assessments on include, but are not limited to, holiday parties and community picnics;
- (b) The Board may not permit, budget, levy, or expend more than 0.25% percent of the annual operating budget on Social Activities or levy a special assessment for Social Activities without the prior consent of members exercising not less than a majority of MA's voting power;
- (c) All Social Activities must be open to or apply to all members, owners, occupants, and residents;
- (d) The Board is not permitted to levy or expend assessments on alcohol, including but not limited to beer, wine, or spirits; and,
- (e) Any owners, members, occupants, and residents, and all of their respective successors and assigns, release, indemnify, and agree to defend MA, and its Board members, owners, agents, or employees, from and against any and all liabilities or claims for any damages, losses, or injuries (including death) of any nature or kind, that may result from, arise, or relate to Social Activities permitted, budgeted, or expended by the Board pursuant to this Section.



Any conflict between the above provision and any other provisions of the Muirfield Warranty Deed and Code will be interpreted in favor of this amendment permitting 0.25% of the annual operating budget on assessments for Social Activities. The invalidity of any part of the above provision shall not impair or affect in any manner the validity or enforceability of the remainder of the provision. Upon the recording of this amendment, only members of record at the time of such filing shall have standing to contest the validity of this amendment, whether on procedural, substantive or any other grounds, provided further that any such challenge shall be brought in the court of common pleas within one year of the recording of this amendment.

### AMENDMENT I

INSERT a new CODE ARTICLE 11 entitled, "Capital Additions." Said new addition, to be added to the Code, as recorded at Franklin County Records, Instrument No. 201103090033350, and as recorded at Delaware County Records, Instrument No. 201100007686, is as follows:

#### Article 11 Capital Additions

Notwithstanding anything in this Code or in the Muirfield Warranty Deed that authorizes expenditures, no single expenditure exceeding 25% of that year's estimated budget, will be made by MA for any additions, alterations, or improvements (as distinguished from maintenance, repair, or replacement) of the Property, without the prior approval of the members of MA entitled to exercise a majority of the voting power of all members of MA present in person or by proxy at a MA meeting duly held for such purpose. If such approval is obtained, the Board will proceed with such additions, alterations, or improvements and will either pay for such capital improvements from reserves or assess all members for the cost as a common expense.

Any conflict between the above provision and any other provisions of the Muirfield Warranty Deed and Code will be interpreted in favor of this amendment establishing the capital additions limit as a percentage of the estimated budget and clarifying the applicability of the limit. 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 members of record at the time of such filing have standing to contest the validity of this amendment, whether on procedural, substantive, or any other grounds, provided further that any such challenge must be brought in the court of common pleas within one year of the recording of this amendment.