

**NOTICE OF ANNUAL MEETING OF ANDOVER FOREST HOMEOWNERS
ASSOCIATION, INC.**

DATE: October 22, 2019

TIME: 6:00 pm local time

LOCATION: First United Methodist Church Andover, 4131 Todds Road, Lexington, KY 40509

BUSINESS: To vote on a proposed amendment to the By-Laws (see below) and elect a new Board of Directors.

PROPOSED AMENDMENT: The election of Directors continues to be a challenge due to the By-Laws' thirty percent (30%) member quorum requirement. With 481 members in Andover Forest, that requires a 145-member turnout at the annual meeting. Accordingly, the Board of Directors determined it to be in the Association's best interests to amend this provision of the By-Laws to reduce the required quorum to fifteen percent (15%).

DESIGNATED ALTERNATE FORM

For those who cannot attend the Annual Meeting, a Designated Alternate form is enclosed for your convenience. Please note that the Designated Alternate you select must be present at the Annual Meeting in order for your form to be counted. You may instead choose to appoint President Steve Spalding to act as your Designated Alternate to ensure your form will be counted. Please be advised that the original paper form must be received by the Board of Directors or All Points Community Management prior to the commencement of the Annual Meeting. Forms which are not timely received shall not be counted.

Forms may be delivered to All Points Community Management, 141 Prosperous Place, Suite 21B, Lexington, KY 40509 in advance of the meeting.

CALL FOR NOMINATIONS

In anticipation of the upcoming Annual Meeting, the Board of Directors invites all members willing to serve as candidates to make their candidacy known to the Association's property manager, All Points Community Management, no later than September 22, 2019 by emailing jared@allpointsky.com. Nominations from the floor at the Annual Meeting will also be permitted.

**AMENDMENT TO THE BY-LAWS OF
ANDOVER FOREST HOMEOWNERS ASSOCIATION, INC.**

This **AMENDMENT TO THE BY-LAWS** (the “Amendment”) is made this ___ day of _____, 2019 by the Members of ANDOVER FOREST HOMEOWNERS ASSOCIATION, INC (the “Association”).

WHEREAS, the Association was established pursuant to the Declaration of Covenants, Conditions and Restrictions for Brighton Place Subdivision, of record at Book 1519, Page 302 in the Fayette County Clerk’s Office (the “Master Deed”), as subsequently amended and supplemented;

WHEREAS, the Association adopted the By-Laws of Andover Forest Homeowners Association, Inc. pursuant to Article IX of the Association’s Articles of Incorporation;

WHEREAS, Article VI, Section 6 of the By-Laws states that the By-Laws may be amended by the affirmative vote (in person or by alternate) or written consent of Voting Members representing seventy-five percent (75%) of the total votes of the Association (the “Super-Majority”);

WHEREAS, pursuant to Article II, Section 11 of the By-Laws, the required quorum for a meeting of Members is thirty percent (30%), and such requirement has resulted in difficulty establishing a quorum for essential functions such as election of Directors;

WHEREAS, at or before the duly noticed annual Member meeting held October 22, 2019, the Super-Majority have consented to amend the By-Laws as evidenced by the signatures attached hereto in **EXHIBIT A**;

NOW THEREFORE, pursuant to the consent and approval of the Super-Majority to amend the By-Laws, Article II, Section 11 of the By-Laws is hereby deleted and replaced in its entirety as follows:

Section 11. Quorum. Except as otherwise provided in these By-Laws or in the Declaration, the presence in person or by designated alternate of the Voting Members representing fifteen percent (15%) of the total vote of the Association shall constitute a quorum at all meetings of the Association.

IN WITNESS WHEREOF, the Super-Majority have consented to and authorized the adoption of this Amendment this ___ day of _____, 2019, as evidenced by their signatures attached hereto.

**Andover Forest Homeowners Association,
Inc.,** a Kentucky nonprofit corporation

By: _____
Steve Spalding, President/Director

**Designated Alternate Ballot for the October 22, 2019
Annual Meeting of the Members of the
Andover Forest Homeowners Association, Inc.**

I appoint _____ as my duly authorized Designated Alternate (if left blank, I appoint Steve Spalding, President of the Andover Forest Homeowners Association, Inc.). By returning this Designated Alternate form, I acknowledge that it shall constitute attendance at the Annual Meeting and shall count toward the quorum.

I authorize and direct my Designated Alternate to vote as follows:

APPROVE

DISAPPROVE

1. Approve an amendment to the By-Laws of Andover Forest Homeowners Association, Inc. to amend the quorum requirement in Article II, Section 11 from thirty percent (30%) of the total votes of the Association to fifteen percent (15%) of the total votes of the Association.

APPROVE

DISAPPROVE

2. To cast votes for candidates of the Board of Directors as my Designated Alternate sees fit.

I represent that I am a Member of the Andover Forest Homeowners Association, Inc., and the information below is true and correct:

Name: _____

Address: _____

Signature: _____

Date: _____

Witness: _____

Name: _____