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Recorder@FranklinCountyOhio.gov

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First Grantor:
DOMINION CLUB AT NEW ALBANY LINKS HOMEOWNERS
ASSN INC

First Grantee:
DOMINION CLUB AT NEW ALBANY LINKS HOMEOWNERS
ASSN INC AMENDMENT

Fees:	
Document Recording Fee:	\$34.00
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Total Fees:	\$138.00
Amount Paid:	\$138.00
Amount Due:	\$0.00

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OFFICIAL RECORDING COVER PAGE

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14.2
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CONVEYANCE TAX
EXEMPT

M MD

MICHAEL STINZIANO
FRANKLIN COUNTY AUDITOR

TRANSFER
NOT NECESSARY

NOV 06 2020

MICHAEL STINZIANO
AUDITOR
FRANKLIN COUNTY, OHIO

AMENDMENT TO THE
WARRANTY DEED AND BYLAWS
OF
THE DOMINION CLUB AT NEW ALBANY LINKS HOMEOWNERS'
ASSOCIATION, INC.

PLEASE CROSS MARGINAL REFERENCE WITH THE SPECIAL WARRANTY DEED RECORDED AT INSTRUMENT NO. 200010130208676 AND THE BYLAWS OF THE DOMINION CLUB AT NEW ALBANY LINKS HOMEOWNERS' ASSOCIATION, INC. RECORDED AT INSTRUMENT NO. 201709150129132 OF THE FRANKLIN COUNTY RECORDS.

**AMENDMENTS TO THE SPECIAL WARRANTY DEED AND BYLAWS OF
THE DOMINION CLUB AT NEW ALBANY LINKS HOMEOWNERS'
ASSOCIATION, INC.**

RECITALS

A. The Special Warranty Deed (the "Warranty Deed") was recorded at Franklin County Records Instrument No. 200010130208676, and the Bylaws of The Dominion Club at New Albany Links Homeowners' Association, Inc. (the "Bylaws"), were recorded at Franklin County Records, Instrument No. 201709150129132.

B. The Dominion Club at New Albany Links Homeowners' Association, Inc. (the "Association") is a corporation consisting of all Owners in Dominion Club at New Albany Links HOA and as such is the representative of all Owners.

C. Warranty Deed Article X, Paragraph C authorizes amendments to the Warranty Deed and Bylaws Article VIII, Section 8.01 authorizes amendments to the Bylaws.

D. Owners representing at least two-thirds 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 October 7, 2020, Owners representing 71 percent of the Association's voting power have signed and delivered to the Association written consents, along with limited powers of attorney, in favor of the Amendment and authorizing the Association's officers to execute the Amendment on their behalf.

F. Attached as Exhibit A is a certification of the Association's President and Secretary that states the Amendment was duly adopted in accordance with the Warranty Deed provisions in all material respects.

G. The Association has complied with the proceedings necessary to amend the Declaration and Bylaws, as required by the Declaration and Bylaws, in all material respects.

AMENDMENT

The Special Warranty Deed and the Bylaws of The Dominion Club at New Albany Links Homeowners' Association, Inc. are amended by the following:

DELETE WARRANTY DEED ARTICLE X PARAGRAPH K entitled, "Notices," in its entirety. Said deletion to be taken from Page 17 of the Warranty Deed, as recorded at Franklin County Records, Instrument No. 200010130208676.

INSERT a new **WARRANTY DEED ARTICLE X PARAGRAPH K** entitled, "Notices and Other Actions and Communications." Said new addition, to be added to Page 17 of the Warranty Deed, as recorded at Franklin County Records, Instrument No. 200010130208676, is as follows:

K. Notices and Other Actions and Communications. For all notices to be sent to the Association, the Board, or the Owners, the following provisions apply:

1. Service of Notices on the Association and Board. All notices required or permitted by the Warranty Deed or Bylaws, to the Association or the Board, must be made in writing and sent either:

i. by regular U.S. mail, first-class postage prepaid, or

ii. delivered in accordance with Sub-paragraph (3) below, to the Board President, to any two other Directors, to the Association at the address of the 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 Owners.

2. Service of Notices on Owners. All notices required or permitted by the Warranty Deed or Bylaws to any Owner will be in writing and is deemed effectively given if it has been sent by one of the following methods:

i. personally delivered to the Owner;

ii. placed under or attached to the front or main entry door of the Owner's Dwelling on the Lot;

iii. sent by regular U.S. mail, first-class postage prepaid, to the Owner's Lot address or to another address the Owner designates in writing to the Board; or

iv. delivered in accordance with Sub-paragraph (3) below. If there is more than one person owning a single Lot, 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 Lot.

3. New Communication Technologies.

i. 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 Sub-paragraphs (1) and (2) above, the following may be accomplished using electronic mail or other transmission technology available at that time that is a generally accepted business practice:

a. any notice required in the Warranty Deed or Bylaws to be sent or received;

b. any signature, vote, consent, or approval required to be obtained; and

c. any payment required to be made by the Warranty Deed or Bylaws.

ii. The use of electronic mail or other transmission technology is subject to the following:

a. The Association may use electronic mail or other transmission technology to send any required notice only to Owners, individually or collectively, who have given the Association written consent to the use of electronic mail or other transmission technology. Any 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 Sub-paragraph (2)(i)-(iii) above.

b. For voting on matters including the election of Board members, the process for which is outlined separately in Bylaws Article III, Section 3.08, as amended, the Association may provide for voting by electronic mail or other transmission technology.

c. An electronic mail or transmission technology to an Owner is not considered delivered and effective if the Association's transmission to the Owner fails two consecutive times, e.g. the Association receives an "undeliverable" or similar message, or the inability to deliver the transmission to the Owner becomes known to the person responsible for sending the transmission. If the electronic mail or transmission is not delivered or effective, Owner by either of the methods identified in Sub-paragraph (2)(i)-(iii) above.

DELETE BYLAWS ARTICLE II, SECTION 2.05 in its entirety. Said deletion to be taken from Page 2 of the Bylaws, as recorded at Franklin County Records, Instrument No. 201709150129132.

INSERT a new BYLAWS ARTICLE II, SECTION 2.05. Said new addition, to be added to Page 2 of the Bylaws, as recorded at Franklin County Records, Instrument No. 201709150129132, is as follows:

Section 2.05. Prior to sending the notice for any meeting, as required by Bylaws Article III, Section 3.04, as amended, and depending on the conduct of the meeting as determined by the Board in accordance with Bylaws Article III, Section 3.10, 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. No proxy will be valid after the expiration of eleven months from its date of execution unless the member executing it specified the length of time that it is to continue in effect. Every proxy will automatically cease upon conveyance of the Lot by the member.

(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 III, Section 3.04, 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 II, Section 2.05(A) above, 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 II, Section 2.05(B) above, 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 III, SECTION 3.04 in its entirety. Said deletion to be taken from Page 3 of the Bylaws, as recorded at Franklin County Records, Instrument No. 201709150129132.

INSERT a new BYLAWS ARTICLE III, SECTION 3.04. Said new addition, to be added to Page 3 of the Bylaws, as recorded at Franklin County Records, Instrument No. 201709150129132, is as follows:

Section 3.04. Written notice of each meeting of members will be given by, or at the direction of, the President or Secretary or person

authorized to call the meeting, delivered in accordance with Warranty Deed Article X, Paragraph K, as amended, at least ten 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 member 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.

If the meeting is held via Authorized Communications Equipment, as defined in Bylaws Article III, Section 3.10, 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.

The Association has no obligation to perform research or investigations beyond its records to ascertain the identity or the address of any member. If a meeting is adjourned to another time or place, no further notice of the adjourned meeting need be given if the time and place to which it is adjourned are fixed and announced at the meeting. In the event of a transfer of ownership of a Lot after notice has been given and prior to the holding of the meeting, it will not be necessary to serve notice on the transferee. The Board of Directors may set a record date for the determination of the members who are entitled to receive notice of or to vote at any meeting of members, which record date will not be earlier than forty-five (45) days preceding the meeting. If no record date is fixed by the Board of Directors, the record date for determining the members who are entitled to receive notice of or who are entitled to vote at a meeting of members will be the business day next preceding the day on which notice is given or the meeting is held, as the case may be. In any case where a person's or entity's right to vote is questioned or disputed, the person wishing to vote shall have the burden of proving his, her or its right to vote.

MODIFY BYLAWS ARTICLE III, SECTION 3.06. Said modification, to be made on Pages 3-4 of the Bylaws, as recorded at Franklin County Records, Instrument No. 201709150129132, is as follows (deleted language is crossed-out; new language is underlined):

Section 3.06. A quorum for any meeting of members shall will be that number of members who are entitled to vote who are either present in person or ~~represented~~ 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, and except as hereinafter provided, all actions shall will be taken upon the majority vote of all members present, in person or by proxy, provided that no action required by law, the Restrictions, the Articles, or these Bylaws that must be authorized or taken by those members exercising not less than a designated percentage of the total voting power may be authorized or taken by a lesser percentage. Ballots submitted via mail or by Electronic Voting Technology, as defined in Bylaws Article II, Section 2.05, as amended, also will count that Lot 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. Those members entitled to vote who are present in person and represented by proxy at a meeting may adjourn the meeting from time to time, and at the adjourned meeting any business may be transacted as if the meeting had been held as originally called.

DELETE BYLAWS ARTICLE III, SECTION 3.08 in its entirety. Said deletion to be taken from Page 4 of the Bylaws, as recorded at Franklin County Records, Instrument No. 201709150129132.

INSERT a new BYLAWS ARTICLE III, SECTION 3.08. Said new addition, to be added to Page 4 of the Bylaws, as recorded at Franklin County Records, Instrument No. 201709150129132, is as follows:

Section 3.08. 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 II, Section 2.05, 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 Lot has voted, and not how a Lot has voted. The ballots, whether electronic or written, will list the number open seats for Directors 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 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 and verifying, 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. 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.

MODIFY BYLAWS ARTICLE III, SECTION 3.09. Said modification, to be made on Pages 4 of the Bylaws, as recorded at Franklin County Records, Instrument No. 201709150129132, is as follows (deleted language is crossed-out; new language is underlined):

Section 3.09. ~~With the exception of electing Directors as provided for in these Bylaws.~~ ~~A~~any action which may be authorized or taken at a meeting of members may be authorized or taken without a meeting in a writing or writings signed by members exercising a majority of the voting power of all members or such greater proportion thereof as the Articles, these Bylaws, the deed restrictions or any provision of law may otherwise require. Said writing or writings ~~shall~~ will be filed with or entered upon the records of the Association. Any vote that can be taken at a meeting of members may also be taken by ~~mail in accordance with Bylaws Article II, Section 2.05, as amended.~~ In that event ballots ~~shall be~~ are mailed or sent via the use of Electronic Voting Technology to all persons and entities who are members of the Association at the time of the mailing and approval ~~shall~~ will be required from a majority of the voting power of all members or from such greater (or lesser, in the case of electing members of the Board of Directors) proportion thereof as the Articles, this Code of Regulations, or any provision of law may otherwise require. Adequate records of the manner and results of each vote conducted by mail ~~or by the use of Electronic Voting Technology shall~~ will be filed with or entered upon the records of the Association.

INSERT a new BYLAWS ARTICLE III, SECTION 3.10. Said new addition, to be added to Page 4 of the Bylaws, as recorded at Franklin County Records, Instrument No. 201709150129132, is as follows:

Section 3.10. Prior to the meeting notice being sent to the members in accordance with Bylaws Article III, Section 3.04, 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.

DELETE BYLAWS ARTICLE IV, SECTION 4.02 in its entirety. Said deletion to be taken from Page 5 of the Bylaws, as recorded at Franklin County Records, Instrument No. 201709150129132.

INSERT a new BYLAWS ARTICLE IV, SECTION 4.02. Said new addition, to be added to Page 5 of the Bylaws, as recorded at Franklin County Records, Instrument No. 201709150129132, is as follows:

Section 4.02. Nominations for the election of Directors to be elected by the members will be made by a nominating committee appointed by the Board in accordance with Article V, Section 5.05, or if the Board fails to appoint a nominating committee, by the Board itself. The nominating committee, or Board, will make as many nominations for election to the Board as it, in its discretion, determines, 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 IV, Section 4.01. 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 IV, Section 4.01. If there are fewer nominees than vacancies, the nominating committee must nominate additional member(s) to be elected prior to the ballots being sent to the members so that there are, at all times, a sufficient number of nominees to fill all Board vacancies that are up for election. Nominations must be made prior to the notice of any meeting where Directors are to be elected is sent

in accordance with Bylaws Article III, Section 3.08, as amended, 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.

DELETE BYLAWS ARTICLE VII, SECTION 7.01 in its entirety. Said deletion to be taken from Page 10 of the Bylaws, as recorded at Franklin County Records, Instrument No. 201709150129132.

INSERT a new BYLAWS ARTICLE VII, SECTION 7.01. Said new addition, to be added to Page 10 of the Bylaws, as recorded at Franklin County Records, Instrument No. 201709150129132, is as follows:

Section 7.01. All notices required or permitted under the Warranty Deed or Bylaws, to the Association, the Board, or members, must be delivered in accordance with Warranty Deed Article X, Paragraph K, as amended.

Any conflict between these provisions and any other provisions of the Warranty Deed 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 voting purposes, and permitting meetings to be conducted utilizing Authorized Communications 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 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.

EXHIBIT A

CERTIFICATION OF PRESIDENT AND SECRETARY

STATE OF OHIO)
)
COUNTY OF Franklin) SS

Robert L. Mertens, Sr. and Robert M. Radigan, being the duly elected and acting President and Secretary of the Dominion Club at New Albany Links Homeowners' Association, Inc., certify that the Amendment to the Warranty Deed and the Bylaws of The Dominion Club at New Albany Links Homeowners' Association, Inc., was duly adopted in accordance with the provisions set forth in the Warranty Deed and Bylaws for amendments in all material aspects.


Robert L. Mertens, Sr.
ROBERT L. MERTENS, SR., President

Robert M. Radigan
ROBERT M. RADIGAN, Secretary

BEFORE ME, a Notary Public in and for said County, personally appeared the above named ROBERT L. MERTENS, SR. and ROBERT M. RADIGAN who acknowledged that they did sign the foregoing instrument and that the same is their free act and deed.

IN TESTIMONY WHEREOF, I have set my hand and official seal this 13 day of October, 2020.

Rick E. Friend
NOTARY PUBLIC

Place notary stamp/seal here:

RICK E FRIEND
Notary Public, State of Ohio
My Comm. Expires 05/29/2024
Recorded in Licking County