

SPECIAL MEMBERS MEETING NOTICE

THE MASTERS AT PELICAN SOUND NEIGHBORHOOD ASSOCIATION, INC.

TO ALL MEMBERS:

On April 20, 2023, 3:30 p.m. at the Pelican Sound River Club Complex, Sound Room, 4784 Pelican Sound Blvd., Estero, Florida, a Special Members Meeting of the Association will be held for the purpose of conducting the lawful business of the Association. An identification of agenda items is as follows:

1. Certifying Quorum – Call to Order
2. Proof of Notice of Meeting
3. New Business:
 - a. Vote to approve an Amendment to the By-Laws in Sections 3.12 and 3.13
4. Other New Business
5. Adjournment

A quorum of Association Members, according to Florida Statutes and the Association Bylaws, must be present, in person or by proxy, at the meeting, in order for the business to be conducted. It is **VERY IMPORTANT** that you either **attend** or **provide a limited proxy** in order to conduct business at this Special Members Meeting. We ask that you please complete the enclosed proxy, and return it according to the enclosed instructions prior to the Special Members Meeting. Tabulations can be done in advance, which will reduce sign-in efforts and aid in expediting meeting time. However, you may also bring your completed proxy if you plan to attend the Special Members Meeting.

Immediately following the Special Members Meeting, the Board of Directors will meet in the same location. An identification of agenda items is as follows:

1. Call to Order
2. Determination of a Quorum
3. Proof of Notice
4. Approval of Organizational Minutes – 3/15/23
5. Board & Committee Reports
6. Cambridge Property Management Report
7. Collier Financial Report
8. New Business
 - a. Summer Coverage
 - b. Electronic Voting
9. Future Meeting Dates
10. Adjournment

Please note that additional items may be added to the Board of Directors Meeting with 48 hour notice.

BY ORDER OF THE BOARD OF DIRECTORS
THE MASTERS AT PELICAN SOUND NEIGHBORHOOD ASSOCIATION, INC.

April 3, 2023

ITEMS TO BE VOTED ON AT SPECIAL MEMBERS MEETING

Item #1 Vote to approve an Amendment to the By-Laws in Sections 3.12 and 3.13:

Explanation: The Board of Directors recently conducted a review of the Bylaws and concluded that the wording of Sections 3.12 and 3.13 needed to be amended and streamlined. The suggested changes increase the threshold of participation in a poll from 30% to 51% and provide provisions on how to vote if majority participation is achieved and how to vote if that threshold is not met. If there is less than 51% participation in the poll, the Association's votes will be cast as determined by the Board of Directors.

The Board of Directors recommends voting "In Favor".

**PROPOSED AMENDMENTS TO THE
BYLAWS OF THE MASTERS AT PELICAN SOUND NEIGHBORHOOD
ASSOCIATION, INC.**

Note: Words ~~stricken~~ are deletions; Words underlined are additions.

Sections 3.12 and 3.13 of the Bylaws shall be amended as follows:

3.12. Voting Representative to Club. In accordance with the requirements of the Club documents, the Association President shall be the Association's Neighborhood Voting Representative (NVR) to the Club. The ~~Voting Representative~~NVR shall attend the meetings of the members of the Club and the Club's Board of Directors, in person or by proxy, and shall cast, ~~in a block~~, all eligible votes of the members of this Association on any and all questions and matters which may arise in the format required by the Club's Board of Directors. ~~The votes shall be cast in the manner directed by the Board of Directors, or absent such direction, in the manner determined by the Voting Representative or other designated Director in the absence of the President.~~

3.13. Polling of ~~Members~~ Voting Interests. To the extent feasible and practical, the Association shall poll its ~~members~~eligible Voting Interests on questions to be decided by a votes of the members of the Club and the Club's Board of Directors, in order so that this Association's votes ~~are more likely to will~~ be cast in the manner preferred by the majority of ~~the members~~its Voting Interests. If such a poll is conducted and at least 51 of the Voting Interests participate in the poll, the Board of Directors shall instruct ~~its Voting Representative~~this Association's NVR to cast all votes of ~~this~~se Association in a manner consistent with the results of the poll. If less than 51 of the Voting Interests participate in the poll, or if the poll does not indicate a majority preference, this Association's votes shall be cast as determined by the Board of Directors. ~~block, supporting the point of view preferred by the majority of the members who responded to the poll.~~ The ~~Voting Representative~~NVR may vote by proxy ~~at Club meetings~~. In the absence of the ~~President~~NVR, the Vice President or other designated Director may perform such duties ~~as described by the Association President~~.

LIMITED PROXY

LIMITED PROXY

The undersigned, owner(s) or designated voter of Lot/Address No. _____, MINIMUM, INC., appoints _____ (PRINT NAME OF PROXY HOLDER) or if I have not appointed a proxy above, I hereby appoint XXXXX XXXXX, President of the Association as my proxy holder, to attend the Meeting of the members of XXXXX Condominium, Inc. to be held on day, month XX, 20XX, 0:00 p.m. at the Clubhouse of XXXXX Condominium, XXX Place, Naples, Florida. The proxy holder named above has the authority to vote and act for me to the same extent that I would if personally present, with power of substitution, except that my proxy holder's authority is limited as indicated below.

LIMITED POWERS (FOR YOUR VOTE TO BE COUNTED ON THE FOLLOWING ISSUES, YOU MUST INDICATE YOUR PREFERENCE IN THE BLANKS PROVIDED BELOW). I SPECIFICALLY AUTHORIZE AND INSTRUCT MY PROXY HOLDER TO CAST MY VOTE IN REFERENCE TO THE FOLLOWING MATTERS AS INDICATED BELOW:

I. Vote to ... specific language regarding vote.
(Board recommends voting "In Favor")

_____ IN FAVOR _____ OPPOSED

Date: _____

Signature of Owner (s) or Designated Voter _____

Print Name (s) _____

The undersigned, appointed as proxy holder above, designates _____ (SUBSTITUTION OF PROXY HOLDER) to substitute for me in voting the proxy set forth above.

Signature of proxy holder THIS PROXY IS REVOCABLE BY THE UNIT OWNER AND IS VALID ONLY FOR THE MEETING FOR WHICH IT IS GIVEN AND ANY LAWS.

AGREEMENT. IN NO EVENT IS THIS PROXY VALID FOR MORE THAN SIXTY (60) DAYS FROM THE DATE OF THE ORIGINAL MEETING FOR WHICH IT WAS GIVEN.

Enter your Lot/Address No.

Enter 'YOUR' vote for each specific item. YOU must complete this section.
(Proxyholder does not complete this section of the proxy.)

Date, Sign & Print Name

Name of Association
c/o Collier Financial, Inc.
4985 Tamiami Trail East
Naples, FL 34113

PROXY

PROXY PROCEDURES

If you are unable to attend the Annual Members Meeting and wish to vote by proxy, please note the following information about **PROXIES**:

1. A **proxy** is for the purpose of appointing **another person** to vote for you as you specifically direct (except for non-substantive items) in the event that you might not be able to attend the meeting. All owners of the unit or the designated voter must sign it.
2. The proxy should be submitted to the Association **prior to the scheduled time of the meeting**. It can be mailed to the Association in the envelope provided, faxed to our accountant's office at (239) 774-1512, or emailed to: support@collierfinancial.net. It is encouraged that the proxy be submitted as long before the meeting as possible, in order to avoid delays in the registration at the Members meeting.
3. If you appoint a proxy and later decide you will be able to attend the meeting in person, you may **withdraw** your proxy when you register at the meeting.
4. A proxy may be **revoked** in writing or **superseded** by a later proxy to another person. It may also be **assigned** ("SUBSTITUTION OF PROXYHOLDER") by the person designated on the proxy to a third person if the person you designate as proxy decides that he or she will be unable to attend the meeting.
5. A **proxy form** is enclosed with the notice for your use.
6. **Please fill in your Lot/Address Number, which may appear as a combination of letters and numbers above your name on the address label of this mailing.**
7. Please print the name of the person you are appointing as your proxyholder. Please be certain that the person you appoint as your proxy will be attending the Meeting. **If you will not be attending the meeting, do not name yourself as the proxyholder.**
8. Please be sure to make specific selections on each of the votes.
9. Please sign and print your name, and date the proxy.
10. Do not complete the "Substitution of Proxyholder" section on the bottom of the form. The person you named as your Proxy should only complete this section if he/she cannot attend the meeting.
11. Mail the Proxy Form in the enclosed pre-addressed envelope, fax it to (239) 774-1512, or email to: support@collierfinancial.net.

Again, please be sure to either attend the Annual Members Meeting or submit a proxy.
Thank you for your assistance in conducting the business of your Association.

LIMITED PROXY

The undersigned, owner(s) or designated voter of Lot/Address No. _____ in The **Masters at Pelican Sound Neighborhood** appoints (check one):

- a) **Jerry Vasile, Vice-President** of the Association, on behalf of the Board of Directors, **or**
- b) _____ (if you check b, write in the name of your proxy) as my proxyholder* to attend the Special Members Meeting of The Masters at Pelican Sound Neighborhood Association, Inc., to be held **April 20, 2023, 3:30 p.m.** at the Pelican Sound River Club Complex, Sound Room, 4784 Pelican Sound Drive, Estero, Florida.

The proxyholder named above has the authority to vote and act for me to the same extent that I would if personally present, with power of substitution, except that my proxyholder’s authority is limited as indicated below:

LIMITED POWERS (FOR YOUR VOTE TO BE COUNTED ON THE FOLLOWING ISSUES, YOU MUST INDICATE YOUR PREFERENCE IN THE BLANK(S) PROVIDED BELOW.
I SPECIFICALLY AUTHORIZE AND INSTRUCT MY PROXYHOLDER TO CAST MY VOTE IN REFERENCE TO THE FOLLOWING MATTERS AS I HAVE INDICATED BELOW:

1. **Shall The Masters at Pelican Sound Neighborhood Association, Inc. amend Sections 3.12 and 3.13 of the By-Laws as provided in the attached and as recommended by the Board of Directors?**

(Board recommends voting "In Favor")

IN FAVOR

OPPOSED

Date: _____, 20__

Signature of Unit Owner (s) or Designated Voter

Print Name (s):

- Failure to check either (a) or (b), or, if (b) is checked failure to write in the name of the proxy, shall be deemed an appointment of the Vice-President of the Association as your proxy holder.

SUBSTITUTION OF PROXYHOLDER

The undersigned, appointed as proxyholder above, designates _____ to substitute for me in voting the proxy set forth above.

Signature of Proxyholder _____

Date: _____

THIS PROXY IS REVOCABLE BY THE UNIT OWNER AND IS VALID ONLY FOR THE MEETING FOR WHICH IT IS GIVEN AND ANY LAWFUL ADJOURNMENT. IN NO EVENT IS THE PROXY VALID FOR MORE THAN NINETY (90) DAYS FROM THE DATE OF THE ORIGINAL MEETING, FOR WHICH IT WAS GIVEN.