



## **NOTICE TO LENOX PLACE AT SUNNYSIDE HOA MEMBERS**

### **HOA SPECIAL MEETING (proposed Amendment to Articles of Incorporation)**

March 21, 2023

Dear Members of LPAS HOA:

This letter serves as notice that a special meeting of Lenox Place at Sunnyside Homeowners Association (LPAS) is being held to vote on a proposed amendment to the Association's Articles of Incorporation (as explained below). This special meeting is scheduled to be held on **April 19, 2023, at 7:00 pm, at Beverly Hills Community United Methodist Church, 3512 Old Dominion Boulevard, Alexandria, VA 22305. Registration begins at 6:45 pm.** We encourage all members to attend in person or submit the enclosed absentee ballot. Your attendance at this meeting (either in person or by absentee ballot) is most important. Approval of the proposed amendment requires a "yes" vote from Owners representing at least 75% of the Association's membership. The Board of Directors highly recommends and encourages all members to vote in favor of the amendment. Please review the following information for important information related to this special meeting.

#### **Purpose of Meeting**

The sole purpose of the special meeting is to discuss and vote on the below-referenced proposed Amendment to Articles of Incorporation.

#### **Proposed Amendment to the Articles of Incorporation**

The Association's Articles of Incorporation (which is filed with the State Corporation Commission) currently state that directors serving on the Board are elected to one-year terms instead of the three-year staggered terms referenced in the Bylaws. In addition, the Articles of Incorporation refer to the directors selecting their own successors to serve on the Board, which conflicts with the provisions of the Bylaws and the Virginia Nonstock Corporation Act providing that the Association's members (i.e., Owners) elect directors.

The current Article VI (Board of Directors) of the Articles of Incorporation states as follows:

"The directors shall serve for a period of one (1) year. The directors shall select their successors. Charles MacFarland shall be an initial Director."

Under applicable law, the Articles of Incorporation control over the conflicting Bylaw provision regarding term lengths. Therefore, the Articles of Incorporation must first be amended before the members can start electing directors to three-year terms. Until then, all seats on the Board will continue to be up for election at each annual meeting. Further, if the Articles are being amended to fix the conflicting language on term lengths, now is also a good time to remove the legally incorrect language regarding directors choosing their own successors.

The benefits of having staggered three-year terms (as provided for in the Bylaws) include the following:

(i) Instead of always having the entire Board up for re-election, some directors will remain on the Board each year to ensure continuity, historical knowledge and experience on the Board, as new directors are elected to join previously-elected directors on the Board;

(ii) The current one-year terms provide for the possibility of a complete Board turnover in a given year – which is not good for institutional stability; and

(iii) Staggered terms best ensure having a fully-elected Board each year, given that the number of volunteers willing to serve as candidates for the Board may fluctuate from year-to-year.

Accordingly, the Board of Directors seeks your approval of the following proposed amended version of Article VI (Board Directors), which would replace the current version in its entirety:

“At the first annual meeting of the members after this amended Article VI is adopted, the members will elect five directors for staggered terms as follows: two directors will be elected for a three-year term, two directors will be elected for a two-year term, and the remaining director will be elected for a one-year term (with the longer term lengths determined by the larger number of votes received by candidates). Thereafter, so that directors’ terms remain staggered, once a director’s term expires, each successor director is elected by the members for a three-year term. If the size of the board of directors is later increased or decreased in accordance with the Bylaws, the directors’ three-year terms will remain staggered so that no more than approximately one-half of the directors’ terms expire in any given year.”

#### **Voting Options**

For your convenience, you have the option to either vote in person at the meeting location or vote by submitting an absentee ballot as described below:

- **Voting in person at the meeting location:** any Owner who physically attends the meeting in person will be provided a ballot to cast at the meeting.
- **Voting by Absentee Ballot:** enclosed with this meeting notice is an absentee ballot that can be submitted if you cannot physically attend (or do not plan to physically attend) this meeting. If you wish to vote by absentee ballot (instead of physically attending the meeting to vote), then please complete and timely submit this Absentee Ballot by one of the following methods so that it is ***received by no later than 12:00 pm on the date of the special meeting (4/19/2023):***
  - (i) mail or deliver to: LPAS HOA Secretary, c/o Capitol Property Management, Attn: Jane Houston, 3914 Centreville Rd., Suite 300, Chantilly, VA 20151. We encourage you to mail it at least 5 days prior to the meeting date to increase the chances of timely receipt; or
  - (ii) email to: LPAS HOA Secretary, c/o Capitol Property Management, at [jhouston@capitolcorp.com](mailto:jhouston@capitolcorp.com).

Note: the enclosed absentee ballot may be signed by one or more co-owners of a Lot on behalf of all other co-owners of that Lot. By submitting this absentee ballot, the Owner will be deemed present at the special meeting for all purposes, including for reaching quorum (per Va. Code Sec. 55.1-1815(H)). If the special meeting is rescheduled or reconvened on a later date, Owners will be sent notice of the new meeting date and given additional time to submit an Absentee Ballot.

Finally, please note that if there is insufficient attendance or votes at the meeting to either approve or reject the proposed amendment, we will ask for a vote to adjourn and reconvene the meeting to a later date and time to conclude the vote on the amendment.

### **Summary**

Due to the importance of updating and correcting the Lenox Place at Sunnyside Articles of Incorporation, the HOA Board of Directors engaged legal counsel to review and prepare the corrected updates.

In an effort to draw attention to this important legal and logistical correction to our Articles of Incorporation (AOI) enabling LPAS Board term lengths to agree with our Bylaws (staggered 3-year terms) and to remove the language giving directors the ability to choose successors (vs. Owners), the Board is also authorizing ten (10) \$50 gift cards that will be drawn on April 19th during the meeting. Any homeowner/s submitting an absentee ballot or attending the meeting is eligible. (One winner per household max.)

To review the existing Articles of Incorporation please log on to the LPAS website at [lenoxplace.org](http://lenoxplace.org) and click on Documents and Policies.

If you have any questions about this matter, please contact our community manager at [jhouston@capitolcorp.com](mailto:jhouston@capitolcorp.com).

Sincerely,

LPAS HOA Secretary

Enclosure: Absentee Ballot

Lenox Place at Sunnyside Homeowners Association

**OWNER'S ABSENTEE BALLOT**

for ASSOCIATION SPECIAL MEETING

April 19, 2023

**RE: PROPOSED AMENDMENT TO ARTICLES INCORPORATION**

I/We, the undersigned record owner(s) of the Lot referenced below located within Lenox Place at Sunnyside, on behalf of all owners of my/our Lot, hereby cast my/our vote as follows on the proposed amendment to the Association's Articles of Incorporation and on reconvening the special meeting to another date and time if additional owner participation in the meeting is needed:

**1. INDICATE VOTE BY MARKING ONE BOX ONLY:**

- APPROVAL OF AMENDMENT TO ARTICLES OF INCORPORATION: I/WE VOTE IN FAVOR OF (1)** the proposed Amendment to the Articles of Incorporation (as referenced in the special meeting notice), creating three-year staggered term lengths for directors elected to the Association's Board of Directors; and (2) adjourning and reconvening the special meeting to another date and time if additional owner participation in the meeting is needed for either approving or rejecting the proposed amendment by the applicable percentage vote.

**OR**

- AMENDMENT NOT APPROVED: I/WE VOTE (1)** against the proposed Amendment to the Articles of Incorporation (as referenced in the special meeting notice); but (2) in favor of adjourning and reconvening the special meeting to another date and time if additional owner participation in the meeting is needed for either approving or rejecting the proposed amendment by the applicable percentage vote.

**2. OWNER NAME, SIGNATURE, ADDRESS & DATE:**

Owner's Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Co-Owner's Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name of Owner(s): \_\_\_\_\_  
[on above line, print your name]

Property/Lot Address: \_\_\_\_\_  
[on above line, print your Lot address within LPAS that you own]

**INSTRUCTIONS FOR SUBMISSION: *If you cannot physically attend (or do not plan to physically attend) this meeting, please complete and timely submit this Absentee Ballot by one of the following methods so that it is received by no later than 12:00 pm on the date of the special meeting (4/19/2023):***

- (i) mail or deliver to: LPAS HOA Secretary, c/o Capitol Property Management, Attn: Jane Houston, 3914 Centreville Rd., Suite 300, Chantilly, VA 20151. We encourage you to mail it at least 5 days prior to the meeting date to increase the chances of timely receipt; or
- (ii) email to: LPAS HOA Secretary, c/o Capitol Property Management, at [jhouston@capitolcorp.com](mailto:jhouston@capitolcorp.com).

**Note:**

- This absentee ballot may be signed by one or more co-owners of a Lot on behalf of all other co-owners of that Lot.
- By submitting this absentee ballot, you will be deemed present at the special meeting for all purposes, including for reaching quorum (per Va. Code Sec. 55.1-1815(H)).
- If the special meeting is rescheduled or reconvened on a later date, Owners will be sent notice of the new meeting date and additional time to submit an Absentee Ballot.

LENOX PLACE AT SUNNYSIDE  
SPECIAL MEETING – 4/19/2023

7:00 PM

BEVERLY HILLS UNITED METHODIST CHURCH  
3512 OLD DOMINION BLVD.  
ALEXANDRIA, VA 22305

***Ten (10) \$50.00 GIFT CARDS WILL BE  
DRAWN AT THE MEETING  
TO THOSE IN ATTENDANCE OR THAT  
HAVE SUBMITTED THE ABSENTEE  
BALLOT***

***Note: 1 Gift Card per household***

PLEASE MAKE SURE TO REGISTER UPON ARRIVING

Thank you!

LPAS BOARD OF DIRECTORS