

Lake Holiday

**Lake Holiday Country Club, Inc. (LHCC)
Resolution to Establish Proxy Policy
Approved by the LHCC Board of Directors: January 28, 2008
As Resolution 2008-01**

This resolution 2008-01 stands on place of Resolution 2007-11 which resolution designation was not used.

Proxy Policy

WHEREAS: Paragraph 13.1-847 of the Virginia Nonstock Corporation Act provides that a Member may vote by proxy, and

WHEREAS: The Lake Holiday Country Club, Inc. Articles of Incorporation and Bylaws are silent on the subject of voting by proxy, and

WHEREAS: Lake Holiday Country Club, Inc. has permitted voting by proxy in previous elections and referenda, and

WHEREAS: It is in the best interest of LHCC and its Members to have a clearly defined policy on proxy voting;

NOW THEREFORE: The Board of Directors of Lake Holiday Country Club, Inc. hereby establishes the following policy on proxy voting and the following provision for proxies signed and submitted to the LHCC Secretary prior to the effective date of this Resolution.

Policy

1. All provisions of Paragraphs 13.1-847 and 13.1-848 of the Virginia Nonstock Corporation Act are incorporated in this policy by reference.
2. Proxy designations shall be (a) in writing, (b) dated, (c) signed by the Eligible Member or a Person authorized by the Eligible Member, (d) valid for eleven months unless a longer time period is provided for in the proxy designation, (e) filed with the Secretary, and (f) revocable.
3. An existing proxy may be revoked by the Member submitting to the Secretary written notice of revocation or by the member signing a proxy dated more recently than the existing proxy. For any election or referendum, a proxy is superseded by the Member casting a vote by

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absentee ballot or by the Member casting an in-person ballot. A proxy is temporarily suspended during any period of time in which the granting Member is not ELIGIBLE AND IN GOOD STANDING as that term is defined in the Lake Holiday Country Club, Inc. Bylaws.

4. A proxy must direct the proxy holder how to vote. For an election, the proxy form shall indicate the specific candidate(s) by name for which the proxy holder must cast the Member's vote(s). For a referendum, the proxy form shall state the nature of the referendum and how the proxy holder must vote. Such direction must be provided by the granting Member at the time of signature.
5. The proxy holder shall submit to the Secretary no later than the date and time determined as a deadline for absentee ballots all completed Member proxy forms.
6. If multiple proxies are received for a Member and no absentee ballot or in-person vote was received for that Member, the latest-dated proxy which has not been revoked shall be considered the only valid proxy for that Member.
7. All proxies dated prior to the effective date of this Resolution that were accepted, at the time of submission, by LHCC and are not subsequently revoked will continue to be accepted for the stated term of the proxy.

-----END OF RESOLUTION TEXT -----

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Lake Holiday Country Club, Inc. (LHCC)
Resolution to Clarify Proxy Policy
Approved by the LHCC Board of Directors: January 28, 2008
As Resolution 2008-01

This Agreement was duly executed by the Board of Directors on this
Twenty-eighth day of January, 2008.

Name	Signature	Yes	No	Abstain	Absent
JoAnn Barnard <i>J. Anne</i>	<i>Jo Anne Barnard</i>	✓			
Richard Bleck	<i>Rich Bleck</i>	✓			
Dave Buermeyer	<i>Dave Buermeyer</i>	✓			
Steve Locke	<i>Steve Locke</i>	✓			
Suzy Marcus	<i>Suzy Marcus</i>	✓			
John Martel	<i>John Martel</i>	✓			
Ken Murphy	<i>Ken Murphy</i>	✓			
Noel O'Brien	<i>Noel O'Brien</i>	✓			
Robin Pedlar	<i>Robin Pedlar</i>	✓			
Wayne Poyer	<i>Wayne Poyer</i>	✓			
Pat Shields	<i>Pat Shields</i>	✓			

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