

PROPOSED BYLAW AMENDMENT FOR 2024

In June of '24 requests for Board nominations were sent to all members via email and USPS with a link on the website for online nominations. As of the due date of September 29th, only two nominations have been made to fill the five vacancies on the Board. The Board is made up of seven members and must maintain a quorum of five for board meetings to be considered valid.

In order to ensure that our Board maintains a quorum and continues to operate effectively **the following bylaws amendment will be presented for vote at the Annual Meeting on November 9, 2024 at 12:30 p.m.**

JUSTIFICATION

The Board of Directors is made up of seven members and cannot perform its main functions without a quorum of five, which prevents a few board members from acting on behalf of the entire organization. To ensure that the Board maintains a quorum required to carry out business, the proposed amendment will provide for the following:

1. If there are insufficient nominations to fill the board quorum, the amendment will allow sitting directors to continue serving an additional year regardless of term limits until the next board election.
2. The Board may back-fill mid-term vacancies to serve until then next board election regardless of term limits. This provides a greater pool of possible candidates and ensures that the Board continues to operate and retains a quorum.

PROPOSED BYLAWS AMENDMENT

(Highlighted below)

§ 3.2 Election and Term of Office: The Resident Owner and Non-resident Owner-Nominees receiving the highest number of votes shall be elected. In the event of a tie, the tied Nominees shall draw lots at the organizational meeting to determine which Nominee will serve as director. However, no one billed for an indebtedness to the Association which is outstanding for more than 60 days at the time of the meeting or election may be a nominee or serve as a director. Nominees must agree to be bound by current board policies and may not serve if elected until the Secretary receives written agreement to be bound by such policies.

If directors' positions are not filled sufficiently to provide a board quorum, sitting directors may continue to serve until the next Annual Meeting of the Association at which directors are elected, subject to removal under § 3.9. If there are multiple directors to continue in such positions, candidates will draw lots at the organizational meeting to determine which directors will continue to serve.

§ 3.10 Vacancies: When a vacancy in the Board of Directors occurs, whether caused by death, resignation, removal, or any other reason, the Board may fill the vacancy, and even if less than a quorum remains, or may reduce the number of directors as provided in § 3.1 above. Any individual may be elected to fill a vacancy **regardless of term limits** and shall serve until the next Annual Meeting of the Association at which directors are elected, subject to removal under § 3.9.
