

Brook Meadows Homeowners Association, Inc. (BMHA)  
**Administrative Resolution A003**

## **Board of Director Term Limits**

WHEREAS, ARTICLE I of the Amended and Restated Declaration of Covenants, Conditions, and Restrictions (the "CC&R's") for Brook Meadows, changing the BMHA from a voluntary to a mandatory association, was approved by a majority of the BMHA membership (the "Membership") and filed by the BMHA Board of Directors (the "Board") June 13, 2006; and

WHEREAS, ARTICLE 3.01 of the Amended and Restated Bylaws of Brook Meadows Homeowners Association Inc. (the "Bylaws") approved by the Board on October 11, 2006, requires that the powers of the Association shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board or its designees, who may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles or by these Bylaws directed or required to be exercised or done by the Members; and

WHEREAS, the Bylaws requires that a Director shall serve for a two (2) year term, and the terms will be staggered in order to encourage Association consistency. In order to effect the staggered terms, the next Annual Meeting (April 2007) Board elections will offer five Director positions with three of the positions being for a two (2) year term and two positions with a one (1) year term. From that time forward, only those Board positions with expiring terms, or posts of resigning Board members, shall appear on the Annual Meeting ballot. Each Director of the Association shall hold office until his successor is chosen and qualified in his stead or until his death or until his resignation or removal from office; and

WHEREAS, it is the intent of the Board to establish an orderly process and procedures to improved continuity from one Board of Directors to the succeeding Board of Directors;

Now, therefore, be it resolved that the steps to implement staggered terms of office for a Director shall be as follows:

1. The April 2007 BMHA Annual Meeting Board elections will offer five Director positions with terms of office as follows:
  - (a). Director – Position 1: 2-Years
  - (b). Director – Position 2: 2-Years
  - (c). Director – Position 3: 2-Years
  - (d). Director – Position 4: 1-Year (for 2007 only)
  - (e). Director – Position 5: 1-Year (for 2007 only)
  
2. At the April 2008 BMHA Annual Meeting Board Elections, Membership shall be

given the opportunity to accept, or reject, by secret ballot or open vote, any "replacement" Board member who was selected (per Bylaws Article 3.05 – Vacancies) by majority vote of the Board of Directors to fill an open position. If the replacement Director is not confirmed, then that position will be placed before Membership for nomination and election. Membership will also nominate and hold elections to fill the two (2) year terms of:

- (a). Director – Position 4            2-Years
- (b). Director – Position 5            2-Years

3. In each successive year, Membership shall be given the opportunity to accept, or reject, by secret ballot or open vote, any "replacement" Board member who was selected (per Bylaws Article 3.05 – Vacancies) by majority vote of the Board of Directors to fill an open position. If the replacement Director is not confirmed, then that position will be placed before Membership, along with the expiring Board Positions, for nomination and election.

BOOK OF MINUTES # \_\_\_\_\_, page \_\_\_\_\_

ATTEST:

Record of Board's Vote on this Resolution:

Kevin Elder, President:	Yes	or	No
Dick Cress, Vice President:	Yes	or	No
Howard Wixson, Treasurer:	Yes	or	No
Carole Taylor, Secretary:	Yes	or	No
Jim Tressler, Director At Large:	Yes	or	No

Date \_\_\_\_\_ President \_\_\_\_\_

Date \_\_\_\_\_ Vice-President \_\_\_\_\_