

Boulder Ridge Homeowners Association

Policy Resolution No. 3 - Election of Members of the Board of Directors without the Required Quorum

WHEREAS Article VI, Section 10 of the Bylaws grants the Board of Directors with the power to set reasonable rules and regulations concerning Association business, to protect community harmony by providing guidelines and a procedure for addressing conditions that disrupt that harmony.

LET IT BE RESOLVED THAT the following process will be followed if the necessary new members of the Board of Directors cannot be elected at the Annual Meeting due to a lack of quorum.

1. **Authorization.** Article XI, Section 6, *Vacancies* allows the remaining board members, even though they may constitute less than a quorum, to fill the vacant positions by a vote of the majority. Each person so elected shall be a member of the Board of Directors until a successor is elected at the next annual meeting.
2. **Board of Directors.** The Board of Directors consists of five members, three of which are elected in odd years and two of which are elected in even years at the Annual Meeting required by Article IX, Section 3, *Annual Meetings*.
3. **Notice of Meetings.** Article IX, Section 5, *Notice of Meetings* establishes that the Secretary (or other Association officer in the Secretary's absence) must serve notice of the Annual Meeting, stating the purpose thereof as well as the time and place where it is to be held, upon each Owner of record, at least ten (10) days but not more than sixty (60) days prior to such meeting. The mailing, postage prepaid, of a notice to each Owner or representative of each Owner (proxy) as allowed by Article VIII, Section 3, *Designation of Voting Representative* shall be deemed notice served.
4. **Voting.** Article VIII, Section 6, *Voting* states that votes may be cast only in person or by a writing duly signed by the designated voting representative not present at a given meeting in person or by proxy. Proxies and any written votes must be filed with the Secretary of the Association at or before the appointed time of each meeting of the members of the Association.
5. **Quorum.** Article VIII, Section 5, *Quorum* requires the presence in person or by proxy of more than one-half (1/2) in value of the Owners qualified to constitute a quorum. Thus, if less than one-half (1/2) of the Owners qualified do not attend the annual meeting or provide a representative in accordance with Article VIII, Section 3, *Designation of Voting Representative* new members cannot be elected.
6. **Reasonable Attempt to Achieve Quorum.** If the requirements of Bylaws Article IX, Section 5, *Notice of Meetings* was satisfied by the mailing, postage prepaid, of a notice to each Owner or representative of each Owner, as allowed by Article VIII, Section 3, *Designation of Voting Representative*, AND a recitation in the minutes of the annual meeting that notice of the meeting was properly given as required by Article IX, Section 9, *Minutes, Presumption of Notice* then the Board of Directors has meet all reasonable expectations to achieve a quorum at an annual meeting as required by the Bylaws.
7. **Election by Remaining Members of the Board of Directors.** The remaining board members, even though they may constitute less than a quorum, shall fill the vacant positions by a vote of the majority. Each board member who indicates a desire to continue serving as a member of the Board of Directors will be eligible to vote to replace a member for a vacant position, including voting for themselves. Each person so elected shall be a member of the Board of Directors until a successor is elected at the next annual meeting.
8. **Future Lack of Quorum.** If a board member is elected solely through an Election by Remaining Members of the Board of Directors as described above, then the successor shall continue to be a member of the Board of Directors until a two year term is completed or until another member of the Board of Directors is elected by a quorum of the Owners at a future Annual Meeting.
9. **Subordinate to Condominium Documents.** This resolution is subordinate to the Condominium Documents. If any part of this resolution is found in conflict with the Documents, the Condominium Document will govern.
10. **Each Provision Separate.** If any part of this resolution is deemed to be invalid, the remainder of the resolution shall remain valid and enforceable.

11. **Replacement of Previous.** This resolution replaces any previous resolutions regarding the election of members of the Board of Directors without the required quorum.

12. **Amendment and Revocation.** Per Article VI, Section 10 of the bylaws, the Board of Directors may amend this resolution. The resolution may also be revoked at any time by the affirmative vote of a majority of the Owners.

Recorded in the Book or Minutes: 7 May 2003

Signed: 7 May, 2003

Linda K. Graesser
President - Board of Directors

[Signature]
Board Member

[Signature]
Board Member

[Signature]
Board Member

Christopher W. Beck
Board Member