**HIGH PINES OWNERS’ ASSOCIATION, INC.**

**SPECIAL BOARD MEETING**

**November 14, 2011**

1. **Bylaws**

Attached are the current Bylaws. A quick review indicates opportunities or the need to update the Bylaws:

* Requirement for monthly meetings (Article VI, Section 1)
	+ **Current wording**: Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.
	+ **Proposed change**: Section 1. Meetings. Meetings of the Board of Directors shall be held with notice, at such place and hour as may be agreed to in advance or by resolution of the Board.
* Three directors (Article IV, Section 1) elected for one-year terms at the general membership meeting on the last Monday of January (Article III, Section 1). During the first board meeting after the election of new directors, directors elect officers (President, Vice-President, Secretary, and Treasurer, Article IX, Section 2)
	+ **Current wording in Article IV, Section 1**: Number. Initially, The Board of Directors shall have one (1) Director. At such time as at least a majority of the Patio Home Lots and the One Half Acre Lots are inhabited by Members, the number of Directors shall increase to three (3), at the next annual election. At, such time as the developer, no longer has title to any of the property, he shall cease to be a Member.
	+ **Current wording in Article IV, Section 2**: Term of office. At the next annual meeting following the increase in the number of Directors to three (3), the Members shall elect (3) Directors: one (1) Director for a term of one (1) year, one (1) Director for a term of two (2) years; and one (1) Director for a term of (3) years and at each annual meeting thereafter the Members shall elect one (1) Director for a term of one (1) year.
	+ **Current wording in Article IX, Section 2**: Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each meeting of the members.
	+ **Current wording in Article IX, Section 3**: Term. Then officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified or is unable to serve.
	+ **Proposed change to Article IV, Section 1**: Number. The Board of Directors shall consist of a minimum of four (4) and a maximum of six (6) Directors.
	+ **To align Article IV, Section 1 with officer positions, proposed change to Article V, Section 1**: Nomination. Nomination for election to the Board of Directors shall reflect officer positions to be served on the Board. These officer positions are President, Vice President, Secretary, and Treasurer. If the four officer positions have one or more nominees, up to two additional Directors at large may also be nominated. Nomination for election to the Board of Directors shall be made by a Nominating Committee. . . . .
	+ **Proposed change to Article IX, Section 1**: Election of Officers. The election of officers occurs simultaneously with the election of Directors at the annual general membership meeting (see Article III, Section 1).
	1. **Officer Duties**
		+ President (Article IX, Section 8a)
		+ Vice-President (Article IX, Section 8b)
		+ Secretary (Article IX, Section 8c)
		+ Treasurer (Article IX, Section 8d)
	2. **Nominating Committee**

One is formed from the January General Membership meeting, consisting of Joe and Susan Berube and Ron Scott. Article V, Section 1 requires the committee to be chaired by a director.

* 1. **Judges Committee**

**Article VIII, Section 2** requires a Judges Committee be appointed prior to election.

* 1. **Financial Matters**
* Article IX, Section 8d articulates duties for which the Treasurer is responsible. These are duties that if delegated to a contracted manager should be clearly described in documentation approved and recorded by the board.
* Article VII, Section 2f requires all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate. If not bonded, the board should document and record such a decision with rationale.
	1. **Budget**

Recommend annual budgets be developed collaboratively between the Treasurer and any contracted manager for presentation to the board for coordination and consensus prior to presentation to the General Membership meeting in January. The big question, then: is there a requirement for General Membership approval?

**Respectfully submitted,**

**Mary C. Scott**

Secretary