

COUNTRYSIDE PROPRIETARY

RESOLUTION NO. 164

BOARD OF DIRECTORS/OFFICERS

WHEREAS, Article III, Section 3 of the Covenants and Restrictions grants the Board of Directors all powers for the conduct of the affairs of the Proprietary in accordance with the governing documents; and

WHEREAS, Articles VI and VII of the Bylaws further describe the powers and duties of the Board of Directors; and

WHEREAS, the Board of Directors recognizes the need to clearly define the scope of its responsibilities and duties; and

WHEREAS, the Board of Directors wishes to outline operating policies and procedures relating to its responsibilities and duties; and

WHEREAS, the Board of Directors desires to rescind Resolution No. 130 and hereby substitutes Resolution No. 164.

NOW THEREFORE BE IT RESOLVED THAT Resolution No. 130 be, and hereby is, rescinded, and that the following policies and procedures be established:

I. RESPONSIBILITIES

- A. Acting through its Directors, officers and/or appointed designates, the Board of Directors shall oversee the affairs of the Proprietary in accordance with the powers and authority given the Board of Directors by the Covenants and Restrictions and Bylaws;
- B. Fix, levy and collect assessments;
- C. Establish rules and regulations for the use of property;
- D. Enforce the Covenants and Restrictions, Bylaws and rules and regulations; and
- E. Serve as the formal architectural review body for all appeals of Design Review Committee rulings; and
- F. Promulgate, adopt and enforce all policies, users fees rules and regulations governing the use and enjoyment of commonly-owned properties and facilities.

II. ORGANIZATION

A. Eligibility

1. Directors of the Board shall be property owners in good standing. Good standing shall be defined as the absence of any liens, privilege penalty, assessment delinquency, architectural violation, or legal action enacted by the Proprietary. Directors shall not serve as voting members of either the NAC or DRC.

B. Election of Officers

1. Election of officers shall take place at the first meeting of the Board of Directors following the annual meeting. The officers shall be a president and vice president, who shall at all times be members of the Board of Directors, a secretary and a treasurer, and such other officers as the Board of Directors shall create by resolution.
2. Multiple Offices: The officers of president and secretary may not be held by the same person.
3. Term of Office: The officers shall be elected annually by the Board for one (1) year terms.
4. Resignation/Removal: Any officer may be removed from office with or without cause by the Board; any officer may resign at any time upon written notice to the Board, the president or secretary.
5. Vacancy: A vacancy in any office may be filled by appointment of the Board; the officer appointed by the Board shall serve for the remainder of the term of the officer he/she replaces.

III. DESCRIPTION OF OFFICER DUTIES

A. The duties of the officers are as follows:

1. **PRESIDENT:** The office of president shall at all times be held by a member of the Board of Directors. The president shall (1) preside at all meetings of the Proprietary; (2) preside at all meetings of the Board of Directors; (3) insure that all orders and resolutions of the Board are carried out; (4) sign all mortgages, leases, deeds

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and other written instruments and (5) co-sign all promissory notes and contracts that the Board may approve from time to time.

a. Operating Policies & Procedures

- i. **Agenda Development.** The president, in concert with management, shall establish the monthly Board meeting agenda; any Director wishing to include an agenda topic must contact either the on-site manager or the president at least five days in advance of the meeting.
 - ii. **Presiding at Meeting.** The president shall preside over all meetings of the Proprietary membership and shall preside as chairperson over all meetings of the Board of Directors.
 - iii. In such capacity the president is restricted from introducing Motions. Unless in the event of a tie, the Board chairperson shall generally refrain from voting.
 - iv. The president shall conduct all meetings in accordance with Robert's Rules of Order.
 - v. **Supervision of Management.** The president shall serve as the principal liaison with management to insure that effective and efficient business practices are adhered to at all times and to further insure the maximum utilization of management's time in the performance of Proprietary-related tasks.
2. **VICE PRESIDENT:** The office of vice president shall at all times be held by a member of the Board of Directors. The vice president shall also serve as vice chairperson of the Board of Directors. In such capacities, the vice president shall serve as presiding officer, in the absence of and at the express request of the president, for all meetings of either the Proprietary and/or the Board of Directors.
 3. **SECRETARY:** The office of secretary need not be held by a member of the Board of Directors. However, in the interest of efficient Proprietary business operations, it is advisable that such office be held by a Board member. At no time may the office of president and secretary be held by the same person.

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The secretary shall insure that all corporate records are maintained, including but not limited to the following responsibilities:

- a. Insure that the managing Agent records all regular and special meetings of the Board of Directors and general membership.

- b. Insure that the Book of Resolutions is maintained.
 - c. Insure that the Proprietary's permanent files and records are maintained, including the corporate seal.
 - d. Insure that a Proprietary membership roster is maintained at all times.
4. TREASURER: The office of treasurer need not be held by a member of the Board of Directors. However, in the interest of efficient Proprietary business operations, it is advisable that such office be held by a Board member. Additionally, it is recommended that the treasurer also serve as the chairperson of the Finance Committee.
- a. The treasurer shall insure that all monies of the Proprietary are handled properly. Responsibilities include but are not limited to the following:
 - i. Supervise all banking deposits established for the Proprietary's funds, insuring that timely deposits and withdrawals are made.
 - ii. Monitor all income and disbursements against the annual operating budget.
 - iii. Co-sign any promissory notes and contracts.
 - iv. Insure that an audit of the Proprietary books is performed annually.
 - v. Insure that an operating budget is developed annually.

II. **TERM**

- A. Directors shall serve for a one (1) year term following their election at the Annual Meeting. Said term shall commence on January 1st and shall end on December 31st.

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IV. **RESIGNATION AND/OR REMOVAL**

The unexcused absence of an Elected Director from three (3) consecutive regular meetings of the Board shall be deemed a resignation. Any Elected Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Proprietary.

V. **VACANCIES**

In the event of death, resignation, or removal of Director, a successor shall be selected by the remaining Directors and shall serve for the unexpired term of his or her predecessor.

VI. **OPERATION**

_____A. **Meetings**

- 1. **Meeting Dates.** Regular meeting dates shall be established at the first meeting of the

Board of Directors following the Annual Meeting.

2. Special Meetings. Special meetings may be called by the chairperson and/or by request of any Director provided that the consent of the chairperson is obtained. Should the chairperson not consent then a special meeting can be called by a quorum of consenting Directors.
3. Quorum. A quorum of Directors must be present to legally constitute a Board meeting; a quorum is required for all actions requiring a vote.
4. For meeting purposes, a quorum shall consist of no less than four (4) Directors.
5. Once a quorum is obtained and a meeting is convened, a majority vote of the Board members present is required to take any action or pass any motion. Board members must be present to vote on Board actions or motions. Board members may not vote by proxy.
6. Meeting of the Membership. The following general meetings of the Proprietary membership are proposed for each calendar year:
 - a. TOWN MEETINGS. Two (2) Town Meetings shall be scheduled each year, one in the Spring and one in the Fall to discuss issues of concern to the Proprietary.
 - b. ANNUAL MEETING. Pursuant to Bylaw provisions, an Annual Meeting of the Proprietary shall be convened on the second Monday in December of each year for the purpose of electing the Board of Directors.

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7. Joint Meetings of All Committees. The following joint meetings of committees are proposed for each year:
 - a. ORIENTATION MEETING. An annual orientation meeting is planned for the purpose of distributing and discussing the orientation manual developed for the Proprietary's committees.
 - b. JOINT COMMITTEE MEETING. Joint committee meetings shall be held for the purpose of delegating and discussing budget development tasks assigned to the NACs, DRC and Standing Committees, as well as soliciting input on the Proprietary's general operations.

_____ B. Reporting/Monthly

1. Management Report. A monthly management report shall be prepared by the On-Site Manager/Community Manager for distribution to the Board of Directors and chairpersons of the NACs and DRC no later than the Friday preceding the monthly Board meeting.
2. Board Report. A monthly Board report summarizing the prior monthly Board activities

shall be prepared by either the president and/or the managing agent for publication in the COURIER.

3. Agenda Package. A monthly Board agenda package shall be prepared by management in conjunction with the president and shall be available for Directors in the Proprietary office no later than 5 p.m. on the Friday before the regularly-scheduled meeting date.
4. Routine Correspondence. Mailboxes are designated for each Director in the Proprietary office. Directors should establish a weekly practice of checking their box for correspondence.
5. Committee Reports. Each Director as chairperson of a Standing Committee shall prepare and/or cause the preparation of monthly reports for submission to the Board, the NACs and for publication in the COURIER.

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ATTEST:

PRESIDENT: Robert Fares

DATE:

SECRETARY: Donald Graff

DATE: