

# KC HIGHLANDS HOMEOWNERS ASSOCIATION, INC.

An Oregon Planned Community restricted to residents fifty-five (55) years of age or older.

## BOARD OF DIRECTORS RESOLUTION #2013-7

**SUBJECT:** BOARD OF DIRECTOR MEETINGS

**PURPOSE:** To ensure the proper conduct of board meetings and to promote open communication regarding issues of critical importance to the Association and its members.

**AUTHORITY:** The Declaration, Articles of Incorporation, Bylaws & CC&Rs of the Association, Oregon law, specifically ORS 94 Oregon planned Community Act, and ORS 65 Oregon Non Profit Corporation, and Title VIII of the Civil Rights Act of 1968 (The Fair Housing act) as amended in 1995 (HOPA).

**Whereas,** Under Section 2 of Article IX of the Declaration, Article V of the Bylaws, and ORS 94.630, the Board of Directors has all of the powers and duties necessary for the administration of the affairs of the Association, except such powers and duties as by law, the Declaration or Bylaws may not be delegated to the Board by the owners;

**Whereas,** ORS 94.630(1)(a) and Article V, Section 2(a), of the Bylaws empower the Board to adopt rules and regulations;

**Whereas,** Article XII, Section 1 specifies that each Owner and Occupant shall comply with the Declaration, Bylaws, and rules and regulations adopted thereto.

### **THEREFORE BE IT RESOLVED THAT:**

- I. The KC Highlands Homeowners Association Board of Directors meetings shall be open to all Association homeowners with the exception of those portions of board meetings designated as Executive Sessions as referenced in State of Oregon statute ORS 94.640.
- II. A board meeting means a convening of a quorum of the voting members of the Association's Board of Directors where matters relating to Association business are transacted. A "quorum" of the Board of Directors means a majority of the voting board members, and the acts of the majority of the directors shall become the acts of the Board.
- III. A director of the Association who is present at a meeting of the board of directors at which action is taken on any association matter is presumed to have assented to the action unless he or she votes against the action or abstains from voting on the action because he or she claims a conflict of interest.

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- IV. When action is taken on any matter at a meeting of the board of directors, the vote or abstention of each director must be recorded in the minutes of the meeting.
- V. Meetings of the Board of Directors shall be held at a regularly scheduled time and day of the month, which shall be referenced in the Association's monthly newsletter. An agenda for each board meeting shall be published no less than three (3) days in advance, and posted on the Clubhouse bulletin Board.
- VII. Association homeowners are encouraged to attend regularly noticed board meetings, but may participate in the deliberations only as permitted by the board President. Board deliberations shall be free and open, shall serve to provide information and build consensus, and shall be governed by the rule of majority vote.
- VIII. Actions taken by the board shall be first referenced in the form of a motion that shall then be seconded, discussed, and voted upon by the voting members. Motions receiving a majority of the voting members present shall be carried (approved for implementation).
- IX. The board shall use Roberts Rules of Order as the framework for conducting its meetings.
- X. The Secretary of the board shall ensure the proper recording (taking of minutes) of all pertinent action taken during each board meeting, (with the exception of discussion during any Executive Session).
- XI. The President shall use the following format to conduct all board meetings:
  - **Call to Order:** The President shall verify that there is a quorum of board members is present. If there is less than a quorum present, the majority of those present may adjourn the meeting until a quorum is present.
  - **Approval of the Minutes:** The President shall ensure that a copy of the minutes of the last meeting has been distributed, read aloud to the members present, and the minutes reviewed, amended as appropriate, and approved.
  - **Review of the Agenda:** The President shall ensure that a copy of the agenda is reviewed, and as appropriate modified, prior to the conduct of the board's business.
  - **Officer & Committee Reports:** Informational reports by any officer of the board, or a committee chair may be made at this time. Issues requiring



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action of the board shall be noted, and shall be taken up under unfinished or new business during the current meeting or at some future time as determined by the board President.

- **Unfinished Business:** Business items tabled from a previous meeting, or undertaken by the board but not resolved to the board's satisfaction.
- **New Business:** New items of business that need to come before the board for action.
- **Executive Session:** The board may adjourn a properly noticed meeting into executive session only after the regular business is conducted, but before formal adjournment of the meeting. An Executive Session shall be closed to everyone, except members of the Board and invited participants. An Executive Session maybe called by the Board president for the following purposes: 1.) Consultation with legal consul concerning the rights and duties of the Association regarding existing or potential litigation, or criminal matters, 2.) Discussion of personnel matters including salary negotiations, and employee discipline, 3.) The negotiation of contracts with third parties, 4.) Discussion of unpaid assessments and the collection thereof. Minutes should not be taken during an executive session, and the board must move back into regular session in order to take any action decided upon during the Executive Session.
- **Adjournment:** Upon the conclusion of the agenda, the President shall adjourn the meeting.

The provisions contained in this document shall be formally reviewed and approved or rescinded by the Board of Directors at the beginning of each successive three (3) year period effective January 2014.

As reviewed and approved by action of the Board of Directors of the KC Highlands Homeowners Association, Inc an Oregon Planned Community restricted to residents fifty-five (55) years of age or older, and Non Profit Corporation.

By: Mary Davis Date: 11-13-13  
President

Attested: Darlene Whitten Date: 11-13-13  
Secretary