

## **Board Resolution Concerning Governance**

**The Community Board of Directors of Winslow Farm Community Association, Inc. hereby adopts the following resolution on governance.**

The original bylaws of Winslow Farm Community Association, Inc. (the Association) were adopted in 1992 in connection with the development of Winslow Farm by Winslow Development Company, Inc.

Minutes of the October 5, 1999 meeting of the Association's Community Board of Directors (the Board) state:

The board passed a resolution calling for a special meeting to amend the bylaws before the annual meeting and approved the agenda for the annual meeting.

It cannot be determined from those minutes whether the special meeting to amend the bylaws was to be a meeting of the Board or of the members of the Association.

Review of the bylaws purportedly adopted in 1999 discloses the following statement by the secretary:

Certified to be the By-Laws adopted by Consent of the Directors of Winslow Farm Community Association, Inc dated this 8<sup>th</sup> day of November, 1999.

That certification indicates that the bylaws were adopted by the directors, not by the membership, in violation of the procedures set forth in the 1992 bylaws for amendment of the 1992 bylaws. Article 7 of the 1992 bylaws states that after the Development Period had ended bylaw amendments were to be made by the membership, not the directors. The Winslow Farm Covenants state that the Development Period would end on or before September 30, 1998, prior to the purported adoption of the amended bylaws by the Directors on November 8, 1999. Since the Development Period had ended, any amendment should have been made by the membership, not by the directors. Thus amendments purportedly made by the directors would be of no effect.

There are no minutes of any special meeting of the members of the Association that was held before the annual meeting in 1999 to amend the bylaws. The minutes for the annual meeting of the members of the Association in 1999 do not indicate that amended bylaws were adopted at a special meeting of the Association members before the annual meeting. The minutes for the annual meeting of the members of the Association in 1999 do not indicate that amended bylaws were adopted at that annual meeting.

Absent any record showing the adoption of amended bylaws in 1999 by the members of the Association, the Board concludes that no bylaw amendments were adopted in 1999. Absent any record showing the effective adoption of amended bylaws at any time after 1992, the Board concludes that the original 1992 bylaws have never been amended. In accordance with that conclusion, the Board will henceforth conduct the business of the Association in accordance with the 1992 bylaws of the Association.

In view of records showing that the Association and the Board acted as though bylaw amendments were adopted in 1999, all acts of the Association and the Board taken from 1999 through the date of adoption of this resolution are hereby ratified, even though they may not have been taken in accordance with the 1992 bylaws. Among the acts ratified are the adoptions of the budgets and assessments of the Association from 1999 through 2007. One of the acts ratified is the election by the membership of the Association of Mike Porter, Sarah Lone and Anita Douglas to the Board to two year terms in 2007. One of the acts ratified is the appointments by the Board of Carol Sylvester & Tana Nikirk to complete the term of Mike Porter & Sarah Lone, who resigned from the Board. Those terms end in 2009.

**All of which is resolved by the Community Board of Directors of Winslow Farm Community Association, Inc. on this 30th day of December, 2008.**