

# PROPOSED CHANGES TO BYLAWS

Below are the proposed changes to the Bylaws to be voted on June 28, 2018, at the regularly scheduled POA Board Meeting. Proposed changes in red are the Bylaw Committee and blue is the attorney. Hard copies of the proposed changes are available at the Front Desk of the Welcome Center and are also posted on the website [www.hilltoplakes.com](http://www.hilltoplakes.com).

June 11, 2018

**Notification of proposed changes to the Bylaws of the Property Owners  
Association of Hilltop Lakes, Inc.  
Thursday, June 28, 2018  
7:00 p.m.  
Community Center, Hilltop Lakes**

**These proposed changes to the Bylaws will be voted upon by the Hilltop Lakes Property Owners Association, Inc. Board of Directors at the board of directors meeting Thursday, June 28, 2018 at the 7:00 p.m. in the Community Center of Hilltop Lakes.**

**The proposed changes will be posted on the Hilltop Lakes Web Page, post office and Welcome Center. Copies of these proposed changes to the bylaws may be obtained from the Welcome Center during business hours.**

**Article V  
Board of Directors: Selection: Term of Office**

**Current: Section 5.2 Election Terms. Three (3) members shall be elected to the Board in November of each calendar year, for a three-year term, to replace those Board members whose term will have expired. Newly elected Board members shall take office at a joint meeting of the Board at the first meeting in December, following the annual meeting of Members. Newly elected members shall be entitled to attend any meeting of the Board after their election has been certified but they shall not be entitled to vote until the first meeting in December.**

**(Upon advice of Counsel, no change in Section 5.2 Election Terms is being Proposed: Section 5.2 Election Terms. Three (3) members shall be elected to the Board in November of each calendar year, for a three-year term, and **may serve no more than two consecutive three-year terms**, to replace those Board members whose term will have expired. **No director shall be able to serve again as a member of the Board unless at least one year has elapsed since the effective date of his expired two three-year term limit as a member of the Board** . Newly elected Board members shall take office at a joint meeting of the Board at the first meeting in December, following the annual meeting of Members. Newly elected members shall be entitled to attend any meeting of the Board after their election has been certified, but they shall not be entitled to vote until the first meeting in December**

**Current: Section 5.3 Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association at which a quorum (as defined in Section 9.5) is present in person or by proxy. Any Director may also be removed from the Board by the unanimous vote of the members of the Board, excluding the vote of the member being removed; however, such a removal by the remaining Board members shall only be valid if the removal is for the violation of Board rules in the area of confidentiality, violation of fiduciary duties, conviction of a felony, or crime involving moral turpitude. Any director removed from the Board under this section shall not be eligible to serve again as a Board member until his or her term would have expired had that director not been removed. The remaining Directors may elect to not replace a Director removed under this Section if less than one year remains on such Director's term of office.**

**Proposed: Section 5.3 Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association at which a quorum (as defined in Section 9.5) is **present in person**. Any Director may also be removed from the Board by **2/3** vote of the members of the Board, **excluding the vote of the member being removed. or by majority vote when previous notice has been given**; however, such removal by the remaining Board members shall only be valid if the removal is for the**



violation of Board rules in the area of confidentiality, violation of fiduciary duties, **violation of Board Code of Ethics**, conviction of a felony, or crime involving moral turpitude. ~~Any director removed from the Board under this section shall not be eligible to serve again as a Board member until his or her term would have expired had that director not been removed.~~ The remaining Directors may elect to not replace a Director removed under this Section if less than one year remains on such Director's term of office.

#### Article VI Meetings of Directors

**Current:** Section 6.3 Quorum of Directors A majority of the number of directors shall constitute a quorum for the transaction of business. Except as otherwise specified in these bylaws, every act, or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. Directors present by proxy may not be counted toward establishing a quorum. No proxy executed by a director shall be valid after three months from the date of its execution.

**Proposed:** Section 6.3 Quorum of Directors. A majority of the number of directors shall constitute a quorum for the transaction of business. Except as otherwise specified in these Bylaws, every act, or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. **Directors may not vote by proxy. Directors present by proxy may not be counted toward establishing a quorum. No proxy executed by a director shall be valid after three months from the date of its execution.**

#### Article VII Nomination and Election of Directors: Resignation or Vacancies

**Current:** Section 7.1 Nominations and Elections.

- (1) A Nominating/Elections Committee shall be appointed by the Board of Directors no earlier than the December regular meeting of the Directors and no later than the following February regular meeting of the Directors. The Nominating/Elections Committee shall consist of six (6) member of the Association, one of which shall be an appointed member of the Board of Directors to serve as Chair of the Committee. The President of the Board shall not be a member of the Committee; neither shall any relatives (spouse, parent, child, sibling, grandparent or significant other) of sitting Directors serve on the Committee. The Nominations/Elections Committee shall serve from the time of appointment until the close of the next annual meeting of the Association.

**Proposed** Section 7.1 Nominations and Elections.

- (1) A Nominating/Elections Committee shall be appointed by the Board of Directors no earlier than the December regular meeting of the Directors and no later than the following February regular meeting of the Directors. The Nominating/Elections Committee shall consist of six (6) member of the Association, one of which shall be an appointed member of the Board of Directors to serve as Chair of the Committee. **No candidate seeking a position on the Board of Directors shall be a member of the Nominating/ Elections Committee.** The President of the Board shall not be a member of the Committee; neither shall any relatives (spouse, parent, child, sibling, grandparent or significant other) of sitting Directors serve on the Committee. The Nominations/Elections Committee shall serve from the time of appointment until the close of the next annual meeting of the Association.

**Current:** Section 7.2 Election. Election to the Board of Directors shall be by written ballot. At the election, the members who are charged one or more full maintenance charge will be entitled to one vote for each maintenance fee charged. No member shall be required to cast a vote for all vacancies and no member



may vote proxies. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. When voting by mail ballots, such ballot shall be sent to the Members entitled to vote no later than ten (10) days prior to or earlier than sixty (60) days before the date of the election, and the date set for tabulation shall be stated on the ballot. The mail-in ballots may also or alternatively be contained in the newsletter for Hilltop Lakes or placed on the web site of the Association. The newsletter shall be sent to the Member's address last appearing on the books of the Association. Ballots received after the date and time stated on the ballot shall not be counted. The determination of eligibility and tabulation of votes shall proceed under the supervision of not less than three (3) voting members, one of which must be a current member of the Board of Directors. Following tabulation, all ballots will be sealed and stored for a period of thirty (30) days in the office where the records of the Association are maintained. A tie vote shall be decided by lot.

Proposed: Section 7.2 Election. Election to the Board of Directors shall be by written ballot. At the election, the members who are charged one or more full maintenance charge will be entitled to one vote for each maintenance fee charged. No member shall be required to cast a vote for all vacancies and no member may vote proxies. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. **Voting can be in person on the day of the election or by Absentee Ballot via Mail-in. Members may not vote by proxy.** When voting by mail ballots, such ballot shall be sent to the Members entitled to vote no later than **thirty (30) days** prior to or earlier than sixty (60) days before the date of the election, and the date set for tabulation shall be stated on the ballot. The mail-in ballots may also or alternatively be contained in the newsletter for Hilltop Lakes or placed on the web site of the Association. **Applications for a ballot by mail may be submitted throughout the calendar year, beginning January 1 and must be received by our office no later than the close of business on the eleventh day before the election. If the eleventh day before Election Day falls on a weekend, the deadline is the close of business on the first preceding business day. All voted ballots that are returned on or before Election Day will be counted.** The newsletter shall be sent to the Member's address last appearing on the books of the Association. Ballots received after the date and time stated on the ballot shall not be counted. The determination of eligibility and tabulation of votes shall proceed under the supervision of not less than **five (5)** voting members, one of which must be a current member of the Board of Directors. Following tabulation, all ballots **shall** be sealed and retained by the Association for a period of **three (3) years** after the effective date of said vote. . A tie vote shall be decided by lot.

Current: Section 7.4 Vacancies on the Board

- (1) Any vacancy occurring in the Board of Directors (except by removal under Section 5.3) may be filled by the affirmative vote of the majority of the remaining directors and any director so chosen shall hold office until the expiration of the original term for which the vacant position was originally elected. Any newly created directorship shall be filled by election at an annual meeting of Members or special meeting of Members called for that purpose. When one (1) or more directors resigns from the Board, effective at a future time, a majority of the directors then in office, including those who have so resigned, may fill such vacancy, vote on such vacancy to take effect when such resignation becomes effective. If by reason of death, resignation, or otherwise, the Association has no directors in office, any officer or Member may call a special meeting of Members for the purpose of electing the Board of Directors.

Proposed: Section 7.4 Vacancies on the Board.

- (1) Any vacancy occurring in the Board of Directors (except by removal under Section 5.3) may be filled ~~after the individual/s nominated to fill the vacated position has/have been properly vetted~~ by the affirmative ~~2/3 vote of 2/3rds~~ of the remaining directors and any director so chosen shall hold office until the expiration of the original term for which the vacant position was originally elected. **The Board of Directors may elect to not fill a vacancy if less than one year remains on the term of office for the vacated position.** Any newly created directorship shall be filled by election at an annual meeting of Members or special meeting of Members called for that purpose. When one (1) or more directors resigns from the Board, effective at a future time, a majority of the directors then in office, including those who have so

resigned, may fill such vacancy, vote on the vacancy to take effect when such resignation becomes effective. If by reason of death, resignation, or otherwise, the Association has no directors in office, any officer or Member may call a special meeting of Members for the purpose of electing the Board of Directors.

#### Article IX Meetings of Members

**Current:** Section 9.5 Quorum. The presence at the meeting of Members entitled to cast a vote, two hundred (200) members will constitute a Quorum. Proxies do not count toward a Quorum. If, however, such quorum shall not be present, the meeting will commence for discussion only, no action will be taken.

**Proposed:** Section 9.5 Quorum. The presence at the meeting of Members entitled to cast a vote, **one hundred and fifty (150)** members will constitute a Quorum. **Proxies, Absentee ballots or mail-in ballots** do not count toward a Quorum. If, however, such quorum shall not be present, the meeting will commence for discussion only, no action will be taken.

#### Article X Officers and Their Duties

##### **New Section to bylaws**

**Proposed:** Section 10.9 Executive Committee. **The President, Vice-President, Secretary, and Treasurer comprise the Executive Committee which shall ~~act on behalf of the board of directors~~ between meetings ~~to~~ provide organizational oversight and direction on daily operations and to advise the board on business matters and decisions that require Board approval.**

**Upon approval of these amendments, the President of the Association shall have authority to issue an instrument entitled “Second Amended and Restated Bylaws of Property Owners Association of Hilltop Lakes, Inc.” that incorporates the new amendments into the existing “Amended and Restated Bylaws of Property Owners Association of Hilltop Lakes, Inc.” recorded.**