

**Briarwick Homeowners Association, Inc.**  
**Board of Directors Meeting October 12, 2009**

**Minutes Approved**

Location: Lutheran Church of the Resurrection

Board: Stan Wolever, Joe Stephenson, Bryn Warner, Maryann Carlton and Darlene Stephenson.

Homeowners present: Bernie Haberer, Ed and Lynda Kelly

Association Manager: Cindy Panno

**I. Call to Order**

The meeting was called to order by Stan Wolever, President at 7:00pm.

**II. Minutes**

Motion by Maryann to approve the minutes of the September 14, 2009. Second to the motion made by Bryn Warner. All in favor

**III. Annual Meeting and Election Preparation**

**A.** Discussion of Board of Director terms and term limits as they relate to the April 1992 Amendment to the By-Laws. The intent of the amendment was to increase the number of the board of directors to read a minimum of 3 and a maximum of 5. At the time of the amendment no term limits were established for a 5 member board. The board of directors obtained legal advice on how to proceed with the 2009 election of directors to establish proper term limits as described in Article IV, Section 1 of the By-laws. Discussion.

**B.** It is the opinion of the Association's legal counsel, upon review of the April and May 1992 member meeting minutes, that there is no conclusive proof demonstrating that the members specifically voted to increase the number of directors on the board from 3 to 5. Additionally, no term limits were established at the time of the amendment for a 5 member board. The history of the Director's terms nor which director should serve which term can be accurately established at this point in time. The attorney advised that the boards of directors from 1992 onward have been operating as defacto boards. Discussion

**C.** The attorney advised the board to have the members ratify the 1992 amendment and to have members vote to establish the number of directors at the 2009 annual members meeting.

**D.** The attorney also advised the board that all current directors run for election at the 2009 annual meeting to begin the proper staggered terms as defined by the By-Laws. Discussion. Based on the opinion of the Association attorney, the board unanimously agreed to follow the legal advice and place the ratification of the 1992 amendment on the ballot for member vote. The board also unanimously agreed to have the members vote to establish the number of directors for the board.

**E.** The Board discussed the information packet to be sent out in the annual meeting notice. A cover letter will explain the investigation and legal advice obtained from the attorney and the procedures for the election. The packet will include the required annual meeting notice and agenda, a nomination form, general proxy, and the flyer distributed by the Nominating Committee. The packet will also contain the 2010 Approved Budget.

**F.** Date of Annual Meeting. Discussion. It was unanimously agreed that the Annual Meeting date would be November 9, 2009. Cindy is directed to prepare the packet using colorized highlights and to submit a draft packet to the board for their review prior to mailing.

**IV. Adjournment 8:20p**

Respectfully submitted,  
Cindy Panno, LCAM  
Association Manager