

Preserve at Rock Creek Homeowners Association
Homeowners Association Meeting

Monday, May 7th, 2018, 7:00pm
Sequoyah Elementary School Music Room
17301 Bowie Mill Road Derwood MD 20855

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| I. | Call to Order/Establish Quorum | 7:00pm |
| II. | Welcome | 7:05pm |
| | a. Introduction of Bylaws Committee | |
| | b. Explanation of this evenings Special Meeting of the Membership | |
| | c. Assignment of a Meeting Minutes note taker | |
| III. | Presentation of Bylaws Committee Proposals | 7:10pm |
| | a. Increase Board of Directors (BOD) by two | |
| | b. Stagger the term lengths at 2018 BOD election | |
| | c. New process for filling BOD vacancies | |
| | d. New process for removing Directors from the BOD | |
| | e. More explicit definition of the Bylaws Amending Process | |
| IV. | Discussion of Bylaws Proposals and Amendments | 7:15pm |
| | a. PROPOSAL A Resolution to Add Two Directors to the Board | |
| | Whereas the Members of the Preserve at Rock Creek expected and intended that the Board of Directors would have staggered terms of office and whereas the necessary steps were not taken at the 2016 Annual Meeting to create staggered terms and whereas staggered terms of office on the Board of Directors are desired to foster institutional continuity for the benefit of the Association, it is resolved that the number of Directors shall be increased from five to seven members and that these two new Directors shall be elected at the 2018 Annual Meeting and that the Director having the most votes shall have a term of three years, and that the Director having the next most votes shall have a term of two years. | |
| | b. PROPOSAL B Resolution to Amend the Bylaws Section 4.2 Election and Terms of Office | |
| | Whereas the Members of the Preserve at Rock Creek expected and intended that the Board of Directors would have staggered terms of office and whereas the necessary steps were not taken at the 2016 Annual Meeting to create staggered terms and whereas staggered terms of office on the Board of Directors are desired to foster institutional continuity for the benefit of the Association, it is resolved that the Bylaws of the Association be amended in the following way: that the following shall be added to Section 4.2 Election and Terms of Office | |
| | (c) The five Directors elected at the 2019 Annual Meeting shall be elected for terms of one, two, and three years and these term lengths shall be assigned in the following manner: the two Directors having the most votes shall have terms of three years; the two Directors with the | |

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next most votes shall have terms of two years; and, the Director with the next fewest votes will have a term of one year. Subsequent elections will be for three-year terms.

c. PROPOSAL C Resolution to Amend the Bylaws Section 4.3 Removal of Members of the Board of Directors

Whereas the Association desires vacancies on the Board of Directors to be filled expeditiously and whereas the Association values a democratic process to choose Directors, the following amendment to Section 4.3 Removal of Members of the Board of Directors is proposed:

The phrase "who shall serve for the unexpired term of such Director's predecessor" shall be replaced with "who shall serve until a successor is elected at the next Annual Meeting to serve out the remainder of the predecessor's term of office. At any Board of Directors election where there is a partial-term Director to be elected, the full 3-year term Directors positions will be filled by the highest vote getters, and partial term Director positions will be filled by the next highest vote getters, with the longest partial terms going to those getting the most votes."

d. PROPOSAL D Proposal to Amend Bylaws Section 4.3. Removal of Members of the Board of Directors

Whereas the removal of Members of the Board of Directors should neither be impossible nor easy to do, the following change to Section 4.3 is proposed:

That the phrase "of Members entitled to cast not less than fifty-one percent (51%) of the total authorized votes of all Members" be replaced with "by the majority vote of Members present, in person or by proxy, and voting at an Annual or Special Meeting of the Association where there is at least one third of the Members entitled to cast votes present.

e. PROPOSAL E Proposal to Amend Article 15 of the Bylaws

Whereas the current process for amending the bylaws does not describe the circumstances under which the Bylaws may be amended, and Whereas the Association Members ought to have a clear understanding of when and how the Bylaws may be amended, it is proposed that Article 15 read:

These Bylaws may be amended by the majority vote of Members present, in person or by proxy, and voting at an Annual or Special Meeting of the Association duly called for that purpose in which a quorum of no less than 25% of the members is present.

V.	Volunteers for vote tabulation	8:00pm
VI.	Commence Vote	8:15pm
VII.	Announcement of Results	8:45pm
VIII.	Adjournment	9:00pm