Policy Resolution 2013–2
Regarding Amendments to Bylaw Article V. Organization

WHEREAS, Article V of the bylaws gives the Board of Directors the authority to adopt, publish and enforce rules and regulations governing permitted and prohibited uses and restrictions within the association, and

WHEREAS, there is a need for regular review of Bylaws for completeness, clarity and enforceability and

WHEREAS, there is a need for a clear, concise and consistent meaning of what business the Board may conduct in Executive Session, and for clear, concise and consistent language pertaining to committee appointments, tenure, and outside relationships.

NOW THEREFORE, BE IT RESOLVED, that the Board will replace the current language and insert the following language in Section V.A.7., V.D.2, 2a, 2d, and 2g of LOWA Bylaws as written below:

ARTICLE V. ORGANIZATION

SECTION A. BOARD OF DIRECTORS.

7. Executive Sessions. All meetings of the Board of Directors, including any committee thereof, shall be open to all members of record. The Board of Directors committee thereof may convene in executive session for a period during any meeting to consider personnel matters; consult with legal counsel; discuss and consider contracts, pending or probable litigation and matters involving violations of the declaration or rules and regulations adopted pursuant thereto for which a member, his family members, tenants, guests or other invitees are responsible; or discuss and consider the personal liability of members to the association. No votes taken in executive session shall become effective unless the board of directors or other committee thereof, following the executive session, reconvenes in open meeting and affirm such votes. When establishing a Board committee, the Board will set parameters for use of executive sessions.

ARTICLE V. ORGANIZATION

SECTION D. COMMITTEES

2. All Other Standing Committees: The Board of Directors may appoint or dissolve any Committees as it deems best, except for those committees designated in the Articles of Incorporation namely, The Environmental Control, Finance, Legal and Compliance, and Maintenance and Ecology. The overall objective of committees is to advise and assist the Board of Directors and the General Manager in carrying out their responsibilities. All committee meetings will be announced in advance and open to the LOWA membership. The mission of each committee, its specific responsibilities and
special characteristics or exceptions, if any, shall be delineated in their Charter and approved by the Board of Directors. Committees that are required to hold executive sessions will have this stated in their respective Charter.

a. **Composition.** The Board of Directors shall appoint committee members from LOWA members in good standing. A committee will be composed of seven (7) voting members appointed by the Board of Directors for staggered three year terms. The term begins at date of appointment as a voting member, and ends three years after that date. A committee may have as many alternates and advisors as needed to perform committee activities, at the request of the Committee Chair, and approved by the Board. Family members occupying the same LOWA household may not serve on the same committee during the same time period. The Board of Directors may also grant exceptions to the number of voting members, alternate members and advisors who may serve on a committee at any given time based on the needs of that committee to carry out its mission. Such exceptions shall be stated under “Special Characteristics” of the respective Committee Charter.

2.d. **Tenure.** The committee will elect officers during its first meeting in September and forward their new structure to the Vice President of the Board of Directors with a copy to the General Manager. When a voting member’s term expires, or he or she resigns, the alternate member with the most time served will be moved up to a voting position. Should the alternate member not accept the voting position on the committee, he or she may be moved to an advisor’s position.

2.g. **Outside Relationships:**

2. LOWA Counsel and or Government Representatives: For a committee member to initiate contact with LOWA Counsel and or Government Representative on official LOWA business he or she must have prior approval of the General Manager.

**IN WITNESS WHEREOF,** I have executed this Resolution this date of **March 2, 2013**.

LAKE OF THE WOODS ASSOCIATION, INC.

By: 

James R. Walsh, President

ATTEST:

I, as Secretary for Lake of the Woods Association, Inc., hereby attest that the foregoing Policy Resolution No. 2013-2 was adopted by the Board of Directors at a duly-held and noticed Board of Directors meeting held on the 2 day of March, 2013.

Louisa Rucker, Secretary