

ROSE HILL HOMEOWNERS ASSOCIATION, INC.
POLICY RESOLUTION NO. 15-01

(Policy Regarding Number of Directors and Terms of Each Director)

WHEREAS, Subsection (a) of the Eighth Section of the Articles of Incorporation for the Rose Hill Homeowners Association, Inc. (hereinafter the "Association") provides that the affairs of the Association shall be managed by a Board of three (3) Directors, which number may be changed pursuant to the Bylaws, but shall never be less than three (3); and

WHEREAS, Article IV, Section 1 of the Bylaws of the Association provides that the affairs of the Association shall be managed by a Board of no less than three (3), but no more than five (5), as may be designated from time to time by resolution of a majority of the entire Board of Directors; and

WHEREAS, Subsection (b) of the Eighth Section of the Articles of Incorporation for the Association states that at the first annual meeting, the members shall elect one (1) Director for a term of one (1) year, one (1) Director for a term of two (2) years and one (1) Director for a term of three (3) years. As the initial term of each Director expires, the members shall elect (1) successor Director for a term of three (3) years; and

WHEREAS, Article IV, Section 2 of the Bylaws of the Association states that the term of office of the Directors of the corporation shall be as stated in its Articles of Incorporation; and

WHEREAS, the terms of the current Board of Directors has ceased to follow the durations as stated in the Articles of Incorporation and the Board of Directors has determined that it is in the best interest of the Association to reestablish the terms of the Directors as outlined in the Articles of Incorporation; and

WHEREAS, the Board of Directors has determined that the needs of the community can best be served by a Board of three (3) Directors.

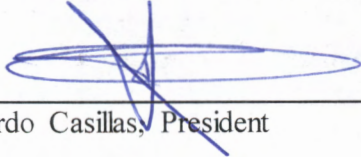
NOW THEREFORE, BE IT RESOLVED THAT the Board duly adopts the following resolution:

- I. At the next annual meeting of the Association which occurs after the adoption of this resolution, the membership shall elect only three (3) Directors to serve on the Board of Directors.
- II. At the annual meeting described in Section I, the membership shall elect one (1) Director for a term of one (1) year, one (1) Director for a term of two (2) years and one (1) Director for a term of three (3) years.

- III. The Board of Directors, prior to the Annual Meeting described in Section I, may determine that the vote of the membership for the initial term of each Director shall be determined by the number of votes obtained by each candidate for the Board of Directors with the Candidate who receives the third highest number of votes from the membership elected to serve as a Director for a term of one (1) year, the Candidate that receives the second highest number of votes elected to serve for a term of two (2) years and the Candidate who receives the highest number of votes elected for a term of three (3) years.
- IV. In the case of a tie in the number of vote totals for the initial term of the Directors at the meeting stated in Section I, the newly elected Directors shall determine amongst themselves which Director shall serve for which initial term.
- V. As the initial term of each Director expires, the members shall elect (1) successor Director for a term of three (3) years.
- VI. If a Director resigns then the Board of Directors shall appoint a Member to serve for the remainder of the term of the resigning Director.

This Resolution was duly adopted by the Board of Directors of Rose Hill Homeowners Association, Inc. this 20 day of FEB, 2015. The effective date of this Resolution shall be 16 day of APRIL, 2015.

**ROSE HILL HOMEOWNERS ASSOCIATION,
INC.**

By: 
Ricardo Casillas, President