

**Ponderosa Heights Homeowners Association, Inc., Lolo, Montana
Resolution Regarding
Tenure of Directors**

Authority:

WHEREAS, the Ponderosa Heights Homeowners Association, Inc. is a Montana Nonprofit Corporation in Good Standing, established pursuant to the Montana Nonprofit Corporation Act as a nonprofit mutual benefit corporation with members.

WHEREAS, the affairs of the Ponderosa Heights Homeowners Association, Inc. shall be managed by its Board of Directors, except as otherwise provided by laws or by the Articles of Incorporation.

WHEREAS, the Bylaws for the Ponderosa Heights Homeowners Association, Inc. (Article III. Board of Directors, Section 3. Number, Tenure, and Qualifications) state that: "The initial number of directors for Ponderosa Heights Homeowners Association, Inc. shall be three (3). Each director shall hold office until the next annual meeting of the Owners, and until his successors shall have been duly elected and qualified."

Purpose:

WHEREAS, it appears that the Bylaws (Article III. Board of Directors, Section 3. Number, Tenure, and Qualifications) address only the tenure of the initial three directors and does not include a provision setting the tenure of subsequent directors as it clearly does for officers (see following).

WHEREAS, the Bylaws for the Ponderosa Heights Homeowners Association, Inc. (Article IV. Officers, Section 1. Number) state that "All officers shall be elected at the annual meeting of the Board of Directors." In addition, the Bylaws (Article IV. Officers, Section 2. Election and Term of Office) state that initially there shall be three officers for the Ponderosa Heights Homeowners Association, Inc. The term of office for the three officers will expire at the first annual Board of Directors meeting after their election. "At each annual Board of Directors meeting thereafter, officers shall be chosen for a term of two (2) years, to succeed those whose terms expires."

WHEREAS, it is possible that members of the Board of Directors will also function as Officers of the Ponderosa Heights Homeowners Association, Inc., it raises a conflict between the two Articles of the Bylaws (Article III and Article IV) with regard to term of office.

WHEREAS, it is not clear what is the intended to be the term of office for the members of the Board of Directors, especially where they are also serving as Officers of the Ponderosa Heights Homeowners Association, Inc., it is the duty of the Board of Directors to clearly communicate the guidance, policy, and procedures for terms of office, and to provide written clarification for the conflicting Articles of the Bylaws.

Scope and Intent:

WHEREAS, it is both critical and desirable that there is continuity in the membership of the Board of Directors, and the Officers of the Ponderosa Heights Homeowners Association, Inc., and that the Bylaws of the Ponderosa Heights Homeowners Association, Inc., are not clear as to how to achieve this outcome, it is necessary to clarify the tenure for members of the Board of Directors.



WHEREAS, it is the intent of the Board of Directors that this Resolution will apply to the term of office for Directors subsequent to the first annual Owners meeting (February 1, 2020) of the Ponderosa Heights Homeowners Association, Inc., until such time as it is repealed, replaced, or revised.

Specifications:

NOW, THEREFORE, BE IT RESOLVED THAT the Board of Directors hereby affirms the policy for the Ponderosa Heights Homeowners Association, Inc. that the term of office for members of the Board of Directors of the Ponderosa Heights Homeowners Association, Inc., will be two (2) years as is the case for the Officers of the Association.

Adoption:

Upon being adopted by the Board of Directors, and recorded by the Missoula County, Montana, Clerk and Recorder this Resolution shall be added to all future copies of the Bylaws of the Ponderosa Heights Homeowners Association, Inc. File number for the PH HOA bylaws is 200613054, bk-775, pg-1017.

Board of Directors

Ponderosa Heights Homeowners Association, Inc.

On This Date: 23 Oct 2019

By:

Jacqueline Hofmann
Jacqueline Hofmann
President

Paul Rossignol
Paul Rossignol
Treasurer

James Thomas
James Thomas
Vice President

STATE OF MONTANA)
 :SS
COUNTY OF MISSOULA)

This instrument was acknowledged before me on this 23rd day of October, 2019,
by Jacqueline Hofmann, James Thomas, Paul Rossignol as an Authorized Representative for the
Ponderosa Heights Homeowners Association, Inc.

Notary's Signature: Loni E Faircloth

Notary's Name: _____

Notary Public for the State of Montana

Residing at: _____

My Commission Expires: _____, 20__

