

# INFORMATION



July 28, 2017

**Issue:** Delegation of Certain Authority to the Board President

**Background:**

The Board of Directors will discuss delegating to the Board President, the ongoing authority on behalf of the Board of Directors to direct the General Manager to:

- a. to provide information and analysis, in writing and on a timely basis, on matters before the Board or likely to come before the Board in the future and
- b. to respond to inquiries and other communications from Members, in writing and on a timely basis, regarding matters that may affect a significant number of Members or the Association.

The General Manager shall provide a copy of all such information, analysis and responses to Member inquiries to each Director.

The General Manager shall advise the Board of Directors if the preparation of any such communication would unreasonably interfere with his ongoing duty to manage the affairs of the Association.

The Board of Directors may rescind this delegation, should it be approved by the Board of Directors as an official Association Administrative Resolution, at any time by an action taken in a properly noticed meeting of the Board of Directors.

## **Bylaws – Article XI, Section 7**

### **President**

“He shall be the chief executive officer of the Association and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of the Association. He shall preside at all meetings of the Board, and shall have the general power and duties of management usually vested in the office of president of a corporation together with such other powers and duties as may be prescribed by the Board or the Bylaws.”



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**Topic:** Board of Director's Roles as Stated in the Tahoe Donner Association Bylaws

**Information:**

Bylaws pg. 26-28

## **ARTICLE XI Officers**

Section 1. Officers. The officers of the Association shall be a president, a vice president, a secretary and a chief financial officer. The Association may also have, at the discretion of the Board, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of section 3 following. One person may hold two or more offices, except that neither the secretary nor the chief financial officer may serve concurrently as president.

Section 2. Election of Officers. The officers of the Association, except such officers as may be appointed in accordance with the provisions of sections 3 and 5 following, shall be chosen annually by majority vote of the Board at its first regular meeting following the annual meeting of the Members or the election of directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his annual term has expired and his or her successor shall be elected and qualified.

Section 3. Subordinate Officers. The Board may appoint, and may empower the president to appoint such other officers as the affairs of the Association may require each of whom shall hold office for such period, have such authority and



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perform such duties as are provided in the Bylaws and as the Board may from time to time determine.

Section 4. Removal of Officers. Any officer may be removed, either with or without cause, by the Board at any regular or special meeting.

Section 5. Resignation of Officers. Any officer may resign at any time by giving written notice to the Board or to the president or to the secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Association under any contract to which the officer is a party.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 7. President. The president shall be elected by the Board from among the directors. He shall be the chief executive officer of the Association and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of the Association. He shall preside at all meetings of the Board, and shall have the general power and duties of management usually vested in the office of president of a corporation together with such other powers and duties as may be prescribed by the Board or the Bylaws.

Section 8. Vice President. The vice president shall be elected by the Board from among the directors. In the absence or disability of the president, the vice president shall perform all the duties of the president and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. He shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Bylaws.

Section 9. Secretary. The secretary shall keep or cause to be kept at the principal office or such other place as the Board may order, a book of minutes of all meetings of directors and Members, with the time and place of holding same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings the number of Members present in person or by proxy at Members' meetings, and the proceedings thereof. The secretary shall keep, or cause to be kept, appropriate current records showing the Members of the Association, together with their addresses. He or she shall give or cause to be given, notice of all meetings of the Board required by the Bylaws or by law to be given, and he shall keep the seal of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.



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Section 10. Chief Financial Officer. The chief financial officer, who shall be known as the treasurer, shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books and records shall at all reasonable times be open to inspection by any director in accordance with Article XIII, section 1 of these Bylaws. The treasurer shall

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deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board. He shall disburse the funds of the Association as may be ordered by the Board, shall render to the president and directors, whenever they request it, an account of all of his transactions as treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws. If required by the Board, the treasurer shall give the Association a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the Association of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement or removal from office.

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**Prepared By:** Jeff Connors, Board of Directors President

**Reviewed By:** Jennifer Jennings, Board of Directors Secretary

**Board Meeting Date:** July 29, 2017

