



TAHOE DONNER ASSOCIATION 2018 BOARD DIRECTOR VACANCY

APPLICATION

ONE POSITION AVAILABLE

Serving from the effective date of appointment to June 23, 2019

*Appointment is on the Board Agenda for December 15, 2018,
and may be acted on at that meeting*



TAHOE DONNER ASSOCIATION 2018 BOARD DIRECTOR VACANCY

APPLICATION

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MEMORANDUM

TO: Tahoe Donner Association 2018 Board Director Vacancy Applicants
FROM: Board of Directors
DATE: November 1, 2018
RE: Director Applicant Documents and Information

MESSAGE:

Thank you for your interest in and willingness to serve on the Tahoe Donner Association Board of Directors. It is an opportunity to make an impact on your Association and help guide the direction of our mountain community. Being a board member is a valuable and rewarding experience that should be undertaken by those who see it as an opportunity and have the time to serve their fellow neighbors while protecting and enhancing the assets of the community. It is serious business, but also a responsibility worth doing well in order to safeguard the investments of every owner.

In this packet please find:

- Cover Sheet
- Introductory Memorandum
- Application for Director Vacancy
- Certificate of Ownership and Disclosure of Conflicts of Interest
- Applicant Questionnaire
- Tahoe Donner Association Bylaws – Re: Board of Directors
- 2018/2019 Board Meeting Schedule

A single board vacancy will possibly be filled at the December 15, 2018 regular board meeting. Completed application packets are due to Member Services at Northwoods Clubhouse or electronically to electionscommittee@tahoedonner.com in PDF format by December 10, 2018 at 4:00 PM.

Interested applicants are welcome to include a resume along with their complete application packet but are not required to do so.

In submitting your application, you agree to have your name listed as an applicant on the Tahoe Donner website and you acknowledge that your responses to the Applicant

Questionnaire, plus resume if submitted, will be posted online as part of the Open Session (public) Supporting Documents for the December 15 Board meeting.



If you have any questions, please contact the Elections Committee at electionscommittee@tahoedonner.com. You may also contact individual Board members via email:

Jennifer Jennings, President: jjennings@tahoedonner.com

Jeff Connors, Treasurer: jconnors@tahoedonner.com

Don Koenes, Secretary: dkoenes@tahoedonner.com

Darius Brooks, Director: dbrooks@tahoedonner.com

If, after submitting your application you wish to withdraw, notify the Elections Committee at electionscommittee@tahoedonner.com.



**TAHOE DONNER ASSOCIATION
2018 BOARD DIRECTOR VACANCY**

APPLICATION FOR DIRECTOR VACANCY
11509 Northwoods Blvd., Truckee, CA 96161

Name: _____ Date: _____

I submit my name as an applicant for the 2018 Tahoe Donner Association Board Director vacancy.

The information below is for association administration purposes.

Years of TDA Ownership: _____

Unit/Lot #: _____

Mailing Address: _____

Home Phone: (____) _____ **Mobile Phone:** (____) _____

Email Address: _____

Signature: _____

Print Name: _____

NOTE: This **FORM**, along with a copy of the **CERTIFICATE OF OWNERSHIP (RECORDED GRANT DEED)** and **CONFLICT OF INTEREST STATEMENT must** be received either at the Elections Committee lock box in the Member Services Office at the Northwoods Clubhouse or electronically to electionscommittee@tahoedonner.com **no later than 4:00 PM, Monday, December 10, 2018.** Electronic submissions must be in PDF format. Certificate of Ownership (Recorded grand Deed) can be obtained at either the Architectural Standards Office (530-587-9407 | aso@TahoeDonner.com) or Member Services (530-587-9400 | info@TahoeDonner.com).

It is recommended that you not wait until the last minute to transmit your documents electronically. Internet slowness, server problems at your ISP or elsewhere could result in the deadline passing without your documents being received in time.



It is also highly recommended that those who submit their application electronically call (530) 587-9431 to confirm receipt of the application. Staff will confirm by return e-mail, within one business day, receipt of the application, but not whether it is complete or not.



**TAHOE DONNER ASSOCIATION
2018 BOARD DIRECTOR VACANCY**

**APPLICANT’S CERTIFICATION OF OWNERSHIP AND DISCLOSURE OF CONFLICTS
OF INTEREST FOR APPOINTMENT AS A BOARD DIRECTOR OF TAHOE DONNER
ASSOCIATION**

I, the undersigned, do hereby certify that I am an owner of at least a 25 percent interest in Lot ____, Unit ____, of Tahoe Donner. A true and current copy of the recorded deed or other instrument through which I derive ownership of that property is attached to this certification.

I am a member in good standing of TAHOE DONNER ASSOCIATION.

___ I am not now engaged in, nor do I have a financial interest in, any trade or business with TAHOE DONNER ASSOCIATION or with any person or entity with whom TAHOE DONNER ASSOCIATION does business or is in competition.

OR

___ I am now engaged in, or have a financial interest in, the following trade or business with TAHOE DONNER ASSOCIATION or with the following person or entity with whom TAHOE DONNER ASSOCIATION does business or is in competition:

I certify that, other than the matters referenced above, I am not aware of any matters in which my personal or financial interests may conflict with those of TAHOE DONNER ASSOCIATION.

I further certify that, in the event I am appointed, and any matters stated in this certification change, I will notify the Board of Directors in writing or at an open meeting of the Board of Directors within five (5) days thereafter.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed at _____, _____, on the ____ day of _____, 20____.
City State

Signature

Print Name

Note: Article VII, Section 2 of the Tahoe Donner Association Restated Bylaws outlines the qualifications required of an applicant for the Board of Directors. Article IX, Section 3 of Tahoe Donner Association’s Restated Bylaws outlines the regulations on conflict of interest transactions as a Board member.



**TAHOE DONNER ASSOCIATION
2018 BOARD DIRECTOR VACANCY**

APPLICANT QUESTIONNAIRE

11509 Northwoods Blvd., Truckee, CA 96161

Name: _____ Date: _____

QUESTIONS:

1. What are your qualifications for joining the Board of Directors?
2. If appointed to the Board, what do you hope to accomplish over the next six months?
3. In your opinion, what are Tahoe Donner's long-term issues? If appointed, how do you propose to address those issues?

NOTE: Please submit your answers to these questions along with your completed application packet. Completed application packets are due to either Member Services at Northwoods Clubhouse or electronically to electionscommittee@tahoedonner.com in PDF format by December 10, 2018 at 4:00 p.m. If you have any questions, please contact the Elections Committee at electionscommittee@tahoedonner.com.



**TAHOE DONNER ASSOCIATION
2018 BOARD DIRECTOR VACANCY**

EXPECTATIONS OF BOARD MEMBERS

Following are excerpts from the bylaws specifically related to the Board of Directors. (i) See Article IX for Duties and Powers of the Board. (ii) Each Board member is expected to attend all regular and special meeting of the Board (Board meeting schedule follows Bylaws excerpt). (iii) Each Board member is expected to serve as liaison to at least one committee or task force, typically serving multiple liaison positions and attending meetings in the liaison role.

**TAHOE DONNER ASSOCIATION
BYLAWS**

RE: BOARD OF DIRECTORS

11509 Northwoods Blvd., Truckee, CA 96161

**RESTATED BYLAWS
OF
TAHOE DONNER ASSOCIATION**

**ARTICLE I
Recitals and Definitions**

Section 3. Specific Purpose. The specific and primary purpose of this Association shall be to own, repair, maintain and manage the Common Area and Common Facilities within that certain real estate common interest development located in the County of Nevada, State of California, and commonly referred to as Tahoe Donner, acquire, manage, develop, maintain and sell other property for the benefit of the Members in common, enforce the Rules and Regulations adopted by the Board of Directors from time to time, and the terms and conditions of the Declaration and to otherwise enhance and promote the use and enjoyment of Common Areas and Common Facilities by the Owners in common.

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ARTICLE VII
Board of Directors

Section 1. General Association Powers. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any limitations in the Articles and these Bylaws relating to action required to be approved by the Members, the business and affairs of the Association shall be vested in, and exercised by, the Association's Board of Directors. Subject to the limitations expressed in Article X, section 1, the Board may delegate the management of the activities of the Association to any person or persons, general manager or committee. However any such delegation notwithstanding, the activities and affairs of the Association shall continue to be managed and all Association powers shall continue to be exercised under the ultimate direction of the Board of Directors.

Section 2. Number and qualification of Directors. The Board of Directors shall consist of five (5) persons. The following qualifications must be satisfied in order to be eligible to run as a candidate for election to the Board:

(i) A candidate must be the Owner of a Separate Interest within the Properties. For purposes of this qualification requirement, a person must be the

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owner of record of at least a 25 percent interest (with spouses being entitled to aggregate their ownership interests) in a Separate Interest in order to be a candidate for election to the board;

(ii) The candidate must be in good standing with the Association which means that all Assessments with respect to all Separate Interests owned by the candidate must be current and the candidate must not be subject to any suspension of membership privileges;

(iii) No Owner shall be eligible to serve on the Board or to be appointed to fill a vacancy at any time when a co-Owner is also serving on the Board;

(iv) No employee of Tahoe Donner shall be eligible to serve on the Board; and

(v) No Owner can serve for more than two elected consecutive terms of office. For purposes of this qualification requirement, an Owner shall be deemed to have served for the full term for which he or she has been elected, regardless of how long the director actually serves. If a person is elected or appointed to fill a vacancy pursuant to section 3, below, that partial term shall not be counted toward the limitation on consecutive terms of office.



Section 3. Term of Office. At the 1981 annual meeting, the Members elected three directors for a term of two years and two directors for a term of one year. At each annual meeting thereafter, the Members shall elect directors by written ballot (see Article IV, section 6) for a term of two years to replace those directors whose terms of office are then expiring. Accordingly, three directors are elected to office in odd numbered years and two directors are elected to office in even numbered years.

Each director, other than a director elected to fill a vacancy, shall begin his or her term immediately following the director's election and shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified (unless the director resigns or is removed from office in accordance with section 6 below).

Directors who are appointed to fill a vacancy shall serve for the balance of the unexpired term of office to which the director is appointed and shall take office immediately upon their appointment.

Section 4. Nomination of Directors. Individuals can become candidates for election to the Board of Directors in any of the following ways:

(a) Requests for Candidacy. No later than April 1 of each year, the Association shall send a notice to its Members inviting eligible Members to become candidates for election to any vacancies on the Board which are scheduled to be filled at the next annual membership meeting. Those Members who wish to become candidates must submit an application to the Association office no later than May 10 of each year indicating the Member's desire to become a candidate for election to the Board. The application must be accompanied by proof of ownership of a Lot within the Properties.

Upon confirmation of the proposed candidate's status as a Member in good

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standing (see Article IV, section 3), the Association shall notify the Member that his or her candidacy has been accepted and invite the Member to submit a candidate's statement. The statement shall not exceed two sides of a single 8-1/2 X 11 inch page and shall be mailed to all Members, together with a written ballot, at the Association's expense.

Prior to the date of the annual membership meeting, the Association shall schedule at least one community meeting, at an appropriate location within or near to the Properties, so all candidates will have an opportunity to address interested Members. If only a single meeting is scheduled it shall be held within 10 days prior to the annual membership meeting.

(b) Good Standing Requirement for Candidacy. In order to be eligible for nomination and election to the Board, the Candidate Member must be in good standing with the Association and current in the payment of his or her Assessments as of the Record Date established in accordance with Article V, section 8.

Section 5. Election of Directors.

(a) Directors Elected by Written Ballot: The annual election of Directors shall be conducted by written ballot in accordance with Article IV, section 6 hereof.

(b) Election to Office. Candidates receiving the highest number of votes shall be elected as directors. The directors thus elected shall take office immediately following their election.



(c) Elections Committee. To assure efficient administration of the elections process, the Board shall appoint an Elections Committee which shall be responsible for certifying the good standing and eligibility of individuals to serve as candidates for election to the Board and to monitor the election process to help assure its fairness and impartiality.

Section 6. Vacancies on Board of Directors.

(a) Vacancies, Generally. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation or removal of a director pursuant to subparagraphs (c) and (d) hereof; (ii) the termination of a Director's status as an Owner (iii) an increase of the authorized number of directors; or (iv) the failure of the Members to elect a sufficient number of directors to fill all vacancies which exist on the board at any time due to expiration of director terms, resignation or removal.

(b) Resignation of Directors. Any director may resign from office. The director's resignation shall be effective upon giving written notice to the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. A director shall be deemed to have resigned if the director ceases to be an Owner.

(c) Authority of Board to Remove Directors. The Board of Directors shall

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have the power and authority to remove a director and declare his or her office vacant under the following circumstances which shall constitute "cause" for the director's removal: (i) if the director has been declared of unsound mind by a final order of court; (ii) if the director has been convicted of a felony; or (iii) if the director fails to attend 25 percent or more of the regularly scheduled meetings of the Board of Directors during any consecutive twelve-month period established by the board. For purposes of the foregoing minimum meeting attendance requirement, at its first organizational meeting each year the Board shall adopt a schedule of the dates and times of all regular Board meetings for the forthcoming fiscal year. If any scheduled meeting date is changed and less than 30 days prior notice of the change is given to the directors, a director's failure to attend that meeting shall not be counted in determining whether the director has missed 25 percent or more of the Board's regularly scheduled meetings.

(d) Authority of Members to Remove Directors. Except as otherwise provided in subparagraphs (c) and (e) hereof, a director may only be removed from office prior to expiration of his or her term by the affirmative vote of a majority of a quorum of the voting power of the Members represented and voting by written ballot conducted in accordance with Article IV, section 6 hereof. Any membership action to recall or remove a director shall be conducted in accordance with the following procedures:

(i) A special meeting or written ballot on the issue of whether the director(s) should be removed from office shall be called in accordance with Article IV, section 6 or Article V, section 3, hereto. In the event that the board initiates such action, the required vote to initiate the process shall be the affirmative vote of two-thirds of the directors then in office. If any other authorized person wishes to initiate a recall vote, the procedures of subparagraphs (ii) and (iii) shall apply.



(ii) Whenever a Member other than the board of directors desires to recall or remove a director, a petition must be presented in person to the president, vice president or secretary of the Association that carries the signatures of Members in good standing who represent at least 5 percent of the voting power of the membership. Such petition must set forth a brief statement of the reason(s) the petitioners are seeking the director's removal; the signature and Lot number(s) of each petitioning Member in his or her own handwriting; the name(s) of the principal sponsor(s) or initiator(s) of the petition; and fulfill all other requirements required by law.

(iii) Within 20 days after receipt of a Members' petition for recall of a director, the Board shall certify the validity of the signatures and announce the procedures for conducting a written ballot of the Members to vote upon the requested recall. Such written ballot shall be conducted not less than 35 nor more than 90 days after the petition is presented. If the Board fails to set a date for, and give the Members notice of, the written ballot recall election within 20 days, the Members initiating the petition may circulate their own written ballot recall initiative without Board approval or sanction. In such a case the petitioning Members shall be entitled to recover their actual mailing expenses unless it is determined that the petition was invalid or improper for any reason.

(iv) Any director who is the subject of a recall effort shall have

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the right to rebut the allegations contained in the petition orally, in writing or both. If in writing, such rebuttal shall be mailed by the association to all Members, together with the recall ballot and a copy of the petitioners' statement in support of the recall effort. The board shall be entitled to place uniform, reasonable limitations on the length of any proponent's and opponent's materials mailed by the Association.

(v) If the number of ballots returned during the prescribed balloting period fails to satisfy the minimum quorum requirement for a valid membership action or if the recall vote results in a tie, the removal action will be deemed to have failed.

(vi) The Members shall be notified promptly of the results of the recall vote.

(e) Removal by Court Action. The Nevada County Superior Court may, in response to a suit filed by any director or a minimum of 100 Members, remove any director determined to be guilty of fraudulent or dishonest acts or gross abuse of authority or discretion with reference to the Association. The Association shall be made a party to any such action.

(f) Filling of Vacancies. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining directors, even though less than a quorum or by a sole remaining director unless the vacancy is created through removal of a director, in which case the vacancy shall be filled by the affirmative vote of a majority of a quorum of the Members voting by written ballot in accordance with Article IV, section 6 hereof. Furthermore, the Members may elect a director or directors at any time to fill any vacancy or vacancies which are not filled by the directors.

(g) Reduction in Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.



ARTICLE VIII
Board Meetings

Section 1. Place of Meetings. Regular and special meetings of the Board of Directors may be held at any place within the Properties that has been designated from time to time by resolution of the Board and stated in the notice of the meeting. In the absence of such designation, regular meetings shall be held at the principal office of the Association. Notwithstanding the above provisions of this section 1, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 2. Annual Meeting of Directors. Following each annual meeting of Members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business.

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Notice of this meeting shall not be required.

Section 3. Other Regular Meetings. Other regular meetings of the Board shall be held without call at such time as shall from time to time be fixed by the Board of Directors and communicated to the Board members. As noted in Article VII, section 6(c), on an annual basis the Board shall adopt a schedule of its regularly scheduled meetings for the forthcoming fiscal year.

Ordinarily, regular meetings shall be conducted monthly; provided, however, that regular meetings can be held as infrequently as every three months if the Board's business does not justify more frequent meetings. Notice of the time and place of regular meetings shall be posted in a prominent place within the Common Area, and shall be communicated to the Board members not less than 72 hours prior to the meeting; provided, however, that notice need not be given to any Board member who has signed a written waiver of notice or consent to holding the meeting as more particularly provided in section 7 of this Article VIII. An agenda for all regular meetings shall be prepared by the president or by management under the direction of the president.

Section 4. Special Meetings of the Board.

(a) Who May Call a Special Meeting. Special meetings of the Board of Directors for any purpose may be called at any time by the president or any two directors.



(b) Notice of Special Meetings.

(i) Manner of Giving. Notice of the time and place of special meetings of the Board shall be given to each director by one of the following methods: (A) by personal delivery of written notice; (B) by first-class mail, postage prepaid; (C) by telephone communication, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate such notice promptly to the director; or (D) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Association. Notwithstanding the foregoing, notice of a meeting need not be given to any director who signed a written waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof as more particularly provided in section 7 of this Article VIII.

(ii) Time Requirements. Notices sent by first-class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.

(iii) Notice Contents. The notice shall state the time, place, and purpose of the meeting.

Section 5. Attendance by Members.

(a) Board Meetings Open to Members. With the exception of executive sessions of the Board (see subparagraph (b), below) and any meetings conducted by conference telephone, all meetings of the Board shall be open to Members of

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the Association; provided, however, that nondirector Members may only participate in deliberations or discussions of the Board (i) during the time allotted on the meeting agenda for Member comments; or (ii) when expressly authorized by a vote of a majority of a quorum of the Board, or authorization by the Board member chairing the meeting. The agenda for board meetings shall include a time for Member questions and comments.

(b) Executive Sessions. The Board, on the affirmative vote of a majority of a quorum shall be entitled to adjourn at any time for purposes of reconvening in executive session to discuss litigation in which the Association is or may become a party, personnel matters, the purchase or sale of real property or other business of a similar or otherwise sensitive nature. Prior to adjourning into an executive session, the topic(s) to be discussed in such session shall be announced, in general terms, to the Members in attendance at the meeting and any resolutions adopted or actions authorized in executive session shall be disclosed at the next regularly scheduled meeting of the Board, or, if the Board reconvenes the open session, at that time. Nothing provided herein shall be construed to obligate the Board to first call an open meeting before meeting in executive session with respect to the matters described above; provided, however, that the first item of business in any such executive session shall be a discussion of the reason(s) for the Board meeting in executive session.



Section 6. Quorum Requirements. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in section 8 of this Article VIII. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors below a quorum, so long as any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by these Bylaws, the Articles of Incorporation or by law.

Section 7. Waiver of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present, individually or collectively, signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the Association records or made a part of the minutes of the meeting and shall have the same force and effect as a unanimous vote of the Board. The requirement of notice of a meeting shall also be deemed to have been waived by any director who attends the meeting without protesting the lack of proper notice either before or at the inception of the meeting.

Section 8. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place or may adjourn for purposes of reconvening in executive session. If the meeting is



adjourned for more than 24 hours, notice of adjournment shall be given to all directors who were not present when the meeting was adjourned. The notice shall be given prior to the time established for reconvening the meeting and shall state the date, time and location thereof. Except as hereinabove provided, notice of adjournment need not be given.

Section 9. Emergency Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. It is the policy of this Association that the authority conferred hereunder to take action by written consent shall only be utilized when the Board determines that it is impractical or impossible to convene a formal meeting in time to take necessary action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of the Board.

Section 10. Compensation. Directors, officers and members of committees shall not be entitled to monetary compensation for their services as such. However, this limitation on compensation shall not preclude a director, officer, or committee member from being reimbursed for such actual expenses incurred by the director in the performance of his or her duties as may be determined by resolution of the Board of Directors to be just and reasonable. Expenses for which reimbursement is sought shall be supported by a proper receipt or invoice. Directors shall also be entitled to reasonable Common Facility user privileges without the usual fees or charges in order to promote the circulation and visibility of directors within the community and to encourage their awareness of the condition of Association properties and the concerns of Member users.

ARTICLE IX Duties and Powers of the Board

Section 1. Specific Powers. Without prejudice to the general powers of the Board of Directors set forth in Article VII, section 1, the directors shall have the power to:

(a) Exercise all powers vested in the Board under the Governing Documents and under the laws of the State of California.

(b) Appoint and remove all officers of the Association, the General Manager of the Association, if any, and other Association employees; prescribe any powers and duties for such persons that are consistent with law, the Articles of Incorporation and these Bylaws; and fix their compensation.

(c) Appoint such agents and employ such other employees including attorneys and accountants, as it sees fit to assist in the operation of the Association, and to fix their duties and to establish their compensation.

(d) Adopt and establish rules and regulations subject to the provisions of the Declaration and these Bylaws governing the use of the Common Areas, the Common Facilities, private roads and parking areas within the Properties which are under the jurisdiction of the Association, and the personal conduct of the



Members and their guests thereon, and take such steps as it deems necessary for the enforcement of such rules and regulations including the imposition of monetary penalties and/or the suspension of voting rights and the right to use any Common Areas or Common Facilities; provided notice and a hearing are provided as more particularly set forth in Article XIII, section 6 of the Declaration. Rules and regulations adopted by the Board may contain reasonable variations and distinctions as between Owners and tenants.

(e) Enforce all applicable provisions of the Governing Documents relating to the control, management and use of the Lots within the Properties and the Common Areas and Common Facilities within the Properties.

(f) Contract for and pay premiums for fire, casualty, liability and other insurance and bonds (including indemnity bonds) which may be required from time to time by the Association.

(g) Contract for and pay for maintenance, landscaping, utilities, materials, supplies, labor and services that may be required from time to time in relation to the Properties.

(h) Pay all taxes, Special Assessments and other Assessments and charges which are or would become a lien on any portion of the Properties.

(i) Contract for and pay for construction or reconstruction of any portion or portions of the Properties which the Association is obligated to maintain which have been damaged or destroyed and which are to be rebuilt.

(j) Delegate its duties and powers hereunder to the officers of the Association or to committees established by the Board, subject to the limitations expressed in section 1 of Article X hereof.

(k) Levy and collect Assessments from the Members of the Association in accordance with the Declaration, and establish and collect reasonable use charges for any or all of the Common Facilities as the Board may deem necessary or desirable from time to time for the purpose of equitably allocating among the users the cost of maintenance and operation thereof.

(l) Perform all acts required of the Board under the Declaration.

(m) Prepare budgets (or a summary thereof) and maintain a full set of books and records showing the financial condition of the affairs of the Association in a manner consistent with generally accepted accounting principles and at no greater than annual intervals prepare an annual financial report, a copy of which shall be delivered to each Member in accordance with Article XII, section 5 hereof.

(n) Appoint the Environmental Control Committee, the Elections Committee and such other committees as it deems necessary from time to time in connection with the affairs of the Association in accordance with Article X hereof.

(o) Fill vacancies on the Board of Directors or in any committee, except for a vacancy created by the removal of a Board member.

(p) Open bank accounts and borrow money on behalf of the Association and



designate the signatories to such bank accounts.

(q) Bring and defend actions on behalf of more than one Member or the Association to protect the interests of the Members or the Association, as such, so long as the action is pertinent to the operations of the Association, and assess the Members for the cost of such litigation. Any disciplinary action against a Member shall be subject to the hearing and procedural requirements set forth in Article XIII, section 6 of the Declaration.

(r) Subject to the limitations imposed by section 2, below, to acquire, develop, hypothecate or sell real and personal property as reasonably required to discharge the Association's responsibilities hereunder or for the common use and enjoyment of the Members; provided however, that in no event shall any Common Area be sold.

Section 2. Limitations on Powers. The Board of Directors shall not be entitled to take any of the following actions without approval of the specified percentage of Members:

(a) The affirmative vote by written ballot of a majority of a quorum (see Article I, section 4(c) and Article V, section 5) of the voting power of the Members shall be required before the Board is authorized to take action on any of the following matters:

(i) Any action or undertaking which requires aggregate expenditures for capital improvements to the Common Areas in any fiscal year in excess of 5 percent of the budgeted gross expenses of the Association for that fiscal year; provided, however, that this limitation shall not apply to the expenditure of any funds accumulated by the Association on any new capital improvements or development fund so long as the expenditure is for the purpose for which the fund was established.

(ii) Any action to authorize the payment of monetary compensation to members of the Board of Directors or officers of the Association for their services as such; provided that directors and officers can be reimbursed for reasonable out-of-pocket expenses in accordance with Article VIII, section 10, above.

(iii) Action to remove a director from office without cause (see Article VII, section 6(d), above).

(iv) Action to fill any vacancy on the Board of Directors requiring membership approval pursuant to Article VII, section 6(f), hereof.

(v) Any action or undertaking which requires the borrowing of funds for any Association purpose other than routine credit transactions which are ordinarily incurred in the course of the Association's monthly operations.

(vi) Action to impose any special assessment or increase the regular assessment under circumstances requiring Member approval under Article IV of the Declaration.

(vii) Action to amend these Bylaws (see Article XIII, section 4, below) or the Articles of Incorporation.



(viii) Action to approve an agreement of merger pursuant to Corporations Code section 8010, et seq., or an amendment to an agreement of merger.

(ix) The Approval or initiation of construction of any new recreational Common Facility (including expansion of existing facilities) which is not specifically described in Article I, section 10 of the Declaration when: (A) the budgeted cost of constructing the new Common facility will exceed 5 percent of the Association's budgeted gross expenses for the fiscal year in which the project is approved; and (B) the funds required for construction shall be derived from one or more Member Assessments. No new recreational Common Facility construction project shall be approved by the Board without first adopting a detailed budget of the total projected project construction costs.

Expenditures from Association capital replacement reserve funds or capital development funds for purposes for which the funds have been accumulated shall not be subject to the approval requirements of this subparagraph. The annual budget disclosures (Article XII, section 5(a)) shall include a description of capital improvements projects for which reserve or development funds are being accumulated.

(b) The affirmative vote by written ballot of a majority of the total voting power of the Members, shall be required before the Board of Directors initiates any of the following actions:
foregoing limitations on the powers of the Board, generally, the following provisions shall apply to any "interested director transaction." For purposes of this section, an interested director transaction means any transaction involving the Association in which a director has a material financial interest.

(i) No Board member shall participate in any discussion or board action concerning, or in any way attempt to use his or her Board position to influence, a Board decision in which the Director knows or has reason to know that he or she has a material financial interest, as defined in subparagraph (b) (ii) below:

(ii) On or before July 1 of each year, each director shall be obligated to disclose to the Board of Directors, as a whole, any financial interest of the disclosing director in any interested director transaction. In completing the annual disclosure form, directors shall endeavor in good faith to disclose not only pending transactions involving the Association in which he or she has a material financial interest, but also investments, businesses or relationships which may reasonably lead to or become an interested director transaction during the directors term of office.

(iii) The Association shall not knowingly engage in an interested director transaction unless the required disclosures have been made by the interested director(s) and, prior to engaging in or consummating the transaction, the Board adopts a resolution authorizing or approving the transaction by a vote of a majority of the directors then in office, without counting the vote of the interested director(s); and

(iv) Prior to authorizing or approving any interested director transaction, the Board must have considered, and in good faith determined after reasonable investigations that (A) the transaction is fair and reasonable as to the Association and is for the benefit of the Association and its Members as a whole, and (B) the Association could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, from other parties.



(i) Action to terminate the operation of any of the Association recreational Common Facilities specifically identified in Article I, section 10 of the Declaration, or any other recreational Common Facility not so listed when the replacement cost of the unlisted facility is in excess of 5 percent of the Association's budgeted gross expenses for the year in which the closure is scheduled to occur. The terms "termination of operations" and "closure" shall not include the temporary closure of a recreational Common Facility for repairs, rehabilitation, the inability to obtain liability insurance at reasonable rates, health or safety reasons or the close of the season(s) for which the amenities usage was intended shall remain matters within the sole discretion of the Board. Any temporary closure, other than they cessation of normal seasonal operations, shall be supported by a Board resolution detailing the reasons therefor.

(ii) Action to amend the Declaration (see Article XVI of the Declaration).

(c) The affirmative vote by written ballot of all Members shall be required before the Board of Directors initiates any of the following actions:

(i) Action to transfer all or substantially all of the assets of the Association; or

(ii) Action to approve the filing of a certificate of dissolution of the Association.

Section 3. Regulation of Conflict of Interest Transactions.

(a) Regulation of Interested Director Transactions. In addition to the

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foregoing limitations on the powers of the Board, generally, the following provisions shall apply to any "interested director transaction." For purposes of this section, an interested director transaction means any transaction involving the Association in which a director has a material financial interest.

(i) No Board member shall participate in any discussion or board action concerning, or in any way attempt to use his or her Board position to influence, a Board decision in which the Director knows or has reason to know that he or she has a material financial interest, as defined in subparagraph| (b) (ii) below:

(ii) On or before July 1 of each year, each director shall be obligated to disclose to the Board of Directors, as a whole, any financial interest of the disclosing director in any interested director transaction. In completing the annual disclosure form, directors shall endeavor in good faith to disclose not only pending transactions involving the Association in which he or she has a material financial interest, but also investments, businesses or relationships which may reasonably lead to or become an interested director transaction during the directors term of office.

(iii) The Association shall not knowingly engage in an interested director transaction unless the required disclosures have been made by the interested director(s) and, prior to engaging in or consummating the transaction, the Board adopts a resolution authorizing or approving the transaction by a vote of a majority of the directors then in office, without counting the vote of the interested director(s); and



(iv) Prior to authorizing or approving any interested director transaction, the Board must have considered, and in good faith determined after reasonable investigations that (A) the transaction is fair and reasonable as to the Association and is for the benefit of the Association and its Members as a whole, and (B) the Association could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, from other parties.

(b) Definitions. For purposes of this section 3, the following definitions shall apply:

(i) Interested Director Transaction shall be defined as set forth in subparagraph (a) above;

(ii) Material Financial Interest. A Board member shall be deemed to have a material financial interest in a decision within the meaning of subparagraph (a), above, if it is reasonably foreseeable that the decision will have a material financial effect, distinguishable from its effect on the members generally, on:

(A) Any business entity in which the Board member has a direct or indirect investment worth more than \$1,000;

(B) Any interest in real property in which the Board member has a direct or indirect interest worth more than \$1,000;

(C) Any source of income aggregating \$250 or more in value provided to, received by, or promised to the Board member within 12 months prior

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to the time when the decision is made; or

(D) Any business entity in which the Board member is a director, officer, partner, trustee, employee, or holds any management position.

(iii) Distinguishable From the Members Generally. A material financial effect of a Board decision on a director's financial interests is distinguishable from its effect on the Members generally unless the decision will affect the director's financial interest in substantially the same manner as it will affect all Members or a significant segment of the Tahoe Donner membership. An industry, trade or profession in which the director is a participant does not constitute a significant segment of the Membership.

(iv) Materiality. Financial effects are material if they might interfere with a Board member's performance of his or her duties in an impartial manner and free from bias.

(v) Indirect Investment or Interest. An indirect investment or interest of a director means any investment or interest owned by the spouse or dependent child of the director, by an agent on behalf of the director or by a business entity or trust in which the director, the director's agents, spouse and/or dependent children own directly, indirectly or beneficially, a 10 percent or greater interest.



(c) Conflict of Interest Rules. The board is empowered to adopt reasonable rules, procedures and forms to facilitate the disclosure of interested director transactions, further refine the application of this Section 3 to specific transactions and to rule on the presence or absence of interested director transactions if such a determination is requested by a director in advance of the director's participation in what is, or may constitute, an interested director transaction.

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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.

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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**TAHOE DONNER ASSOCIATION
2018 BOARD DIRECTOR VACANCY**

2018-2019 BOARD MEETING SCHEDULE

11509 Northwoods Blvd., Truckee, CA 96161

DAY OF WEEK	2018-2019	TYPE OF EVENT	TIME	LOCATION
Saturday	July 21	Regular Meeting	9:00 a.m.	NWCH
Wednesday	August 1	Executive Meeting	9:00 a.m.	NWCH
Thursday	August 9	Special Meeting	10:00 a.m.	NWCH
Saturday	August 18	Regular Meeting	9:00 a.m.	NWCH
Friday	August 24	Budget Workshop	10:00 a.m.	NWCH
Friday	September 14	Budget Workshop	9:00 a.m.	NWCH
Saturday	September 22	Regular Meeting	9:00 a.m.	NWCH
Friday	October 19	Budget Workshop	9:00 a.m.	NWCH
Saturday	October 27	Regular Meeting	9:00 a.m.	NWCH
Saturday	November 17	Regular Meeting	9:00 a.m.	NWCH
Saturday	December 15	Regular Meeting	9:00 a.m.	NWCH
Saturday	January 26	Regular Meeting	9:00 a.m.	NWCH
Saturday	February 23	Regular Meeting	9:00 a.m.	NWCH
Saturday	March 23	Regular Meeting	9:00 a.m.	NWCH
Saturday	April 27	Regular Meeting	9:00 a.m.	NWCH
Saturday	May 18	Regular Meeting	9:00 a.m.	NWCH
Friday	June 21	Regular Meeting & Election Ballot Meeting	9:00 a.m. (Voting from 9am to 5pm)	NWCH
Sunday	June 23	Annual Meeting of Members & Members Picnic	10:00 a.m. - 12:00p.m. (Voting from 10am to 11:30am)	NWCH & ACAC