

**ARTICLE VII**  
**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 6. Vacancies on Board of Directors.

(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.