BOARD ORGANIZATION, GOVERNANCE, AND MEETINGS POLICY
Governance Resolution 2026 - 6

WHEREAS, Tahoe Donner Association (the "Association") is a California mutual benefit corporation; and

WHEREAS, the Association is also a common interest development subject to the Davis-Stirling Common Interest Development Act, as amended from time to time, and to the Association's governing documents, including the First Restated Declaration of Covenants and Restrictions (the "Declaration"), the Restated Bylaws (the "Bylaws"), the Articles of Incorporation, duly adopted rules, duly adopted policies, and any amendments thereto (collectively, the "Governing Documents"); and

WHEREAS, pursuant to the Governing Documents and applicable law, the management and operation of the Association is vested in its duly elected Board of Directors (the "Board"); and

WHEREAS, the powers and authority of the Association and the Board are established by the Governing Documents and applicable law, including, without limitation, Article II, Section 6(a) of the Declaration and Article IX of the Bylaws; and

WHEREAS, in carrying out its duties and responsibilities, the Board is assisted by the Association's professional staff and by such committees as may be established in accordance with the Governing Documents and duly adopted Board policies; and

WHEREAS, the Board has determined that it is advisable and in the best interests of the Association to adopt this Resolution Regarding Board Organization, Governance, and Meetings for the purpose of setting forth and clarifying certain principles, policies, and procedures concerning Board organization, Board governance, and the conduct of Board meetings; and

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby adopts the following Resolution Regarding Board Authority, Organization, Governance, and Meetings.

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I. INTRODUCTION

This Resolution is intended to provide a general framework for Board organization, Board meetings, Board administration, the handling of legal inquiries, and other matters relating to Board governance and procedure. It is intended to support the orderly, efficient, and lawful conduct of Board business and to promote clarity regarding the Board's internal governance processes.

The Board serves as the Association's strategic, policy-making, and oversight body. The Board ordinarily focuses on setting goals, rules, policies, priorities, and overall direction, while staff and, where appropriate, committees carry out implementation and administration subject to Board oversight and review.

The Board's work encompasses a wide range of matters relating to the governance, management, and oversight of the Association, including, without limitation, strategic planning, corporate leadership, policy adoption, financial oversight and stewardship, annual budget development, assessment-setting, capital planning, committee and club oversight, operational oversight, enforcement of the Governing Documents, and other actions entrusted to the Board under applicable law and the Governing Documents.

The Board Organization, Governance, and Meetings Policy is intended to complement and to be read in conjunction with the Board of Directors Code of Conduct.

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II. BOARD ORGANIZATION

The Board of Directors shall be organized in accordance with Article XI of the Bylaws. The officers of the Association shall be selected by the Board in accordance with Article XI of the Bylaws and shall include a president, a vice president, a secretary, and a chief financial officer, also known as the treasurer.

Pursuant to Article XI, Section 3 of the Bylaws, the subordinate offices of Vice Treasurer and Vice Secretary are hereby established, with such authority and duties as are provided in this Resolution and as the Board may from time to time determine, consistent with the Bylaws. The Board may, in its discretion, fill the office of Vice Treasurer, the office of Vice Secretary, or both, by election from among the directors.

Pursuant to Article XI, Section 3 of the Bylaws, the Board may also, in its discretion, establish such other subordinate offices as the affairs of the Association may require, with such authority and duties as are provided in this Resolution and as the Board may from time to time determine, consistent with the Bylaws.

In addition to the Bylaw prohibition on the Secretary or the Treasurer, as Chief Financial Officer, serving concurrently as President, the office of President may not be held concurrently with the office of Vice Treasurer or Vice Secretary.

A director who does not hold a specific officer position may be referred to as a director at large.

The Board shall act as a Board. No individual director may act on behalf of the Board or the Association unless such authority has been specifically delegated by the Board, the Governing Documents, or applicable law.

Directors may not act by proxy or appoint alternates to act in their place.

A. Officers

The duties of the officers of the Association shall be as set forth in applicable California law and in Article XI of the Bylaws, as supplemented by this Resolution and as the Board may from time to time determine, consistent with the Bylaws.

1. President

The President shall have the duties and authority set forth in the Bylaws.

The President shall be the primary point of contact with the General Manager on behalf of the Board, unless a matter is delegated to another director. The President's role as the Board's primary point of contact with the General Manager does not confer upon the President any authority greater than that of any other director, except as otherwise expressly provided in the Governing Documents or duly adopted Board policy.

The President shall serve as Chair of Board meetings. In that role, the President shall be responsible for keeping Board meetings on the agenda, on topic, and moving in an orderly and productive manner.

For specific agenda items, the President may designate another Director to serve as Chair pro tempore for purposes of facilitating Board discussion and consideration of that item.

The President, Vice President, and General Manager shall work collaboratively to develop Board meeting agendas. The President shall approve Board and membership meeting agendas prior to their distribution and publication.

2. Vice President

The Vice President shall have the duties and authority set forth in the Bylaws.

The Vice President shall assist the President in managing Board meetings to help keep the agenda moving and the meetings productive.

In the absence or disability of the President, the Vice President shall serve as Chair of Board meetings.

The Vice President shall chair all hearings and appeals before the Board. If the Vice President is absent, unavailable, or unable to chair a hearing or appeal, the President shall preside, unless the Board appoints another director to do so.

The Vice President shall work closely with the President to remain current on Board priorities, pending matters, and the duties of the office of President so as to support continuity of Board leadership and to enable the Vice President to assume the duties of the President on short notice if necessary.

The Vice President shall participate in the collaborative development of Board and membership meeting agendas with the President and General Manager.

3. Secretary

The Secretary shall have the duties and authority set forth in the Bylaws.

In the absence or disability of both the President and Vice President, the Secretary shall serve as Chair of Board meetings.

The Secretary and Board Clerk shall work collaboratively to prepare minutes of board and membership meetings.

4. Treasurer

The Treasurer, who is also the Association's Chief Financial Officer, shall have the duties and authority set forth in the Bylaws.

The Treasurer shall serve as Chair of the Board's Section 5501 financial review subcommittee.

5. Vice Treasurer

If the office of Vice Treasurer is filled by the Board pursuant to this Resolution, the Vice Treasurer shall be elected by the Board from among the directors and shall have the following duties and authority:

In the absence or disability of the Treasurer, the Vice Treasurer shall perform the duties of the Treasurer and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer.

The Vice Treasurer shall serve as a member of the Board's Section 5501 financial review subcommittee, unless a different director is appointed by the Board.

The Vice Treasurer shall work closely with the Treasurer to remain current on financial priorities, pending matters, and the duties of the office of Treasurer so as to support continuity in the performance of the Treasurer's duties and to enable the Vice Treasurer to assume the duties of the Treasurer on short notice if necessary.

The Vice Treasurer shall also have such duties and authority as may be assigned by the Board, consistent with the Bylaws and this Resolution.

6. Vice Secretary

If the office of Vice Secretary is filled by the Board pursuant to this Resolution, the Vice Secretary shall be elected by the Board from among the directors and shall have the following duties and authority:

In the absence or disability of the Secretary, the Vice Secretary shall perform the duties of the Secretary and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary.

The Vice Secretary shall work closely with the Secretary to remain current on recordkeeping, notice, meeting administration, and the duties of the office of Secretary so as to support continuity in the performance of the Secretary's duties and to enable the Vice Secretary to assume the duties of the Secretary on short notice if necessary.

The Vice Secretary shall also have such duties and authority as may be assigned by the Board, consistent with the Bylaws and this Resolution.

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III. BOARD MEETINGS

Pursuant to California Civil Code sections 4090 and 4910, a "Board meeting" means a quorum of directors gathered, whether in person or virtually, to hear, discuss, deliberate upon, or take action on any item of business within the authority of the Board. No item of business may be acted upon outside a Board meeting, and a Board meeting may not be conducted through a series of electronic transmissions except as permitted by law for an emergency meeting.

Unless a Board meeting is specifically planned to be conducted as a fully virtual meeting or as a fully in-person meeting, Board meetings shall ordinarily include both in-person and remote participation options for Directors and other meeting participants. Unless a different in-person location is specified, in-person Board meetings shall ordinarily be conducted at the Northwoods Clubhouse.

A. Meeting Types

1. Regular Meetings

Consistent with Article VIII, Section 3 of the Bylaws, the Board shall annually adopt a schedule of its regular meetings.

Regular Board meetings shall ordinarily be held monthly, typically on the final Friday of each month, beginning at 9:00 a.m. Regular meeting dates may be adjusted to avoid observed holidays or as otherwise appropriate.

This regular meeting schedule is intended to facilitate consistent participation by directors, staff, and third-party participants or consultants, as needed.

All regular meeting dates, times, and locations remain subject to change based on the business needs of the Association.

2. Special Meetings

Special Board meetings may be scheduled outside of the regular Board meeting schedule when the business needs of the Association warrant Board consideration before the next regular meeting.

Special Board meetings are also recommended for matters of significant member interest that warrant greater visibility, broader member attendance and participation, or more focused Board consideration than is practicable during a regular Board meeting. When practicable, such meetings should be scheduled on dates and at times that facilitate the attendance and participation of directors, members, staff, and any third-party participants or consultants whose participation is needed for the meeting.

3. Emergency Meetings

Emergency Board meetings may be held only when there are circumstances that could not have been reasonably foreseen, require immediate attention and possible action by the Board, and make it impracticable to provide the notice otherwise required by applicable law. Pursuant to California Civil Code section 4923, emergency meetings may be called by the President or by any two directors other than the President. Emergency meetings may be open or Executive Session, as permitted by applicable law.

4. Hearings and Appeals

Board hearings and appeals shall be conducted in accordance with applicable law, the Governing Documents, and any applicable Association policy governing the particular type of hearing or appeal.

Hearings and appeals are typically scheduled for the Monday preceding the final Friday of the month, but may be scheduled at other times and as frequently as necessary.

5. Organizational Meeting

In accordance with the Governing Documents, an Organizational Meeting shall be scheduled following each Annual Meeting of Members for the purpose of board organization, election of officers, and the transaction of other Association business.

6. Membership Meetings

Membership Meetings are meetings of the Members of the Association, whether annual or special, held to conduct membership business as provided by applicable law and the Governing Documents. Special Membership Meetings may be scheduled in accordance with the Governing Documents. The Annual Meeting of Members shall be held each June in accordance with the Governing Documents and its purposes shall include the conclusion of the annual election of directors.

7. Board Training Meetings

Board Training Meetings focused on director orientation, governance education, fiduciary responsibilities, Board procedures, and other Board leadership topics shall ordinarily be scheduled as Executive Session meetings in July or August, or at such other times as may be warranted by the needs of the Board.

8. Annual General Manager Review

The Board shall conduct an annual review of the General Manager's performance during the first forty-five (45) days of the fiscal year, and in accordance with any applicable contractual requirements. Except in extraordinary circumstances, all directors are expected to attend the annual review meetings in person. The review shall be conducted in Executive Session.

To help ensure that the annual review is conducted in an orderly and timely manner with all directors attending in person, the date of the annual review shall be determined no later than one hundred twenty (120) days before the end of the fiscal year. Advance scheduling shall reflect that the review may occur over several days and multiple meetings.

B. Open and Executive Session

1. Open Session

Except as otherwise permitted by applicable law for executive session meetings, Board meetings shall be open to attendance by Association members and shall be conducted in accordance with the Common Interest Development Open Meeting Act and the Governing Documents.

Open session Board meetings shall ordinarily include a remote audio or video participation option for Association members. The agenda and meeting notice shall include instructions for remote participation. Any open session Board meeting conducted in whole or in part by teleconference or video conference shall comply with applicable law.

2. Executive Session

Executive Session meetings are intended to protect member privacy, preserve confidentiality, and safeguard privileged Association communications and deliberations.

Executive Session meetings are closed Board meetings and shall be used only for matters permitted by applicable law and the Governing Documents. Such matters include litigation or matters that may lead to litigation, matters relating to the formation of contracts with third parties, member discipline, personnel matters, meetings with a member regarding the member's payment of assessments, discussion of a payment plan for delinquent assessments, and decisions whether to foreclose on a lien for delinquent assessments. Executive Session may also include meetings with Association legal counsel to preserve attorney-client privilege.

Executive Session meetings shall be noticed and agendized as required by applicable law and the Governing Documents. The Board may adjourn to Executive Session from an open session Board meeting or may meet solely in Executive Session.

The Board typically maintains a standing calendar hold for the Monday preceding the final Friday of the month for Executive Session matters that should be considered before the regular Board meeting.

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IV. BOARD MEETING PROCEDURES

A. General Meeting Procedures

The Board shall conduct the business of the Association through Board meetings held in accordance with applicable law, the Governing Documents, and this Resolution.

To promote the efficient conduct of Association business, Board meetings shall generally proceed in accordance with the published agenda, subject to such adjustments as may be permitted by applicable law and this Resolution.

Formal parliamentary procedures shall not be required for Board meetings. Unless the Board adopts another procedure, the Chair may use an accepted parliamentary process, including Robert's Rules of Order, at the Chair's discretion.

Even if no formal parliamentary procedure is used, the Chair shall manage Board discussion so as to provide each director a fair opportunity to speak before any director speaks a second time.

As a matter of customary practice, the Chair will ordinarily speak after the other directors have had an opportunity to comment, but may speak earlier as appropriate to frame and facilitate discussion, ensure the orderly and efficient conduct of the meeting, or permit brief clarifying questions or responses.

The Chair may make a motion or second a motion while serving as Chair. As a matter of customary practice, however, the Chair will ordinarily consider making or seconding a motion only if no other director does so.

If the Board uses a timed agenda, the Board shall endeavor to adhere to the stated time limits while allowing such flexibility as may be necessary for the orderly and efficient conduct of Board business.

Board discussion of items not on the agenda shall generally be limited to brief responses, clarifying questions, and future agenda requests.

B. Member Participation at Board Meetings

Member participation at open session Board meetings, whether in person or remote, shall be provided in accordance with applicable law, the Governing Documents, and this Resolution.

1. Member Comments

Member Comments shall include both verbal Member Comments delivered during a Board meeting and written Member Comments received in advance of a Board meeting either for the Open Forum or for an individual agenda item.

2. Verbal Member Comments

When providing verbal Member Comment, Members shall identify themselves for the record and provide their Tahoe Donner address or Unit and Lot number.

Verbal Member Comments are typically limited to three (3) minutes per speaker, unless additional time is permitted by the Chair.

As necessary and appropriate to ensure an orderly meeting or to allow as many Members as practicable an opportunity to speak, the Chair may reduce the time allowed per speaker or establish reasonable time limits for all Members to address the Board. Additionally, to facilitate Member participation at meetings, the Chair may make exceptions, as appropriate, to the practices defined in this section.

3. Open Forum Member Comments

Each open session Board meeting shall include a Member Comments “open forum” during which Members may verbally share comments and ask questions regarding matters not otherwise on the agenda. Board and staff responses during the open forum portion of the meeting shall generally be limited to brief responses, clarifying questions, and future agenda requests.

For open session meetings, the “open forum” shall typically occur at the beginning of the meeting. However, for single-topic Special Meetings, the “open forum” shall typically occur at the end of the meeting.

4. Individual Agenda Item Member Comments

The Board typically invites verbal Member Comments on individual agenda items, except that Member Comments are not typically taken for the Consent Calendar, Board Reports, or Board consideration of appointments.

If Member Comments are taken for individual agenda items, they shall be taken following any presentations and informational discussions and prior to any Board deliberation or decision.

During Member Comment on an individual agenda item, Members shall confine their comments and questions to that item.

5. Written Member Comments

All written Member Comments received in advance of a Board meeting either for the Open Forum or for an individual agenda item shall be provided to the Board electronically.

C. Board Meeting Decorum

All persons attending a Board meeting shall observe appropriate order and decorum. No person shall use loud, profane, threatening, or personally abusive language, or engage in disorderly conduct that disrupts, disturbs, or otherwise impedes the orderly conduct of the meeting.

The Chair, with assistance from the General Manager, shall be responsible for maintaining order and decorum at Board meetings and may give such directions as are reasonably necessary for the orderly conduct of the meeting.

A person who violates this section may be excluded from the remainder of the meeting, provided that the Chair has first notified the person of the decorum violation and warned that continued misconduct may result in removal from the meeting.

If, after such notice and warning, the person continues to disrupt the meeting, the Chair may take such actions as are appropriate to restore order, including recessing the meeting and/or directing the person to leave the meeting. If the person refuses to comply with a direction to leave the meeting, the Chair or the General Manager may request law enforcement assistance.

The Chair or General Manager shall promptly request law enforcement assistance in the event of an apparent threat to the safety of any person or any other serious situation requiring immediate intervention.

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V. BOARD MEETING DOCUMENTS

A. Meeting Notices

Board meeting notices shall be given in accordance with applicable law and the Governing Documents.

Notice of Open Session Board meetings shall be given at least four (4) days before the meeting, except as otherwise required by applicable law or the Governing Documents.

Notice of nonemergency Board meetings held solely in Executive Session shall be given at least two (2) days before the meeting.

Notice of emergency Board meetings is not required pursuant to California Civil Code sections 4920 and 4923.

B. Meeting Agendas

Board meeting agendas shall be consistent with the Governing Documents and applicable law.

Board meeting agendas shall be developed collaboratively by the President, Vice President, and General Manager, and shall be approved by the President prior to distribution and publication, except as provided by this Resolution and Article VIII, Section 4(a) of the Bylaws.

For meetings dedicated principally to hearings or appeals, the agenda shall typically be approved by the Vice President in the Vice President's capacity as hearing and appeal chair.

For the Organizational Meeting following the annual election, if the President is a candidate in the election or is not continuing on the Board, the agenda shall typically be approved by the Vice President. If both the President and the Vice President are candidates in the election or are not continuing on the Board, the agenda shall typically be approved by the Secretary.

For special meetings called by any two directors under Article VIII, Section 4(a) of the Bylaws, the agenda shall be developed by or under the direction of the directors calling the meeting and shall not require approval by the President.

Each agenda item shall be clearly identified. Agenda item descriptions shall clearly describe the purpose of the item and the nature of the Board's expected consideration.

The agenda shall identify presenters and discussion leaders, as appropriate.

If the Board uses a timed agenda, the agenda shall include reasonable and realistic time estimates for each item.

Individual directors may recommend items for possible placement on future Board meeting agendas by submitting such items to the President and General Manager. Directors may also make such recommendations during the Board Reports section of regular meetings.

If two or more directors concur in the recommendation, the item shall be placed on a future Board agenda for discussion or action when reasonably practicable.

Agenda items may be added, removed, or amended up to the time required to provide the minimum notice to members required by applicable law, including the minimum four (4) days' notice required by the Open Meeting Act for open session Board meetings.

After the minimum notice period has begun, agenda items may be deferred or withdrawn for consideration at a later meeting when reasonably necessary, including due to the absence, disability, or unavailability of a presenter or other key participant. After the minimum notice period has begun, agenda items shall not otherwise be added or materially amended except as permitted by applicable law.

C. Board Books

Board books shall be made available to directors no later than four (4) days prior to the Board meeting, except when later distribution of individual items is necessary to incorporate final data or other information not available earlier. In such cases, the later-distributed items shall be made available to directors no later than twenty-four (24) hours prior to the Board meeting.

Where appropriate, the Board will endeavor to post non-privileged board book materials online for member review no later than four (4) days prior to the board meeting.

D. Meeting Minutes

It shall be the policy of the Association to prepare and maintain meeting minutes in accordance with the Governing Documents and applicable California law.

Minutes constitute the official record of the business conducted, actions taken, and outcomes reached at a meeting. Minutes are not intended to be a transcript, a verbatim recording, or a detailed summary of discussion.

1. Open Session Minutes

Open Session minutes shall include the following:

1. Name of the Association
2. Type of meeting (e.g. regular, special, emergency, executive session)
3. Date, time, and location of the meeting
4. The time the meeting was called to order
5. Directors present and absent, including titles
6. Staff present, including titles
7. Attendees invited to address the Board, including titles, as applicable
    a. For hearings and appeals, owners invited to participate in or attend the hearing or appeal shall be identified by Unit and Lot number rather than by name.
    b. Invited committee members shall ordinarily be identified collectively by committee, except that committee chairs and vice chairs may be identified by committee office rather than by name.
8. Without attribution, a brief neutral description of the topics raised during the open forum member comment portion of the meeting
9. A brief summary of the agenda items considered
10. If action is taken on an agenda item, the minutes shall include:
    a. A record of any motions made, including:
        i. The motion stated in clear and precise terms
        ii. The names of the persons making and seconding the motion
            1. If a motion fails to receive a second, that fact shall be noted
        iii. The vote outcome, including whether the motion passed or failed
        iv. A record of how directors voted, including:
            1. A numerical vote count
            2. The names of those voting no
            3. The names of those abstaining
            4. The names of those absent from the vote
11. A general description of matters considered in Executive Session, as required by law

12. The date of the next meeting
13. Adjournment, including the time of adjournment

Open Session minutes shall not include the following:

1. Quotations or descriptions of comments, conversations, or deliberations by directors, staff, committee members, or attendees.
2. The names of attendees not invited to address the Board.
3. Information that is privileged, confidential, defamatory, or otherwise likely to compromise the Association's legal or privacy interests.
4. Member comments received during member comment periods for agendized items.
5. Detailed statements of the Board's rationale or deliberative reasoning, which, where appropriate, shall be set forth in a separate resolution.

2. Executive Session Minutes and Report Outs

Executive Session minutes shall generally conform to the same standards as open session minutes, as appropriate and required by law.

Executive Session Report Outs shall include:

1. Name of the Association
2. Date, time and location of meeting
3. Directors present and absent, along with their titles
4. Staff present, along with their titles
5. Counsel present
6. A general notation of matters considered
7. Adjournment, including the time of adjournment

Unless specifically authorized by the board, executive session report outs shall not include:

1. A record of motions made
2. A record of how directors voted

3. Drafting, Approval, Availability, and Posting

The Recording Secretary and Board Secretary shall maintain procedures for the preparation, correction, approval, and retention of meeting minutes in accordance with the Governing Documents and applicable California law.

E. Resolutions

Resolutions are formal written actions of the Board. Policies are written statements of continuing principles, standards, guidance, or procedures that may be embodied in and adopted by means of resolutions.

For significant matters for which it is prudent to create a fuller written record of the Board's authority, reasoning, findings, direction, or action, a resolution is recommended. A resolution shall be used when applicable law or the Governing Documents require action by resolution.

Without limitation, resolutions are generally recommended for non-routine, complex, significant, controversial, precedent-setting, or high-visibility actions; actions of substantial member interest; actions requiring precise wording; actions involving formal findings, conditions, or detailed implementation terms; delegations of authority; major capital expenditures or other major corporate actions warranting more formal explanation; major rule changes requiring explanation beyond the text of the rule itself; major policy or governance statements; and omnibus actions by which the Board adopts, approves, amends, or repeals multiple related items at one time.

1. Resolution Categories

Resolutions shall be classified according to their purpose. If a resolution's purposes could reasonably fit more than one category, it shall be classified according to its primary purpose. Omnibus resolutions shall be classified according to the primary category of the underlying resolutions. Board resolutions shall be categorized as follows:

a. Policy Resolution

A Policy Resolution is a resolution adopting, amending, or repealing a written policy of continuing application, including, without limitation, financial, administrative, operational, or other Association policies. A resolution shall not be classified as a policy Resolution solely because it contains policy language or adopts, amends, or repeals a policy if its primary purpose falls within another resolution category.

b. Governance Resolution

A Governance Resolution is a resolution concerning Board governance, Board authority, Board standards, Board procedures, officers, delegations, committees, clubs, or other matters primarily relating to the governance structure or governance processes of the Association.

c. Administrative Resolution

An Administrative Resolution is a resolution establishing or revising internal administrative, managerial, operational, or control standards or processes of the Association. Administrative Resolutions are primarily internal in function and are generally intended to direct or guide staff implementation or internal administrative practice.

d. Corporate Resolution

A Corporate Resolution is a resolution approving major projects, expenditures, budgets, appointments, authorizations, transactions, or other significant corporate actions of the Association. Corporate Resolutions are primarily used to memorialize significant Board action and often include a strong member communication element, while also directing staff implementation as appropriate. If a resolution does not fit within another category, it shall be classified as a Corporate Resolution. In general, if a resolution does not establish an ongoing governance, administrative, policy, or rule framework, it should be classified as a Corporate Resolution.

e. Rule Adoption Resolution

A Rule Adoption Resolution is a resolution adopting, amending, or repealing an Association rule, fine structure, or similar rule-based enforcement framework.

F. Hearing and Appeal Resolution

A Hearing and Appeal Resolution is a resolution setting forth the Board’s decision in a hearing or appeal for which it is prudent to create a fuller written record of the Board’s authority, reasoning, findings, direction, or action.

2. Resolution Numbering

Resolutions shall be numbered by year in chronological order of adoption, regardless of resolution category.

3. Recategorization of Existing Resolutions

The categorization of previously adopted resolutions may be updated from time to time as part of the Association’s regular policy, resolution and governance document review process.

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VI. Legal Inquiries

Legal inquiries and communications with the Association's legal counsel shall be handled in a manner that preserves privilege, protects confidentiality, and promotes orderly Board governance.

The President shall serve as the Board's primary point of contact with legal counsel on Board matters. If a legal matter concerns the President, the Vice President shall serve as the Board's point of contact for that matter.

The General Manager shall ordinarily coordinate and handle communication with legal counsel on behalf of the Association and, as appropriate, the Board, unless the matter also concerns the General Manager or circumstances make such coordination impracticable or inappropriate.

Except as provided in this section, and unless authorized by a majority of the Board, individual directors shall not separately contact legal counsel regarding Association matters.

Unless authorized by a majority of the Board, an individual director shall not separately communicate with other parties or their representatives regarding sensitive matters under negotiation, disputed matters, or other confidential matters that are or may be before the Board.

A director who has a legal question or concern that should be addressed before the next Executive Session shall present the matter to the President and the General Manager. If the matter concerns the President, the matter shall be presented to the Vice President and the General Manager. If the matter concerns the General Manager, the matter shall be presented to the President. If the matter concerns both the President and the General Manager, the matter shall be presented to the Vice President.

The person or persons serving under this section as the Board's primary point of contact with legal counsel shall keep the Board appropriately informed regarding material legal communications and developments.

Subject to this section, the Association may seek and receive legal advice from Association counsel in verbal or written form, as appropriate. Written legal advice should ordinarily be obtained for significant, controversial, risk-sensitive, precedent-setting, or legally complex matters, and for other matters for which written advice is warranted for precision, implementation, or future reference.

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VII. MISCELLANEOUS

A. Meeting Recordings

Written meeting minutes, once approved by the Board, constitute the official corporate record of the meeting. For the purpose of preparing written meeting minutes, the Association shall make audio or video recordings of open session Board meetings whenever recording is reasonably technically possible at the meeting location, whether physical or virtual. As a courtesy to the membership, any such recording shall be made available through the Association's website no later than seven (7) days after the meeting.

B. Association Technology

The Association will provide Directors with Association technology resources for Association business use during their terms of office, including, without limitation, laptops, tablets, email accounts, software access, and other technology devices, systems, accounts, credentials, or related resources.

When a Director leaves office, all such technology resources shall be returned, relinquished, transferred, disabled, or otherwise administered as the Association determines.

C. Public Statements And External Communications

Public statements and external communications on behalf of the Association or the Board shall ordinarily be handled by the General Manager or a staff spokesperson designated by the General Manager.

From time to time, the President and/or another Board member authorized under this section may serve as public spokespersons for the Board for official, social, or ceremonial purposes. Any written communication by an authorized Board member acting in that spokesperson capacity shall be consistent with the Association's then-current Tahoe Donner Brand Guide.

A Board member other than the President may act as spokesperson for the Board only with the authorization of both the President and the General Manager. The President may act as spokesperson for the Board only with the authorization of the General Manager.

When acting as spokesperson for the Board, the President or other authorized Board member shall faithfully and accurately represent, to the best of his or her ability, the views and interests of the Board and the Association.

The President and/or another authorized director may represent the Board in meetings with public officials, public agencies, or other outside parties, provided that the meeting has been authorized by the General Manager and that the General Manager or a staff member designated by the General Manager also attends the meeting.

A director speaking in an individual capacity shall not represent or imply that the director is speaking on behalf of the Board or the Association.

D. Electronic and Traditional Media

Except as otherwise authorized under this Resolution, Directors shall not use social media, websites, blogs, email newsletters, surveys, podcasts, or other publicly accessible or broadly distributed electronic or traditional media to post about, comment on, solicit responses about, or engage in discussion regarding Association business. This restriction does not apply to routine or authorized Director communications with the membership through official Association media channels, or to a Director advocating for his or her own reelection.

E. Member Correspondence

Written member correspondence directed to the Board as a whole outside the context of Member Comments at Board meetings shall ordinarily be responded to by staff, unless the President and General Manager determine that a Board response or a joint Board-staff response is warranted.

For Board responses, the response shall ordinarily be provided by the President or, as appropriate for financial matters, by the Treasurer. Board responses to such member correspondence shall be drafted in consultation with staff.

Written member correspondence directed only to an individual Director may be responded to by that Director. In that Director's discretion, when appropriate, the Director may provide the correspondence and response to the General Manager to share with the Board as a whole.

F. Social and Ceremonial Events

Social, ceremonial, educational, or community events attended by directors shall not be used to conduct Board business. If a quorum of directors is present at such an event, the directors shall not discuss, deliberate upon, or take action on any item of business within the authority of the Board. Any substantive Board business raised at such an event shall be deferred to a properly noticed Board meeting. Nothing in this section prohibits incidental social conversation that is unrelated to Board business.

G. Name Tags

When acting in an official capacity at Association events, meetings, functions, or other Board-related activities, Directors are encouraged to wear their Director name tag to promote Director visibility within the community.

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VIII. CONSTRUCTION AND INTERPRETATION

This Resolution shall be read in conjunction with other applicable Association policies, including, without limitation, the Board of Directors Code of Conduct and the Committee Policy, each of which addresses a distinct but related aspect of Board governance.

This Resolution is intended to be consistent with and subordinate to applicable law and the Governing Documents, and nothing herein is intended to amend, modify, or supersede any provision of applicable law or any Governing Document having priority over this Resolution.

This Resolution does not restate all provisions of applicable law, the Governing Documents, or other applicable Association policies, and shall be interpreted accordingly.

To the extent any provision of this Resolution is determined to conflict with applicable law or any Governing Document having priority over this Resolution, applicable law and such Governing Document shall control.

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IX. APPROVAL

Approval of the Board Organization, Governance, and Meetings Policy and any changes, amendments, or modifications thereafter, may only be accomplished at a properly noticed meeting of the Board, with reasonable time allowed for Member Comment.

ACCEPTED AND DATED: June 26, 2026, by the Board of Directors of Tahoe Donner Association

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Benjamin Levine, Director and President

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Don Koenes, Director and Treasurer

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Denise Gauny, Director and Vice President

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Jay Wertheim, Director and Vice Treasurer

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Courtney Murrell, Director and Secretary

CERTIFICATE OF SECRETARY

I certify that I am the duly qualified and acting secretary of the Tahoe Donner Association, a California Nonprofit Mutual Benefit corporation. The foregoing is a true and correct copy of the Resolution duly adopted by the Board of Directors at a duly noticed Board meeting held on June 26, 2026 and entered in the minutes of such meeting. The Resolution, as of this date, has not been modified or appealed and is, as of now, in full force and effect.

DATED: _________________________

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COURTNEY MURRELL, Secretary