

**KINGS ROW HOMEOWNERS ASSOCIATION, INC.**  
**Resolution No. 23.001**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE KINGS ROW HOMEOWNERS ASSOCIATION, INC. TO AMEND ARTICLES V AND VI OF THE BYLAWS REGARDING NUMBER OF DIRECTORS AND OFFICER POSITIONS**

RECITALS

- A. The Kings Row Homeowners Association, Inc. (the "Association") is governed by the Board of Directors (the "Board"). The Bylaws of the Association (the "Bylaws") govern the affairs of the Association and Board. Pursuant to Section 11.2 thereof, the Bylaws may be amended by a majority of the Directors.
- B. The Board wishes to amend the number of Directors to allow for greater participation and flexibility in governing the Association. Further, the Board wishes to clarify the Vice-President officer position and that one director can hold more than one office. Such changes will allow the Board and its officers to more effectively serve the Kings Row community and owners.
- C. The Board wishes to amend Articles V and VI as set forth herein, and believes that doing so is in the best interests of the Association and the Kings Row community.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE KINGS ROW HOMEOWNERS ASSOCIATION, INC, THAT:

1. Recitals. The foregoing recitals are incorporated herein as findings of the Board of Directors.
2. Bylaws – Section V.1.a – Number and Qualification of Directors. Section V.1.a of the Bylaws is hereby amended as follows, with **bold, underlined text** added and ~~strikethrough text~~ deleted:

**ARTICLE V. Board of Directors and Managers**

1. Number and Qualification.
  - (a) The affairs of this Association shall be governed by a Board of Directors consisting of ~~five (5) persons~~ **not less than two (2) and not more than seven (7) Directors, as such number may be fixed or changed from time to time within such range by the Board of Directors**. A quorum shall consist of the majority of current members of the Board of Directors.
3. Bylaws – Article VI – Officers. Article VI of the Bylaws is hereby amended as follows, with **bold, underlined text** added and ~~strikethrough text~~ deleted:

**ARTICLE VI. Officers.**

1. Designation. The principal officers of the Association shall be a President, Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board. **A Director may hold more than one officer position.**
2. Election of Officers. Election of Officers may, at the discretion of the BOD, take place at a BOD meeting following the annual meeting of members.
3. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board present at a meeting, any Officer may be removed, with or without cause, and his successor elected at any regular meeting of the Board, or at any special meeting of the Board called for such purpose.
4. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board, shall direct, supervise, coordinate and have general control over the affairs of the corporation, and shall have the powers generally attributable to the chief executive officer of a corporation. The President shall preside at all meetings of the members of the Association.
5. **Vice President. The Vice-President shall take the place of the President and perform the President's duties whenever the President is absent or unable to act. If neither the President nor the Vice-President is able to act, the Board shall appoint some other Director to act in the place of the President on an interim basis. The Vice-President shall also perform other duties imposed by the Board or by the President.**
6. Secretary. The Secretary shall be the custodian of the records of the Association and shall see that all notices are duly given in accordance with the provisions of these By-Laws and as required by law, and that the books, reports, and other documents and records of the Association are properly kept and filed; shall keep minutes of the proceedings of the members and of the Board; shall keep at the registered office of the Association a record of the names and addresses of the owners and co-owners entitled to vote; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him by the Board or by the President. The Board may appoint one or more Assistant Secretaries who may act in place of the Secretary in case of his death, absence, inability or failure to act.
7. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Association, shall deposit all such funds in the name of the Association in such depositories as shall be designated by the Board, shall keep correct and complete books and records of account and records of financial transactions and the condition of the Association and shall submit such reports thereof as the Board may, from time to time require; and, in general, shall perform all duties incident to the office of Treasurer, and

such other duties as may, from time to time, be assigned to him by the Board or by the President. The Board may appoint one or more Assistant Treasurers who may act in place of the Treasurer in case of his death, absence, inability or failure to act.

8. Compensation. No compensation shall be paid to officers for their services as officers. No remuneration shall be paid to an officer for services performed by him for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board before the services are undertaken.

THIS RESOLUTION was read, passed, and adopted by the Board of Directors of the Kings Row Homeowners Association, Inc. at a regular meeting held this 27 day of April 2023 2023.

KINGS ROW HOMEOWNERS  
ASSOCIATION, INC.

By

Julia Mikus  
President

ATTEST:

Jo A. Watson  
Secretary