

**EMERALD HILLS HOMEOWNERS ASSOCIATION, INC.
MINUTES OF BOARD DIRECTORS MEETING**

March 11, 2008
Fire Station #19, 4091 Jefferson Avenue, Emerald Hills, CA
7:30 pm

The following are the minutes of a meeting of the Board of Directors (the "**Board**") of Emerald Hills Homeowners Association, Inc., a California corporation (the "**Association**"). The meeting was held on the date and at the time referenced above. Attending the meeting were Directors Steve Hill (Chair), Adriana Botto, Carolyn Chaney, Michael Mangini and Cheryl McGovern. Steve Harper, Lee Lukehart, and Milo Medin were absent. Due to a resignation from the Board, the ninth Board seat was vacant at the time of the meeting. Also present at the meeting from the community were residents Tom Brouchoud, Frank Fraone, and Nancy Mangini. Director Botto acted as Secretary and kept the minutes of the meeting.

A quorum being present, the meeting was called to order.

The Agenda was read and after brief discussion, approved.

1. Correspondence. *None*
2. Treasurer's Report. *None*
3. Visitor Forum (Comments) / Member Input. *None*
4. Approval of Past Meeting Minutes.

Director Botto presented meeting minutes from the Association's December 12, 2007 and February 13, 2008 Board meetings.

MOTION: Director Mangini moved to approve the December 12, 2007 meeting minutes as presented.

SECOND: Director McGovern seconded.

A brief discussion followed.

Motion approved.

MOTION: Director Mangini moved to approve the February 13, 2008 meeting minutes as presented.

SECOND: Director McGovern seconded.

A brief discussion followed.

Motion approved.

5. Announcements. *None*

6. Planning for Annual Meeting.

The Board had a lengthy discussion regarding the timing and logistics of the 2008 Annual Member Meeting, including but not limited to such matters as the rules for voting, the check-in process, requiring proof of residency, room set-up, guest speakers, the timing and content of the next newsletter, the composition and role of the Nominating Committee, and whether or not to use a facilitator.

MOTION: Director Mangini moved that the Board approach PCRC to assist in moderating the annual meeting and at a cost not exceed \$500.

SECOND: Director Harper seconded.

A brief discussion followed and Director Hill agreed to contact the PCRC on behalf of the Board.

Motion approved.

The Board then had an in depth discussion regarding the content of the next Association newsletter. It was agreed that the newsletter content include the annual meeting agenda, information regarding the guest speakers, the board candidates' biographies, the Association President's year end statement, and article(s) related to road and/or bicyclist issues. Due to the timing of the meeting, it was agreed that the Board would send a post card to all Emerald Hills residents to provide notice of the annual meeting and to solicit volunteers for Board candidates.

The Board then discussed the costs associated with holding the annual meeting.

MOTION: Director Mangini moved that the expenditures related to the Annual Member Meeting, including the cost for the use of the Elks facility, purchasing refreshments and cookies for the meeting, the printing and mailing of postcards and the newsletter be approved.

SECOND: Director Chaney seconded.

A brief discussion followed.

Motion approved.

The Board then had a brief discussion regarding the issue of an approved "slate" of Board candidates and whether or not it would make candidate recommendations this year.

The Board then had an extensive discussion regarding the best way to determine who would serve two vs. one year terms for the directors elected at the 2008 Member meeting.

MOTION: Director Mangini moved that the seven directors be elected by popular vote and that immediately following the election, the determination of one or two year terms be made by lottery.

SECOND: Director McGovern seconded.

A discussion followed.

Motion approved.

The Board concluded its meeting with a lengthy discussion regarding the content of the Member meeting agenda, the form and content of the meeting ballot, the assignment of persons responsible for document production (Director Hill—agenda; Director Botto—2007 Member meeting minutes, ballots, and PowerPoint presentation; Director Lukehart—Treasurer's report and current Member list), and whether or not to have independent witnesses oversee the counting of the ballots.

MOTION: Director Mangini moved that the Board engage at least one individual to oversee and to validate the counting of the ballots at the Annual meeting.

SECOND: Director McGovern seconded.

A brief discussion followed. Director Hill agreed to contact both Amy French and Cynthia Ford to determine their willingness to serve in such capacity.

Motion approved.

7. Adjourn. 8:50 pm

There being no further business to come before the Board, the meeting was adjourned.

Respectfully submitted,

Adriana Botto
Secretary