

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

April 9, 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 Michael Mangini (acting Chair), Adriana Botto, Tom Brouchoud, Tim Farrar, Joe Foraker, Frank Fraone, Carla Rayacich, Mike Sherman, and Marline Underwood. Also present from the community was resident Nancy Mangini, and by invitation of the Board, for part of the meeting were Regina Neu and Lee Lukehart. 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 slight modification and brief discussion, approved.

1. Introduction and Welcome to Incoming Board Members.

Director Mangini provided a brief introduction and welcomed the new Board members to the organization.

2. Term Changes.

Director Fraone informed the Board that although he had drawn a two-year term at the Annual Meeting of Members, due to time constraints he would only be able to serve one year. After discussion:

MOTION: Director Farrar moved that Director Fraone and Director Sherman exchange terms.

SECOND: Director Brouchoud seconded.

A discussion followed.

Motion approved.

3. Organizational Retreat.

At the request of the Board, Regina Neu made a brief presentation. Ms. Neu introduced herself and provided the Board with a summary of her 30 year background working with non-profit organizations. She discussed her role in facilitating ½ day retreats to assist boards with the creation of both a well defined mission statement and a clear vision for the board's and the organization's operation. The Board asked Ms. Neu several questions about her experience and services, and thanked her for attending. Ms. Neu then left the meeting.

4. Correspondence.

Director Mangini brought several items of Association mail to the meeting for the Board's review. The Board had a discussion regarding the status of the PO Box, including how frequently mail had been historically retrieved from the PO Box, whose responsibility it had been to pick up the mail, and how past Board's had responded to mail items. A discussion ensued.

5. Visitor Forum (Comments) / Member Input.

Resident Nancy Mangini gave a brief update regarding the status Emerald Hills Community Coalition.

6. Approval of Past Meeting Minutes.

Director Botto presented meeting minutes from the Association's March 11, 2008 Board meeting and the March 27, 2008 Member meeting for approval.

MOTION: Director Botto moved to approve the March 11, 2008 Board meeting minutes as presented.

SECOND: Director Fraone seconded.

A brief discussion followed.

Motion approved.

MOTION: Director Farrar moved to approve the March 27, 2008 Member meeting minutes as presented.

SECOND: Director Sherman seconded.

A brief discussion followed.

Motion approved.

7. Announcements. None

8. Nomination and Election of Officers.

The Board discussed the four offices up for election, President, Vice-President, Treasurer and Secretary, and gauged director interest in serving in such capacities. After discussion:

MOTION: Director Brouchoud moved that Michael Mangini be elected as Association President.

SECOND: Director Fraone seconded.

A brief discussion followed.

Motion approved.

MOTION: Director Brouchoud moved that Adriana Botto be elected as Association Secretary.

SECOND: Director Rayacich seconded.

A short discussion followed.

Motion approved.

MOTION: Director Farrar moved that Tom Brouchoud be elected as Association Vice-President.

SECOND: Director Foraker seconded.

A brief discussion followed.

Motion approved.

MOTION: Director Sherman moved that Tim Farrar be elected as Association Treasurer.

SECOND: Director Brouchoud seconded.

A short discussion followed.

Motion approved.

The following officers will serve at the pleasure of the Board until the earlier of their death, resignation or removal, or until their successors are duly elected at the first regularly scheduled Board meeting following the 2009 Annual Meeting of Members:

<i>Name</i>	<i>Office</i>
Michael Mangini	President
Tom Brouchoud	Vice-President
Tim Farrar	Treasurer
Adriana Botto	Secretary

9. Committee Assignments.

The Board then discussed the role and composition of the various committees that had historically been created by the Board. The Board also discussed its desire to actively seek community participation on the various committees and the best way to elicit volunteer participation. This discussion was followed by a lengthy brainstorming session to determine what committees might best serve the needs of the organization and the Emerald Hills community for the 2008-2009 term of service. After further discussion:

MOTION: Director Farrar moved that Mike Sherman be appointed as Association Webmaster.

SECOND: Director Rayacich seconded.

A discussion followed.

Motion approved.

MOTION: Director Farrar moved that Adriana Botto be appointed Newsletter Editor.

SECOND: Director Rayacich seconded.

A brief discussion followed.

Motion approved.

MOTION: Director Farrar moved that Carla Rayacich be appointed Chair of the newly formed Community/Events Committee.

SECOND: Director Sherman seconded.

A discussion followed.

Motion approved.

The Board then had an extensive discussion regarding the planning of a social community event and selected a tentative date of July 12 depending on venue availability.

The Board also discussed the importance of the organization's future fundraising efforts and the relationship between the organization's restated mission statement in connection with such fundraising. A lengthy discussion ensued after which the Board agreed to make an appeal to Members on the Association website and in the next publication of the Association's newsletter.

10. Transition Issues.

At this point, Lee Lukehart joined the meeting. He and the Board had a discussion regarding the transition of certain duties and responsibilities, including those related to his previous roles as Treasurer, Webmaster, Forum Moderator, and Member Database Manager. Mr. Lukehart returned a box of materials to the Board, including information related to the Association's bank account and financial records, previous corporate filings, and the most recent Member list. He also returned one key to the Association's PO Box. He answered several questions for the Board and indicated that he would provide the following per the Board's request: the software for the Association's financial records; the password(s), administrator and domain name registration information for the Association's website; and the tax rate area list and contact information for Terry Flynn (so that the Association could request future updates to the Member list).

The Board thanked Mr. Lukehart for his service on the Board and for assisting with the transition of roles to the new Board. Mr. Lukehart then left the meeting.

11. Reintroduction of Board Policies.

The Board then turned its attention to the proposed policy resolutions which had been distributed to the Board via email prior to the meeting. Director Mangini explained the history and purpose of the proposed resolutions.

Motion on EHHA Board Transparency Policy

The Board first discussed the proposed Transparency Policy. After discussion:

MOTION: Director Rayacich moved that the following policy resolution be adopted:

Recognizing that the Board has been **asked by the membership** to increase transparency and communication with the membership it is resolved that:

- 1) It shall be the policy of the Association that all monthly Board and formal Committee Meetings be open and available to all members of the Association who wish to attend and that those members attending those meetings who wish to participate in discussion of agenda items will be given the opportunity to participate and encouraged to do so.
- 2) Schedules and agendas of all meetings of the Board and Committees shall be announced and posted not less than 48 hours in advance of the meeting on the Association Website.
- 3) Reviewed and approved minutes of all Association meetings shall be promptly posted on the Association Website and that Committee Chairs shall report on any activities or informal Committee Meetings at the next formal Board Meeting.
- 4) Full disclosure of all revenues and expenses incurred by the Association during the previous year are to be made available to the membership at each Annual Member Meeting and that this disclosure be posted in the next published Newsletter and also on the Association Website by May 1st of each year.

SECOND: Director Sherman seconded.

Further discussion followed.

Motion approved.

Motion on Possible FPPC Reporting Requirements

The Board then discussed possible Fair Political Practice Commission reporting requirements and a proposed FPPC Reporting Requirements Policy. After discussion:

MOTION: Director Farrar moved that the following policy resolution be adopted:

Because the FPPC (Fair Political Practice Commission) for the State of California may require a 501c4 that contributes cash or in kind services to candidates for state or local office to disclose the identity of donors to that 501c4, it is resolved:

- 1) That it shall be the policy of the Association that any contributions made to any political candidate be announced promptly and in no case more than 45 days from the date of contribution on the Association's Website. Further, a printed announcement shall be included in the Association's next newsletter.
- 2) That it shall be the policy of the Association that all persons making monetary contributions to the Association be given a receipt for such contributions. The receipt shall include the name and address of the contributor, the amount of the contribution, and the date of the contribution. The information on the receipt shall be recorded in a bound ledger and maintained by the Treasurer of the Association. The information contained in this ledger shall be considered confidential but be made available to authorized Federal and State agencies upon request.

SECOND: Director Sherman seconded.

Further discussion followed.

Motion approved.

Motion to Establish Board Policy Book

The Board then discussed establishing a Board Policy Book. After discussion:

MOTION: Director Farrar moved that the following policy resolution be adopted:

It is resolved that:

It shall be the policy of the Association to establish a **Board Policy Book**. The purpose of such a document shall be to collect and maintain in a bound or loose leaf handbook, board policies and resolutions that may be adopted from time to time so that individual Board Members may readily refer to them. Also to be included in the **Board Policy Book** shall be a copy of the Association's **Articles of Incorporation, By-Laws, Pertinent Corporate and/or Legal Documents**, and any amendments that may be adopted from time to time.

It shall be the duty of the **President or the President's Designee** to prepare the Board Policy Book and distribute it and any revisions to individual Board Members. Individual Board Members shall be responsible for maintaining their copy and bringing their copy to Association Board Meetings.

Further: All documents, policies, amendments, and resolutions shall have the date adopted or received by the Board clearly indicated on the top right corner of the document or title page.

SECOND: Director Foraker seconded.

Further discussion followed.

Motion approved.

Motion on EHHA Board Communications Policy

The Board then discussed establishing a communications policy. After discussion:

MOTION: Director Farrar moved that the following policy resolution be adopted:

It is resolved that:

It shall be the policy of the Association that **all** correspondence to the Association, whether written on paper, sent electronically, or posted to the website is considered to be **Correspondence to the Board**. Such correspondence shall be available at the next regularly scheduled Board meeting for consideration. The responsibility for this task shall be the duty of the Secretary of the Board or designated person as determined by the Secretary.

SECOND: Director Brouchoud seconded.

Further discussion followed.

Motion approved.

Motion Regarding Development of Annual Budget and Limits on Unapproved Expenditures (Tabled)

The Board then discussed establishing an annual Association budget and proposed limits on unapproved expenditures. After discussion:

MOTION: Director Rayacich moved that the matter be tabled.

SECOND: Director Underwood seconded.

Discussion followed.

Motion approved/item tabled.

Motion on EHHA Board Purpose and Policies (Tabled)

The Board then discussed the Association's purpose as stated in its Articles of Incorporation. After discussion:

MOTION: Directors Brouchoud and Rayacich moved that the matter be tabled.

SECOND: Director Sherman seconded.

Discussion followed.

Motion approved/item tabled.

12. Status of "Emerald Hills Community Survey on Zoning and Design Review". (Tabled without discussion)

13. Status of "Dirty Dozen Survey". (Tabled without discussion)

14. Welcome Packet. (Tabled without discussion)

15. Watershed Issue—Community Meeting. (Tabled without discussion)

16. Board Meeting Schedule.

The Board then discussed the schedule for its future meetings and Director Mangini indicated that the 2007-2008 Board had regularly scheduled its monthly meetings on the second Wednesday of each month. After discussion, it was agreed that the Board's next meeting would be on Wednesday, May 7, 2008 (the first Wednesday of the month) and that all other future Board meetings would continue to be held on the second Wednesday of each month subject to the availability of the fire station's community room.

17. For the Good of the Order. Nothing further.

18. Adjourn. 10:00 pm

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

Respectfully submitted,

Adriana Botto
Secretary