

ISSUE #1

Section 1: [Article IV, Section 4] Proxy Voting Prohibited Without Board Approval

Members may vote at annual and special meetings only in person, except that the Board of Directors may in its sole discretion allow selected Members to vote by proxy upon application to the President prior to the meeting.

MARKUP #1 ->

Section 2: [Article VI, Section 9] Director Conflict of Interest Contracts

Any Director may contract with the Association to provide landscaping, snow removal, or bookkeeping services upon approval of the President alone, without disclosure of the financial terms to the remaining Directors or Members.

Section 3: [Article VII, Section 2] Term of Directors and Holdover Without Election

The Board of Directors may elect to extend the terms of incumbent Directors for up to ten (10) years by simple Board resolution and dispense with annual membership elections whenever the Board determines an election is unnecessary.

MARKUP #1 · SUBJECTIVE OR OVERBROAD WORDING

BOARD & COUNSEL REVIEW

Sec. Article IV, Section 4 (p. 1): Allowing the Board or President to selectively grant proxy voting privileges to certain members while denying others violates Neb. Rev. Stat. §§ 21-1960 and 21-1963.

Statutory / Legal Reference: Neb. Rev. Stat. § 21-1963

Statutory Comparison: Under Neb. Rev. Stat. § 21-1963(a), unless the articles or bylaws uniformly prohibit or limit proxy voting, a member has the statutory right to appoint a proxy to vote or otherwise act for the member by signing an appointment form; under § 21-1960, all members of the same class must have equal rights and privileges.

CURRENT WORDING IN DOCUMENT:

[Article IV, Section 4] Proxy Voting Prohibited Without Board Approval - Members may vote at annual and special meetings only in person, except that the Board of Directors may in its sole discretion allow selected Members to vote by proxy upon application to the President prior to the meeting.

SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):

Amend Section Article IV, Section 4 ([Article IV, Section 4] Proxy Voting Prohibited Without Board Approval - Members may vote at annual and special meetings only in person, except that the Board of Directors may in its sole discretion allow selected Members to vote by proxy upon application to the President prior to the meeting.) to conform with Neb. Rev. Stat. § 21-1963 and the manual attorney audit recommendations for Briarhurst West Neighborhood Association, Inc..