

**Article III**  
**Board of Directors: Number, Powers, Meetings**

**A. Composition and Selection.**

**Section 1. Governing Body; Composition.** The affairs of the Association shall be governed by a Board of Directors. Except as provided in Section 2 of this Article, the directors must reside in the Community and shall be members or spouses of such members; provided, however, no person and his or her spouse may serve on the Board at the same time.

**Section 2. Directors Appointed by Declarant.** Declarant shall have the right to appoint or remove any member or members of the Board of Directors or any officer or officers of the Association until such time as the first of the following events shall occur: (a) the expiration of five (5) years after the date of the recording of the Declaration, (b) the date on which sixty (60) Lots shall have been conveyed to Persons who have not purchased such Lots for the purpose of construction of a residence and resale of such Lot and residence, or (c) the surrender by Declarant in writing of the authority to appoint and remove directors and officers of the Association. Each Owner, by acceptance of a deed to or other conveyance of a Lot, vests in Declarant such authority to appoint and remove directors and officers of the Association. The directors selected by the Declarant need not be Owners or residents in the Community.

**Section 3. Number of Directors.** The Board shall consist of three (3) members.

**Section 4. Nomination of Directors.** Elected directors shall be nominated from the floor and may also be nominated by a nominating committee, if such a committee is established by the Board. All candidates shall have a reasonable opportunity to communicate their qualifications to the members and to solicit votes.

**Section 5. Election and Term of Office.** Owner-elected directors shall be elected and hold office as follows:

(a) At the next annual meeting of the Association (or at a special meeting if one is properly called for such purpose) after the Declarant's right to appoint directors and officers terminates, the members shall elect three (3) directors.

(b) At annual meetings of the membership thereafter, directors shall be elected. All eligible members of the Association shall vote on all directors to be elected, and the candidate(s) receiving the most votes shall be elected.

The term of one director shall be fixed at one year, the term of one director shall be fixed at two years, and the term of one director shall be fixed at three years. At the expiration of the initial term of office of each respective member-elected member of the Board of Directors, a successor shall be elected to serve for a term of two years. The members of the Board of Directors shall hold office until their respective successors shall have been elected by the Association.

**Section 6. Removal of Directors.** At any regular or special meeting of the Association duly called, any one or more of the members of the Board of Directors may be removed, with or without cause, by a majority of the Total Association Vote and a successor may then and there be elected to fill the vacancy thus created. A director whose removal has been proposed by the members shall be given at least ten (10) days' notice of the calling of the meeting and the purpose thereof and shall be given an opportunity to be heard at the meeting. Additionally, any director who has three (3) consecutive unexcused absences from Board meetings or who is delinquent in the payment of an assessment for more than