

**Hidden Hills Country Club Estates Homeowners Association, Inc.**  
Special Board of Directors Meeting

August 29, 2007

*Unapproved Draft*

A special meeting of the Board of Directors for Hidden Hills Country Club Estates HOA, Inc. was held this date for the purpose of electing officers and updating the new directors on on-going issues.

Directors present were: Beau Ethridge, Gene Jones, Terry Hart, Ann Lewis, and Bernie McCarthy.

Directors absent were: Larry Dismore and Charles Smith.

Austin Kelley called the meeting to order at 7:15 p.m. Austin Kelley, John Durant, Bobby Green, and Willie Hodges from the previous board were present.

Jerry and Jan Herren represented The Neighborhood Managers, Inc. (NMI).

Dismore has been traveling extensively and unable to attend the meetings. He will be contacted about his intentions concerning serving on the Board.

Smith will be unavailable for the next four to six weeks. In the interim, an alternative method of activating barcode decals and entering security data will be required. Discussion was held regarding NMI acting as a back up for the volunteers. Training is conducted by TEM and generally takes about four hours.

McCarthy moved to have NMI staff trained on the barcode issuing procedures and software. Lewis seconded the motion and it carried. The approximate cost for the training would be around \$1,200. NMI will confirm the price and report back to the Board if it is higher than expected.

The outgoing board members briefed the new directors on the duties and responsibilities of each office and committee position.

Overviews on the paving and guardhouse expansion projects were given. Attorney Fallar will review the paving contracts.

Attorney Fallar gave an overview of what he does for the association and gave an update on specific ongoing legal issues.

Election of Officers

McCarthy nominated Jones for President. Hart seconded the motion and Jones accepted the nomination. The motion carried.

Lewis nominated McCarthy for Vice President. The motion was seconded and carried.

Ethridge nominated Lewis for Secretary/Treasurer. Lewis accepted and the motion was seconded and carried.

Committee Assignments

Maintenance – Charles Smith will chair the Committee and Terry Hart will serve as a backup.

Covenants – Beau Ethridge will chair the Committee and Terry Hart will serve as a backup.

Security – Bernie McCarthy will chair the Committee.

McCarthy made the following motion in order to facilitate communications between the Architectural Review Committee and the Board of Directors:

Move that the Chair of the Architectural Review Committee be appointed as a non-voting, ex officio member of the Board of Directors whose presence will not count for any quorum purposes.

Reasons for motion: The function of the Architectural Review Committee ("ARC") in reviewing and approving architectural plans of residents for improvements within Hidden Hills pursuant to Bylaw Article IX and Declaration Section 2 is one of the most important functions delegated by the Board. Having the Chair of this important Committee as an ex officio member of the Board should further facilitate communication between the Board and the Committee. Creation of this position has been recommended by the current Chair of ARC.

The motion was seconded by Hart and carried unanimously.

#### New Business

McCarthy noted that the governing documents state that a Nominating Committee be established annually for the purpose of recruiting board members for the next election. He made the following motion:

Move that a nominating committee be appointed pursuant to Article V, Section 1 of the ByLaws, consisting of a chairperson member of the Board, and two members of the Association, for the purpose of making nominations in connection with the 2008 annual meeting of the Association for election to the board of directors for expiring positions and any vacancies then existing;

and further, that this Nominating Committee be charged with reporting such nominations to the Board sufficiently in advance of the 2008 annual meeting to permit inclusion of the names of the nominees and their biographical information in the notice of annual meeting required under Article III, Section 1 of the Bylaws;

and further, that this Nominating Committee serve, pursuant to Article V, Section 1 of the Bylaws, until the close of the 2008 annual meeting to then be succeeded by a newly appointed nominating committee pursuant to Article V, Section 1 of the Bylaws.

Reason for motion: The Bylaws of the Association, Article V, Section 1, require the appointment of a such a nominating committee. This procedure apparently has not been followed in quite some time. Apart from having such a committee so as to be in compliance with the Bylaws, it is hoped that following the nominating committee procedure will result in (i) identification of nominees for the board well in advance of the annual meeting, (ii) information being provided on nominees to members of the Association in advance of the annual meeting and (iii) increased interest in and attendance at the annual meeting so as to avoid the perennial problem of lack of a quorum at the initially scheduled annual meeting date.

Jones seconded the motion and it carried unanimously.

Hart volunteered to be the chairperson of the Nominating Committee, which was approved. Hart will select the two other members of the Nominating Committee from members of the Association.

#### Adjournment

There being no further business, the meeting was adjourned.

Respectfully submitted,

Jan Herren  
Community Association Manager