

## **BOARD RESOLUTION REGARDING BOARD TRANSITION WINDSOR POINTE COMMUNITY ASSOCIATION, INC.**

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The undersigned, constituting all of the members of the Board of Directors of the Windsor Pointe Community Association, Inc., ("Association") an Indiana Corporation, hereby authorize, consent to and adopt the following resolution(s) pursuant to Indiana Revised Statutes and the Bylaws of the Association:

WHEREAS, the Windsor Pointe Community Association, Inc. ("Association") is an Indiana Corporation duly organized and existing under the laws of the State of Indiana;

WHEREAS, Article V, Section 5.7 of the 2015 Bylaws of Windsor Pointe Community Association, Inc. ("Bylaws") assigns to the Board of Directors ("Board") all powers and duties necessary for the administration of the affairs of the Windsor Pointe Community Association ("Association") and states that the Board shall exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership of the Association by other provisions of the Bylaws, the Articles of Incorporation, or the Dedications, or is prohibited from doing so by law;

WHEREAS, Article XII, Section 12.1 of the 2015 Bylaws of Windsor Pointe Community Association, Inc. ("Bylaws") authorizes the Board of Directors ("Board") to enter into or execute and deliver any instrument in the name of and on behalf of the Association;

WHEREAS, the Board of Directors of the Association ("Board") has the primary responsibility for managing and directing the business and affairs of the Association in a manner that the Board determines, in good faith, to be to the advantage and in the best interests of the members of the Association (the Members);

WHEREAS, the composition of the Association's Board of Directors changes from time to time; and

WHEREAS, the Board of Directors would like to ensure a smooth transition from the outgoing Board and the incoming Board.

NOW THEREFORE, the Board of Directors of the above named Association has adopted the following resolution:

RESOLVED, that whenever the composition of the Board changes, a transition meeting between the outgoing Board members and the incoming Board members shall be held during the first official meeting of the new Board or immediately after the meeting where the change was made. Board member(s) who are not re-elected to the Board, or who have voluntarily retired from the Board, shall attend the transition meeting to share information and insights with the incoming Board member(s). At the transition meeting, the outgoing Board member(s) shall provide the incoming Board member(s) with all Board information gathered during the former Board member(s) tenure.

FURTHER RESOLVED, that all new Board member(s) shall be obligated to attend a Board member orientation session to bring them current with the Board of Directors' policies.

FURTHER RESOLVED that all outgoing Board members be reminded that any privileged and confidential information of which they were privy to remains the same and cannot be shared with anyone. Board

members are bound by the responsibility to keep privileged and confidential matters private even after their term expires.

FURTHER RESOLVED, that the resolution is in full force and effect, without rescission or modification, as of April 14, 2024.

**WINDSOR POINTE COMMUNITY ASSOCIATION, INC.  
RESOLUTION ACTION RECORD**

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Resolution type: Administrative No. 2024-009  
Pertaining to: Board Transition  
Duly adopted by the Board of Directors on: April 14, 2024  
Motion by: Mogan David Second by: Elaine Klappal

**VOTE:**

Yes                      No                      Abstain                      Absent

/s/ Christopher Ford                      CF                      \_\_\_\_\_                      \_\_\_\_\_                      \_\_\_\_\_

Christopher Ford, President & Director

/s/ Mogan David                      MD                      \_\_\_\_\_                      \_\_\_\_\_                      \_\_\_\_\_

Mogan David, Vice President & Director

/s/ Elaine Klappal                      EK                      \_\_\_\_\_                      \_\_\_\_\_                      \_\_\_\_\_

Elaine Klappal, Secretary/Treasurer & Director

**CERTIFICATE**

The undersigned hereby certifies that s/he is the Secretary of Windsor Pointe Community Association, Inc., a Association organized and existing under the laws of the State of Indiana; that the foregoing is a true and correct copy of the resolution adopted at a meeting of the Board of Directors of said Association held on the 20<sup>th</sup> day of February, 2023, at which a quorum was at all times present and acting; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Dated this 14<sup>th</sup> day of April, 2024.

/s/ Elaine Klappal \_\_\_\_\_

Elaine Klappal, Secretary & Director

**FILE:**

Book of Minutes Year: 2024

Book of Resolutions:    ☐ Administrative    ☐ Policy    ☐ Special    ☒ General

Resolution Effective Date: April 14, 2024