

**ANDOVER PLACE HOMEOWNERS ASSOCIATION, INC.**

**RESOLUTION ADOPTING STANDING RULE FOR ANNUAL MEMBERSHIP  
MEETING PROCEDURES**

The undersigned, being all of the directors of Andover Place Homeowners Association, Inc. (the “Association”), acting pursuant to Article IV, Section 5 of the Bylaws (as amended November 13, 2017), which permits directors to take action without a meeting by obtaining the unanimous written concurrence of all directors, do hereby consent to and adopt the following resolutions:

**WHEREAS**, the Bylaws of Andover Place Homeowners Association, Inc. (the “Association”), as amended November 13, 2017, vest the Board of Directors with the power to exercise all powers, duties, and authority of the Association not expressly reserved to the membership (Article VII, Section 1(c)); and

**WHEREAS**, the President is charged with presiding at all meetings of the members and seeing that orders and resolutions of the Board are carried out (Article VIII, Section 8(a)); and

**WHEREAS**, the Board desires to promote orderly, efficient, and productive annual membership meetings by providing members advance notice of discussion topics, allowing the Board and officers to prepare informed responses, and ensuring required business (including elections) can be completed within a reasonable time; and

**WHEREAS**, the Board wishes to preserve members’ rights under the Bylaws, including the explicit requirement that director nominations be accepted from the floor at the annual meeting (Article V, Section 1);

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors hereby adopts the following standing rule for membership meetings, effective immediately and applicable to the February 15, 2026 Annual Membership Meeting and all subsequent membership meetings unless amended or repealed by the Board:

1. **Agenda Items.** Any member wishing to have a topic placed on the official agenda for discussion at a membership meeting must submit the topic in writing (via email to the Association’s designated board email address or mailed/delivered to the principal office) no later than seven (7) days prior to the scheduled meeting date. Submissions should include a brief description of the topic and any supporting materials the member wishes considered.
2. **Review and Inclusion.** The Board (or the President acting on its behalf) will review timely submissions and include appropriate items on the proposed agenda, which will be distributed to members in advance of the meeting when practicable.
3. **Director Nominations.** Notwithstanding the foregoing, nominations for election to the Board of Directors shall remain open from the floor during the annual membership meeting, as required by Article V, Section 1 of the Bylaws. No advance submission is required for nominations.

4. **Open Forum.** A limited open forum segment of up to thirty (30) minutes will be included at the end of each annual membership meeting for brief member comments (limited to 5 minutes per speaker, at the President’s discretion) on topics not previously included on the agenda.
5. **Presidential Authority.** The President, as presiding officer, shall have discretion to manage discussion time, recognize speakers, and enforce these procedures to ensure orderly conduct, subject to any direction from the Board.

**RESOLVED FURTHER**, that the Secretary is directed to include this consent and all related written approvals in the corporate records, and the President (or a designated officer) is directed to communicate these procedures to the membership in advance of the February 15, 2026 Annual Membership Meeting.

**ADOPTED** this <sup>28</sup>26th day of January, 2026, by a majority vote of the Board of Directors at a duly called meeting with a quorum present.

| Name            | Office         | Signature              |
|-----------------|----------------|------------------------|
| Katherine Moore | President      | <u>Katherine Moore</u> |
| Natalie Tucker  | Vice President | <u>Natalie Tucker</u>  |
| Justin Holcombe | Secretary      | <u>[Signature]</u>     |
| Curtis Long     | Member         | <u>[Signature]</u>     |
| Matt Parrish    | Member         | <u>[Signature]</u>     |