**ARTICLE III**

**Directors. Selection. Meetings. Fees**

1. Number and Term of Directors.  The business, property and affairs of this Association shall be managed by a Board of Directors composed of three (3) persons who shall be members of this Association. Each director shall hold office for the term for which he or she is designated or elected and until his or her successor is elected and qualified or until he or she is removed in the manner elsewhere herein provided.

2. Classification of Directors.  The members of the Board of Directors shall be divided into three (3) classes of members. The first class shall hold office for a term of one (1) year: the second class shall hold office for a term of two (2) years; and the third class shall hold office for a term of three (3) years. The number of the Board of Directors of each class shall be as follows: First class - one (1); Second class - one (1); Third class - one (1). At all subsequent annual elections the director shall be elected by the members for a term of three (3) years to succeed the director whose term then expires; provided, that nothing herein shall be construed to prevent the election of a director to succeed him or herself.

3. Selection. Vacancies and Removal.  The selection, removal and replacement of Directors shall be governed by the following:

a. Directors shall be elected by written ballot (unless the use thereof is dispensed with by unanimous consent) and by plurality of the votes cast at the annual meeting of the members of the Association. Each member of the Association shall be entitled to vote for as many nominees as there are vacancies to be filled.

b. Except as to vacancies created by the removal of Directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining directors.

c. Home owners present in person, by proxy, or by absentee ballot at any meeting of the home owners at which a quorum is present, may remove any member of the board of directors and any officer elected by the home owners, with or without cause, if the number of votes cast in favor of removal exceeds the number of votes cast in opposition to removal, but:

1. If a member may be elected or appointed pursuant to the declaration by persons other than the declarant or the home owners, that member may be removed only by the person that elected or appointed that member; and
2. The home owners may not consider whether to remove a member of the board of directors or an officer elected by the home owners at a meeting of the home owners unless that subject was listed in the notice of the meeting.
3. At any meeting at which a vote to remove a member of the board of directors or an officer is to be taken, the member or officer being considered for removal must have a reasonable opportunity to speak before the vote.
4. Any vacancy in the Board of Directors so created shall be filled by the members of the Association at that same meeting

4. Organizational Meeting.  The organizational meeting of the newly elected Board of Directors shall be held within ten (10) days after their election at such place and time as shall be fixed by those Directors present at the meeting at which they were elected, and announced to the membership at the close of the annual meeting.

5. Regular Meetings.  Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors. Notice of regular meetings shall be given to each Director personally or by mail, telephone, or telegraph at least five (5) days prior to the day named for such meeting. Association members shall also be informed of board meetings and the agenda for such meetings at least five (5) days prior to the meeting. Announcement of board meetings will be made on the association’s website [www.simplyneighbors.com](http://www.simplyneighbors.com).

6. Special Meetings.  Special meetings of the Directors may be called by the President and must be called by the Secretary at the written request of one-third (1/3) of the Directors. Not less than five (5) days notice of the meeting shall be given personally or by mail, telephone or telegraphs, which notice shall state the time, place and purpose of the meeting.

7. Waiver of Notice.  Any Director may waive notice of a meeting, before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice. A waiver of notice may only be used in the case of an emergency.

8. Quorum.  A quorum at Directors' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except where approval by a greater number of Directors is required by the Declaration, these By-Laws, or applicable law.

9. Adjourned Meeting.  If at any meeting of the Directors there be less than a quorum present, the majority of those represent may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice.

10. Joinder in Meeting by Approval of Minutes.  The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Director for the purpose of determining a quorum.

11. Presiding Officer.  The presiding officer at all Directors' meetings shall be the Chairman of the Board, if such an officer has been elected, and if no Chairman of the Board has been elected, then the President shall preside. In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

12. Directors' Fees.  Directors' fees, if any, shall be determined by the members of the Association.