

Establishment of Director Districts*

Preface: During the 2009 annual meeting of the Kensington Downs Community Association (KDCA) membership, the following proposed change to Article IV, Section 1 (Number of Directors) of the KDCA Bylaws was presented for discussion.

No more than two voting members from any one of the nine covenant sections may hold positions on the Board at one time.

A rather lengthy discussion of this matter occurred, and the following information was brought to light. The homeowners learned that Arlene Klapes had proposed a "redistricting plan" in February of 2008. To date, this matter had not been discussed or acted upon by the KDCA Board of Directors. The proposed plan would create six (6) "director districts" of approximately equal size, and each district would be entitled to two (2) representative seats. Since the KDCA Articles of Incorporation limit the total number of seats on the Board to fifteen (15), the proposed plan included additional language stating that each district shall be limited to a maximum of three (3) total seats on the KDCA Board of Directors.

KDCA is divided into a total of nine (9) covenant sections which vary in size from two (2) homes to forty-six (46) homes. Enacting this redistricting proposal would not require changes, of any kind, to the existing covenant agreements. However, it would serve to establish sections that are more equitable in size; and therefore, representation on the KDCA Board would be more balanced across the Association.

After several minutes of discussion, the current KDCA Board of Directors received a mandate charge from the KDCA membership, and the Board was directed to address the aforementioned redistricting plan with all diligence in the coming year. At the first meeting of the KDCA Board of Directors following the 2009 Annual Meeting (*i.e.*, December 8, 2009), Arlene Klapes and Carl Wheeler were charged with the task of developing the redistricting plan, as well as any language required in order to make the necessary changes to the KDCA Bylaws.

The following actions were taken by the KDCA Board of Directors at their September 15, 2010 meeting:

- (1) Vote to approve the following change to the KDCA Bylaws (i.e., addition of a new section).

ARTICLE IV (Directors): Section 8. Director Districts.

The lots in the Association will be divided into six (6) Director Districts of approximately equal size, as determined by the Board of Directors. Each director district is entitled to two (2) representative seats on the Board of Directors. When both representative seats for a specific director district have been filled, an additional seat may become available to that district. Each director district shall be limited to a maximum of three (3) total seats on the Board of Directors. The total number of seats on the Board of Directors is limited to a maximum of fifteen (15), as per the Articles of Incorporation.

- (2) Establishment and approval of the following six (6) director districts, as described below and on the attached map.

District 1: *Lots 1-11, Lots 14-42* (40 lots total)

District 2: *Lots 43-84* (42 lots total)

District 3: *Lots 12 & 13, Lots 85-100, Lots 112-130,
Lots 234 & 235* (39 lots total)

District 4: *Lots 101-111, Lots 131-157* (38 lots total)

District 5: *Lots 172-183, Lots 189-214* (38 lots total)

District 6: *Lots 158-171, Lots 184-188, Lots 215-233* (38 lots total)

* for the purposes of voting to elect representatives to the KDCA Board of Directors

COMMUNITY OF KENSINGTON DOWNS

- District 1
- District 2
- District 3
- District 4
- District 5
- District 6

