

**RESOLUTION OF BOARD OF DIRECTORS
2009-01**

WHEREAS, IT APPEARS TO the Board of Directors of the Steamboat Lake Association, Inc., dba Willow Creek Pass Village Association that the Amended and restated bylaws Article IV section 4 quorum requirement that 50 members be in attendance is unnecessarily restrictive, and

WHEREAS, IT APPEARS TO the Board of Directors that the requirement for 50 members in attendance unnecessarily discriminates against out of state member participants, and

WHEREAS, IT APPEARS TO the Board of Directors that common practice is to include proxy participation in establishing quorum, particularly state statute allows for proxy participation for establishment of quorums, and

WHEREAS, the 50 member in attendance requirement prohibited Association business from being transacted in 2008, even though more than 50 members participated either in person or by proxy, and

WHEREAS, The Board wishes to encourage participation and allow proxy participation for establishment of quorum,

NOW THEREFORE BE IT RESOLVED THAT the Board of Directors hereby approves and submits for membership approval the following **Bylaw Additions and Changes:**

Article IV Membership Meetings, section 4: Quorum.

The presence at any meeting, in person or by proxy, of persons entitled to vote 250 votes and a minimum **participation, in attendance or by proxy, of 50 members** shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do so until adjournment.

Adopted by Board of Directors
June 20, 2009