

Montrachét Homeowners Association

Rules & Regulations

I. MONTRACHET BY-LAW REQUIREMENTS FOR BOARD ATTENDANCE OF MEETINGS

The Montrachet governing documents and applicable Kansas HOA law, there is no explicit minimum attendance percentage requirement in the governing documents requiring directors to attend a certain number of board meetings annually. However, there are legal quorum requirements and fiduciary obligations that effectively require regular participation by board members.

II. KANSAS LAW ON DIRECTOR ATTENDANCE OF MEETINGS & GENERAL DUTIES

Kansas HOA law imposes fiduciary obligations on directors.

Directors are required to:

- act in good faith
- exercise ordinary care
- participate in governance
- reasonably supervise association affairs

Kansas law assumes directors will actively participate in governance by their physical presence at scheduled meetings. Kansas law states that a director who repeatedly fails to attend meetings may potentially:

- breach fiduciary duties,
- fail to fulfill obligations of office,
- justify removal under governing documents or member vote procedures.

In regards to “remote” attendance, Kansas law could be summarized in saying “Directors are encouraged to attend meetings in person whenever reasonably possible. Participation by telephone or other electronic means may be utilized when necessary due to illness, emergency, travel obligations, or other reasonable circumstances, provided such participation complies with Kansas law and allows all participants to simultaneously hear and communicate with one another. Remote participation shall constitute attendance for purposes of quorum and voting.”

III. MONTRACHET BOARD MEMBER ATTENDANCE & PARTICIPATION POLICY

Members of the Montrachet Board of Directors shall make all reasonable efforts to attend and participate in all duly scheduled meetings of the Board, including, but not limited to, regular Board meetings, special meetings, and strategic planning sessions. Attendance and active participation are deemed essential duties of each Director in fulfilling the fiduciary obligations owed to the Association and its Members.

Except in cases of emergency, illness, or other circumstances reasonably determined by the Board to constitute good cause, Directors shall attend meetings in person. Participation by telephone or other electronic means shall be permitted only when authorized by applicable law, the Association’s governing documents, and this policy, and shall generally be limited to circumstances involving emergency or illness.

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III. BOARD MEMBER ATTENDANCE & PARTICIPATION POLICY (continued)

Each Director is expected to attend no fewer than eighty percent (80%) of all regularly scheduled Board meetings during any rolling twelve (12) month period. The Board acknowledges that occasional absences may occur due to circumstances beyond a Director's reasonable control, including, but not limited to, illness, family emergency, or unavoidable travel obligations. Except for such excused absences, Directors are expected to be present and actively engaged at all meetings to adequately represent and serve the interests of the Association and its Members.

In the event a Director is unable or unwilling to maintain the level of attendance and participation reasonably necessary to perform the duties of the office, such Director is encouraged to voluntarily resign from the Board in the best interests of the Association.

IV. BOARD ADOPTION

These procedures may be adopted by resolution of the Montrachet Homeowners Association Board of Directors and may be amended from time to time consistent with the governing documents and applicable Kansas law.