

**FRANKLIN FARM FOUNDATION
ADMINISTRATIVE RESOLUTION 1C**

BOOK OF RESOLUTIONS PROCEDURES and POLICY

WHEREAS, Article I, Section 3, of the Declaration of Covenants and Restrictions states that the Book of Resolutions shall mean and refer to the document containing the rules and regulations and policies of the Foundation as they may from time to time be amended; and,

WHEREAS, Article III, Section 3(c), of the Declaration of Covenants and Restrictions states that the Board of Trustees shall have the power and obligation to establish rules and regulations; and,

WHEREAS, Article VI, Section 1(d), of the Declaration of Covenants and Restrictions states that rules may only be adopted or amended by a two-thirds vote of the Board, following a hearing for which due notice has been provided to all Members; and,

WHEREAS, Article VI, Section 8(b), of the Bylaws states a duty of the Board of Trustees to cause to be kept a complete record of all its corporate affairs, including the Book of Resolutions; and,

WHEREAS, Article VI, Section 8(c), of the Bylaws states a duty of the Board of Trustees to adopt and follow procedures for adoption and publication of board resolutions to be included in the Book of Resolutions, including hearing and notice to members for resolution on rules, the annual budget and other matters affecting the rights of Members;

NOW THEREFORE, BE IT RESOLVED THAT Administrative Resolution No. 1B of the Book of Resolutions with amendment 1 is rescinded, and that the following procedures are established for the adoption of policy and administrative procedures and the same are to be included in the Book of Resolutions for the Franklin Farm Foundation as Administrative Resolution 1C.

**PART I
DEFINITIONS**

Section 1. All words and phrases contained in the Book of Resolutions have the same meaning and effect they have in the Governing Documents.

Section 2. "Policy Resolution" shall mean and refer to resolutions adopted by the Board of Trustees which specifically refer to the long-term governance of the Foundation, including but not necessarily limited to, actions affecting Member's obligations, and protection of the equity of the Foundation and its Members.

Section 3. "Administrative Resolutions" shall mean and refer to resolutions adopted by the Board of Trustees which deal with the internal operations and structure of the Foundation, including but not limited to: Terms of reference for committees, and administrative and financial procedures; and, such rules and regulations as needed to regulate Neighborhood common areas, parking, and protective covenants as specified in Neighborhood Supplementary Declaration of Covenants.

**PART II
PURPOSE**

Without limiting the generality of its purpose, the Book of Resolutions shall contain all the rules, regulations and policies of the Foundation as approved by the Board of Trustees

PART III - POLICY RESOLUTION CATEGORIES

Section 1. The following actions are required to be adopted as a Policy Resolution.

- a. Rules and regulations, including fees governing the use of the Common Area and facilities and the personal conduct of the Members and their guests thereon.
- b. Architectural Standards for the Properties of the Members.
- c. Procedures for the election of Neighborhood Boards and Trustees.
- d. Architectural Review Board (ARB) procedures for the exercise of ARB duties.
- e. Any other matters affecting the rights of Members or regulating their conduct.

PART IV PROCEDURES

Section 1. Notice. Members will be notified of adopted policy resolutions by a notice in the **Almanac**. A complete copy of the adopted policy resolution will be placed on the Foundation's web site for public review, and a hard copy will be available at the Foundation office. No notice is necessary for the adoption of an administrative resolution.

Section 2. Hearing. The adoption of a proposed policy resolution may be deferred if, in the opinion of the Board, public comment on the proposed resolution is merited or, that the proposed resolution may have a significant impact on the member's rights. In such case, a hearing will be scheduled no earlier than 10 days following the publication in the **Almanac of the hearing date, time and location, which date shall be no sooner than ten days after the date of mailing of that issue of the Almanac.** The proposed policy resolution may be adopted upon completion of the hearing.

Section 3. Approval.

- a. Policy resolutions will be approved by a vote of two-thirds (2/3) of the Board of Trustees at their scheduled monthly meeting.
- b. Administrative resolutions will be approved by a majority vote of the Board of Trustees.
- c. Policy and Administrative Resolutions shall become effective upon adoption by the Board of Trustees unless specifically deferred by the Board.

Section 4. Records.

- a. Policy Resolutions will be numbered consecutively beginning with the number 1 and recorded in Part One of the Book of Resolutions.
- b. Administrative Resolutions will be numbered consecutively beginning with the number 1 and recorded in Part Two of the Book of Resolutions.

PART V AMENDMENTS

Section 1. Procedures. An adopted resolution can be amended by following the same procedure required to establish an original resolution.

Section 2. Records. Amendments to each resolution will be numbered consecutively beginning with the number 1, identified as Amendment (number), to the appropriate Policy or Administrative resolution and attached to the original resolution in the Book of Resolutions.

PART VI REVISIONS

Section 1. Procedures. An adopted Resolution can be revised by following the same procedures required to establish an original resolution.

Section 2. Records. Complete revisions of either Policy or Administrative resolutions will be identified by an alpha character following the resolution number. Revisions will use consecutive letters beginning with the letter "A" for the first revision. After the 26th revision (i.e., "Z"), the revisions will be identified by using consecutive letters beginning with "AA, AB, ...AZ, BA, BB,...BZ, CA, etc.," following the resolution number.

PART VII CANCELLATION

Action 1. Effective Date. Policy and Administrative Resolutions remain in effect until canceled by a vote of the Board of Trustees. A complete revision to an existing resolution automatically cancels the basic resolution as of the date the revision was adopted by the Board.

Section 2. Procedures. Policy Resolutions require a two-thirds (2/3) vote of the Board of Trustees. Administrative Resolutions require a majority vote of the Board of Trustees.


Section 3. Notice to Members. No notice to Members is necessary to cancel either a Policy or Administrative Resolution unless the direct rights of the Member are affected. In the latter case, the same procedures required to adopt a resolution will be required before a resolution can be canceled.

PART VIII DISPOSITION


Effective October 17, 1990, Administrative Resolution 1A consolidated and renumbered all resolutions to conform to the procedure adopted on that date for Policy and Administrative Resolutions. Attached is a list of all resolutions in effect prior to that date, indicating their status (active or deleted) as a result of Administrative Resolution 1A.

Date: February 18, 2009

Date


Paul R. Dykeman, President

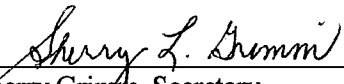
Attest:


Jerome H. Schmitt, Executive Director

I hereby certify that a vote was duly taken and the above Resolution was adopted by a vote of two-thirds of
Administrative Resolution 1C

the Trustees of the Board of Trustees at the meeting of the Board of Trustees on the 18th day of February, 2009.

SEAL



Sherry Grimm, Secretary
Book of Minutes No. _____
Meeting No. 343