



PROPOSED AMENDMENT TO GCA ARTICLES OF INCORPORATION
Article IV – Board of Directors (c)

Organizations, institutions and communities are best served by stable, dynamic leadership. The proposed amendment to the Articles of Incorporation to change the term of office for Glenmore Community Association directors from two to three years will provide that capacity for Glenmore.

Background.

Glenmore Community Association, Inc. (GCA) a homeowner's association (HOA), established in 1992, *provides "for the acquisition, construction, management, maintenance and care of certain real estate and enforcement of the covenants within the area designated as Glenmore."* (AOI, Article II, 1992, amended 2009).

As defined in the Articles of Incorporation, a volunteer Board of Directors governs the GCA. Six Directors are elected for staggered two-year terms; the seventh is appointed annually by the owner of the Glenmore Country Club. (AOI, Article IV, amended 2009).

Earlier this year, the GCA Board completed its two-year Path to Governance Initiative and approved an historic reorganization of the GCA Board to meet the challenges of our growing, vibrant community. The Initiative took a deep dive into the strengths and weakness of our historical governance policies. It became clear that no amount of reorganization and reconfiguration could address a structural issue that has inhibited effective GCA governance from the outset, namely—**Two-year terms for elected Board Members.**

A two-year term for volunteer board members was sufficient when the developer (Glenmore Associated Limited Partnership) controlled the GCA. However, in 2009 the volunteer GCA board assumed full responsibility for Glenmore governance. Since then, the community has grown to more than 900 members. Continuity and institutional memory are imperative for effective volunteer boards.

The current two-year staggered term of office means terms end for half the board every year. This has, on more than one occasion, resulted in a complete turnover of the Board. Indeed, most elected board members decide not to stand for re-election. Since 2009, 37 people have served as Board members. However, 73% have served two years (one term) or less.

Constant turnover of board members results in loss of talent, expertise and institutional memory. It means time and energy that could be spent on planning for the future are lost to rediscovering past policy and actions.

Why three years?

Electing six Board members for a staggered three-year term will ensure much-needed continuity in board leadership, talent, expertise and institutional memory. Going forward, in any given year, two members of the board will be elected and four will remain in service. Newly elected members will have time to grow into leadership positions.

It is a known fact that the first year on the job is a learning year; in the second, you know what to do, and in the third year, you become most effective. Most boards and governing bodies appoint or elect directors for three- or four-year terms.

In August 2023 the Governance Committee recommended and the GCA Board of Directors unanimously approved convening a Special Meeting of the Members of the Glenmore Community Association for the sole purpose to vote on the proposed change in GCA Articles of Incorporation. Article IV – Board of Directors (c).

Current Language

Articles of Incorporation. Article IV – Board of Directors (c)

The term of office for each director shall be two years, except that at the first annual meeting following adoption of the amendment three of the directors shall be elected for a one-year term only. Thereafter, all terms shall be for two years. [As amended December 2009]

Amended to

Articles of Incorporation. Article IV. Board of Directors (c)

The term of office for each director shall be three years, except that at the 2024 Annual Meeting of Voting Members, one of the three directors shall be elected for a two-year term and the other two for three-year terms; and at the 2025 Annual Meeting of Voting Members, one of the three directors shall be elected for a one-year term and the other two directors for three-year terms. Thereafter, all directors shall be elected for three-year terms.