

## Rock Creek Overlook Homeowners Association, Inc.

June 9, 2014

As of May 31, 2014, Oxbridge Development had no remaining votes in the Homeowners Association (HOA) but holds, and continues to hold, three of the five seats on the Board of the HOA. The Oxbridge Board members want the homeowners to have full control of Rock Creek Overlook and intend to resign these positions this week.

Per the Bylaws, the remaining two board members, Julia and Justin, must *appoint* three board members to serve out the balance of the Oxbridge Board members' terms. There is another mechanism in the Bylaws that allows sixteen Members in good standing to vote to remove Board members, however that option does not apply to the Oxbridge Board members. If the entire Board were to resign and/or be voted out as has been requested by a member, no one would have the authority to call a Meeting of the Members and govern the HOA.

Although the Bylaws provide for the appointment of Members to the Board to fill vacant positions, Justin and Julia would prefer instead that Members participate in this important decision by voting for three new Board members—rather than the two homeowner members appointing the majority of the future board. This alternative method allows the Members to decide who their representatives will be.

Accordingly, the Board is holding a Special Meeting of the Membership to elect three new directors to fill the vacancies that will result from the resignation of the Oxbridge Board members. If a quorum is not reached at the Special Meeting, however, Julia and Justin will follow the procedures contained in the Bylaws for the appointment of the Board members, after considering input from the Members before or during the meeting. If a quorum is reached, the Members can cast ballots to elect Members for these vacant positions.

After the election is held, the Special Meeting will be adjourned. Julia and Justin will then convene a regular Board meeting to formally appoint the Board members the community elects. In the interest of transparency, we are providing this lengthy explanation of how we plan to proceed—with the goal being maximum opportunity for homeowners' participation.

See attached Notices

**Rock Creek Overlook Homeowners Association, Inc.**

**Notice of a Regular Board Meeting, a Special Meeting of the  
Members, and an Organizational Board Meeting**

**June 9, 2014**

The existing Board will hold a Regular meeting on June 12, 2014 at 7:30 p.m. at Tikvat Israel Congregation Library, 2200 Baltimore Rd. The purpose of this meeting will be to conduct business and accept the Oxbridge Board member resignations. All Members are welcome to attend the meeting.

The Board will then convene a Special Meeting of the Members on June 25, 2014 in the Tikvat Israel Congregation Library, 2200 Baltimore Rd, at 7:30 pm. The sole Agenda item of the Special Meeting is to elect three new directors from among the Members in Good Standing with the HOA to serve the remainder of the terms of the Oxbridge Board members. Two of the new Board members will serve for 1.5 years, through 12/31/2015. The third new Board member will serve until December 31, 2014. Julia's term expires 12/31/2016. Justin's term expires 12/31/2014.

At the conclusion of the Special Meeting, the two-member Board will convene an organizational meeting of the Board to ratify the decision of the Membership and appoint the three new Board members, whose term will begin immediately. The newly elected Board will choose which new Board members will serve which terms and who will replace the Vice-President, Secretary, and Treasurer. That Board meeting will then be adjourned. All Members are welcome to stay and attend that meeting. As you will see from the enclosed Notice, the Board will convene two weeks later to conduct any necessary business.

If you are unable to attend the meetings on June 25<sup>th</sup>, you may provide a Proxy. The executed Proxy may be given to any Member in Good Standing to be presented to the Board when called for at the Special Meeting.

**ROCK CREEK OVERLOOK HOMEOWNER'S ASSOCIATION, INC.**

**SPECIAL MEETING - JUNE 25, 2014  
P R O X Y**

(I)(We) \_\_\_\_\_ and \_\_\_\_\_, record owner(s) of \_\_\_\_\_ Deertree Lane, an address located within Rock Creek Overlook Homeowners Association, hereby appoint:

\_\_\_\_\_ *(Insert Name of Proxy - It can be any Member in Good Standing or the management agent. If no name is inserted, the Vice-President of the Association will be deemed to be your Proxy)* as my/our proxy, with full power of substitution, for the purposes of establishing a quorum and casting my/our vote at the Special Meeting to be held on the date set forth above, including any adjournments or continuations thereof, subject to my instructions, if any, below.

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<b>Owner's Signature</b>	<b>Owner's Signature</b>
_____	_____
Signature	Signature
_____	_____
Print Name	Print Name
_____	_____
Date	Date

**ELECTION OF DIRECTORS**

**MONTGOMERY COUNTY LAW REQUIRES THAT YOU INDICATE ON THIS FORM HOW YOUR VOTE IS TO BE CAST IN THE ELECTION OF DIRECTORS. IF YOU DO NOT MARK YOUR VOTE ON THIS FORM, THIS PROXY MAY NOT BE USED TO VOTE IN THE ELECTION OF DIRECTORS, BUT MAY BE VOTED ON ALL OTHER MATTERS, IF ANY, AND WILL BE COUNTED TOWARDS A QUORUM.**

The Board of Directors nominates the following Members in Good Standing for the three (3) vacant positions: Arthur Halpern, Dipti Singh, and Kris Sollid. You can direct your proxy to be voted for any of these nominated Members or any other person(s) you choose by clearly marking below how you direct your proxy holder to vote on your behalf.

*You may instruct your Proxy to vote for no more than (3) candidates. If more than three (3) candidates are chosen below, the Proxy will be void for purposes of the election since there are only three (3) vacant positions. Please mark your three selections where indicated.*

- |   |                                |
|---|--------------------------------|
| <input type="checkbox"/> Arthur Halpern | <input type="checkbox"/> _____ |
| <input type="checkbox"/> Dipti Singh    | <input type="checkbox"/> _____ |
| <input type="checkbox"/> Kris Sollid    | <input type="checkbox"/> _____ |

**Notice of Meetings of the Board of Directors and Members of the  
Rock Creek Overlook Homeowners Association, Inc.  
June 9, 2014**

On behalf of the Board of Directors of the Rock Creek Overlook Homeowners Association, Inc., Notice is hereby given of the schedule of Meetings of the Board of Directors and the Meetings of the Members for the next twelve (12) months. Meetings are generally scheduled during the second full week of the month, and rotate Monday through Thursday to accommodate directors' other commitments. Unless otherwise announced, Board meetings will take place as follows:

**7:30 PM** at  
Tikvat Israel Congregation  
2200 Baltimore Road

**Meetings of the Members**  
**(May be preceded and/or followed  
by a Meeting of the Board)**

**Wednesday, June 25, 2014**  
*Special Meeting*  
*Election of three Directors*

**Wednesday, November 12, 2014**  
*Election of two Directors*

**Meetings of the Board**

Thursday, June 12, 2014  
Tuesday, July 8, 2014  
Thursday, August 14, 2014  
**Monday, September 8, 2014**  
*Board Orientation; 7 PM– 9 PM*  
Tuesday, October 14, 2014  
**Thursday, December 11, 2014**  
*Board Approval of 2015 Budget*  
Monday, January 12, 2015  
Tuesday, February 10, 2015  
Wednesday, March 11, 2015  
Thursday, April 16, 2015  
Tuesday, June 9, 2015

Meetings listed above are open to all Members of Rock Creek Overlook Homeowners Association, Inc. Members are encouraged to submit items for Board consideration at least **seven** days prior to each scheduled Board meeting by email to [President@deertree.org](mailto:President@deertree.org) and [Secretary@deertree.org](mailto:Secretary@deertree.org).

If there is no known business to conduct at a Board meeting, that month's meeting may be cancelled. Notice of the cancellation will be posted on [www.deertree.org](http://www.deertree.org) as soon as a decision is made.