

20200811_BylawCommittee_Minutes

Tuesday, August 4, 2020 7:42 AM

Zoom Call-In Information:

When	Tue Aug 11, 2020 8am – 10:00am (CDT)
Where	https://us02web.zoom.us/j/81586547670?pwd=Q1Y5Mm52dWR4WC80d1VmMmJqMWdNZz09
Who	Kim Macaulay, Larry Hembree, Eugene Neville, Daniel Strickland, Belinda Belvin, Jay McClure*

Agenda & Minutes:

1. Calling meeting to order – Jay McClure - Belinda, the Committee Chair is on vacation
 - a. Roll Call - note that there is a quorum (6 of 7) members in attendance
2. ByLaws Review
 - a. Article II - Definitions:
 - Follow up discussion on home types from email chain - manufactured, tiny, etc - this item **deferred** until other sections completed to acknowledge items removed from language or refined per attorney guidance
 - b. Article IV - Membership:
 - Attorney Question to Pose: Should the fees structure be defined within the ByLaws or within the CC&Rs for each section?
 - Section 2: Language to read something similar to: "All property owners are assessed dues and fees and will be applied based on the ByLaws of the Association which supercede the CC&Rs of the individual sections. Question proposed whether to provide bulleted mission statements/recommendations to attorneys
 - c. Article V - Voting Rights in the Association
 - One class of membership - equality is key. Attorney Question - How do we properly word only one class of membership throughout the document? Can we do and do we want to?
 - Historical perspective provided on Mountain Bay lots and geographic discontinuity driven by deed-specific language, which is difficult, not impossible, to discover through Oconee County records
 - Deferred this section to later discussion once feedback from Board & Attorneys received
 - d. Article VI - Property Rights and Rights of Enjoyment of Common Property
 - Discussion: assessment vs use charge - definition associated with amount applied universally across all members of the association vs a "per use" fee, for example, swimming pool access, restaurant/lounge, etc. - requires definition of common amenities paid by all whether used or not
 - Discussion - variances - what exists is allowed - moving forward follow current ByLaws and modifications to existing must be updated to meet ByLaws - process must be approved by the ACC and appealed to Board if unsatisfactory to member

- Section 1 - last sentence - "granted a variance..." - Pat motions to keep as is. Second by Larry. Passes 6-0
 - Section 2 - second sentence - "notify the secretary" - Pat motions to change from Secretary to POA - Motion to Amend to "notify the Board or its designees". Second by Jay. Passes 6-0
 - Section 4 - remove mention of developer language from the document as it refers to Foxwood Corporation and others through the definitions. Definitions will require update later per this change. Jason motions to remove this section. Vote 6-0.
- e. Article VII - Association Purposes and Powers
- Pat motions to update language to modify the word corporation in item "r" to "Association" - Voting Rights in the Association - discussion on multiple locations in item "a" through "r" will need to be addressed - Pat withdrew her motion to modify. Note take to ask Attorneys to answer the question on use of term corporation throughout due to SC Law definition provided. Discussion notes potential confusion with Foxwood Corporation and need for clarity in the document.
- F. Article VIII - Board of Directors
- Pat makes motion to table this and vote on at next meeting (defer)
 - Larry asked for history of Board, past controversy and cohesiveness of community discussed - provided details primarily by Dan and Kim on Coalition 2013-2014 and restaurant issue; general discussion on the need for a Board for business structure with officers to complete day-to-day business
 - Main issues identified as communication, transparency
- G. Article IX - Election of Board: Nominating Committee
- Section 1 - last two sentences - "Proxies shall...annual meeting"
 - Jason motions to strike last two sentences - after discussion Jason withdraws - Dan makes motion that sentence to read - "proxies assigned to the Association shall be voted by a majority of the BOD and all proxies must be tendered no later than 10 am on the Friday before the annual meeting. Absentee ballots are due at the same time." Vote 6-0 passes.
 - Section 4 - Tabled this item until further clarification from the Board ironed out then finish this section. Vote to table passed 6-0.
- H. Article X - Powers & Duties of the Board of Directors
- Discussion on this section with motion to delete sentence from Section 1c - Larry seconds. Withdrawn after vote of 3-3. Tabled by a tie. To be modified later.
 - Board Communication: Garner feedback from the attorney

Action Items:

- Communications: Emails - Subject Line Specific and maintain to one subject
- Jay to send preliminary definitions for 'home types' to group
- Dan to manage the pdf on discussions regarding fee structures
- Attorney Questions:
 - a. Fees in Bylaws Only or Individually within the Restrictions/Declarations
 - b. Communication Protocol Revisit

Other/Future Business

- a. Complete/continue action items
- b. Revisit deferred sections from Meeting Minutes 8/11
- c. Need to Read/Approve Minutes from 8/4 and 8/11 at next meeting on 8/18
- d. Next Meeting on 8/18 - 9am to 11am Eastern

Other Questions & Responses

- a. Miscellani:
 - i. Handling conflicts with different sections Declarations/Restrictions to be handled
Response Summary : Tabled for future discussion but "typically most restrictive reigns" - Board perspective is for ambassadors for each section to lead modifications to Declarations/Restrictions
 - ii. Budget-Based Billing Concerns
Response Summary: Terminology/definition is important - Bylaws Committee to focus on apportioning fees rather than definition of budget itself

Adjournment

- a. Meeting is adjourned until next meeting on Aug 18, 2020

Note: Meeting Minutes will adhere as closely as possible to the Robert's Rules of Order based on the following websites. Please review and provide feedback to the Secretary, Jason Caldwell, at jason@weatherandwater.com.

- <https://www.manchestercc.edu/students/depot/activities/Roberts%20Rules%20Of%20Order.pdf>
- <https://www.dummies.com/careers/business-skills/meeting-minutes-according-to-roberts-rules/>
- <https://www.lawoforderblog.com/2017/07/take-minutes-4-easy-steps/>

Thank you!

Jason Caldwell
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