

A weekly scheduled meeting of the Bylaws Committee takes place on Tuesday, August 25, 2020, via Zoom Meeting. The meeting starts at 9:03am and ends at 11:02am.

The attendees are: Kim Macaulay, Jay McClure, Belinda Belvin, Dan Strickland, Larry Hembree, and Pat Neville (joined at 9:42).

Agenda and Minutes:

- I. Call meeting to order – Belinda Belvin, Committee Chair is present. Secretary Jason Caldwell is absent due to hurricane evacuation. Kim Macaulay is charged with taking minutes in Jason's absence. Roll call is held and a quorum is in attendance (6 of 7).
- II. Review and approval of minutes from 8/18/20 is tabled until next week, pending completion by Jason.
- III. Old Business
  1. Article II – Definition
    - a. House Type Definitions – Jay is still working on collecting appropriate and complete definitions, more time is required, follow-up on 9/1/20.
  2. Article IV – Membership – Belinda reiterates a motion carried on 8/18 that Bylaws will define dues structure. Place holder for future review.
  3. Article VI – Property Rights and Enjoyment of Common Property
    - a. Variances – for future review, does it belong in the Bylaws or Restrictions, revisit after review of Article XX.
  4. Article VII – Association Purposes and Powers
    - a. Discussion of wording in letters "a" through "r". Revisiting wording of corporation vs association as used in the article. After noting that the section is taken almost verbatim from South Carolina Code Section 33-31-302, the committee decides to leave wording to the lawyers and the law, and that no changes are needed to the use of "corporation" in this section. No motions are made and no vote is taken.
  5. Article VIII – Board of Directors
    - a. Kim suggests the issue be tabled as Pat Neville is needed for the conversation and is not on the call at the time. (see New Business for additional discussion). Maybe place holder for future review.
  6. Article IX – Election of Board: Nominating Committee
    - a. Section 4 - Belinda makes a motion to add the wording "regardless of enforcement" to the sentence "...in compliance with all restrictive covenants..." Kim seconds the motion.
    - b. Discussion – Those who impose and enforce the laws should be expected to comply with the laws. Concerns are raised about vindictive application of covenants. Requirements for prior notification of violation are discussed. Dan asks for time to come up with appropriate wording. Belinda tables the motion.
  7. Article X – Powers and Duties of the Board of Directors
    - a. Our last vote was on Section 1 letter e and this is where we will pick up with new business today.
  8. Facebooks Page – Created and operational
    - a. Belinda alone will Moderate the page.
    - b. It will be a space for listening to recommendations and collecting data, not for argument or discussion.

- c. Dan makes a motion that Belinda should be the only one to respond to comments on the Facebook Page. Larry seconds the motion. All seem to agree, but no actual vote is held. The motion is accepted as fiat.
  - d. The sitting BODs outside this committee should not participate in the page as they could be seen as having undue influence. Any sitting BOD members violating this rule, will be removed from page.
  - e. Question: Do we want an internal bylaws committee Facebook group? There was not a vote but everyone confirmed no
9. Adjoining Lots
- a. Larry asks for clarification of how the county and how the POA view combining lots. The county is less restrictive than the POA and will allow combining. No one knows of specific language or documentation from the POA that speaks to combining or current adjoining lot variances. Dan volunteers to look into variances and how to put into Bylaws.

(Pat Neville joins the group)

#### IV. New Business

- 1. Article X - Powers and Duties of the Board of Directors
  - a. G. "so long as the cost of acquisition does not exceed One Hundred Thousand (\$100,000.00) Dollars". Dan makes a motion to change the amount to Ten Thousand (\$10,000.00) Dollars. Jay seconds the motion.
    - a. Discussion – Removing the limit is discussed as any limit could prevent the POA from getting a good deal on a time sensitive proposal. A Ten Thousand Dollar limit could be so restrictive that it prevents the purchase of necessary property and other limits are offered of 25,000.00 and 50,000.00.
    - b. Dan amends his motion to "so long as the cost of acquisition does not exceed Twenty Five Thousand Dollars". Larry mentioned should not have set dollar amount. Kim mentioned add in an inflation component. and a vote is held. The motion did not carry; 2 yea and 4 nay. The issue may be revisited later if anyone wishes.
  - b. O. "specified notice"
    - a. Discussion – What is "specified notice"? Concerns are raised over the safety, legality, and liability of entering a property that is abandoned or deteriorated. There is mention of Oconee County codes and other agencies that could help with uninhabitable houses and mobile homes. A point is made that RVs are considered vehicles, and would need to be handled as abandoned personal property.
    - b. Dan suggests that the wording be changed to "after legal due process, enter upon the property" and Jay seconds the motion.
    - c. A vote is held and motion carries with 6 voting yea.
  - c. P. Security
    - a. Discussion – Belinda believes the attorneys should review the language in P to make sure that it does not violate SC law. The committee agrees, no motions are made and no vote is held.

- d. R.
  - a. Discussion – The committee needs to make sure that the wording in R is consistent with Article XIII. After reviewing Article XIII, the wording for replacing a board member that has missed 3 meetings is called into question. It is determined that VIII should be address before Article XIII or item R.
- 2. Article VIII –Board of Directors
  - a. Section 2
    - a. Discussion is had on how long an appointee should be able to serve on the BOD. An option is presented to keep the wording as it is, allowing the appointee to complete the term; however, there are members of the community that wish to see this changed. The option to appoint until the next annual election is presented, but there is concern about disrupting the rotation of BOD terms.
    - b. Dan asks for time to come up with better wording and the committee agrees to table the issue for next meeting. No motions are made and no vote is taken.
  - b. Section 3
    - a. Discussion – For removal of a director, wording needs to be compared to the SC Nonprofit Corporation Act, Kim agrees to look at wording. Discussion is had on the language used, specifically the word judicial in the sentence “...after a judicial determination that a director is in violation...” Article IX Section 6 is reviewed for conflicting language.
    - b. Dan makes a proposal to remove the word “judicial” from the sentence and add the words “and proper notice by the POA” after the word determination. Kim seconds the motion.
    - c. A vote is taken and the motion carries with 6 voting yea.
- 3. Article X – Powers and Duties of the Board of Directors
  - a. R. The committee still cannot complete this lettered item until Article VIII Section 2 is complete. Revisit next week pending Dan’s wording, and a vote.
  - b. T.
    - a. Discussion: The meaning of use fees is once again brought up. It is determined that the term “use fees” needs to be added to the definitions sections. There is still some debate among committee members as to the definition. Once a definition is agreed, then we can decide to change the wording or remove the entire statement. It also needs to be determined if “use fees” are charged by lot, member, or use.
    - b. Due to a lack of time the issue is tabled. This is where we should pick up next week for New Business.

V. Meeting Adjourned

VI. Action Items

- 1. Jay to complete housing definitions
- 2. Dan to wordsmith: Article IX Section 4, and Article VIII Section 2. Also, to look into wording on combined lots with county vs POA and about variances on adjoining lots.
- 3. Kim to review SC Nonprofit Corp Act and compare to Article VIII Section 3.