

# **Bylaws Committee**

## **Weekly Meeting**

September 29, 2020  
9:02 am – 11:01 am

- I. Call to Order: The meeting is called to order by Chairperson Belinda Belvin at 9:02 am
- II. Roll Call: In attendance are: Belinda Belvin, Larry Hembree, Kim Macaulay, Jay McClure, and Pat Neville. A quorum is present.
- III. Minutes: The minutes from 9/22/20 are presented by Kim Macaulay, Secretary. Larry makes a motion to waive the reading of the minutes and to approve the minutes, Jay seconds the motion, a vote is held, and the motion passes with 5 yeas.
- IV. Old Business
  - a) Article X, Section 1, Item r
    - Kim makes a motion to strike the section of the sentence that says “in the event of a tie in a Board vote, there will be a special election by the members to fill the vacant position.” Belinda seconds the motion. After discussion, a vote is held and the motion passes with 5 yeas. The final wording is: “In the event that any member of the Board shall be absent from three (3) consecutive regular meetings of the Board, the Board shall, by action taken at the meeting during which said third absence occurs, declare the office of said absent director to be vacant and the Board shall, by majority vote, appoint replacement director as soon thereafter as feasible.”
  - b) Article X, Section 2, Item g
    - Belinda makes a motion to add a deadline of “5 days” for the delivery date of the document. Larry seconds the motion. After discussion, a vote is held and the motion passes with 5 yeas. The final wording is: “To issue, within 5 days, upon demand by any Owner, a document setting forth whether his/her fees, dues, and assessments have been paid. Such certificate shall be conclusive evidence of payment or lack of payment of the fees, dues, and assessments therein referenced.”
  - c) Article XI, Section 4 – Notice

- After reviewing SC State statutes 33-33-141 and 33-31-701, the Committee decides more research is needed into where notice is currently posted. Jay agrees to research this. The Committee should also consider adding “notice” to definitions. Revisit on 10/6/20.
- d) Article XII, Section 6 – Secretary
- Belinda makes a motion have the attorneys update the word “book” with current language for records in the sentence: “The secretary, or a delegate, shall record in a book kept for that purpose the names of all Members of the Association together with their addresses as registered by such Members.” Larry seconds the motion. After discussion, a vote is held, and the motion passes with 5 yeas. Final wording is pending advice of the attorneys.
- e) Article XII, Section 7 – Treasurer
- Belinda will research current check signing procedures with the BOD and review audit for internal control suggestions. Revisit on 10/6/20.
- f) Article XII, Section 8
- After review of the wording suggested by Dan Strickland, Belinda makes a motion to change the language in Section 8 to: “The Treasurer, or their designee, shall be responsible for ensuring the keeping of proper books of account and causing an annual audit of the Association books to be made by an accountant, at the completion of each fiscal year. The Treasurer, with assistance of the Budget Committee, shall prepare an annual budget and an annual balance sheet statement. The budget shall be presented to the Board of Directors for approval or revision. The final budget shall be approved by a majority of the Board of Directors and provided to the membership at least 10 days prior to the Annual Meeting. A simple majority of voting members shall be required to approve the annual budget.” Larry seconds the motion. After discussion, a vote is held and the motion passes with 5 yeas.
- g) Article XIII, Section 2 & Article XIII, Section 4 & Article XIII, Section 6, Item k, all deal with quorum, as our last vote on quorum ended in a tie, the Committee will table these issues until a 7<sup>th</sup> member is appointed. Revisit on 10/6/20.
- h) Article XIV, Section 1
- Larry requests more time to work on the wording for this section. Revisit on 10/6/20.

i) Nominating Committee

- Larry makes a clarification motion to change the wording from “Nominating Committee” to “Election Committee” in all references to it in the bylaws including in Article XIII, Section 5, to Election Committee Chair. Jay seconds the motion. After discussion, a vote is held and the motion passes with 5 yeas.

V. New Business

(Jay McClure has to leave the meeting, and is notated as not present hence forth)

a) Article XIV – Section 3

- Belinda makes a motion to change the word “consideration” to “approval” in the sentence: “The Budget Committee shall compose its draft of the annual budget for consideration by the Board.” Larry seconds the motion. After discussion, a vote is held and the motion passes with 4 yeas and 1 not present. The final wording is: “The Budget Committee shall compose its draft of the annual budget for approval by the Board.”

b) Article XIV, Section 4

- Belinda makes a motion to specify that the Vice President will be the Chairman of the Advisory Committee. Pat seconds the motion. After discussion, a vote is held and the motion passes with 4 yeas and 1 not present. The final wording is: “The Advisory Committee shall consist of the Vice President who shall be Chairman and one (1) member for each of the other committees of the Association, and Board representation from the membership.”

c) Article XV, Section 1

- Belinda makes a motion to strike the paragraph: “In accordance with Article X, Section 1.d, the Board may, in its discretion, exempt the second adjoining lot owned by a lot purchaser from assessment, if the lot purchaser has purchased two (2) lots. Lot purchasers who purchased their lots from the entity which was the developer prior to the Foxwood Corporation or purchased their lot through a chain of title which does not include Foxwood Corporation and who do not agree by recorded instrument, to the payment of such maintenance and membership dues and fees as are set by the Foxwood Corporation or the Association for all lots shall be subject to the

assessment set in the applicable covenants and 14 restrictions to their lots, plus those fees, dues, and assessments provided for in these Bylaws.” Larry seconds the motion. After discussion, a vote is held and the motion passes with 4 yeas and 1 not present.

- Belinda makes a motion to strike the paragraph: “Developer memberships are exempt from the payment of any dues, fees, charges or assessments of any kind, and the Association and the membership shall not have any power to charge same for developer memberships. Developer memberships are exempt because (1) the developer paid for the construction of the common facilities and roads and (2) the developer will not use the facilities to the same extent that lot purchasers will use the facilities. If the Developer erects any habitable structure on any Developer held lot which is to be used or is used for residential, recreational, vacation, any parent, subsidiary and affiliate corporations of the Developer or its officers, directors, agents, servants, representatives, successors, or assigns, then the Developer shall thereafter pay all dues, and assessments set in the restrictive covenants applicable to the lots, plus those fees, dues, and assessments provided and for in these Bylaws. As lots are sold, the purchaser becomes a dues paying member.” Larry seconds the motion. After discussion, a vote is held and the motion passed with 4 yeas and 1 not present.

d) Article XV, Section 2 – Yearly Assessments

- As this is a controversial and complex topic, the 4 members present wish to wait for a full Committee before rewriting this section. Revisit on 10/6/20.
- Belinda makes a motion to strike the wording “The Association is empowered to impose all lot owners’ yearly assessments. The association is further empowered to set an amount for yearly assessments as to those lot owners who purchased their lot or lots from Foxwood Corporation, a successor corporation, or the developer prior to Foxwood Corporation and who agree, by recorded instrument, to pay those fees, dues, and assessments as are set for those lot owners whose chain of title flows from Foxwood Corporation or a successor corporation to Foxwood Corporation. The Association is also empowered to set up an amount for yearly assessments as to those lot owners who purchased their lot or lots from a developer prior to Foxwood Corporation and who do not, by recorded instrument, agree to pay those fees, dues, and assessments as are set for those members whose chain of title flows from Foxwood Corporation or a successor corporation to Foxwood Corporation. Both such”. Larry seconds the motion. After

discussion, a vote is held and the motion passes with 4 yeas and 1 not present.

e) Article XV, Section 5

- Belinda makes a motion to remove the ACC fees from this section. Larry seconds the motion. After discussion, a vote is held and the motion passes with 4 yeas and 1 not present.
- Pat makes a motion to amend the above motion so that the ACC guidelines will establish the fees. Larry seconds the motion. After discussion, a vote is held and the motion passes with 4 yeas and 1 not present.
- Belinda makes a motion to amend the above motion, so that the fees will be established in the ACC guidelines with Board approval. Larry seconds the motion. After discussion a vote is held and the motion passes with 4 yeas and 1 not present. The final wording is: “Fee amounts to be determined by the ACC guidelines and approved by the Board of Directors.”

f) Article XV, Section 6

- Due to a lack of time the issue is tabled. Pick up here next week 10/6/20.

VI. Adjourn: The meeting is adjourned at 11:01.