

A weekly scheduled meeting of the Bylaws Committee takes place on Tuesday, September 1, 2020, via Zoom Meeting. The meeting starts at 9:04am and ends at 11:13am.

The attendees are: Kim Macaulay, Jay McClure, Belinda Belvin, Dan Strickland, Larry Hembree, and Pat Neville.

#### Agenda and Minutes:

- I. Call meeting to order – Belinda Belvin, Committee Chair is present. Secretary Jason Caldwell has resigned for personal reasons. Belinda will choose a replacement nominee from the list of applicants and submit to the BOD for approval. Kim Macaulay is charged with taking minutes in today's meeting. 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 Belinda.
- III. Kim reads the minutes from 8/25/20. Dan recommends approval of the minutes and Jay seconds. The minutes are approved with 6 yeas.
- IV. Dan nominates Kim as the new Secretary and Belinda seconds the nomination. Kim is elected Secretary with 6 yeas.
- V. Old Business
  1. Article II – Definition
    - A. Housing Definitions – Jay is still struggling with definitions. Especially between manufactured and modular homes.
    - B. Discussion – Many opinions are offered as to the differences. There may be differences in structure, foundation, and construction. Local vs. Federal standards. There may be possible differences in lending standards. Belinda offers to check with a FWH neighborhood realtor, Susan. Dan offers to send information he has found online. Larry has a contact with the Midland's Board of Realtors, he messages for help with this. Jay will also check with SC Board of Realtors. Check back on 9/8/20.
  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. Place holder for future review.
  4. Article VII – Association Purposes and Powers
    - A. All matters in this article appear to be resolved.
  5. Article IX – Election of Board: Nominating Committee
    - A. Section 4 – Belinda recaps the tabled motion to add the wording “regardless of enforcement” to the sentence “...in compliance with all restrictive covenants...” Dan makes his suggestion on add the wording. “Violation of restrictions or Bylaws shall not render a member ineligible for nomination so long as written notice is given when the violation is discovered and the member rectifies such violation(s) before the deadline for nominations.”
      - a. Dan makes a motion to add the above wording. Larry seconds the motion.
      - b. Discussion – Timelines for violations are discussed. Verbal vs written notifications are discussed. Scrutiny of BOD vs members in general is discussed.
      - c. Jays calls for a vote. The motion carries with 6 yeas.

- d. Kim asks for clarification on the double negative language, but after rereading, she decides to let the wording stand.
  - e. Belinda makes a motion to add the wording “regardless of enforcement” to the sentence “...in compliance with all restrictive covenants...” Pat seconds the motion.
  - f. There is no further discussion and a vote is called. The motion passes with 6 yeas.
- B. Section 6 – “No person or persons may become a Board member...”
- a. Dan makes a motion to change the word “become” to “remain”. Larry seconds the motion.
  - b. Discussion – Pat thinks it’s already in the bylaws in another sections. Several think the words should be both “become” and “remain”. Since Article IX is about nominating, most seem to think the word should remain “become”. Article VIII Section 3, Removal of Director is reviewed. Dan offers to do more research and the issue is tabled. Revisit on 9/8/20.
6. Facebooks Page
- A. Belinda has added the member suggestions to the marked-up bylaws. Dan is having problems viewing the document, solutions are offered.
  - B. A BOD member did comment on the site. Belinda did remind them to not do it and they apologized.
  - C. Larry asks about section representation among the members commenting. While it is a mixed group, most seem to be from the RV sections.
  - D. Surveys are discussed. Jay suggests starting surveys soon and asking for section information on the survey. Belinda mentions survey voting integrity. Larry offers to research if a person can submit more than one survey. Follow up on 9/8/20.
  - E. Belinda will try to add suggestions made on Facebook page to marked-up bylaws. She is in process of creating a living document.
7. Adjoining Lots
- A. Belinda recaps from the meeting the discussion from last week.
  - B. Dan offers up language to add to Article II, Section 6, the definition of “Lot”. The suggested addition is “This definition holds for the purpose of assigning dues, fees, and assessments, regardless of any “joining” process carried out with Oconee county for taxing purposes.”
  - C. Dan makes a motion to adopt the wording. Larry seconds the motion.
  - D. Discussion is held on the benefits of combining lots including possible tax advantages and changing of setbacks.
  - E. A vote is held and the motion carries with 6 yeas.
8. 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 made a motion on 8/25/20 to change the amount to 25,000 that failed. A member suggests a percentage of the budget be used instead of a dollar amount. Also mentioned is a requiring a Town Hall Meeting for necessary increases instead of a ballot vote. Place holder for future discussion after more research. Revisit on 9/8/20.
    - a. Since this is a hot button issue, a survey is discussed. Kim agrees to come up with a sample survey to share with the group for discussion.

9. Article VIII – Board of Directors

A. Section 2 – Vacancies – Dan sent the suggested wording for consideration: “Vacancies in the Board shall be filled by vote of the majority of the remaining Directors, any such appointed Director to hold office until the next annual meeting. If that member then becomes duly elected, they shall hold office during the unexpired term of his/her predecessor. If not elected, the unexpired term will be filled by the new electee who receives the least number of votes. Should there happen to be more than one appointed Director not elected to continue then the positions will be filled by rank order of votes received.”

- a. Belinda makes a motion of adopt Dan’s suggested language. Larry seconds the motion.
- b. Discussion – Concern is raised over the wording “the least number of votes”. Concerns are raised over whether someone would be interested in running for a short term. And yet more concern is raised that this will increase BOD turnover. A point is raised about how often people are reappointed to the BOD and the term inbred is mentioned.
- c. Larry asks for a chance to work on the wording to simplify it.
- d. The motion is tabled to allow Larry time to work on wording.
- e. Member comments are read for consideration, including votes on appointees, breaks in between term limits, and a committee to help vet appointees.
- f. Further discussion is had to see if the committee agrees that we are all okay with replacements being appointed by the remaining BOD members and it appears all are okay with appointments.
- g. Revisit on 9/8/20 and then once resolved, revisit Article X section R.

B. Section 3

- a. After Kim has looked at the SC Non-Profit Law as a lay person, she saw no obvious wording conflicts.
- b. As Kim was reading the SC Non-Profit Law she saw it mentions Code of Conduct and Ethic as it applies to removal of a BOD member. It is discussed if this is something that should be added to the bylaws.
- c. Pat mentions Article XXVII – Standard of Conduct for and Liability of Directors and Officers.
- d. Larry offer to provide a Code of Conduct and Ethics for future discussion.
- e. Revisit 9/8/20

10. 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 9/8/20 pending Larry’s wording.

B. T.

- a. Discussion - “Use fee” is still undefined. We may have to define “amenity” before we are able to establish what is or is not a “use fee”.
- b. Larry points out that “amenity” needs to be defined before section restrictions can be effectively rewritten. Belinda offers to review other communities’ bylaws to see how they define “amenities”. The term “amenity” is not defined in our current

bylaws. Discussion is had over what is an amenity: the pool, the restaurant, the bath houses? The controversy of the indoor pool is mentioned.

- c. Dan suggests that we refrain from using the term amenity. The term 'facilities' is suggested instead. Larry asks for time to think about it.
- d. Belinda tables discussion. Revisit on 9/8/20.

#### VI. New Business

##### A. Brain storming

- a. Jay brings up an idea of separate fees for developed vs undeveloped lots. It is viewed as a way to encourage people to invest in the neighborhood. However, it does create a possible issue of inequity and issues of budge based billed.
- b. Is it required that the POA system match what is listed on the deed with the county? Larry would like this to be discussed further at a later time.

#### VII. Meeting Adjourns

#### VIII. Action Items

- a. Belinda: A new nominee, Complete minutes from 8/18/20, Check with Susan on housing definition, document of changes for the Facebook Page, Review other communities' definition of use fee and amenities,
- b. Kim to come up with a sample survey
- c. Jay to complete housing definitions
- d. Dan: Article IX Section 6 – the use of the wording become and/or remain.
- e. Larry: Follow up with his contact at Midland's Board of Realtor, check with marketing guy about the integrity of surveys, and Article VIII Section 2 – Vacancies, Non-Profit Code of Conduct and Ethics.