

Bylaws Committee

Weekly Meeting

September 15, 2020
9:24 am – 11:02 am

- I. Call to Order: The meeting is called to order by Chairperson Belinda Belvin at 9:24 am
- II. Roll Call: In attendance are: Belinda Belvin, Larry Hembree, Kim Macaulay, Jay McClure, Pat Neville, and Dan Strickland. A quorum is present.
- III. Minutes: The minutes from 9/8/20 are presented by Kim Macaulay, Secretary. Dan makes a motion to waive the reading of the minutes, Jay seconds the motion, a vote is held, and the motion passes with 6 yeas. Kim makes a motion to approve the minutes and a vote is held, the motion passes with 6 yeas.
- IV. Old Business
 - a) Article VIII – Section 2 – Vacancies
 - Dan makes a motion to change the wording to: 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, at which point that seat becomes vacant. If those appointees desire to remain on the board, they must stand for election according to existing criteria. All vacant positions will then be filled in rank order according the number of votes received, so that the rotation sequence is maintained. For instance, 3 year vacancies will be filled by candidates receiving the highest number of votes; 2 year vacancies next, then any 1 year vacancies, until all vacancies are filled.
 - Jay seconds the motion. Following discussion and review of SC 33-31-805, a vote is held, and the motion passes with 5 yeas and 1 nay.
 - b) Article VIII – Section 2 – Vacancies
 - Dan makes a motion to change the word “shall” to “may”. Larry seconds the motion. Following discussion a vote is held, and the motion passes with 6 yeas. Final wording: Vacancies in the Board may be filled by vote of the majority of the remaining Directors, any such appointed Director to hold office until the next annual meeting, at which point that seat becomes vacant. If those appointees desire to remain on the board, they must stand

for election according to existing criteria. All vacant positions will then be filled in rank order according to the number of votes received, so that the rotation sequence is maintained. For instance, 3 year vacancies will be filled by candidates receiving the highest number of votes; 2 year vacancies next, then any 1 year vacancies, until all vacancies are filled.

c) Article X, Section 2, Item e - "To prepare a roster of the Properties, and fees, dues and assessments applicable thereto, which shall be kept in the office of the Association and shall be open to inspection by any member upon two (2) weeks written notice by said member;"

- Belinda makes a motion to change the written notice from "two (2) weeks" to "five days" to keep with SC 33-31-1602. Pat seconds the motion. Following discussion a vote is held and the motion passes with 6 yeas. The final wording: "To prepare a roster of the Properties, and fees, dues and assessments applicable thereto, which shall be kept in the office of the Association and shall be open to inspection by any member upon five days written notice by said member;"

d) Jay makes a motion to add the words "in good standing" to "member". Pat seconds the motion. Following debate a vote is held and the motion passes with 4 yeas and 2 nays. The final wording is: "To prepare a roster of the Properties, and fees, dues and assessments applicable thereto, which shall be kept in the office of the Association and shall be open to inspection by any member in good standing upon five days written notice by said member;"

e) After further review of SC 33-31-1602. Jay makes a motion to withdrawal his motion to add the words "in good standing" to "member". A vote is held and the motion passes with 6 yeas.

f) Article X, Section 2, Item e - "To prepare a roster of the Properties, and fees, dues and assessments applicable thereto, which shall be kept in the office of the Association and shall be open to inspection by any member.

- Belinda makes a motion to add all of wording from SC 33-31-1602 minus the religious items to the above item.

(a) Subject to subsection (e) and Section 33-31-1603(c), a member is entitled to inspect and copy, at a reasonable time and location specified by the corporation, any of the records of the corporation described in Section 33-31-1601(e) if the member gives the corporation written notice or a written demand at least five business days before the date on which the member wishes to inspect and copy.

(b) Subject to subsection (e), a member is entitled to inspect and copy, at a reasonable

time and reasonable location specified by the corporation, any of the following records of the corporation if the member meets the requirements of subsection (c) and gives the corporation written notice at least five business days before the date on which the member wishes to inspect and copy:

(1) excerpts from any records required to be maintained under Section 33-31-1601(a), to the extent not subject to inspection under Section 33-31-1602(a);

(2) accounting records of the corporation; and

(3) subject to Section 33-31-1605, the membership list.

(c) A member may inspect and copy the records identified in subsection (b) only if:

(1) the member's demand is made in good faith and for a proper purpose;

(2) the member describes with reasonable particularity the purpose and the records the member desires to inspect; and

(3) the records are directly connected with this purpose. (d) This section does not affect:

(1) the right of a member to inspect records under Section 33-31-720 or, if the member is in litigation with the corporation, to the same extent as any other litigant; or

(2) the power of a court, independently of this chapter, to compel the production of corporate records for examination.

Following discussion, Belinda amends the motion to also reference to SC 33-31-1602. Larry seconds the motion, a vote is held and the motion passes with 6 yeas.

- Belinda makes a motion to add the reference and wording for SC 33-31-1602 to article XXIV – Books and Papers. Dan seconds the motions, a vote is held, and the motion passes with 6 yeas. The final wording is: To prepare a roster of the Properties, and fees, dues and assessments applicable thereto, which shall be kept in the office of the Association and shall be open to inspection by any member. *Plus SC 33-33-1602.*

V. New Business

a) Article XI – Section 3 – Special Meetings

- Belinda makes a motion to change the word “subject” to “subjects”. A vote is held and the motion passes with 5 yeas and 1 not voting. Final wording: Special meetings of the Board of Directors may be called by or at the request of the President of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any

place, as the place for holding any special meeting of the Board of Directors called by them. Special meetings of the Board of Directors shall be limited to the specific subjects for which the meeting was called.

b) Article XI – Section 4 – Notice

- The committee agrees to table discussion on this section to give the committee time to research SC state law and to ponder the meaning “other venues”. Revisit 9/22/20

c) Article XI – Section 8 – Executive Session

- Jay makes a motion to add ACC requests to the list of items that can be discussed in executive session. Belinda seconds the motion. Following debate and many amendments. Belinda with Jay’s approval amends the motion to include: ACC requests, contract negotiations, employee issues, terminations, sell of properties, security personnel, security devises, security procedures, security incident reports, or any other business of a sensitive or confidential nature. Larry seconds the amended motion, a vote is held and the motion passes with 6 yeas.

d) Article XII, Section 4 - President

- Belinda makes a motion to change wording from “including” to “including but not limited to” and to the ability to delegate his duties. Following discussion a vote is held and the motion passes with 6 yeas. The final wording is: The president shall be charged with focusing upon and guiding the Board concerning the future needs of the Association including but not limited to acquisitions, improvements, building projects, expansion and remodeling of existing amenities, community growth, and shall be ex officio of all committees. The president shall have the ability to delegate his/her responsibilities to the general manager, other board member, or member as he see fit.

e) Article XII, Section 5 – Vice President

- Belinda makes a motion to add that the vice president is to be the Chair of the Advisory Committee. Dan seconds the motion. Following discussion a vote is held and the motion passes with 6 yeas. The final wording is: The vice president will carry out the duties of the President whenever the President is unable or otherwise prohibited from carrying his or her duties. The vice president will act as the chair person for the Advisory Committee.

f) Article XII, Section 6 – Secretary

- Due to a lack of time the matter is tabled. Revisit on 9/22/20.

VI. Adjourn: The meeting is adjourned at 11:02