

Bylaws Committee

Weekly Meeting

September 22, 2020
9:05 am – 11:03 am

- I. Call to Order: The meeting is called to order by Chairperson Belinda Belvin at 9:05 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 9/15/20 are presented by Kim Macaulay, Secretary. Kim makes a motion to waive the reading of the minutes, Pat seconds the motion, a vote is held, and the motion passes with 6 yeas.
- IV. Old Business
 - a) Article XI, Section 4
 - Belinda will take on the task of researching “other venues”. Revisit on 9/29/20.
- V. New Business
 - a) Article XII, Section 6 – Secretary
 - Larry makes a motion to remove the words “in a book to be kept for that purpose” and replace with the new standard language for recorded instrument as recommend by the attorney. Jay seconds the motion. After discussion, a vote is held and the motion passes with 5 yeas and 1 nay. Final wording pending recommendation of attorney.
 - Dan makes a motion to strike the sentence, “The secretary shall sign all certificates of membership or have a facsimile thereof affixed thereon.” Larry seconds the motion. After discussion, a vote is held and the motion passes with 4 yeas and 2 nays.
 - Belinda makes a motion to add “or their delegate” to the sentence, “The secretary 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.” Jay seconds the motion. After discussion, a vote is held and the motion passes with 6 yeas. The final wording is: “The secretary or

their 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.” “Book” should also be updated in this sentence with the language suggested by the attorneys.

- Kim makes a motion to add the specific wording “board meeting” before the word “votes” in the sentence, “The secretary or assistant secretary shall be ex officio to the president of the Board, shall be responsible for the recording of the votes and the keeping of the minutes of all proceedings in a book to be kept for that purpose.” Larry seconds the motion. After discussion, a vote is held and the motion passes with 6 yeas. The final wording is: “The secretary or assistant secretary shall be ex officio to the president of the Board, shall be responsible for the recording of the board meeting votes and the keeping of the minutes of all proceedings in a book to be kept for that purpose.”
- Belinda will research to see if a physical “book” exists. Pat will research Chickasaw Points bylaws for duties of a secretary for comparison. Revisit on 9/29/20.

b) Article XII, Section 7 – Treasurer

- Dan makes a motion to add the words “or the POA Manager” to the sentence, “The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board, provided however, that a resolution of the Board shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Membership.” Larry Seconds the motion. After discussion, a vote is held and the motion passes with 6 yeas. The final wording is: “The treasurer or the POA Manager shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board, provided however, that a resolution of the Board shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Membership.”
- The Committee needs to do research on sentence, “The treasurer or a person authorized by the treasurer, through written authorization, shall sign all checks and notes of the Association, provided that such checks and notes

shall also be signed by the president, the vice president, or the POA manager.” Discussion is tabled on this and will be revised on 9/29/20.

- c) Article XII – Section 8 – Treasurer
 - Dan asks for time to do research and to work on appropriate wording for a motion for this section. The issue is tabled. Revisit on 9/29/20.
- d) Article XIII, Section 2 – Special Meeting
 - Larry agrees to review SC state statutes. Revisit on 9/29/20.
- e) Article XIII, Section 4 – Quorum
 - Jay makes a motion to change quorum from 5% to 10 %. Larry seconds the motion. After discussion a vote is held. The vote is tied with 3 yeas and 3 nays. The motion does not carry. It is tabled until either a 7th member is appointed or until further research can break the tie. Revisit at a future date.
- f) Article XIII, Section 6, Item a
 - Belinda makes a motion to send ballots by US mail and by email. Larry seconds the motion. After discussion, a vote is held and the motion passes with 5 yeas and 1 nay. The final wording is: “Notice and delivery of the ballot and/or Voting Materials shall be deemed complete and delivered when the ballot is deposited in the United States Mail, first class mail and email, with appropriate and necessary postage affixed, addressed to the Member at his or her address and email address as it appears on the records of the Association.”
- g) Article XIII, Section 5
 - Kim makes a motion to change “Secretary” to “Nominating Committee Chair” in the sentence “All proxies shall be in writing and filed with the Secretary.” Pat seconds the motion. After discussion, a vote is held and the motion passes with 5 yeas and 1 not present. The final wording is: “All proxies shall be in writing and filed with the Nominating Committee Chair.”
- h) Article XIII, Section 6, Item d
 - Pat makes a motion to let the attorney’s update the language in this item and in this section to include the option for balloting and voting by email. Jay

seconds the motion. After discussion, a vote is held and the motion passes with 6 yeas. Final wording pending attorney's suggestion.

i) Article XIII, Section 6, Item g, Numeral i

- Dan makes a motion to change the name from “nominating Committee” to “Election Committee” in this reference and any other reference of nominating committee anywhere in the Bylaws. Larry seconds the motion. After discussion, a vote is held and the motion carries with 6 yeas. The final wording is: “The Election Committee or a group of members selected by the Election Committee not currently serving on the Board.”

j) Article XIII, Section 6, Item k

- “Unless otherwise required by these Bylaws or applicable law, a quorum shall be represented by 5% of the votes entitled to be cast on a matter.” Discussion on this item is tabled until the tie vote on the quorum can be broken. Revisit at a future date.

k) Article XIII, Section 7

- Discussion was had that the attorneys should update this to include email language also, but no motion or vote is held. It is mutually agreed this should be included with the prior motion regarding emails.

l) Article XIV, Section 1

- “Unless otherwise provided herein, each Committee shall consist of a Chairman and two (2) or more members and shall include a member of the Board of Directors for Board contact. All Chairmen and/or members of the Committees shall be appointed by the Board of Directors at the Board meeting following the annual membership meeting to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting.” Larry has asked for time to consider appropriate updated wording for this section. Revisit on 9/29/20.

m) Article XIV, Section 1

- Pat makes a motion to add Election Committee and Roads Committee to the list of standing committees. Larry seconds the motion. After discussion, a vote is held and the motion carries with 6 yeas. The new final wording is: “The standing Committees of the Association shall be the following: a.

Architectural Control Committee b. Budget Committee c. Advisory
Committee d. Roads Committee e. Election Committee

VI. Adjourn: The meeting is adjourned at 11:03