



Foxwood Hills Bylaws Committee Meeting Minutes

September 17, 2025

The second meeting of the Foxwood Hills Bylaws Committee was held on Wednesday, September 17, 2025, at 5:00 via Teams.

ATTENDEES

Members in attendance included Greg Sheperd, Chairman; Charles Holman Vice Chairman; Matthew Martinez; Patrick Coates; Jan Coin; Maria Stamey; and Michael Ablan, Board Liaison to the Committee.

THOSE MEMBERS NOT IN ATTENDANCE

Those not in attendance was Vicki Wing Keane. Also not attending was Sonya, Board of Directors President.

CALL TO ORDER

The meeting was called to order by Chairman, Greg Sheperd.

APPROVAL OF MINUTES

The minutes were distributed in advance of the meeting for the committee review and were unanimously approved with Patrick Coates making the motion to approve and Charles seconding the motion.

AGENDA ITEMS

1. OLD BUSINESS

a. Alternative Dispute Resolutive

Patrick Coates made a motion to approve, Charles Holman seconded the motion, the motion was unanimously approved.

b. Article X, Section 1.d and Article, Xv, Section 3: Adjoining Lot Agreements;

Patrick Coates made a motion to approve, Michael Ablan seconded the motion, the motion was unanimously approved.

2. NEW BUSINESS

a. Make Bylaws Committee a Standing Committee: Patrick Coates made a motion to approve, Maria seconded, after Discussion the motion passed with a vote of 4 to 2.

b. The second and last item to be placed for vote was to address the ambiguity between the budget the members vote on and assessments the board makes. Motion was made by Patrick Coats to approve and seconded by Maria Stamey. After discussion, the motion passed with a vote of 4 yeas, 1 absai

3. SCHEDULE OF MEETINGS

After presenting several options for days and times for future meetings, it was decided that for the remainder of September, meetings will be held weekly on Wednesdays at 5:00, with the understanding that the committee remains flexible regarding the day and time, as well as the meeting format, in person or via Teams. The immediate schedule is as follows:

- Wednesday, September 10th at 5:00
- Wednesday, September 17th at 5:00
- Wednesday, September 24th, at 5:00

REVIEW OF a made iCHARTER AND COMMITTEE RESPONSIBILITIES

The Charter for the newly created Bylaws Committee was read and discussed thoroughly. The charter states that the committee will consist of no fewer than five and no more than seven members who will serve one-year terms, with the Board of Directors having the discretion to reappoint any or all of the committee to a second term.

REVIEW OF BOARD PRIORITIES

Article VIII: Board of Directors

1. Section 1—Composition: Director may not serve more than two (2) 3-year consecutive terms and no more than seven (7) years in 10 years, whether by election or appointment..

The committee agrees with this recommendation.

2. Section 2—Vacancies: Director appointed to fill Board vacancies must stand for election at the next annual meeting.

The committee agrees with this recommendation.

3. Directors vote to fill vacant positions. In case of a tie, the nominee with the longest tenure as a lot owner will be appointed.

The committee disagrees with this recommendation; there should be no ties.

4. Section 4—Removal: Added "if convicted of a felony". The Director may also be reprimanded or censured by a majority vote of the Board for Cause.

The committee disagrees with this recommendation due to the ambiguity of the definition of "cause" and the inclusion of elements such as reprimand and censure.

5. Fines will be applied and will increase for each offense

The committee disagrees with this recommendation due to the ambiguity of the definition of "fines".

6. Section 4—Conflict of Interest: No Director may transact business with the Association or any Association contractor during their term or within 2 years after expiration, unless approved by a majority of the Board.

The committee disagrees with this recommendation, citing that the conflict of interest should end with the Director's term, with no exceptions made.

Article X: Powers and Duties of the Board

Section 1 (c) and Section 2—Power of the Board: Both restrict the ability of the Board to exceed over 10% the Operational and Infrastructure Budgets without a Membership vote. The committee agrees with this recommendation.,,;

Article XXVIII—Standards of Conduct

Section 6—Enrichment Disclosure or Emolument Disclosure: If the Board finds that a Director or Officer has violated Section 6, they shall immediately be removed.

The committee agrees with this recommendation.

Section 7—Fiduciary Misconduct: A Director or Officer charged by credible proof or indictment (change to conviction) with theft or embezzlement shall be disqualified and removed.

The committee agrees with this recommendation.

Section 8—Nepotism: No blood or legal relatives of a Director or Officer may be hired unless the majority of the Board approves.

The committee disagrees with this recommendation, citing that there should be no provision for the board to overrule this clause.

LITIGATION

Article VI, Section Y — The Association shall not initiate litigation against any member except for the collection of duly authorized assessments, unless first approved by a two-thirds (2/3) vote of the Board and upon written notice to the membership.

The committee disagrees with this recommendation.

ALTERNATE DISPUTE RESOLUTION

The committee agrees with this recommendation.

NEW BUSINESS

- a. Charles Holman, Article X, Section 1.d and Article XV, Section 3
- b. Other new business

The committee will address this at a later date, once a final decision is reached regarding which BOD Recommendations we will move forward.

Adjourn – the meeting was adjourned at 7:30 PM

Submitted by Maria Stamey, September 19, 2025