



Foxwood Hills Bylaws Committee

Meeting Minutes

September 5, 2025

The Inaugural meeting of the Foxwood Hills Bylaws Committee was held on Friday, September 5th, 2025, at the Foxwood Hills POA Office.

ATTENDEES

Members in attendance included Greg Sheperd, Chairman; Charles Holman; Matthew Martínez; Patrick Coates; María Stamey; Sonya Hale, Board President.

THOSE MEMBERS NOT IN ATTENDANCE

Members not in attendance included Jan Coin, Vicki Wing Keane, and Michael Ablan, Board Liaison.

CALL TO ORDER

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

APPROVAL OF MINUTES

This being the inaugural meeting, there were no minutes to approve.

AGENDA ITEMS

1. INTRODUCTION OF MEMBERS - Members introduced themselves
2. ELECTION OF VICE CHAIRPERSON AND SECRETARY

Charles Holman volunteered to serve as Vice Chairman. Matthew Martínez seconded the motion. Mr. Holman was elected unanimously.

Patrick Coates nominated María Stamey to serve as Secretary. Mr. Holman seconded the motion. Mrs. Stamey was elected unanimously.

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 CHARTER 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 because 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 wording.

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.

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 provision.

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

EW BUSINESS

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

7. Adjourn - the meeting was adjourned at 7:30 PM

Secretary, Maria Stamey

Date of Approval 9-10-25