

MINUTES – SPECIAL EXECUTIVE COMMITTEE MEETING – OCTOBER 11, 2004

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Members in attendance:

Richard Maly	Harvey Lowing	Frank Flynn
Tim Webster	Lois Abendroth	Dave Fry
Eileen Franco	Marge Dyer	Bob Lockwood

Constitution and By-Laws Committee members in attendance:

Art Butter worth	Dave Fry	Carm Libercci
Marge Dyer	Jerry Hoecker	

The Constitution and By-Laws Committee, hereafter referred to as CBLC, requested this meeting for the purpose of reviewing the draft documents dated 10/6/04. The meeting was called to order.

A motion thanking the entire CBLC for their hard work and dedication to the process was made, seconded and approved unanimously.

The CBLC submitted draft documents to Christopher White, Deputy Director, Community Legal Aid, Inc. He advised that there are several areas that need work.

- Our incorporation cannot be 'LLC' if we wish to be non-profit.
- The Constitution will become the Articles of Incorporation. Each change to the Constitution means re-submission of the Articles of Incorporation. Because of this, there are some items in the Constitution that should be in the By-Laws, and vice versa.

Dave Fry and Marge Dyer are meeting with Mr. White the 1st week of November to discuss the documents. It was suggested that Harvey Lowing also attend the meeting to discuss any financial questions that may arise.

A joint discussion was held on the following points in the draft documents:

Constitution –

Article 2.1

Question -- Is it necessary to have 'social functions' mentioned? Could it affect our Activities Director in a negative way?

Response -- This article was added for the future. There may come a time, after completion of all construction, when management eliminates some of the functions now held. The committee does not feel this wording negatively impacts the Activities Director in view of the fact that an active Social Committee has existed since the inception of the community.

It was agreed that this Article will stand as written.

Article 2.2

Question -- Should the wording be changed from 'Provide information to residents with regard to lease *agreements, and current* and new regulations or laws...' to 'Provide information to residents with regard to lease *agreements with current* and new regulations or laws...?'

Response -- The CBLC feels this document should not be easily amended, and, therefore, wording that is too specific could be necessary. It is also felt that the entire Executive Committee needs to keep abreast of any changes in the laws relating to manufactured housing that affects our lease agreements.

It was agreed that the Association's function is to be an advisory council for the individual. The wording in this Article will be discussed with Mr. White.

Article 2.3

Question -- Should the words 'and enhance' be added to have this article read 'Maintain *and enhance* property values'?

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Response -- It was decided that the extra wording might imply to management that we are expecting more than agreed in the lease agreement.
It was agreed that this Article will stand as written.

Article 5.3

Question -- Why is approximately 2/3 of this document devoted to 'Recall'?

Response -- It is felt that there should be no loopholes in this Article in the event it becomes necessary to remove an officer or director. This Article was placed in the Constitution so that it cannot be easily amended.

Suggestion -- Richard Maly suggested that the 'Recall' wording be moved to the By-Laws with the Constitution providing that the 'Recall' portion of the By-Laws require 2/3 majority vote to be changed.

This will be discussed the Mr. White.

Article 6.3

Question -- Should we provide more information to the residents regarding 'Robert's Rules of Order'?

Response -- The Association has a copy and it will be available to the membership.

Article 8.1

Question -- Should the Community Skills Committee be added to the Standing Committees? There is a database of information that has been created and requires regular updating.

Response -- This committee should remain as is. It is seen as eventually becoming a subsidiary of the Membership Committee.

Notation -- The Financial Audit Committee is to be added to the list of Standing Committees.

Article 9.1.1

Question -- Why are we requiring only 20% of the membership to put forth an amendment? Shouldn't the number be higher?

Response -- Because of the subsequent steps to be taken to approve an amendment after it is proposed, 20% of the membership is an appropriate number.

It was agreed that this Article will stand as written.

By-Laws –

Article 4.2.1

Question -- Why are we not allowing Proxy votes?

Response -- Because we have allowed for Absentee ballots.

Article 5.3

Question -- Are term limits necessary?

Response -- Yes, these were set in order to provide the Association with fresh ideas.

Question -- Explain the initial terms of office.

Response -- The proposed one-year term for Vice President, Treasurer and 2 Directors is for the initial election only. This will start the staggering process for subsequent elections.

Question -- Because the initial slate of officers was elected prior to the approval of the Constitution and By-Laws, should we have new elections after these documents are approved?

Response -- No, there is no reason to start the process all over again.

It was agreed that this Article will stand as written.

Article 5.3.1

Question -- When is the next election scheduled?

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Response -- September 2005. The 2 directors who will serve only one year will be chosen by either their request to not be considered for a 2nd year or by all of the directors drawing straws.

It was agreed that this Article will stand as written.

Article 5.6

The CBLC requested input from the Executive Committee regarding the number required for a Quorum.

After a short discussion, it was agreed that five (5) members of the Executive Committee would constitute a quorum.

Article 7.6

Question -- How do we handle expenses between now and March 2005 – the General Meeting when the Association's dues will be established?

Response -- This is a question for the Executive Committee and will be tabled until our October meeting. The Constitution and By-Laws Committee will ask Mr. White if Executive Committee members can be reimbursed for expenses, if necessary.

A motion was made, seconded and unanimously approved that the Executive Committee adopt whatever sections of the proposed Constitution and By-Laws, dated 10/6/04, that are needed as operating procedures until the formal adoption by the Association.

The CBLC submitted a draft of the letter that will accompany the completed documents to all residents for their comments.

The Executive Committee will be notified of the outcome of the meeting with Mr. White of Legal Aid.

Future meeting dates:

- The CBLC will set the date for the community discussion of the 'final' draft of both documents.
- The Executive Committee will set the date for the vote approving the Constitution and By-Laws by the membership.

The next regular meeting of the Executive Committee has been re-scheduled to Wednesday, October 27th at 9:00 A.M. in the Clubhouse.

Meeting adjourned.

Respectfully submitted,
Eileen Franco, Secretary