

DRAFT Bylaws Review Committee Minutes
September 2021 Business Meeting
September 9, 2021 – 3:30 – 5:30 P.M. (Via Zoom)

1. a. Call to Order - by Chair Amelia Adair at 3:31 PM.
b. Attendance: **Members** Amelia Adair (Chair), Nolan Zisman (Secretary), Sue Daniel, Jim Caruso, and Jody Price. A quorum was present. **Others:** Board members Sal Monaco (President) and Johnathan Turkle; Staff Liaison Ciara Walsh. Guests Betty Knight, John Reynolds, Dan Drobnis.
2. Approval of Agenda - Unanimously approved as submitted.
3. Ratification of email vote to approve the Minutes - Ratified as submitted.
4. Open Forum: comments from ECIA members (limited to 2 minutes per member)
 - Dan Drobnis mentioned he had submitted a suggestion for defining “meeting”. Chair Adair indicated this is in the working spreadsheet and would be discussed.
5. Chair, Staff and Board liaison reports:
 - a. Chair report - 37 suggestions were received from ECIA members and were inserted into the spreadsheets as appropriate.
 - b. Board liaison report - No August Board meeting; nothing else relevant to the Bylaws Review Committee.
6. Old Business:
 - a. Review Bylaws Review Action List and Annual Calendar - Town Hall set for Thursday, Jan. 13, 2022 at 6 PM. To be announced at least two weeks prior to that date.
 - b. Proposed Bylaws Revisions: Review current spreadsheet of suggested Bylaws revisions, including suggestions from committee members.
 - Lengthy discussion on conflict of interest and whether a Board or Committee member with a conflict could participate in Board or committee discussions on the subject.
 - Lengthy discussion on definition of “meeting” and “open” vs. ‘closed”. Motion to adopt definition of “meeting”, suggested by community member, failed 3-2-0. Chair Adair to research both to develop acceptable definitions.
7. New Business:
 - a. Homeowner question about voting on the proposed amendments: will the option be to vote yay or nay on all the proposals or will the members be able to vote on each individual change? - Tabled to a future meeting.
 - b. Board request for Charter amendment to add Code of Ethics: Committee agreed by unanimous vote to adopt this Code and add to our existing charter.
8. Next meeting date: agreed that additional meeting(s) needed. Next meeting from 3:30 - 5:30 PM on Wed. Sept 22 via Zoom.
9. Adjournment: at 5:25 PM.

Respectfully submitted by Nolan Zisman, Secretary