

BYLAWS REVIEW COMMITTEE MINUTES 10-2-2023

The meeting of the committee was held commencing 10:30 AM on October 2, 2023. The following members were in attendance, in person:

Jody Price – Chairman
John Reynolds
David McDonald
Dusty Caruso

Absent:
Ken Howard - BOD Liaison

Guests:
Betty Knight
Fred Gerdes

Open Forum - Betty Knight expressed her concerns that the Bylaws Committee is straying from their charter and that a committee member is posting comments about the bylaws on Social Media without specifically labeling them as personal opinions.

Board Liaison Report - none due to Ken's absence.

Meeting

The agenda of the meeting was focussed on reviewing suggestions related to our bylaws article V Board of Directors and article VII Nomination and Elections of Directors.

- (1) A suggestion has been made to reduce the term of Directors to two years. After discussion, the unanimous vote of the committee members, many of whom are former board members, was to not endorse this suggestion.

David McDonald expressed his view that it takes a full year to understand the job.

Jody Price pointed out the utility of an odd number of years to maintain the staggering of Director terms.

Guest Fred Gurdes expressed support for the proposal because it would provide more opportunities for members to run for the board.

After discussion, the committee voted unanimously to not endorse the proposed change.

- (2) Multiple suggestions have been made related to running for election and being appointed to the ECIA Board. After discussion the unanimous vote of the committee was to table these issues to give us time to gather more information. The committee will ask HOAMCO to supply us with examples of Board Election and Appointment bylaws from other HOAs. We will take up the issues again at a later meeting.

John Reynolds had suggested dropping the requirement for a nomination petition for a MIGs to appear on the ballot.

David McDonald made the point that Elections and Appointments are intertwined and that we should address them together rather than separately.

Jody Price shared that the nomination petition required potential candidates to interact with the

membership and suggested that those who wish to be appointed might need to do the same.

Dusty Caruso made the suggestion that Appointees should only serve until the next scheduled elections.

All agreed that there should be consistency between the requirements to be on the ballot and those to apply for appointment.

All committee members agreed that we need more information before making any recommendations. We need to take a look at what other HOAs do and consider the ramifications. With that in mind, we tabled the issues until a later date.

- (3) A suggestion was made to require a majority of lot owners to approve any expenditure over \$250,000. After discussion, the committee unanimously voted to not endorse this suggestion.

John Reynolds suggested that this proposal is impractical given the difficulty in bringing these matters to a vote (with 2776 lot owners).

Dusty Caruso expressed concern with this suggestion pointing out that the Membership can vote out and BOD that they feel isn't operating in the ECIA's best interest.

Jody Price made a motion to reject the suggestion and the committee voted unanimously to do so.

- (4) Suggestions have been made to eliminate sequential appointments to the BOD. When an appointed Director completes a term, they will not be eligible for another appointment for a period of one year. They can, of course, choose to run for the BOD. After discussion, the committee voted unanimously to endorse this suggestion.

John Reynolds pointed out that this is not a question of the competence or professionalism of appointed Directors. It's a matter of principle that nobody should serve back-to-back BOD terms without running for election.

Jody Price suggested that the duration between appointed terms should be one year.

The committee voted unanimously to endorse this suggestion.

Agenda content for the next meeting will include a review of Bylaws from other HOAs related to qualifying to be on the ballot and to be appointed to a vacancy.

The meetings of the Committee for October, November and December are scheduled as follows:

October 30, 2023 at 10:30 – 12:20

November 13, 2023 at 10:30 -12:30

December 4, 2023 at 10:30 – 12:30

The October 30th meeting will continue discussions on Article V and Article VII of the Bylaws.

The meeting adjourned at 12:15 PM.

John Reynolds
Committee Member