

Governing Documents Committee Minutes

Jan 21, 2020

Committee Members Present: Andrea Sedlak (chair), Claudette Dirkers, Ken Hurley, Jerry Ladewig, Charlotte Mizzi

Committee Members Absent: None

Landowners Present: Sabrina Hanan

Call-in Attendees: Andrea Sedlak (chair)

CALL TO ORDER: 6:00 P.M.

Topics discussed—

The GovDocs Committee discussed the Bylaws (the changes identified by the committee in 2019 and identified several additional changes still needed) and the issues that the Board of Directors, in its Jan 13 meeting, asked the Gov Docs Committee to consider or address. The Committee also identified two other issues it would like to have the lawyer address and developed its 2020 task timeline and assigned tasks to Committee members.

1. Edits still needed in the Bylaws:
 - A. Incorporate 2019 Election Procedures per the GLA lawyer's recommendation
 - B. Insert Election Procedures instruction on resolving a tie with a run-off mail vote
 - C. Under VI.B.7—Include both mailing addresses and physical addresses
 - D. Under VI.D. Election and Term of Office—Specify term limits: two consecutive terms followed by one year minimum off the BOD.
 - E. Under VI.E. Vacancies—Specify that the Board mail all members in the affected area (NG or SG), asking for landowners to contact the Board indicating their interest in filling the vacancy and stating why they feel they would be a good choice; landowners have 30 days to respond.
 - F. Under VI.J. Action By Written Consent—Revise wording to clarify that the two-thirds majority means that two-thirds of the Board must vote “yes” on the motion, not simply that two-thirds of the Board vote.
2. Tasks the BOD asked Gov Docs to address:
 - A. Gov Docs will amend Rule 2.01 per Seth's recommendations
 - B. Other topics the BOD listed are relevant to Covenants changes: (consider quiet times/holiday rules for disturbances like fireworks; identify ways the GLA might penalize behavior that violates the Gov Docs; consider how to deal with building by landowners not in good standing, who cannot go through project review)
3. Additional issues identified for the lawyer's input:
 - A. Regarding Article V.G. Designation of Proxy—A committee member was concerned that allowing a single representative to serve as proxy for multiple landowners subverted the intent of proxies. Debate ensued and the committee agreed to ask for legal advice before addressing the matter.

- B. Under I.B. Principal Office—The physical address (123 Arcturus Drive) is that of a founding incorporator. The GLA has no permanent physical address. The physical address of the registered agent on the MT Secretary of State website is that of the GLA Secretary, an annually appointed position. Can we omit any physical address or should we indicate that it's the GLA Secretary's address?
- 4. Develop 2020 Gov Docs Committee's task timeline
 - A. By March 3 Gov Docs meeting, complete all Bylaw edits in #1 and develop a summary listing of edits, with associated rationales
 - B. By March 6, finalize these documents; send to Seth for feedback. Ask for his response by April 3.*
 - C. Submit revised Rule 2.01 with Seth's revisions to the BOD for final approval in its March 9 meeting. Post all Rules to the website under a new "Rules" section.
 - D. By April 10, mail the revised Bylaws revisions and summary listing of the changes for 30-day landowner review.
 - E. Hold Q&A Members meeting in mid-or-late April to discuss the proposed changes.
 - F. In mid-May, hold a Members meeting to vote on the revised/restated Bylaws.
 - G. Summer and Fall—Draft Covenants changes, including items under #2B above.
- 5. Assigned tasks to committee members
See Action Items, below.

Motions made—

None

Action Items:

Ken will edit the Bylaws document.

Andrea will develop the summary listing of Bylaws edits with rationale.

Andrea will edit Rule 2.01 per Seth's recommendations.

Meeting Schedule:

Next Gov Docs Committee Meeting—March 3 at 1:00 P.M. at 17 Hesperus Lane in SG

MEETING ADJOURNED: 7:58 P.M.

* Since the Gov Docs meeting, the GD committee's email exchanges noted that this timeline needs revision: March 6 the documents and the questions for Seth's input should first go to the BOD for review. The BOD should vote on those as well as the revised Rule 2.01 in its March 9 meeting. After that, the BOD should send, at its earliest convenience, whatever documents it approves should receive legal review to Seth Cunningham.