

Governing Documents Committee Minutes

Mar 3, 2020

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

Committee Members Absent: None

Landowners Present: None

Call-in Attendees: Andrea Sedlak (chair)

CALL TO ORDER: 1:07 P.M.

Topics discussed—

The GovDocs Committee discussed (1) the Restated Bylaws draft and identified several additional revisions needed; (2) a question for the attorney on limiting proxies; and (3) the edited version of Rule 2.01 that the Board of Directors, in its Jan 13 meeting, had asked the Gov Docs Committee to revise as the attorney recommended.

1. Finalizing revisions in the Restated Bylaws:
 - A. The committee reviewed the marked-up Bylaws document item by item, verifying that all members agreed with each marked change, and identifying some further edits needed to fix minor typos and errors.
 - B. Considered and decided to insert a clarification in Article V. Section G.2. to explain that a member could revoke his or her proxy by appearing in person and voting before his or her proxy representative votes.
 - C. Discussed and decided to define a quorum for all committee meetings, noting that without a quorum the committee can meet and perform relevant work but cannot vote on matters or make recommendations to the Board.
 - D. Inserted language specifying that the Board must approve the creation of Advisory Committees and appoint members to Advisory Committees.
 - E. Identified potential confusing language in the revised section defining term limits and rephrased it to be clearer.
 - F. The committee examined the accompanying simplified summary table of Bylaw changes, agreeing it is a helpful tool.
2. Limiting the number of proxies a given individual can vote:

Discussion and disagreement on this issue continued from the previous meeting. The committee decided to offer this question to the Board for the attorney's opinion on this issue, leaving it up to the Board to decide how to handle this concern: "Can we restrict the number of proxy assignments that an individual can accept?"
3. Revised Rule 2.01:

The committee scanned the revised Rule 2.01 that incorporates Seth's recommended language and agreed to present it to the Board for approval.

4. Since this meeting was running overtime, the committee noted that the other items on its agenda #4 should to be held over to a future meeting.

Motions made—

To require a quorum of 50 percent of a committee's members in order for any committee to vote on matters or make recommendations to the Board. Votes: 4-yes (Jerry Ladewig, Claudette Dirkers, Ken Hurley, Andrea Sedlak), 1-no (Charlotte Mizzi, dissenting to the blanket application to all committees)

Action Items:

The Committee agreed to bring three items to the March 9 Board Meeting:

1. A motion that the Board send to the attorney the marked-up Restated Bylaws document and the accompanying Summary Table listing of the types of changes, and request his feedback by April 3.
2. A motion that the Board approve the revised Rule 2.01, edited as the Board had requested.
3. The question on limiting the number of proxy assignments a given individual can vote, noting that the Board should decide whether to ask the attorney's opinion on this issue.

Meeting Schedule:

Next Gov Docs Committee Meeting—March 25 at 1:00 P.M. at 60 Taurus Rd, NG

MEETING ADJOURNED: 3:31 P.M.