

Governing Documents Committee Minutes

Apr 09, 2020 Meeting

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

Committee Members Absent: Charlotte Mizzi

Landowners Present: None

Call-in Attendees: Andrea Sedlak (chair), Claudette Dirkers, Ken Hurley, Jerry Ladewig

CALL TO ORDER: 1:05 P.M.

Topics discussed—

Examined draft edits to the Restated Bylaws that incorporate attorney feedback. Considered whether the Bylaws restrict when the Board can vote on matters without a meeting, by email. Developed a draft schedule of the activities that must occur before the Members could meet to vote on the Restated Bylaws and targeted a date for that meeting. We did not get to discuss any specific revisions to the Covenants. Voted to approve the minutes from the last committee meeting.

Restated Bylaws. The draft edits to the Restated Bylaws were acceptable so we voted to approve those changes. Observed that there were no changes to the MCA Nonprofit statutes as a result of the 2019 SB 0325. Also observed that the proposed change in terms of directors elected by the Board brings the Bylaws into conformity with MCA 35-2-419. Considered that Bylaws Article VI. F and J are not contradictory. J permits written votes without restriction without a meeting; F requires that when the Board meets, the meeting must be open unless it concerns confidential matters. Adjusted the wording in these sections to clarify. Reviewed the proxy designation clause and modified to specify that the proxy be filed with authorized election staff.

Draft Schedule for Activities Preparatory to Member Vote on Restated Bylaws. The committee discussed the steps needed and drafted calendar schedule for the required activities:

- April 13. Restated Bylaws and Summary Table listing changes to Board with cover letter to the Members;
- April 16. Board votes to approve;
- April 22. Package mailed for Members' 30-day comment; request comments back by May 25; also include in package the letter asking for ideas about possible sanctions to add to draft revised Covenants;
- June 5. Members' comments compiled into a report to Board with committee's recommendations; Revised version of Restated Bylaws and Summary Table submitted to the Board;
- June 8. Board votes to approve;
- June 15. Voting package mailed out to Members with notice for the Members Meeting; also include absentee ballot for Members who will not attend the meeting in person;
- July 18. Members Meeting to vote on Restated Bylaws.

Covenant revision work. Not covered in this meeting due to time constraints.

Motions made—

1. Claudette moved that the committee approve the changes to the Restated Bylaws that the committee discussed and agreed to today. Ken seconded. Voice vote was unanimous in favor of approval among the four committee members present.

2. Claudette moved to approve the corrected minutes of the Governing Documents Committee meeting of March 25. Ken seconded. Voice vote was unanimous in favor of approval among the four committee members present.

Action Items:

Before April 13, Jerry will draft a letter to GLA members to be enclosed with the draft Bylaws when those are sent for landowners' review, explaining the contents of the package and asking for their comments on the proposed Bylaw revisions by May 25. Other committee members will respond with comments/revisions.

Meeting Schedule:

Next Gov Docs Committee Meeting—May 6, Wednesday, at 1:00 P.M. MDST by phone (uberconference). Call-in numbers 406-272-4075 or 877-660-4969.

MEETING ADJOURNED: 3:41 P.M.