

Governing Documents Committee Minutes

April 3, 2023 Meeting

Via Zoom and Phone

Committee Members Present: Andrea Sedlak (chair), Claudette Dirkers, Douglas Gill

Committee Members Absent: Leslie Everett, Jewel Wieczorek, Morgan Squires

Landowners Present: Miriam Barker

A quorum of the Committee members being present (50% Bylaws VI.I.3), the meeting convened.

CALL TO ORDER: 7:03 P.M. MST

Review and approve minutes of March 20 meeting—

After the committee edited several small items in the draft minutes, **Doug motioned and Claudette seconded the motion to approve the revised minutes of the March 20 Governing Documents Committee meeting. Motion passed with unanimous voice vote.**

Committee members' reports on work done since the last meeting—

Andrea drafted the meeting minutes. Claudette and Andrea had independently made several edits and comments in the Master Plan. Andrea edited the Bylaws and Claudette had commented.

Discussion of proposed edits to the Bylaws—

The Committee recognized that it is critical to have any Bylaws changes in place by the time of the 2023 Board Election so the Bylaws amendments were moved to top priority. Implementing recent elections (prior to 2020) was extremely complex and time-consuming, training and overseeing 14+ volunteers to staff the different functions. The written-ballot-only procedure the custodian pendente used in August 2022 was much simpler. Having the GLA's accounting firm count the votes also reduced the effort considerably. The Committee discussed proposed Bylaw amendments to explicitly allow these procedures in future elections. Additional edits were to (1) bring the Bylaws into compliance with Montana law on legal representatives, which requires that any persons appointed to that role have a fiduciary responsibility for and interest in the property they are to represent, (2) ensure that committees conform to the same standards for *actions at meetings, notice, waiver of notice, quorum and voting requirements* as the Board, (3) use the same procedure for filling a vacancy in the office of Ombudsman as that used for filling a Board Director vacancy, (4) permit resolving tied votes for Board Directors with a coin-toss if acceptable and feasible, and (5) expand the definition of a "voted" ballot to cover ballots cast in written-ballot-only votes.

Next Steps—

Andrea will correct the section numbering in the Bylaws document on the Google drive. Claudette will extract the changed Bylaws sections into a Word document. A number of the proposed edits to the Bylaws could affect the process used in the November 2023 Board election, so the Committee's schedule will accelerate so proposed changes that Landowners approve can apply to that election.

Next Meeting— April 17, 2023.

Adjournment—

Doug motioned and Claudette seconded the motion to adjourn the meeting. Motion passed with unanimous voice vote.

MEETING ADJOURNED 8:37 P.M. MDT

The Governing Documents Committee Approved These Minutes on April 17, 2023.