

By-Laws Revision Committee
Wednesday, July 8, 2020
6:30 PM

Minutes

Members present: Floyd Aper, David Brown, Mel Brown, Mary-Margaret McHugh, Richard O'Brien and Bruce Reynolds

The meeting was called to order at 6:30 PM

Floyd Aper had been asked at the end of the June 24th meeting to work on modifications to Article II, Sections 4.0 to 8.0. After discussion, the following changes were made to those Sections.

Section 4 is to be deleted in its entirety.

Section 5.0: Change "...members receiving notice of the meeting and eligible..." to "...members eligible...". Change "produced and kept..." to "...produced *10 days prior to the day of said meeting* and kept...". The last sentence of that section will be deleted.

Section 6.0 will be renumber to Section **4.0**: After the first sentence, add "*Owners of multiple lots are allowed one vote per lot.*" Change "...be current in order..." to "...be current *10 days prior to meeting date, as verified by the Board of Directors*, in order

Section 7.0 will be renumbered to Section **6.0**. Change "...one vote for any one..." to "...one vote *per ballot* for any one...".

Section 8.0 will be renumbered to Section **7.0**. Change "...are current, may authorize..." to "...are current *10 days prior to the date of the meeting*, may authorize...". Change "...after eleven (11) months from the date of its execution unless otherwise provided in the proxy." to "...after *90 days* from the date of *the meeting it was authorized for*."

Section 9.0 will be renumbered to Section **8.0**. Change "...one-third (1/3) of the ..." to "...one third (*193*) of the..."

Section 9.1 will be renumbered to Section **8.1**. Change title from "No Quorum @ Annual Meeting" to "No Quorum *At* Annual Meeting" Change "...elected by a vote of..." to "...elected by a *ballot* vote of...".

Section 9.2 will be renumbered to Section **8.2**. Change title from "N Quorum @ Special Meeting" to "No Quorum *At* Special Meeting".

Section 10.0 will be renumbered to Section 9.0. Change "...presiding officers,..." to "...presiding officer." and then delete remainder of sentence.

Section 11.0 will be renumbered to Section 10.0. Change "...under the Roberts..." to "under *the framework of* Roberts..."

Article III, Section 3.0 - Change "...at a meeting of..." to "...at a *special* meeting of...". Change "majority of members then..." to "...majority of *lot owners* then...". Change "The members shall..." to "The *lot owners* shall...".

Article IV, Section 3.0 - change "vote of the entire Board of Directors, whenever,..." to "vote of the *remaining* Board of Directors, *exclusive of the officer in question*, whenever, ...

Section 4.0 - Change "...locations as agreed..." to "...locations, *or by electronic media*, as agreed..."

Section 5.1 was changed from "Speical Meeting via Email:" to "**Urgent Motion via Electronic Media:**"

Section 6.0 - Change "...meeting, or email motion, of the Board shall..." to "... meeting, or *urgent motion via electronic media*, shall..."

Section 8.0, b. - Change "Be in Charge of the..." to "*Preside over* the..."

Section 9.0, c. - Delete the phrase "upon ratification by the Board,"

Section 10.0, a. - Change "...for the purpose." to "...for *that* purpose *and insure that the minutes are posted on ihoa.org*."

The meeting was adjourned at 8:30 PM.

The next meeting of the By-Laws Revision Committee will be on Wednesday, July 22, 2020, at 6:30 PM in the Ironwood clubhouse.

Below are the complete changed sections including the proposed changes that were made during the meeting.

Article II - Association Meetings *and Voting*

~~**Section 4.0 – Fixing of Record Date:** For the purpose of determining which members are entitled to notice *of* and to vote at any meeting of members, the record date shall be 15 days prior to the date on which the notices are mailed or delivered. Voting rights~~

only shall also be extended to those owners where the Board of Directors can determine that membership existed at the time of the meeting.

Section 5.0 - *Eligible* Voting Lists: A list of the members receiving notice of the meeting and entitled *eligible* to vote on matters therein, shall be produced *10 days prior to the day of said meeting* and kept open for inspection during the meeting. A list of members not receiving notice but entitled *eligible* to vote because of membership eligibility acquired after the record date shall also be produced and kept open for inspection during the meeting.

Section 6.0 4.0 - *Voting Limitation Rights*: Regardless of the number of owners of a lot, as defined in Article I, Section 3.0, no more than one vote per lot will be permitted. *Owners of multiple lots are allowed one vote per lot.* The dues for a lot must be current *10 days prior to meeting date, as verified by the Board of Directors*, in order for any owner to have a vote.

Section 7.0 6.0 - *Cumulative Voting Not Permitted*: Each member, regardless of the number of lots owned, shall be entitled to one vote on each matter submitted to vote at a meeting of Association members. In election of directors, each member, regardless of the number of lots owned, *lot owner* may cast no more than one vote *per ballot* for any one nominee.

Section 8.0 7.0 - *Proxy*: An *owner* member, whose dues are current *10 days prior to the date of the meeting*, may authorize, in writing, another *member* person to *represent them* vote on his or her behalf at the meeting of the Association members. Unless otherwise limited in the document, the proxy holder shall be deemed to have authority to vote on all matters submitted to a vote at the meeting. A proxy shall not be valid after eleven (11) months *90 days* from the date of its execution unless otherwise provided in the proxy *the meeting it was authorized for*.

Section 9.0 8.0 - *Quorum*: *Members representing* one-third (1/3) *(193)* of the *lots in* members of the *subdivision* Association, *eligible to vote, either* present in person or by proxy, shall constitute a quorum at any meeting of members of the Association.

Section 8.1 - *No Quorum At Annual Meeting*: If a quorum is not present at the annual meeting of the Association, the only business that shall be conducted is the election of Directors to fill expiring terms. Directors shall be elected by a *ballot* vote of members present at the annual meeting, either in person or by proxy. The annual meeting shall then be adjourned, and the Board of Directors will set a future time and place for an Annual Meeting.

Section 8.2 - *No Quorum At Special Meeting*: If a quorum is not present for a Special Meeting of the members of the Association, the meeting shall be adjourned. *Provided the parties initially calling for the meeting so demand*, automatically, and *. the* future

time and place for the meeting will be set by the Board of Directors, if the parties initially calling for the meeting so demand.

Section 10.0 9.0 - Voting Procedure: Voting shall be by *ballot* a show of hands unless *an alternate method* voting by ballot is ordered by the presiding officers, or requested by 25 members in attendance.

Section 10.0 – Rules of Order: *At all meetings, all business shall be conducted under the framework of the Roberts Rules of Order – Revised.*

Article III - Board of Directors

Section 3.0 - Removal of Directors: One or more of the Directors may be removed with or without cause at a *special* meeting of the Association, when a quorum is present, by the affirmative vote of a majority of members *lot owners* then entitled to vote. The members *lot owners* shall then elect Director(s) to replace the one(s) removed.

Article IV - Officers

Section 3.0 - Removal: Any officer may be removed from office by a majority vote of the entire *remaining* Board of Directors, *exclusive of the officer in question*, whenever, in the judgment of the Board, the best interest of the Association will be served. ~~but~~ Such action shall be without prejudice of the person removed.

Section 5.1 - Urgent Motion via Electronic Media: *A motion and vote that requires timely action may be conducted by email if it meets the following criteria:*

- a. The motion is sent to all Board members for their consideration and vote.*
- b. Each Board member must respond to all other Board members when replying.*
- c. All Board members must vote on the motion. If any Board members do not vote, the motion cannot be approved.*

Section 6.0 - Method of Acting: The act of a majority of the Board at any duly noted meeting, *or urgent motion via electronic media*, ~~of the Board~~ shall be binding on the entire Board.

Section 8.0, b. ~~he or she shall be in charge of~~ *Preside over* the business of the corporation.

Section 9.0, c. *Shall become the acting president in case of the incapacity of the president.*

Section 10.0, a. Keep minutes of all meetings of the membership and the Board of Directors and file such minutes in an appropriate book provided for the *that* purpose *and insure that the minutes are posted on iho.org*.

Section 11.0, h. *In general, perform the duties of said office as prescribed by the Board of Directors, from time to time.*