

By-Laws Revision Committee
Wednesday, July 22, 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

Article V, Section 1.0 in the second sentence, the minimum number of Board members on the audit committee was changed from “two” to “*one*” and “be members” was changed to the singular “be *a member*”. It was also decided to move the next to the last sentence of the proposed Section 2.0 of Article VII to the end of this paragraph. *“The Board of Directors, at its discretion, may have the financial books of the Association audited by an independent accounting firm.”*

Article V, Section 3.0 in the last sentence the phrase “majority *vote* of” was change to read “majority *vote of a quorum* of”.

Article VII, Section 2.0 was a newly proposed section and it was decided to include the relevant parts in Article V, Section 1.0. The remaining parts of it were already included in Article IV, Section 11.0. Thus, this proposed section was removed.

Article VIII will be deleted in its entirety. The general consensus was that any matter requiring a vote of the membership should be done through either a general or special meeting as defined in Article II. Thus there is no need for special voting procedures.

Note: If these new by-laws are adopted, all Articles beyond this point will need to be renumbered.

Article IX had several changes suggested. Replace “altered” with “*modified*”. Change “Association *owners*” to “Association *lot owners*”. Remove the period at the end of the first sentence and add an “*or*” before deleting the first part of the second sentence up to “by the” and again changing “Association *owners*” to “Association *lot owners*” in that sentence.

However, the exact wording on this Article could not be agreed on and was tabled to be discussed further at the next committee meeting.

Article XI, Section 2.0 in the first sentence the term “member” was changed to “*lot*” and the due date was change from “January 15th’ to “*December 31st*”. In the second sentence, “members” was changed to “*lot owners*” and the effect date was changed from “January 15th” to “*January 1st*”.

Article XI, Section 3.0 had the word “members” changed to “*lot owners*”.

The section on the **Ironwood Homeowners Association Fence Guidelines Directive** was discussed at length. Most of the discussion was on whether this section belonged in the by-laws, the covenants or should be a separate document considered Board policy or Board guidelines. This discussion was still continuing at 8:30 PM so it will be continued at the next committee meeting.

The meeting was adjourned at 8:30 PM.

The next meeting of the By-Laws Revision Committee will be on Wednesday, August 5, 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 V - Committees

Section 1.0 – *Audit Committee*: At the first meeting of the Board of Directors following the Annual meeting of members of the Association, an audit committee shall be ~~elected~~ *appointed by the president*. This committee shall be composed of three members, at least ~~two~~ *one* of which must be ~~a~~ *members* of the Board of Directors *and the treasurer as an ex-officio member*. This committee shall audit the financial records of the Association and report their findings to the Board of Directors ~~annually~~ *within 60 days of the close of each calendar year. A written report of the committee’s findings should be made available to the membership. The Board of Directors, at its discretion, may have the financial books of the Association audited by an independent accounting firm.*

Section 3.0 – *Committee Membership*: Each committee shall consist of ~~a~~ *one* Board member and as many Association members, *in good standing; appointed by the Board, as deemed necessary for the conduct of business. as required*. The committees shall set their meeting times and places by a majority vote of their members, and ~~an affirmative vote of~~ a majority *vote of a quorum* of committee members shall be required for passage of any resolution.

Article VIII – Special Voting

~~The Board of Directors may call for a vote of the membership at a time other than the annual meeting or a special meeting. Proper procedures with respect to notice will be followed and information will be provided to each voting member as to the issue involved and the manner in which signed ballots are to be returned. Ballots will be maintained for audit.~~

Article IX - Amending By-Laws

These By-Laws may be ~~altered~~ *modified*, amended, repealed, or added-to by a majority vote of a quorum of Association *lot owners members* attending an annual or special meeting ~~or These By-Laws may also be altered, amended, repealed, or added-to~~ by the majority vote of a quorum of Association *lot owners members* returning a mail-in ballot. To be counted, mail-in ballots must be postmarked no more than ~~10~~ *30* days after the postmarked date on which the ballots were ~~distributed~~ *are mailed*.

Article XI - Assessments

Section 2.0 - General Assessment: The general assessment shall be an annual assessment set by the Board of Directors, not to exceed \$50.00 per *member lot*, payable by ~~January 15th~~ *December 31st* each year. The general assessment may be increased or decreased by the majority of a quorum of members of the Association, the increase or decrease to take effect ~~on January 15th of~~ the year following the change.

Section 3.0 - Special Assessments: The Association may levy a special assessment for the purpose of reducing indebtedness or for capital improvements upon approval by a majority of a quorum of Association *members lot owners*.