

Agenda/ Minutes Bylaws Committee

March 27, 2024

1. Open Meeting

4:03 pm

2. Roll Call

Jon Loehndorf - Chair

Alissa Hanshew

Patti Szot - Secretary

Jason Schillewaert

Absent: Ray Holybee

3. Approve agenda for March 27, 2024

Jon Moved to approve agenda

Alissa seconded

Unanimous vote

4. Review and Approve meeting Minutes for March 13, 2024

Patti made the motion to approve with correction of date to March 13,2024

Jason seconded

Unanimous vote

5. Old Business

a. Review Homework: Form for Article VIII Section 6 and 7.

Jon made the motion that all comments made for Section 6 and 7 be removed because they have no bearing on what we are doing since they are just comments.

Patti seconded

Unanimous vote

Section 6 (7)

Any officer, director, or agent or appointed may be removed by the persons authorized to elect or appoint the officer, director, or agent with or without cause. The removal of a director shall be without prejudice to the contract rights, if any, of the director so removed. Election or appointment of a director shall not of itself create contract rights.

~~(a) A recall election for a director may shall be called by two thirds majority of the board, or by a petition of not fewer than 200 ~~100~~ signatures of members from the director's District.~~

~~(a) A recall election for a director may be called:~~

~~(i) If agreed by two-thirds majority of the full board.~~

~~(ii) By petition of not fewer than 100 signatures of members from the director's District.~~

~~(b) A petition for removal of a director must be submitted by a member in good standing to the secretary of the association or Association General Manager at a scheduled board meeting or special board meeting. The petition shall include:~~

- (i) Is signed by members in good standing representing at least one hundred properties in the Director's district;
 - (ii) Contains the printed name, TMK, address of the signing members, and dates of their signatures; and
 - (iii) Is submitted within one hundred twenty days of the earliest signature.
- (c) The Association General Manager has 45 days from the date of the board meeting the petition was received at to mail out ballots to the director's district who is being recalled.
- (i) ~~(b)~~ The mail-in recall ballot ~~may shall~~ contain ~~two a~~ statements of 200 words or fewer, ~~one~~ stating the case for removal of the director. It may also contain a statement of 200 words or fewer, and the other to be submitted by the director being challenged.
 - (ii) All ballots must be received within 30 days of the date of mailing by the third party responsible for counting ballots. This date will be printed on the ballot and is considered the date of the recall election. To be counted, ballots must be received by 4 pm on the date of the recall election. The recall election results shall be reported to the board within 14 days after the election.
- (d)~~(e)~~ The director shall be removed on a two thirds majority of the valid ballots returned.
- (e) If a director is recalled, they may not be elected or appointed to a director seat until 3 years have passed since the successful recall.
- (f) An appointed Director whose removal has been proposed shall be given an opportunity to be heard at an Executive Session meeting of the Board and shall only be removed by two-thirds vote of the full board.

Patti made the motion to approve all changes in Section 6

Jon seconded

Unanimous approval

Section-7 (8). Powers and Authority.

Except for the limitations set by the Articles of Incorporation and by these bylaws as to actions to be authorized or approved by the membership and subject to the duties of the directors as prescribed by the bylaws, all corporate powers and affairs of the Association shall be exercised or controlled by or with authority of the board. The directors shall have such power and duties as may be necessary or proper including, but not limited to the following:

- (a) Prepare short and long-range plans to support the Association Objects and Purposes as per Article IV. **NO CHANGE**
- (b) Conduct, manage, and control affairs and business of the Association, and make policies and procedures not inconsistent with law, the Articles of Incorporation, or the bylaws. **NO CHANGE**
- (c) Maintain, repair, replace, restore, improve, and protect the common property, including, but not limited to, subdivision roadways, real property, buildings, equipment, and any additional improvements and alterations thereto. The board shall act as a committee of the whole with respect to maintenance of said subdivision roadways, be responsible for road maintenance activities, and ensure that road maintenance funds are used for road maintenance activities exclusively.
- (d) Supervise the immediate management and operation of the Association. **NO CHANGE**
- (e) Maintain Policies and Procedures for the Association including an employee handbook and a detailed written job description for the general manager all employees.
- (f) Employ, supervise, and dismiss ~~such~~ personnel or independent contractors as may be necessary for the maintenance, improvement, and operation of the Association and its committees, and prescribe ~~such~~ duties for them as are consistent with law, the Articles of Incorporation, and these bylaws.

- (g) Review and approve performance appraisals of the general manager and contractors hired to provide ongoing administrative or road services on a long-term basis (six months or longer).
1. General manager - no less than annually.
 2. Contractors/Independent Contractors - no less than at mid-contract and before renewing any contract. **NO CHANGE**
- (h) Delegate authority to or limit the authority of the president or other officers except where such actions would conflict with provisions of these bylaws. **NO CHANGE**
- (i) Keep accurate records (audio and written) of board meetings, maintain records and make reports as required by law and ensure that organizational documents are protected.
- (j) Ensure that adequate insurance protection is provided-obtained, including but not limited to liability, hazard, fidelity, and Directors and Officers liability insurance. Insurance, except for Fidelity Bond, may be waived for good cause by a two-thirds vote of the board.
- (k) Ensure that finances are protected and managed in the best interests of the Association. To accomplish this purpose, the board shall establish reasonable formulas, policies, and procedures by which administrative costs are to be divided between restricted funds and the non-road fund. Such policies may include but are not limited to issuing checks drawn on separate bank accounts or the creation of one or more administrative operating accounts. Funds may be transferred into such operating accounts as budgeted by the board. Nothing in this section shall be interpreted in such a way as to relieve the board of the responsibility to account for all road funds separately in accordance with generally accepted accounting practices-principles nor to empower the board to expend road maintenance funds for any purpose other than road maintenance activities except as specifically provided for by these bylaws. No asset shall be given away.
- (l) Designate or appoint Board committees, which shall report and make recommendations to the board.
- (m) Review and approve an annual budget and Capital Improvement Plan and ensure an annual report reflecting the Association's financial status (unaudited) and the Capital Improvement Plan is mailed-sent by mail or email, based upon member's preference, to the membership and posted on the Association website within 60 days after fiscal year end. (See Appendices E and F.)
- (n) Approve the annual mandatory road maintenance assessment. Any increase in excess of 10% over the prior year's assessment must be approved by a majority of the membership at the October membership meeting. (See Appendix E.)
- (o) Collect all road maintenance assessments and fees levied by the Association, including the road maintenance assessments. The Association shall be charged with the duty of retaining custody and control of all funds, maintaining full and accurate account records of said funds, and preparing regular financial reports thereof which shall be made available to members at membership meetings and upon request and posted on the HPPOA website. All funds generated by the collection of road maintenance assessments must be deposited into a separate bank account, and shall not be commingled-combined with any other Association funds. Said road maintenance funds shall be expended solely and exclusively for expenses arising from the actual operation and administration of road maintenance activities, capital improvements, and compensation to the Association for the use of its non road assets and resources in support of road maintenance as per Article XI, Sec 3.

Jon made the motion to accept all changes made to Section 7

Patti seconded

Unanimous vote

6. Next Meeting – April 10, 2024

7. Adjourn Meeting

Alissa made the motion to adjourn

Patti seconded

Unanimous vote

5:53 pm