

Bylaws Committee meeting minutes

August 27, 2025

1. Open Meeting

4:02pm

2. Roll Call

Patti Szot – Chair

Teresa Bayne - secretary

Ray Holybee

Jeanette Baysa-absent

Al Yax

Michael Burke- absent

Guests: Jon Loendorf , Jason

The appointment of a Board person to a members committee still not resolved.

The chair felt it was an illegitimate meeting since a board person was appointed. Ray wanted to know the status.

Discussion concerning email from Jon (President) wanting to make a deal with Ray and the Chair (attached). Letter was not signed by Jon. Jon stated it was him. Jon felt all of this was getting out of hand and interrupting the Chairs work. Chair Szot said it wasn't. Jon indicated ot was to take away distraction, Teresa will resign so Ballot can go to Oct 15th Board meeting and then present at Membership. Chair Szot indicated his email was NOT CLEAR. No timeline to respond. Ray responded "NO".

Teresa repeated again the Board has the right to control meetings. Chair Szot indicated that was a dictatorship. Teresa indicated 414D and 421J. Chair Szot indicated this committee was not a new or eliminated. Teresa reads 414D:

414D-131: Requirement for and duties of the Board. (a) Each corporation shall have a board of directors. (b) Except as provided this chapter or subsection (c), all corporate powers shall be exercised by or under the authority of its board including management of the coporations's affairs. (c) The articles may authorize a person or persons to exercise some or all of the powers which would otherwise be exercised by the board. To the extent soautjhorized, any such person or persons shall have the duties and responsibilities of the directors, and the directors shall be relieved to that extent from such duties and responsibilities.

Szot Chair indicates it is a nebulous statement. Teresa says it's the law. Ray points out 414D-187 which says:

Bylaws. The initial bylaws of a corporation shall be adopted by its board of directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors UNLESS OTHERWISE PROVIDED IN THE ARTICLES OF INCORPORATION OR THE BYLAWS. The bylaws may contain

any provisions for the regulation and management of the affairs of a corporation not inconsistent with the law or the articles of incorporation.

Teresa told the chair to SUCK IT UP AND DO THE JOB. Ray again points to 414D. Again 414D-187 indicates bylaws are controlling the committee, how it was established. Teresa indicates the lawyer has a different opinion. Chair Szot indicated she wanted it in writing from the lawyer. Teresa indicates it was done before. Chair Szot refutes this statement. The previous committee was disbanded and new committee was formed. A reason was also given. Chair Szot asks President Jon if he did not trust the chair. The board person was appointed BEFORE Patti Szot was made chair. The reason for the previous committee being disbanded was because they were not amending the bylaws to include 421J or revised 414D. Chair Szot wants a reason. Ray indicates the board by its action changed the bylaws, walked around 414D-187.

Teresa indicates the law doesn't require changes to bylaws, so it doesn't need to be done

The action this time had no reason, and actually the action in 2023 never fixed the bylaws. The lawyers did.

Jon indicates the Board made the decision. His honest opinion was he was not sure. Chair Szot claims it has never been done. Jon claims it has but did not give a specific time, said just around 2017, 2018. Chair Szot indicated she went over minutes and never saw a board appointed person on bylaws committee. President Jon indicated it was passed in board meetings. Again, asked what was the reason. President Jon talked but didn't give a reason.

Chair Szot asked the president again for a reason. Al indicated did I mean justification, Chair Szot agreed. President Jon indicated I was holding the meeting hostage for an answer. Chair Szot indicated that was not true because the President initiated the whole problem with the appointment of a board person to a membership committee. Ray asked what was the trigger. Were the 5 members incompetent? President Jon indicated he didn't say that but he didn't indicate why. President Jon then indicated it had to do with history, not recent history. How good intentions got twisted and became a noose to the association, not just board. Move forward. President Jon indicated members of the board have no idea how bad it got and he didn't want it to get that way again. President Jon thought the idea of having a board appointed person to the committee didn't sound outlandish. Though 5 members against 1 board person shouldn't be able to sway anything. He went along with it and won't retreat from it. Didn't want history to bite him. Chair Szot indicated you had NOTHING to support this idea. President Jon even called it a Draconian measure, board went along. Chair Szot interpreted this idea that the board felt the bylaws committee was incompetent to do the job. Ray indicated there were other ways to deal with the issue. He indicated the President could of come to the committee and told them about his intention. Had a discussion. Ray sees it as the board appointed a person with no trigger. That is what makes it illegal. Jason indicated why should they. Chair Szot indicated as a common courtesy. Ray indicated he would have been fine if the person had signed up as community member. Jason indicated a board person has not been a community member. President Jon indicated that was not true because he was one in the past.

Jason then indicates it took 3 years to get one thing done and he pushed the board to do with an email; to change Article XI, section 3. Chair Szot pointed out that Jennifer Meyers and herself made a motion at the June 2023 General Membership meeting to fix Article XI, section 3. Chair Szot's personal opinion is that Jason's email did nothing because this issue did not come onto the Bylaws committee meeting until the motion was made. It was also pointed out to Jason that he was a member of the committee during this time and he did nothing about it. Chair Szot even pointed out that he didn't attend many of the bylaws meeting when he was on it. This was his opportunity to do it. He should of brought it up at the meetings. Ray asked Jason how long were the 2 of them on the bylaws committee together. Difference of opinion. Ray had asked several times what was the charge of the meetings. Ray even went so far as to suggest a scope and authority be given to committees. Ray was wondering what was going on. Ray indicated that Jason never told him what he was after because if had done that as Chair he would of done that. But he wasn't told anything.

Ray leaves the meeting

No quorum.