

*Summer
Wind*



Thank You !

Gary Bennett and Mike Carlson
for all of your help with this
project

Goals of This Presentation

- Recommend revisions to existing by-laws complete with explanations as to why.
- Words that are in red would be replaced by the blue words.
- These changes are recommendations and are not final. It was the goal of the bylaw committee to make changes that protect the members. If you have any ideas or recommendations, please contact either Andrew Bath, Mike Carlson or Gary Bennett.

Article II - Members, Voting and Meetings

2.2 – Quorum and Proxies for Member’s Meetings

Currently:

The presence at the meeting of members entitled to cast, or of proxies entitled to cast, **5%** of the votes shall constitute a quorum for any action except as otherwise provided in the Declaration or these By-Laws

Recommendation:

The presence at the meeting of members entitled to cast, or of proxies entitled to cast, **10%** of the votes shall constitute a quorum for any action except as otherwise provided in the Declaration or these By-Laws

Reason for Change:

There are currently 105 voting lots in the HOA and only 6 members are required to establish quorum. This means that any motion could pass with a 4 – 2 vote, with the exception of bylaw and restriction changes. By increasing the quorum to 10%, members will have additional protection when it comes to voting.

2.4 – Time, Place, Notice and Calling of Members’ Meetings

Currently:

Such Notice shall be mailed or personally delivered not less than five (5) days nor more than thirty (30) days prior to the date of the meeting.

Recommended:

Such Notice shall be mailed, **emailed** or personally delivered not less than five (5) days nor more than thirty (30) days prior to the date of the meeting.

Reason for Change:

Just looking to modernize the bylaws. Most organizations recognize email as written notification. The members that have not signed up for email notification will continue to receive written notice.

2.5 – Annual and Special Meetings

Currently:

The Association shall hold an Annual Meeting during the month of _____, each year.

Recommendation:

The Association shall hold an Annual Meeting during the month of **March** each year.

Reason for Change:

Without specifically stating a time for us to hold our annual meeting, the board can have it whenever. The annual meeting is the most important meeting of the year and it is important that the association stays consistent, regardless of who is on the board.

2.5 – Annual and Special Meetings

Currently:

Special Meetings of the Members shall be held whenever called by the President or by the Board of Directors and must be called by such Officers and Directors upon written request of the Members who are entitled to vote **5%** of all the votes.

Recommendation:

Special Meetings of the Members shall be held whenever called by the President or by the Board of Directors and must be called by such Officers and Directors upon written request of the Members who are entitled to vote **10%** of all the votes **no sooner than five (5) nor more than thirty (30) days.**

Reason for Changes:

If 10% of the members want a meeting to be held, the current leadership should be required to call this meeting within a specific time frame. This will prevent leadership from delaying an important meeting or vote.

2.6 – Meeting Format (New Amendment)

Recommendation:

All Member Meetings are to conduct meetings using the format outlined in *Robert's Rules of Order, Newly Revised, 11th Edition*.

Reason for Change:

Robert's Rules of Order is the most widely used method to conducting a business meeting. This will keep meetings efficient, short and on point. The 11th edition is one of the most recent editions.

Article III – Board of Directors

3.2 – Number and Qualifications of Directors

Currently:

The Board of Directors shall consist of three (3) persons, and each position on the Board shall be subject to election at each Annual Meeting of the Association.

Directors shall be Members of the Association. Once elected, a Director shall hold office until his or her successor is duly elected, or until such Director shall resign or be removed in the manner hereinafter provided.

Recommended:

The Board of Directors shall consist of four (4) persons, all four (4) positions are for the term of two (2) years. Two (2) positions on the Board will be subject to election at the Annual Meeting of the Association. Only one Member per household may serve on the Board of Directors at a time. Positions on the Board are to be filled only by Association Members residing in the Summer Wind Subdivision.

3.2 – Number and Qualifications of Directors

Reason for Changes:

- The president does not vote on issues at board meetings, unless there is a tie. By going to 4 board members, the president will not have to vote on issues where a tie breaker is needed since there would be an odd number of votes. Also, the treasurer and secretary have an equal importance to the board and they should both be considered board members.
- Increase term limits to two years so that board members get a chance to become familiar to their role. Board members will always have the option to resign at any point.
- Stagger board member elections so that only half the board positions are up for election at annual meetings.
- By only having one board member per household, this should eliminate any concerns about collusion or bias votes/decisions. Architectural Review would still remain an officer.
- In order for members to have a board that is familiar with the neighborhood, board members should reside in this neighborhood.

3.7 – General and Special Meetings and Notice

Currently:

General and Special Meetings of the Board of Directors may be called by the President or by any one (1) Director upon not less than twenty-four (24) hours prior written notice, if personally delivered, or upon not less than 3 business days prior written notice, if given by mail, to each Director.

Recommended:

General and Special Meetings of the Board of Directors may be called by the President or by any one (1) Director upon not less than twenty-four (24) hours prior written **or email** notice, if personally delivered, or upon not less than 3 business days prior written notice, if given by mail, to each Director.

Reason for Change:

Modernizing the bylaws.

Article IV - Officers

4.1 – Designation, Election and Removal

Currently:

Any two or more Offices may be held by the same person, unless otherwise prohibited by law.

Recommendation:

No more than two Offices may be held by the same person, unless otherwise prohibited by law.

Reason for Change:

The way this reads in the bylaws it allows for one person to act as all of the officer positions. With this change, the board can't have more than two open positions on it, assuming that we increase the board's size to 4. This will prevent members from giving too much control to any one individual board member.

4.6 – Delegation of Officer’s Authority

Currently:

This is article 4.6 is titled “Delegation of Officer’s Authority”

Recommended:

Re-designate this at article 4.7

Reason for Change:

This will allow us to insert the newly created article, located on the next slide, in the proper order.

4.6 – Architectural Review (New Amendment)

- The Architectural Review Officer shall understand the covenants and restrictions of the Association. Update covenants and restrictions, whenever necessary, for review by Association Members at annual, regular and special meetings. Protect Association Member's home investment by enforcing the covenants.

Reason for Change:

Architectural Review is an officer position that the board has created. This position's role description should be moved into the officer section of the bylaws.

Article V – Operation of the Association

5.3 – Common Expenses (New Line)

- Non-budgeted expenses greater than 10% of the annual budget within a rolling twelve (12) month period from the same vendor or provider must be approved by the Members at a Regular or Special Meeting.

Reason for Change:

This new line is to protect all members from misuse of funding. Most expenses are budgeted for such as insurance, lawn care, snow removal, etc... This is to prevent the purchase of any product or service from one vendor without permission from the members first, if it is over a certain dollar amount. Our current budget is \$5000; therefore, the threshold would be \$500. Since the time frame is “rolling” this will prevent multiple payments to the same vendor that are under the threshold from being created.

Example 1: We have a lot of snow one year which exceeds it’s budgeted amount by \$300. This would fall under the 10% threshold; therefore, the board could pay the non-budgeted amount without calling a special meeting or having a vote.

Example 2: The water pump house failed and needed to be repaired and the total for this repair is \$1000. This would exceed the 10% threshold and would require a special meeting to be voted on.

5.7 – Architectural Control Committee (Eliminate)

- Eliminate 5.7 – Architectural Control Committee upon successful implementation of article 4.6

Reason for Change:

Architectural Control Committee will fall under the Architectural Review Officer; therefore, this description would be moved.

Article VI - General

6.1 – Fiscal Year

Currently:

The fiscal year of the association, **for tax purposes**, shall begin on the first day of **January** and end on the last day of **December** in each year, unless a different fiscal year is elected on the first annual tax return filed by the association.

Recommended:

The fiscal year of the association shall begin on the first day of **July** and end on the last day of **June** in each year, unless a different fiscal year is elected on the first annual tax return filed by the association.

Reason for Change:

Just like the recommendation to have the month of the annual meeting written in the bylaws, the fiscal calendar should be treated the same way. Changes like this create a deadline for current and future leadership to adhere to.

Thank You for Your Time

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