

Special Board Meeting – March 26th, 2021

Call to order: 7:00p

Roll Call:

Director Cassatt

Not in attendance: Vice President Stalzer

Director Stickrod

Treasurer Waldorf

Director Henry

President Reed

Special Meeting

Update from President Reed:

Board Member Resignation:

Board Member Tim Coan resigned as of Tuesday March 23rd via email, as far as election tomorrow (March 27, 2021 Annual Meeting) goes there will be 3 openings on the board and only 2 running the 3rd seat will be filled by the person who receives the most write in votes.

Member Question: Which board position is available for the write-in candidate?

- Answer: Board Members are elected and then the board nominates and votes for positions in an executive session after the Annual Meeting. That will happen again this year, just like the previous years.

2021 Annual Meeting Logistics:

The primary reason to call this meeting was the discussion around the various member driven proposals for the Annual Meeting. One being that of the sale of 306 Brandy Drive, which I have no intention to talk specifically about that tonight. The Board has had discussions on how to handle this with the attorney over the past week and a half, with most of that concluding Wednesday, March 24th. We have been advised by our attorney that when there is a major change like the sale of an amenity, it would need to be on the President's Letter that is sent out to all members prior to the meeting. The recommendation of our Legal Counsel is that since nothing is on the agenda for the Annual Meeting tomorrow other than updates, we do have anything to be voted on. If a member driven item were to come up, we will need to have another membership meeting with proper notification and agenda via mail. This is so all members can be aware of the potential implications of that member meeting. Anything else would be out of order. That meeting can be called in several ways according to our Bylaws. When we have that member meeting, we must make sure that the agenda for that meeting is clear on what the proposal is.

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Second part, with COVID going on we are limited to a 50 person capacity at the Lodge. With some of these topics we can get more than 50 members wanting to be in attendance. As an Association we cannot just cut off members and not allow an alternative; which is why we offer Zoom for meetings. In the past we have only voted in person or with neighbor proxy, this year we attempted to have member voting in person for various resolutions as well as online voting via Zoom. Because of some of the concerns that are had around the Zoom voting, and the potential implications around it, President Reed and Treasurer Waldorf do not recommend voting via Zoom. And at this point, we do not have any other voting alternatives other than in person.

Though the language has not been proposed, we would like to add a remote voting option to our bylaws. We do not know what that will look like yet, but hopefully something like a mail in ballot. The attorney advised us he did not see a legal problem with voting via Zoom. The Governor's office did not have any guidance on voting via Zoom. Our Attorney mentioned that we would be the first organization he was aware of to do this. That being said, we would rather wait and have someone else figure out how it all works.

Treasurer Waldorf added that it is common now to vote remotely (via Zoom or teleconference) by board members in a small group. But there isn't a precedence we're aware of with voting in large membership groups.

Motion to adjourn by: Director Stickrod Seconded By: Treasurer Waldorf