

Bylaws Committee minutes

1-30-22

Present: Mike Cross, , Ron Schiaffo, , Christine Saenz, ~~Anastasia Books~~, Jane, Alexander

1. Mission statement:
  - a. Primary goal is to update the By-law and covenants so all lot owners/association membership will better understand and hopefully agree with updates.
  - b. Additionally it was discussed that communication need to improve, be transparent, be transparent, and use current technology for timely and accurate update
2. Committee membership:
  - Christine Saenz and Dan Collins are now members of the committee.
  - ~~Anasatasia~~Anastasia Books has resigned from the committee due to new work assignments on the weekend.
  - Pat Matheny, Carlene Lewis, Patrick Crites, Diana Williams, and Tim Weiss are also committee members.
3. Code of conduct
  - Christine Saenz agreed and signed Code of Conduct.
4. Document review:

**ARTICLE III – BOARD OF TRUSTEES**

**SECTION 1: GOVERNMENT:**

e. In order to be a candidate and serve on the Board of Trustees, a Member must meet the following qualifications: (1) be an Owner of a Lot according to the records of the counties of Montgomery and/or Warren, Missouri, (2) not be engaged in a pending judicial or administrative proceeding adverse to the Association’s interests, (3) be at least 21 years of age, (4) be a Member in Good Standing, and (5) ~~have no violation of the Governing Documents that remains unresolved after notice and opportunity to be heard.~~

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f. If any Trustee ceases to be a Member of the Board or the Association during his/her term whether by resignation, incapacity to act, ~~or removal by the Board or otherwise~~, his/her position shall be filled by the alternate designated at the previous Annual Meeting. Should the alternate be unable or unwilling to serve, a successor shall be chosen by a majority vote of the Trustees remaining in office at any meeting or a meeting duly called for that purpose. The successor shall complete the term of the Trustee he/she is replacing. In the event that the term to be filled is less than six (6) months, the Board may vote to leave the position unfilled until the next Annual Meeting.

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**SECTION 2: ELECTION OF OFFICERS:** At the Annual Meeting, Trustees will be elected to fill any expired terms on the Board.

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a. Trustees shall be nominated by Members in Good Standing. Nominees must be Members in Good Standing that meet the qualifications of the previous Section (specifically Section 1(e))

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Nominations will be position specific, IE, President, Vice President, Recording Secretary, Administrative Secretary, Treasurer, and Assistant Treasurer, etc. Nominations can be submitted to the office as well as taken from the floor at the time of the annual meeting.

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and must be physically present at the Annual Meeting to accept the nomination. ~~If and only if there are no nominations in advance of the meeting, then a Member may nominate another Member from the floor. All nominees must be present at the annual meeting.~~

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If there are no nominations from the floor and after the meeting a vacancy still exists, then the Board may appoint a Member in Good Standing to fill the vacancy.

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b. Votes will be counted in front of the membership and announced at the annual meeting

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cb. Nominees receiving the plurality of votes shall be declared elected. Nominees who do not receive the plurality of votes shall be designated as alternates, to fill terms as described in Article III, Section 1(f).

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c. A meeting of the Board of Trustees shall be held within 30 days following the election of Trustees, at which time the Board shall elect the Trustees to serve in each of the officer positions of the Board of Trustees, including but not limited to President, Vice President, Recording Secretary, Administrative Secretary, Treasurer, and Assistant Treasurer.

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d. No Trustee shall hold more than one office, but an Officer may serve as a committee chairperson, co-chairperson, or committee member. Committees shall include, but are not limited to, Architectural, Roads and Grounds Maintenance, Recreation, and Security.

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e. The Board President shall have the power to appoint committee chairpersons and committee members to specific committees.

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f. All Trustee must abide by the Board of Trustees code of conduct

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**SECTION 3: REMOVAL OF TRUSTEES OR OFFICERS:** Any Trustee or Officer may be removed as follows:

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(a) **By the Members or the Board.** At any annual or special meeting of the Association duly called, at which a quorum is present, any Trustee may be removed by two-thirds (2/3) of the quorum of all Members in Good Standing, by casting votes at such meeting. A request to remove a Trustee may be made to the Board by petition signed by 25% 50% of all Members of the quorum in Good Standing. In the event the Board declines or fails to call a special meeting or include the matter on the agenda of the annual meeting, within 30 days after receipt of a valid petition, the petitioners may schedule and hold such meeting as a Common Expense. No more than one vote shall be held to recall any specific Trustee within any period of twelve (12) months. In the event any Trustee is removed by such vote, the Quorum Board may appoint a Member in Good Standing to fill the vacancy pursuant to Article III, Section 1(f) above.

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(b) **By the Board.** Any Trustee who ceases to meet the board qualifications outlined above or who has more than four (4) unexcused absences from membership and/or board meetings in any fiscal year may be removed from the Board by vote of the remaining Trustees. The Board may also remove a Trustee or Officer with cause by a majority vote of the remaining Trustees after thirty (30) days written notice has been provided to said Trustee or Officer, stating the reasons for proposed removal. This statement shall be accompanied by a notice of the date, time, place, and that the purpose of the Board is to act on the removal. The Officer or Trustee shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice before the Board renders a final decision. A vacancy created under this subsection shall be filled by a successor appointed by a majority vote of the remaining Board members according to By Laws, Article III, Section 1(f) above.

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**SECTION 4: ELECTRONIC TRANSACTIONS:** "Email" means an electronic communication or transaction made in accordance with the Missouri Uniform Electronic Transactions Act, Section 432.200, et seq., Mo. Rev. Stat., as may be amended. Any email address provided shall not be subject to inspection by the members unless the Member consents.

- (a) **Owner Transactions.** Business may be conducted via Email to:
- (i) Send any notices as may be required under the Restrictions, these By-Laws, the Articles of Incorporation, Rules and Regulations, and any amendments or resolutions thereof (hereinafter the "Governing Documents") ~~except for notice of the annual meeting, (we took this out because it contradicts with Article II section 5),~~
  - (ii) Newsletter or other information impacting the community as approved by the Trustees.

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- (iii) Seek input on matters that impact the community as approved by the Trustees.
- (iv) Nominate candidates, and
- (v) Receive, send or cast a ballot ~~or notarized proxy.~~

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~~(b)~~ **Board Transactions.** Except in an emergency that requires immediate action, Trustees may discuss and/or decide any matter by means of telephone conference, Zoom, or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Information may be disseminated among the Trustees by Email, but decisions must be made at a meeting, unless it is an emergency. If the Board determines, in its sole discretion, that an issue, matter or event cannot wait until the next monthly meeting, (i) the Board may discuss the matter and vote to take action via telephone conference, video chat or some other form of communications equipment, and (ii) the decision on the issue, matter or event shall be ratified via those meeting minutes or will be ratified at the next meeting and included in said meeting's minutes to be filed in the Association's records.

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~~(b)~~

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- 5. Next meeting: February 13. ~~10pm~~ at Mike Cross's home.