

Legal and Bylaws Committee: December 10, 2020 Minutes

Meeting Attendees

Members Present: Joanne Machalaba, Barry Mendelsohn, Stu Joseph, Patricia Degnan, Rob Torcivia, Bill Nyquist, Michael Freedman, Stephanie Hantman, Kristen Neu
Proposed New Member: Mark Kempner

This meeting was called to order on Thursday, December 10, 2020 at 8:08 p.m. on Zoom

Old Business

1. Committee reviewed wording on July 2020's motion for the revisions of the election procedures
 - a. This was brought back to L&B as there was a possible misunderstanding of what part of the motion was required by NJ legislation changes, and what part of the motion was initiated by L&B and not required by NJ
 - b. Committee reviewed minutes from July 2020 Board Meeting; minutes reflect that the attorney clarified what was required before the vote of the motion was taken
 - c. Committee sought feedback from members of past election committees, which were in agreement that the changes in this motion were improvements and beneficial to WML
 - d. Committee agreed that the motion as exists is in spirit of the NJ legislation changes and will not be proposing a revision
2. Noted that the Motion to amend Admin Guidelines Section F was passed at November 2020 board meeting
3. Following the Admin Guidelines
 - a. Committee reviewed response from counsel regarding committee's proposed wording for an "intro" to the Admin Guidelines. Committee made minor changes and drafted a motion to present at the December 2020 Board Meeting
 - b. Committee voted in favor of presenting motion (9-0 in favor, 1 ineligible to vote)

New Business

4. Committee Member eligibility to vote
 - a. Committee reviewed this guideline-Must have attended 3 meetings within 12 months, not specifically the calendar year; therefore, the member can vote on the 4th meeting in the 12 month period (Section B, 2 of Admin Guidelines)
 - b. Clarified that Chairperson is an immediate voting member, but OIC(Exec Board) is not
 - c. Sometimes this is difficult to track, especially in larger committees; Committee recommends tips such as maintaining a simple spreadsheet and/or seeking help of a committee secretary
5. Reviewing July 2020's meeting minutes
 - a. Minutes included a reference to past minutes that were not accurate
 - b. Committee chose not to revise minutes
6. Confidentiality Agreement
 - a. Committee discussed a Confidentiality Agreement for Board Members; we currently do not sign one at the beginning of each board term; also discussed a similar agreement for employees
 - b. Committee agreed that this would be useful
 - c. An agreement will be drafted by attorney and come back to L&B for review

The meeting was officially adjourned at 9:58 PM.

Minutes written by Kristen Neu(Chair); Minutes approved by Mark Kempner (OIC)

The next meetings are: January 14, 2021 at 8pm on Zoom; February 11, 2021 at 8pm on Zoom

Legal and Bylaws: November 12, 2020 Minutes

Attendees: Kristen Neu, Stephanie Hantman, Joanne Machalaba, Barry Mendelsohn, Mark Kempner, Stu Joseph, Patricia Degnan, Rob Torcivia, Bill Nyquist, Michael Freedman

This meeting was called to order on Thursday, November 12, 2020 at 8:04 p.m. on Zoom

1. Committee reviewed October 2020 L&B Minutes
2. Review of Admin Guideline F
 - a. Considering L&B's October meeting recommended edits, as well as the office's input, the L&B Committee reviewed and made final recommendations
 - b. L&B will submit a motion for the November 2020 Board Meeting
3. 2020-2021 Agenda
 - a. Committee put together an agenda of topics we wish to address in the upcoming year

The meeting was officially adjourned at 10:29pm.

Minutes written by Kristen Neu (Chair)

Minutes approved by Mark Kempner (OIC)

The next meetings are:

December 10, 2020 at 8pm on Zoom

January 14, 2021 at 8pm on Zoom

Legal & Bylaws: October 8, 2020 Minutes

Attendees: Stephanie Hantman, Joanne Machalaba, Barry Mendelsohn, Stu Joseph, Patricia Degnan, Rob Torcivia, Bill Nyquist, Michael Freedman, Kristen Neu

This meeting was called to order on Thursday, October 8, 2020 at 8:00p.m. via Zoom

1. Review of Admin Guideline F
 - Reviewed section F of the Administrative Guidelines; committee discussed and made recommendations; Joanne to bring recommended revisions to the office for input on procedures
2. Following the Admin Guidelines
 - Committee reviewed Counsel's position on the board following the Admin Guidelines
 - Committee discussed and came up with the idea of beginning the Admin Guidelines with a "preamble"
 - Will share proposed text with Counsel for feedback
3. Ballot wording regarding funding & dues (President's Request- From October 7 Board Meeting)
 - Sometimes ballot questions have a phrase like this (or similar to it): "Voting for this project will not increase your dues".
 - Committee discussed editing the phrase to offer to the board as a replacement
 - Some suggestions included "this will not directly increase the upcoming dues" and "While there are funds available for this project, and approval will not increase your dues in the upcoming year; the expended funds will not be available for other projects."
 - Committee will continue to discuss this at a future meeting
4. Former Nominating Committee member's ability to campaign (President's Request- From October 7 Board Meeting)
 - Committee reviewed this topic
 - The Nominating Committee is dissolved before the annual election; each Nominating Committee member is a member in good standing and has the right to vote and to support any candidate; however, their support or non-support of a candidate should not include information discussed in Nominating Committee meetings, nor imply that any opinions are on behalf of the whole Nominating Committee
 - At this time, the L&B committee does not make any recommendations to changing the guidelines; however, L&B will continue to instruct the Nominating Committee regarding the necessity of confidentiality
 - If the Board seeks any different direction on this matter, the board can to submit a request to L&B with consensus of the board

The meeting was officially adjourned at 10:48pm.

Minutes written by Rob Torcivia(Chair) & Kristen Neu (OIC)

Minutes approved by Kristen Neu (OIC)

Legal and By-Laws Minutes July 9th, 2020

Meeting started at 8pm (Zoom meeting)

Bill Nyquist, Barry Mendelsohn, Stu Joseph, Michael Freedman, Rob Torcivia in attendance.

Committee wishes to offer our condolences to one of our longest standing and most valued members Pat Degnan and her family on the passing of her husband.

We reviewed our attorney's e-mail regarding new regulations surrounding voting procedures required in the state.

Determined that no procedural guideline was required for several of the points, however board members should be informed that motions with no cost should read "zero" in the cost line to adhere to the new regulation.

Further determined that we need to confirm with the office that the "Not in Good Standing" letter that goes out to members delinquent in dues payments specifically mentions the loss of voting rights. We also need to confirm with the office that future ballots must include a "Write In" line for each position up for election.

Finally determined that the new requirement for public counting of votes would require us to rewrite much of the Election Committee procedure section and replace the "Procedure for Challenges" section which is now obsolete. We rewrote the procedure & will present it to the board for their approval.

We noted that our May minutes accurately reflected the discussion regarding presidential authority between meetings as compared to the requirement to have a board vote. We determined that our discussion was at least partially hypothetical and did not accurately capture the full backstory and details of the actual events that lead to the decision, and we recognize that our minutes may unfairly and unintentionally cast the president in a bad light.

Meeting adjourned 10:47pm

Submitted by: Rob Torcivia-Chair

Approved by: Mike Ilardi-President

Legal & Bylaws Committee: June 11, 2020 Minutes

Attendees: Kristen Neu, Stu Joseph, Barry Mendelsohn, Pat Degnan, Bill Nyquist

This meeting was called to order on Thursday, June 11, 2020 at 8:00 p.m.

Old Business

Admin Guideline F- Expenditures Section 4

- Committee was updated that this motion was on the May 2020 board meeting agenda; however, as the Board meeting was running long and as this was not a critical topic, we offered to move this motion to the June 2020 board agenda

New Business

Rob's Birthday

- Committee voted in favor of wishing our chair Rob a "Happy Birthday" (3 in favor, 1 against, 1 abstain)

Nominating Committee- Constitution Section 35

- Committee discussed the usage of the word "spouse" in this section of the constitution
- Committee discussed adding the phrase "or household member" in the two places that "spouse" is mentioned. Committee also discussed expanding to include "family members"
- Committee voted in favor of presenting a motion to the board in favor of adding "or household member" after the word "spouse" (2 in favor, 1 opposed, 2 abstained)

Extending Dues Deadline

- Previously this committee motioned at the April board meeting to extend the due date of the dues to July 1, 2020 (Note that the topic of being a "member in good standing" was not up for debate. That date remains, per the constitution, at May 1.)
 - In light of the current state of affairs, the committee voted in favor of extending the date further to Sept 1, 2020. Committee will motion to the board accordingly. (4 in favor, 1 opposed)

The meeting was officially adjourned at 9:36 pm.

Minutes written and approved by Kristen Neu (OIC)

The next meetings are:

July 9, 2020 at 8pm

August 13, 2020 at 8pm

Legal and Bylaws May 2020 Meeting Minutes

Attendance: Bill Nyquist, Mike Freedman, Stu Joseph, Kristen Neu (OIC), Pat Degnan, Barry Mendelsohn, and Rob Torcivia (Chair)

Commenced 8:00pm 5/14/2020

Three Bid Levels:

Committee proposes to the board the following motion:

Motion reads as follows:

To adjust the admin guidelines (section F expenditures number 4) from \$750 to \$3000

Motion passes.

Context:

The board still has the authority to get committees to get multiple bids for expenditures under \$3000.

Nominating Committee:

Representatives from Legal & Bylaws will volunteer to be present at the first meeting of the Nominating Committee to review and advise on all guidelines and rules related to the Nominating Committee. Stu Joseph and Bill Nyquist volunteered to go.

Overlapping Meetings:

Previously, the committee discussed issues of meetings being rescheduled and the rescheduled time overlapping another committee's regularly scheduled time, as well as meetings starting at a different time than published. Being that L & B is unaware if this is still an issue, any guidelines that will be written will be done as needed in the future.

Emergency Procedures:

Further direction is required from the board on this. This may be more appropriate to be completed by the Civic Affairs committee.

Meeting adjourned 9:24 PM.

Minutes written by: Bill Nyquist

Minutes Approved by: Rob Torcivia (chair) and Kristen Neu (OIC)

Legal and Bylaws April 9, 2020 Meeting Minutes

Attendance: Bill Nyquist, Mike Freedman, Stu Joseph, Kristen Neu (OIC), Pat Degnan, Joanne Machalba, and Rob Torcivia (Chair)
Commenced 8:00pm 4/9/2020

WML Late Fee Grace Period:

Discussed dues and rules regarding late fees. Communications with counsel on this matter was shared with the committee. The following documents were cited in the committee's research and discussion:

- Constitution Section 15: "Member shall be ... not in good standing if he has not paid the current year's dues, in full ...prior to May 1st of that year..."
- Constitution Section 16: "The Board of Directors shall make Rules and Regulations enforcing the payment of all financial obligations due ... "
- Administrative Guidelines Section T: "Dues for the current year and any special assessments received after May first (1st) will incur a late fee of \$25 (\$5 per month) which is immediately due and payable..."

Committee voted unanimously that a motion will be presented to the board proposing late fees be imposed after July 1, as opposed to May 1 as indicated in the Administrative Guidelines Section T.

**Post- meeting note: Committee sought feedback on motion from counsel. Committee agreed via email to use counsel's proposed wording on motion.*

Motion reads as follows:

"The Late Fee Policy, as outlined in the Administrative Guidelines as Section T 1, indicates 'Dues for the current year and any special assessments received after May first (1st) will incur a late fee ...' Late fees will not be imposed for 2020 dues unpaid up until July 1, 2020 but shall be imposed thereafter.

Any future proposals for the change of this date as established by the Administrative Guidelines, shall be by board motion, either at a board meeting, or by a phone vote."

PPP (CARES Act):

There is currently ambiguity as to whether we qualify for loan forgiveness as part of the CARES Act, with the high likelihood that WML is not eligible for it. The benefit would be a loan to cover operations during COVID-19 difficulties. A loan on behalf of the POA would have to be approved via mail ballots.

**Post-meeting note: Upon further research, WMLPOA and CC do not qualify for this program. Further research will be done to see if there are any additional programs which can be beneficial to WMLPOA or CC.*

Meeting Overlaps:

There have been occasions where committee meetings have overlapped each other, forcing members to choose attendance of one meeting over another. There are also instances where meetings are not held at the posted times. Committee discussed ways to resolve this so as to support community involvement. Proposed solutions included: edits to the Guidelines regarding overlapping meetings, having the chair of the committee post/email out an agenda prior to the meeting times, etc. This can allow for higher community participation.

Meeting adjourned 10:11 PM

Minutes submitted by: Rob Torcivia-Chair

Minutes approved by: Kristen Neu-OIC

Legal and Bylaws January 9, 2020 Meeting Minutes

Attendance: Bill Nyquist, Barry Mendelsohn, Stu Joseph, Pete Hestevold, Kristen Neu (OIC), Pat Degnan, and Rob Torcivia (Chair)

Commenced 8:02pm 1/9/2020

Items discussed:

1. Discussion on Limits for 3 bid process and board approval
 - a. Ideas discussed
 - i. Increase \$750 requirement for three bids to \$1500 or \$3000.
 - ii. Board requires approval for any spending over \$1500 (as is current), they can decide whether to get the requesting committee to get multiple bids.
 - iii. Common RFP for engineering, custom, or designed items
 - b. Request for additional data on where spending is directed, so that proposals can make the most impact.
2. Crime Action Response Procedure
 - a. Who oversees Risk Management?
 - b. Other sources could have templates for a procedure; such as other lake associations, our insurance provider, police department, etc.
 - c. No vote or decision taken at this meeting, will need more information.
3. Old business review
 - a. Encouraging board to set up nominating committee early.
 - i. Will remind the board that this recommended deadline is fast approaching
 - b. Defining a family in terms of application for membership.
 - i. Explanation: Wording changed to make the request more clear, in order to allow the board to make a determination of whether they meet the spirit of the constitution.
 - ii. New form in place; will review around June/July to gauge success
 - c. Document retention policy
 - i. Need to confirm that the office is conforming to the existing document retention policy
 - ii. Recommend to index board motions.
 - d. AirBnB
 - i. Addressed at the municipal level.
4. Agenda set for February
 - a. Level bids - board members asked to find tools/trainings on level bids.

Meeting adjourned at 10:08 PM.

Minutes written by Bill; Minutes reviewed and approved by Rob (Chair) and Kristen (OIC)