

## **Legal and Bylaws Committee: December 16, 2021 Minutes**

### Meeting Attendees

Members Present: Barry Mendelsohn, Kristen Neu, Stu Joseph, Mark Kempner, Stephanie Silbiger, Mark Kempner, Michael Freedman, Michael Ilardi, Barry Silbiger, Pat Degnan

This meeting was called to order on Thursday, December 16, 2021 at 8:09 p.m. in the Clubhouse

### Old Business

1. WML Rules Enforcement Policy
  - a. Committee reviewed the latest draft of the policy, submitted by the Lake/Security Subcommittee
  - b. Committee discussed changes and came to an agreement on a draft to submit to the attorney for review.

January 2022 Agenda: Expected to review any feedback/revisions to the Rules Enforcement Policy and prepare for a January 2022 Board Motion

### Future Agenda:

- Social Media Policy for both employees and board members
- Review/Revisit Section S, 7 of the Admin Guidelines, regarding the Nominating Committee nominating an Executive Board candidate for the same role more than two consecutive years

The meeting was officially adjourned at 10:55 PM.

Minutes written by Kristen Neu (Chair)

Minutes approved by Mark Kempner (OIC)

The next meetings are:

January 13, 2022 at 8pm

February 10, 2022 at 8pm

## **Legal and Bylaws Committee: November 11, 2021 Minutes**

### Meeting Attendees

Members Present: Barry Mendelsohn, Kristen Neu, Stu Joseph, Mark Kempner, Bill Nyquist, Stephanie Silbiger

This meeting was called to order on Thursday, November 11, 2021 at 8:06 p.m. in the Clubhouse

### New Business

1. Should residents running for the Board be required to have attended any committee or board meetings? Is it fair to the community for someone to run for the board with no understanding of WML/having never been involved?
  - a. Discussion regarding qualifications for Board Member candidates
  - b. Research and discussion of ranked-choice voting for open Board seats filled outside of an election
2. Event ticket policy discussion- moved to December agenda

The meeting was officially adjourned at 10:11 PM.

Minutes written by Kristen Neu (Chair)

Minutes approved by Mark Kempner (OIC)

The next meetings are:

December 9, 2021 at 8pm

January 13, 2022 at 8pm

## Legal and Bylaws Committee: October 14, 2021 Minutes

### Meeting Attendees

Members Present: Joanne Machalaba, Barry Mendelsohn, Kristen Neu, Stu Joseph, Mark Kempner

This meeting was called to order on Thursday, October 14, 2021 at 8:13 p.m. in the Clubhouse

### Old Business

1. Confidentiality Policy/NDA for Board Members
  - a. Passed as-is at Sept 2021 Board Meeting
2. Conflict of Interest Policy for Board Members
  - a. Passed with inclusion of language that an exception can be made to the policy with a board motion

### New Business

3. Discussed what's next on the committee's "to do" list
  - a. Board Secretary: Discussed if the Board Secretary has to take Board minutes; discussed that the Board Secretary doesn't have to take the minutes, but should be included in review of minutes before presenting and motioning to the board for approval.
  - b. Executive Board: Briefly discussed roles of the VPs and whether they should be defined with specific tasks; discussed and recommended that the E-Board should continue to meet monthly and act as mentors to their committees
  - c. Lake/Security Subcommittee on rule enforcement; L&B is waiting for this subcommittee to meet; L&B noted that with the summer season being over, this is a good time to work on this topic
  - d. November's Agenda: Expected to discuss the event ticket policy

The meeting was officially adjourned at 9:23 PM.

Minutes written by Kristen Neu (Chair)

Minutes approved by Mark Kempner (OIC)

The next meetings are:

November 11, 2021 at 8pm

December 9, 2021 at 8pm

## Legal and Bylaws Committee: August 12, 2021 Minutes

### Meeting Attendees

Members Present: Bill Nyquist, Joanne Machalba, Barry Mendelsohn, Kristen Neu, Michael Freedman, Stu Joseph, Pat Degnan

This meeting was called to order on Thursday, August 12, 2021 at 8:10 p.m. on Zoom

### Old Business

1. Contract Rider (for non-entertainment vendors)
  - a. Motion passed at July 2021 Board Meeting
2. Confidentiality Policy/NDA for Board Members
  - a. Recommended to have attorney review at reorg mtg
  - b. Minor questions proposed for the attorney
  - c. Unanimous vote in support of presenting motion at September 2021 Board Meeting, pending attorney's answers

### New Business

3. Conflict of Interest Policy
  - a. Committee reviewed and discussed existing policy
  - b. Recommend that in section B, the word "part-time" be changed to "seasonal"; recommend removing "wherein such employment is supervised by the General Manager" and replace with "a Committee in which the Board member does not serve as chair/co-chair/OIC"
  - c. Recommend that no section be added to the policy to allow an exception; if an exception is requested, a motion can be made to the Board to be evaluated on its own merits
  - d. Unanimous vote in support of presenting motion at September 2021 Board Meeting

The meeting was officially adjourned at 11:04 PM.

Minutes written by Kristen Neu (Chair)

Minutes approved by Mark Kempner (OIC)

The next meetings are:

No September Meeting

October 14, 2021 at 8pm

## Legal and Bylaws Committee: July 8, 2021 Minutes

### Meeting Attendees

Members Present: Bill Nyquist, Joanne Machalaba, Barry Mendelsohn, Kristen Neu, Michael Freedman, Stephanie Silbiger

This meeting was called to order on Thursday, July 8, 2021 at 8:05 p.m. in the Trophy Room

### Old Business

1. Lake Rules and Regs- Topic brought by Security/Lake Subcommittee
  - a. Quick update that the subcommittee is continuing to work on this topic and work towards a resolution; Legal and Bylaws will remain available for any assistance on this initiative

### New Business

1. Contract Rider (for non-entertainment vendors)
  - a. Committee reviewed and discussed proposed rider
  - b. Unanimous vote in support of presenting motion at July 2021 Board Meeting
2. Confidentiality Policy/NDA for Board Members
  - a. Committee reviewed and discussed proposed policy
  - b. Committee proposed questions to the attorney for clarification
  - c. Expected to present motion before October, so this policy can be presented to the new board members for signature

The meeting was officially adjourned at 10:44 PM.

Minutes written by Kristen Neu (Chair)

Minutes approved by Mark Kempner (OIC)

The next meetings are:

August 12, 2021 at 8pm, on tbd

September 9, 2021 at 8pm, at tbd

## Legal and Bylaws Committee: June 10, 2021 Minutes

### Meeting Attendees

Members Present: Pat Degnan, Joanne Machalba, Barry Mendelsohn, Kristen Neu, Michael Freedman, Stephanie Silbiger

This meeting was called to order on Thursday, June 10, 2021 at 8:05 p.m. on Zoom

### Old Business

1. Update on NJ Bill A4979/S3584
  - a. This bill addresses liability for organized real estate developments like WML, related to COVID exposure.
  - b. This bill passed the Senate unanimously on 6/3/2021; bill is now going to the Assembly
  - c. Committee is in support of recommending that the Board send a letter to the governor and our Assembly people in support of this bill on behalf of WML

### New Business

1. Nominating Committee
  - a. L&B will offer to attend a Nominating Committee meeting to review their obligations as defined in our governing documents; Bill, Stu and Kristen expected to attend
2. Contract Rider (for non-entertainment vendors)
  - a. Attorney has proposed the language; this will be on July's agenda
3. FYI to Committee: new employee contracts were created for preschool employees
4. Emergency Management Plan
  - a. Committee recommendation is to create a subcommittee of Board members to update existing procedure for board approval and distribution
5. Future meetings- Zoom or in person?
  - a. Committee agreed to in-person in July and Zoom in August
6. Confidentiality Policy/NDA for Board Members
  - a. Connect with attorney on drafting
  - b. Check with CAI on any drafts/tips on this topic
  - c. Include "examples, not limited to..." to help the Board understand common scenarios

The meeting was officially adjourned at 9:39 PM.

Minutes written by Kristen Neu (Chair)

Minutes approved by Mark Kempner (OIC)

The next meetings are:

July 8, 2021 at 8pm, at Clubhouse

August 12, 2021 at 8pm, on Zoom

## Legal and Bylaws Committee: May 13, 2021 Minutes

### Meeting Attendees

Members Present: Pat Degnan, Joanne Machalba, Barry Mendelsohn, Stu Joseph, Kristen Neu, Mark Kempner, Michael Freedman, Stephanie Silbiger, Scot Desort, Barry Silbiger, Bill Nyquist

This meeting was called to order on Thursday, May 13, 2021 at 8:05 p.m. on Zoom

### Old Business

1. FYI: Motion ballot wording for Capital Questions was approved at April 2021 Board Meeting

### New Business

2. Future meetings- Zoom or in person?
  - a. Committee overall likes Zoom, but suggested alternating in-person every once in a while. June will be on Zoom, July is TBD
3. Contract Rider (for non-entertainment vendors)
  - a. Attorney will propose writing; this will be on June's agenda
4. Lake Rules and Regs- Topic brought by Security Committee
  - a. Discussion regarding the disregard of WML's Rules & Regulations both on the lake and on land that have been difficult to enforce
    - i. Primary concerns being safety of our residents and maintaining the private use of our properties/facilities
  - b. Discussed procedures at other lakes for examples to consider
  - c. Suggestions discussed on proposing consequences
  - d. Potential wording drafted for possible future amendment to WML Admin Guidelines
  - e. Actions for Lake & Security Joint Subcommittee
    - i. Confirm the accurate version of the Rules & Regs that were approved and distribute them via email to all members with boat tags; also have paper copies available on the patrol boat for any necessary distribution throughout summer
    - ii. Continue to research what other lakes do; Reach out to Lake Mohawk and others
    - iii. Share draft of possible wording for a future amendment to the WML Admin Guidelines with the rest of the sub-committee
    - iv. Once changes are made, an SOP needs to be developed by Beach and Security Comm. to maintain consistency throughout WML employees
5. Dogs on the Beaches- Topic brought by Security Committee
  - a. There seems to be inconsistency with the rule on this topic
  - b. Recommendation from this committee is to take this to Beach Comm. to determine the policy and then make the necessary corrections on signs/newsletter/etc.

The meeting was officially adjourned at 9:59 PM.

Minutes written by Kristen Neu (Chair)

Minutes approved by Mark Kempner (OIC)

The next meetings are:

June 10, 2021 at 8pm, on Zoom

July 15, 2021 at 8pm, location tbd

## **Legal and Bylaws Committee: April 8, 2021 Minutes**

### Meeting Attendees

Members Present: Barry Mendelsohn, Stu Joseph, Kristen Neu, Mark Kempner, Michael Freedman, Stephanie Silbiger

This meeting was called to order on Thursday, April 8, 2021 at 8:08 p.m. on Zoom

### Old Business

1. FYI Motion for Section C of the Administrative Guidelines passed at the March 2021 Board Meeting

### New Business

2. FYI Update on NJ Bill A4979/S3584
  - a. This bill addresses liability for organized real estate developments like ours, related to COVID exposure. Attorney will be tracking it and advising of any impact to WML
3. Ballot Wording for Capital Questions
  - a. Committee discussed alternate wording to replace this phrase that has been used in the past: "This will not increase your dues"
  - b. Committee voted unanimously in favor of proposed wording for capital questions on the ballot
  - c. Motion to be presented at the April 2021 board meeting

The meeting was officially adjourned at 11:04 PM.

Minutes written by Kristen Neu (Chair)

Minutes approved by Mark Kempner (OIC)

The next meetings are:

May 13, 2021 at 8pm, location tbd

June 10, 2021 at 8pm, location tbd



## Legal and Bylaws Committee: March 11, 2021 Minutes

### Meeting Attendees

Members Present: Barry Mendelsohn, Stu Joseph, Kristen Neu, Bill Nyquist, Stephanie Silbiger

This meeting was called to order on Thursday, March 11, 2021 at 8:15 p.m. on Zoom

### Old Business

1. n/a

### New Business

2. Committee reviewed and discussed Section C of the Administrative Guidelines (Minutes & Correspondence)
  - a. The committee discussed each point and made recommendations on new wording
  - b. Committee voted in favor of revised wording (5-0)
  - c. Motion to be presented at the March 2021 board meeting
3. Committee Revisited Scheduling of the Second Annual Meeting and Annual Election
  - a. Committee confirmed that this would require a constitutional amendment; the committee recognized the value of separating the voting space from the second annual meeting; will put this back on our “to do list”, but at a lower priority
4. Expected April Agenda:
  - a. Ballot wording for capital questions; alternate wording to replace “This will not increase your dues”

The meeting was officially adjourned at 12:09 AM.

Minutes written by Kristen Neu (Chair)

Minutes approved by Mark Kempner (OIC)

The next meetings are:

April 8, 2021 at 8pm, location tbd

May 13, 2021 at 8pm, location tbd

## Legal and Bylaws Committee: February 11, 2021 Minutes

### Meeting Attendees

Members Present: Joanne Machalaba, Barry Mendelsohn, Stu Joseph, Kristen Neu, Patricia Degan, Michael Freedman, Mark Kempner

This meeting was called to order on Thursday, February 11, 2021 at 8:08 p.m. on Zoom

### Old Business

1. Update on motion from Jan 2021 board meeting; a different motion was presented on the same topic as our motion by another board member; after board discussion our motion was withdrawn, and a different motion was presented and carried; Guidelines Section S has been updated
2. Update on Guidelines Section W; this was removed from the Guidelines, and committee should have updated copy of Guidelines

### New Business

3. Discussion: Sections of the Admin Guidelines that are required by NJ law
  - a. The committee discussed the going back through the Admin Guidelines to articulate what areas of the guidelines were required by which NJ laws
  - b. Committee recommended adding verbiage to the beginning of the Admin Guidelines articulating which NJ laws are pertinent to our Guidelines
  - c. Will ask attorney which laws need to be referenced
  - d. Will readdress at future L&B Meeting
4. Scheduling of the Second Annual Meeting and Annual Election
  - a. Question on whether the second annual meeting and the annual election are required to be on the same day.
  - b. Committee reviewed the constitution and determined that a constitutional change would be needed (ref sections 17 & 21); committee chose not to propose a change and to move this initiative to “done”
5. March Agenda:
  - a. Review Section C of Guidelines (Minutes & Correspondence); committee will review ahead of meeting for recommended edits at the March L&B meeting

The meeting was officially adjourned at 10:04 PM.

Minutes written by Kristen Neu(Chair)

Minutes approved by Mark Kempner (OIC)

The next meetings are:

March 11, 2021 at 8pm on Zoom

April 8, 2021 at 8pm tbd

## Legal and Bylaws Committee: January 14, 2021 Minutes

### Meeting Attendees

Members Present: Joanne Machalaba, Barry Mendelsohn, Stu Joseph, Kristen Neu, Patricia Degnan, Bill Nyquist

This meeting was called to order on Thursday, January 14, 2021 at 8:08 p.m. on Zoom

### Old Business

1. July 2020 Motion regarding PREDFDA and the WML election procedures (Guidelines Section S)
  - a. Committee revisited this motion as there were still board members who were unsure as to which part of the motion was required by NJ.
  - b. Committee went to review the Guidelines, it was not found in the Admin Guidelines, even though the board approved the motion to add this in July 2020
  - c. Committee voted unanimous to bring motion to board to reaffirm that only the required portion was

### New Business

2. Admin Guidelines Section W- FYI to Committee
  - a. This guideline was recently added without a board motion and thus without board approval; related motion from 2017 was reviewed confirming that this is a policy change, not a guideline change
  - b. L&B will keep this on our “to do” list, along with any other motions that set policies, but weren’t fully developed by L&B and motioned as a guideline
3. Reserve Study and Reserve Fund usage; committee reviewed the parameters on spending money from the Reserve Fund(Guidelines Section V)
  - a. Committee clarified that the admin guidelines about reserve fund motion was written about moving CC funds to CC reserve fund; the guidelines are silent regarding POA budget line moving to cc reserve fund requiring a vote or not, since this budget line did not exist when the guideline was written.
4. Committee Member Criteria (Guidelines Section B)
  - a. Do attendees need to be at the entire meeting to be able to vote? What if they leave early, or attend late? Does that count as an attended meeting?
  - b. Committee discussed and decided that the committee chairs should use their judgement; a short tardiness should not be a problem, but staying for only one topic and then leaving should not count as full attendance
5. Application for family member- Changes were made to this in 2019, so this was a follow-up discussion to see if any improvements were needed; not aware of any issues, so this topic is removed from the ongoing “to do” list; can always revisit if needed

The meeting was officially adjourned at 9:59 PM.

Minutes written by Kristen Neu(Chair)

Minutes approved by Mark Kempner (OIC)

The next meetings are:

February 10, 2021 at 8pm on Zoom

March 11, 2021 at 8pm on Zoom