

Approved
02/03/2018

**Governing Documents Committee
Minutes for 2 December 2017
Pool Pavilion
9:00 a.m.**

1. Call Meeting to Order.

Meeting was called to order at 9:01 a.m. by Chair Lee Krimm.

Present were members Lee Krimm (chair), Bill Lewis II, Finn Myggen, Grace Wollemann (secretary) and board liaison John Cantley. Members Connie Baldin (vice chair), Richard Ballard and Patrice Stimpson were excused.

2. Approval of minutes for 4 November 2017 meeting.

MOTION by Bill Lewis II, **SECONDED** by Finn Myggen to approve the *amended* minutes of 4 November, 2017. **MOTION** carried unanimously.

3. Discussion

Policy/procedure A-15 and Article 20 of rules

Lee Krimm explained that **business policy A-15** and **Association rule article 20** were approved by the governing documents committee and sent to the board for approval. Lee Krimm explained that **article 20** had been held in abeyance due to timing issues within the content which were resolved without change.

4. Documents to be reviewed

a. Bylaw 7.12 (Agenda) The governing documents committee agreed by consensus to the following changes to **bylaw 7.12**.

Bylaw 7.12 (Agenda) A specific agenda for all regular monthly and/or executive meetings of the PMCPOA board of directors shall be posted at the principal offices of the Association at least ~~ten (10)~~ **seven (7)** days prior to such meetings. (~~Reference Civil Code 4920~~) The agenda for closed and/or executive meetings shall state in very general terms matters to be discussed, i.e., personnel and/or legal (litigation) matters. The chair shall report at the next open meeting those matters discussed in closed and/or executive session, except that, in personnel matters, privacy of the individual must be maintained and in litigation matters reports shall be as instructed by the PMCPOA general counsel. Notwithstanding the above, the board may add to the agenda from time to time (including during a current meeting) matters of an important nature by introducing a motion to suspend the rules to consider the matter.

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b. Bylaw 5.06 (Bylaw amendments)

Discussion ensued regarding **bylaw 5.05 and 5.06** and possible discrepancies. The governing documents committee agreed by consensus to the following changes to **bylaw 5.06**. Grace Wollemann did not agree.

5.06 (Bylaw amendments) Except bylaw amendments voted by a majority of the board of directors in accordance with bylaw 14.02, any proposed change of the bylaws must be accompanied by a written petition of not less than seventy five (75) signatures of the memberships in good standing and must be submitted to the board of directors no later than February 1st to be considered for inclusion on the June ballot. Once any proposed bylaw amendment is received by the board of directors, the board shall cause the proposed changes to be considered by the Association's general counsel for general counsel's opinion as to the legality and enforceability of the proposed amendment. In the event that the general counsel determines that the proposed amendment would be illegal or unenforceable, the board of directors will not place the proposed bylaw amendments on a ballot.

ACTION: Bill Lewis II volunteered to review **bylaw 5.05**.

c. Bylaw 11.04 (Conduct of meetings)

Discussion ensued regarding working with the Budget and Finance committee chair regarding an audit committee. It was suggested that the committee further research this issue.

The governing documents committee agreed by consensus to the following changes to **bylaw 11.04**. Also discussed adding the definition of a task force under **bylaw 2.24** and changing the numbers accordingly. The committee agreed by consensus the following addition to **bylaw 2.24** and change the numbers in the bylaws accordingly.

Bylaw 11.04 (Conduct of meetings) All meetings of standing committees, and ad hoc committees of PMCPOA shall be open meetings and only members in good standing shall be permitted to participate except as may otherwise be provided by these bylaws. Committees shall conduct meetings in accordance with the "Common Rules for all Committees" and rules promulgated by the board from time to time. Task force meetings may be open to all members at the discretion of the board.

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2.24 "Task forces" are groups of consultants appointed by the board to provide advice on a designated subject. The consultants may be contract employees or volunteers.

d. Association rule 3.16

The governing documents committee agreed by consensus to the following changes to **Association rule 3.16**.

Association rule 3.16 ~~Violators of county, state or federal laws on Association property may be apprehended, placed under citizen's arrest and surrendered to a Kern County sheriff.~~ All members, guests, renters, lessees, borders, lodgers, and any persons utilizing, visiting or occupying Association property will comply with county, state, and federal laws. Failure to comply with these laws may subject the violator(s) to citizen's arrest or detention for law enforcement authorities for further investigation of suspected criminal activity. Such action does not absolve the violator and/or property owner of his/her responsibility to these Association rules. Violators of laws upon Association property may also be subject to fines, penalties and/or Association property restriction as provided in article 2 (Enforcement).

Association rule 3.13 and new Association rule 3.23

The governing documents committee discussed **Association rule 3.13** and new **Association rule 3.23** as seen below and decided to wait until further discussion with PMCPOA patrol.

Association rule 3.13 Loitering, unauthorized use of Association property or unauthorized presence shall not be permitted ~~and shall be cause for pine mountain patrol to intervene.~~ Confrontation with pine mountain patrol may constitute cause for penalty or for citizen's arrest and referral to a Kern County sheriff.

Proposed new rule 3.23 (assuming that skateboarding rule becomes 3.22)
Any physical or verbal confrontation with PMC patrol may constitute cause for verbal and/or written warning, a citation, or a citizen's arrest. The issuance of a warning or citation of an alleged violation will comply with the provisions and due process of article 2 (Enforcement).

ACTION: Grace Wollemann is to check with patrol and see if **Association rules 3.13 and 3.23** is enforceable and utilized.

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e. New Association rule 3.22 (Skateboarding on roads)

The governing documents committee discussed three versions of the skateboarding rule and decided to wait until further discussion with PMCPOA patrol.

ACTION: Grace Wollemann is to check with patrol and see if **Association rule 3.22** is enforceable and utilized.

f. Association rule 3.20 (Smoking in designated areas)

The committee was asked to look into including “vaping and using any other substance?” in **rule 3.20**. The governing documents committee agreed by consensus that **rule 3.20** already covers vaping therefore an edit to the rule is not required.

g. Items to be reviewed and the next governing documents meeting.

- 1. New Association rule 3.10 (Harassment & proposed new policy A-16)**
- 2. Proposed new charter format**
- 3. Snowplowing policy/procedure (Finn Myggen)**
- 4. Bylaw 3.03 and policy/procedure G-1 (John Cantley)**
- 5. Bylaw 12.02 (Enforcement generally) Patrice Stimpson**
- 6. Citation business policy & procedure Finn Myggen**

5. Business Policies and Procedures to be reviewed

A-10	Membership Carding	
H-2	Rules of Procedure (revisit)	Lee Krimm
H-3	Open Board Meeting Minutes	Connie Baldin
H-3B	Executive Board Meeting Minutes	Connie Baldin
H-4	Reimbursement for Director's Expenses	Lee Krimm
H-5	Legal contact	Lee Krimm
H-5B	Legal Contact II	Lee Krimm
H-10	Alternative Dispute Resolution	Richard Throckmorton
H-11	Board Interaction with Employees	Richard Throckmorton

D4 Quarterly Financial Review

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D-5	Purchasing-General	
D-5A	Purchasing-Office	
D-10	Records Retention	
D-11	Member Addresses	
D-13	Purchase Orders	
D-14	Check Cashing	
B-1	Contracting	Lee Krimm/Grace Wollemann
B-15	Policy On Employee Discussions	Grace Wollemann
B-16	All Hands meeting	Grace Wollemann
B-17		Grace Wollemann
B-18		Grace Wollemann
C-6	Website	John Cantley

6. Completed

A-1	Association Policy & Procedure Admin	Completed 05/2015*
A-2	Project Review	Completed 06/2015/ Revised 06/2016/Revised 03/2017*
A-2	Project Review Form	Completed 01/2017*
A-8	Member Carding	Completed 12/2016*
A-9	Charitable Contributions	Completed 05/2015 Revised 02/2017*
A-11	Hearings Before the Board	Completed 06/2016*
A-12	Access to Records w/o the form	Completed 09/2015 Revised 02/2017
A-12	Access to Records Form	Deleted as a stand-alone document
A-14	Planting of Memorial Trees	Completed 05/2015*
A-14-1	Planting of Memorial Trees Form	Deleted as a stand-alone document
A-15	Election procedures	Completed 02/2016*
B-4	New Employee Hiring	Completed 07/2016
B-10	Time Cards	Completed 07/2016
B-11	Call Back/Call Back Pay	Deleted as a stand-alone document Policy no longer used.
C-1	Communication	Completed 10/2015 Revised 02/2017*
C-2	Condor (Monthly Newsletter)	Completed 10/2015 Revised 02/2017*
C-3	CCC Box	Completed 02/2016 Revised 02/2017*
C-5	Bulletin Boards	Completed 02/2016

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C-7	E-mail and Written Communication to the Board	Revised 02/2017* Completed 03/2016 Revised 02/2017*
C-8	Electronic Signs	Completed 03/2016 Revised 02/2017*
D-15	Major Expenditures	Completed 11/2016*
D-16	Contracting	Completed 11/2016*
E-2	Sales of Expense Items	Completed 02/2017*
E-6	Bad Debt Expense	Completed 02/2016*
E-11	Expenditure Authorization	Completed 11/2016*
E-14	Annual Plan (Budget) Process	Completed 06/2016*
E-23	Return Check Policy	Completed 11/2016*
E-27	Association Capitalization Policy	Completed 11/2016*
H-1	Board of Directors Meetings	Completed 12/2016 Revised 04/2017*
H-2	Rules of Procedure	Completed 08/2017*

*Submitted to the board

7. Adjournment.

MOTION by Grace Wollemann, **SECONDED** by Finn Myggen to adjourn at 11:25 a.m.
MOTION carried unanimously.

The next governing documents committee meeting will be held at **9:00 a.m. on January 6, 2018 in the Pool Pavilion.**