

**Approved  
03/03/2018**

**Governing Documents Committee  
Minutes for 3 February, 2018  
Pool Pavilion  
9:00 a.m.**

**1. Call Meeting to Order.**

Meeting was called to order at 9:10 a.m. by Chair Lee Krimm.

Present were members Lee Krimm (chair), Connie Baldin, Bill Lewis II, Finn Myggen, Patrice Stimpson, Grace Wollemann (secretary) and board liaison John Cantley. Also in attendance were guests Cameron Acosta, Alicia Canton, Patric Hedlund, Katherine King, Carolyn Smith and Phyllis Throckmorton.

**2. Approval of minutes for 2 December 2017 meeting.**

**MOTION** by Finn Myggen, **SECONDED** by Connie Baldin to approve the minutes of 2 December, 2017. **MOTION** carried unanimously.

**3. Discussion**

**Representative to election committee**

The governing documents committee agreed by consensus to have Connie Baldin be the governing documents committee representative on the elections committee.

**Potential revisions to documents**

**Association rule 4.03 (B) to specifically address loose and barking dogs & Association rule 4.07 to clarify reference to Kern County ordinance 7.08.150A**

Patrice Stimpson had the action. The governing documents committee agreed by consensus to differ until update to Article 4.

**4. Documents to be reviewed**

**a. Bylaw 10.02 (Formation and purpose of assessment)**

Discussion ensued regarding proposing **55% of total membership or 75%** of votes received to revise bylaws 10.02 and 10.03. Ref 10.02(I).

The governing documents committee agreed by consensus to the following changes to **bylaw 10.02**.

**A.** Membership shall be subject to annual assessment provided, however, that an annual assessment upon each membership shall not exceed the total aggregate sum computed as follows: The amount of the budget adopted by the board pursuant to bylaw 10.03 hereof for the fiscal year for which the assessment is levied shall be divided by the number of memberships outstanding to determine the amount of annual assessment imposed upon each owner. The amount of each annual

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assessment shall be fixed by resolution of the board. The annual assessment shall: (a) be payable ~~in advance~~ on the 1st day of July in each year, (b) become delinquent on September 15<sup>th</sup> ~~or on such later date as determined by the Board~~, (c) upon delinquency be made enforceable by court action, in which this Association shall be entitled to recover its reasonable expenses and attorneys' fees incurred therein, and shall constitute a lien on the member's property within the development.

**D.** Any member who fails to pay his/her assessment ~~for a~~ during the period ~~between July 1st and September 15th of 77 days from the date on which such assessment becomes payable~~, shall, for the purposes of voting, utilizing the facilities of the Association, and participating in activities sponsored by the Association, be considered a member not in good standing. Such member shall not be reinstated to good standing in the Association until he/she has paid all assessments in full plus interest thereon. Delinquent assessments shall be charged ~~a penalty of interest at 9% per annum for any unpaid balance, 30 days after July 30th. such assessments are due and payable.~~ All members other than those described in this paragraph are members in good standing.

**F.** On adoption of the resolution levying the assessment, the treasurer of the Association shall give notice thereof in writing. The notice shall set forth the name of the Association, the location of its principal office, the date of the board meeting at which the resolution levying the assessment was adopted, the fact of adoption, the amount of the assessment, to whom the assessment is payable and where, the date on which the assessment, if unpaid, shall become delinquent, the fact that if not paid the assessment shall become a lien on the member's real property within the development, and that the assessment shall be collectable either by an action at law to recover the amount thereof or by an action to foreclose the lien. The notice shall further state that in the event of collection action, whether by an action at law or by foreclosure, the Association shall be entitled to recover ~~a~~ reasonable attorney's fees and expenses ~~(as delineated in civil code 5650 or its replacement)~~ in addition to the amount of the assessment and interest thereon.

**G.** The notice of assessment shall be sent by mail to each member not less than thirty (30) days prior to ~~July 1st the delinquent date~~ addressed to each member at his/her address as it appears on the books of the Association.

**I.** Notwithstanding any other provision in these bylaws, any changes to sections 10.02 and 10.03 hereof can be amended or repealed only by the vote or written assent of ~~two-thirds (2/3) or more of the Members in Good Standing of this Association.~~ ~~seventy-five (75) percent or more of votes received.~~

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**b. Bylaw 10.03 (Budget formation)**

Discussion ensued regarding whether the requested dates can be accomplished by the Accounting Department.

The governing documents committee agreed by consensus to the following changes to **bylaw 10.03**.

**10.03 Budget formation.** The regular meeting of the board in ~~May~~ **March** of each year shall be the budget meeting. Prior to ~~May~~ **March** 1, of each year, the Board shall cause the Treasurer to mail to every Member at his/her address, then appearing on the records of the Association, the financial statement of the Association as of ~~March~~ **January** 31st in such year, and an operation statement of income and expense for the ~~nine (9)~~ **seven (7)** months ended ~~March~~ **January** 31st in such year together with a comparison showing each item of income and expense budgeted by the Board for the fiscal year ending June 30th in such year. The Board shall also include in such mailing a proposed budget for the ensuing fiscal year and the allocation thereof as a proposed assessment against each Member and a notice that said proposed budget will constitute the first order of business at the Board meeting to be held on the third Saturday of ~~May~~ **March** at 10:00 a.m. The proposed budget shall be the first order of business at the budget meeting. **The board will hold an open meeting the weekend before the March meeting of the board with a single item agenda: budget discussion.** The board shall not adopt a budget or make any assessment against the members based thereon until the regular meeting of the board for the month of ~~June~~ **April** in each year. **The approved pro forma budget and assessment, the annual letter, a summary of the reserve fund status, the policy on delinquent accounts, a summary of the insurance policies for the Association, the ADR policy, and all other requirements of civil code 5300 will be mailed to the members in the first week of May of each year.**

**c. Bylaw 11.07 (The Election Committee)**

Discussion ensued regarding the charter of the election committee and who can attend the meetings.

The governing documents committee agreed by consensus to the following changes to **bylaw 11.07**.

**11.07 The Election Committee.** **The board of directors shall direct the confidential executive secretary to request each committee to select a member for the election committee.** The ~~election~~ **committee shall** ~~should~~ consist of the **Corporate** Secretary

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of the Association and one person selected by each of the standing committees ~~and/or~~ and, if volunteers apply and are approved by the board of directors, volunteers consisting of members in good standing. Volunteers for the election committee must submit an application to the board of directors in time to be considered at the regularly scheduled board meeting held in March. The election committee shall be convened no later than the second week of February. The election committee shall not exceed 15 members. At the first meeting of the election committee, the committee members will select a chair and, if required, a vice chair. The Election Committee will perform its duties according to the "Business Policies and Procedures A-15 (Election Procedures) ~~and Association Rules Article XIV, Election Rules~~".

**ACTION:** Lee Krimm to review Business Policy & Procedure A-15 to insure it agrees with Bylaw 11.07.

**d. Bylaw 5.05 (Annual meeting agenda and nominations)**

Discussion ensued regarding resolutions and Lee Krimms letter to the board regarding bylaw updates. It was agreed to utilize Lee Krimms letter as part of the resolutions submitted to the board.

The governing documents committee agreed by consensus to the following changes to **bylaw 5.05**. Grace Wollemann did not agree.

**A. Agenda:** Any member who desires to have any matter (**other than a bylaw amendment**) considered at the annual meeting of the members shall notify the Secretary in writing by the close of business of the PMCPOA business office at 5:00 p.m. on the 9th day of March preceding the meeting unless March 9 is a Saturday, Sunday or holiday in which event the deadline shall be 5:00 p.m. on the first business day thereafter. Any matter (**other than a bylaw amendment**) may be placed on a ballot if a written petition containing signatures of 5% of the memberships in good standing is submitted. Any matter requested for placement on the agenda only will not require a petition. The proposed matter will not be placed on the agenda or ballot if it is illegal. If the proposed matter is legal the board of directors may, in its discretion, choose not to place the proposed matter on the agenda or the ballot. If the proposed matter is not placed on the agenda or ballot; the petitioner has the right to discuss the matter during the Open Forum of the meeting. If the matter is to be included on the ballot a statement of pros and/or cons may be included with the notice of the meeting.

**B. Nominations:** Members may nominate themselves **by submitting a letter of intent at the PMCPOA business office**. A member nominating another member

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must first obtain the written permission of the nominee. No person **may** seek election to more than one term at the same election. A member who is to be a candidate for office shall notify the Secretary in writing of his/her intent to run by 5:00 p.m. at the PMCPOA business office by April 9th. If April 9th falls on a Saturday, Sunday, or holiday the deadline shall be 5:00 p.m. on the first business day thereafter. The letter of intent must include the nominee's intent to seek office, the term of office, tract and lot numbers, and must be signed by the nominee. All the required information

must be contained on one side of an 8 1/2" x 11" sheet of paper. The written intent to run must be accompanied by a completed Candidate Filing Form and biography/resume as described in the Election Procedures. A member who is to be a candidate for office shall abide by Business Policies & Procedures, Article 14, Election Rules and Article 15, Election Procedures.

**e. Bylaw 5.06 (Bylaw amendments)**

Discussion ensued regarding **bylaw 5.06**. Board liaison John Cantley explained the four amendments sent in last year and how some conflicted with civil code and the CC&R's. The work unenforceable was discussed.

The governing documents committee agreed by consensus to the following changes to **bylaw 5.06**.

**Bylaw 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 1<sup>st</sup> 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/or conflict with the existing governing documents** of the proposed amendment. In the event that the general counsel determines that the proposed amendment would be illegal the board of directors will not place the proposed bylaw amendments on a ballot. **If a proposed amendment is and/or stands in conflict with the existing governing documents the board of directors may not place a proposed bylaw amendment on a ballot. If a proposed amendment is not placed on the ballot an explanation will be placed in the Condor.**

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**f. Items to be reviewed and the next governing documents meeting.**

1. Bylaw 5.10 (Ballot and Agenda)
2. Policy XX on Social Media (Patrice Stimpson)
3. Policy S-1 Security Cameras
4. Common Rules for all Committees (Finn Myggen & Bill Lewis)
5. Association Rule 3.13
6. New Association Rule 3.23
7. New Association Rule 3.22 Marijuana
8. New Association rule 3.24 Skateboarding on Roads
9. Association Rule 3.10 Harassment & Proposed New Policy A-16
10. Proposed New Charter Format
11. Bylaw 3.03 and policy/procedure G-1 (John Cantley)
12. Bylaw 12.02 (Enforcement generally) (Patrice Stimpson)
13. Policy H-12
14. Citation Policy (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	
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

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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 Revised 02/2017*
C-7	E-mail and Written Communication to the Board	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*

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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 Lee Krimm, **SECONDED** by Finn Myggen to adjourn at 11:30 a.m.  
**MOTION** carried unanimously.

The next governing documents committee meeting will be held at **9:00 a.m. on March 3, 2018 in the Pool Pavilion.**

Grace L. Wollemann  
**Secretary, Governing Documents Committee**