

**Governing Documents Committee
Minutes for January 4, 2020
Pool Pavilion
9:00 a.m.**

1. Call Meeting to Order.

Meeting was called to order at 9:00 a.m. by Chair John Cantley.

Present were members Connie Baldin, John Cantley (Chair), Mary Hansen, Shirin Murphy, Patrice Stimpson (Vice Chair), Rick Throckmorton, Grace Wollemann (Secretary), acting board liaison Phyllis Throckmorton, guests Director Cam Acosta and Ronan Murphy. Alicia Rogers and board liaison Bill Lewis II were excused.

2. Minutes reviewed and approved by email

December 7, 2019 minutes were approved via email.

3. Documents to be reviewed

Rule Article 11 (Equestrian Center)

Discussion: Are the new rules contained in the revised boarding agreement consistent with those in the written Association Rules? General counsel has completed its review of the boarding agreement. The chair will report on any discrepancies with Rule Article 11. This item has been deferred until next month.

Election Rules Revision submitted by PMCPOA legal counsel

Discussion: This represents a complete revision of Rules Article xx required by the new amendments to the Civil Code. Board chair Lewis will provide background. A copy of the old election rules is attached to this agenda. The committee discussed potential conflicts, campaign signs and the filing forms. Committee agreed not to change anything but number this rule Article 20. Board will need to amend the posted draft with recent updates by legal.

ACTION: John Cantley will bring questions regarding the rules to legal.

BPP A-15 (Election Procedures)

Discussion: This represents revisions to the election procedures required by the new amendments to the Civil Code. Board chair Lewis will provide background.

ACTION: John Cantley will work with the general manager.

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Bylaws 2.16, 2.10, 3.01, 3.03, 4.01, 5.06, 5.09, 5.10E 6.03, 6.10A, 8.02, 8.06, 10.02D, 11.03C1, 11.06A, 12.02, and Article 2 Enforcement (Members in Good Standing Bylaws)

Discussion: These bylaws are affected by the amendments to the Civil Code. Members in good standing needed redefining. Committee will bring these back next month once reviewed. Discussion ensued regarding Article 2 Enforcement. Changes in the violation process were discussed.

ACTION: Patrice Stimpson and Grace Wollemann will work on Article 2 Enforcement.

Bylaws 5.05B, 5.09, 5.10, 6.03, 6.05, 6.06, 6.10 (Election Bylaws)

Discussion: These bylaws are affected by the amendments to the Civil Code. Specific wording that may conflict are in blue font. This item was discussed under item 3.

Petitions from Mary Hansen to add new Bylaw (Recall Accountability Bylaw), amend Bylaw 5.04 (Quorum), and amend Bylaw 5.06 (Bylaw Amendments).

Discussion: pursuant to Bylaw 5.06, three petitions have been submitted to the governing documents committee for review and recommendations. Mary Hansen provided background regarding the petitions. The governing documents committee agreed by consensus that the requirement for petitioners to pay would not be legal. Mary agreed to pull the Recall Accountability Bylaw. The committee was favorable regarding the 5.04 and 5.06 bylaws.

ACTION: John Cantley and Mary Hansen will work on Bylaws 5.04 and 5.06 to incorporate her updates to the existing bylaws.

Rule Article 7.11 (Rules Regarding Wildlife)

Discussion: At the request of the general manager to be reviewed and/or revised to better reflect original intent. Discussion ensued regarding misunderstandings relating to this Article 7.11.

ACTION: Rick Throckmorton will work on Article 7.11.

Bylaw Article 3.06 (Clubs)

Discussion: At the request of the board of directors add language to make the annual approval of clubs concurrent with the start of the fiscal year.

The governing documents committee agreed by consensus to the following:

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3.06 Right to form clubs. Members of the Association may form clubs within the Association that use Association privileges and facilities. Clubs shall be approved annually **in July** by the Board of Directors and function primarily for the benefit, enjoyment or education of the Association and its members. A club shall relate to a specific activity or interest of members. A club may have its own rules so long as they do not conflict with the Rules of the Association. Membership in a club shall be open to all members in good standing of the Association and their spouses/domestic partners, their children up to the age of 21, and their dependent parents living in the home and desiring to join that club. Non-Members shall not constitute more than 33% of the club membership. Membership in clubs that use Association privileges and facilities shall not be open to individuals who are not members in good standing of the Association, as identified above. No club may restrict or otherwise interfere with the right of a member of the Association to exercise their privileges, or their access to or their use of the facilities of the Association.

Rule Article 19.02 (Common Rules of All Committees)

Discussion: At the request of the board of directors add language to require committees to review their charters at the first meeting after the new fiscal year.

The governing documents committee agreed by consensus to the following:

19.02 Each standing committee shall have a charter approved by the board **at the September board meeting**. This charter shall set forth the committee's purpose, authority and responsibility. It may provide a limitation in the number of members in the committee if the board deems that to be required for an efficient operation of the committee.

Business Policies and Procedures H-5 (Legal Contact)

Discussion: Shirin Murphy to provide background and recommendations. This item has been deferred until next month.

Business Policies and Procedures H-5B (Legal Contact II)

Discussion: Shirin Murphy to provide background and recommendations. This item has been deferred until next month.

Business Policies and Procedures H-10 (Alternative Dispute Resolution)

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Discussion: Bill Lewis to provide background and recommendations. This item has been deferred until next month.

Business Policies and Procedures D-5-A (Purchasing -Office)

Discussion: Beth Blackmon, Accounting Manager and the Chair have provided background and recommendations. This item has been deferred until next month.

Business Policies and Procedures D-11 (Member Addresses)

Discussion: Shirin Murphy to provide background and recommendations. This item has been deferred until next month.

4. Business Policies and Procedures (BPP) to be Reviewed:

H-5	Legal Contact	Shirin Murphy
H-5B	Legal Contact II	Shirin Murphy
H-10	Alternative Dispute Resolution	Board Chairman Bill Lewis
H-11	Board Interaction with Employees	Connie Baldin
D4	Quarterly Financial Review	Mary Hansen and chair
D-5A	Purchasing-Office	Beth Blackmon and chair
D-10	Records Retention	Grace Wollemann
D-11	Member Addresses	Shirin Murphy
D-13	Purchase Orders	Beth Blackmon and chair
D-14	Check Cashing	Beth Blackmon and chair

5. 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-10	Membership cards	Completed 12-01-2018*/Revised 06/2019*
A-11	Hearings Before the Board	Completed 06/2016*
A-12	Access to Records w/o the form	Completed 9/2015/Revised 02/2017*

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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*
A-16	Rentals	Completed 05/2019*/Revised 10/2019*
A-17	Bylaw amendments by members	Completed 04/2019*
B-1	Hiring/Contracting	Deleted Since B-4 ad D-16 address Hiring & Contracting 08/2019*
B-4	New Employee Hiring	Completed 07/2016/Revised 04/2019*
B-10	Time Cards	Completed 07/2016/Revised 04/2019*
B-11	Call back/call back pay	Deleted. Policy no longer used. 04/2019*
B-15	Policy on Employee Discussions	Deleted. Information is in employee handbook 06/2019*
B-16	All Hands Meeting	Completed 10/2019*
B-17	Incentive Bonus Program	Completed 08/2019*
B-18	Implementation of Raise Pool Allocations	Completed 08/2019*
C-1	Communication	Revised 02/2017 & 12/2019*
C-2	Condor (Monthly Newsletter)	Completed 10/2015/Revised 02/2017*
C-3	CCC Box	Completed 02/2016/Revised 04/2017/Revised 10/2019*
C-5	Bulletin Boards	Completed 02/2016/Revised 02/2017*
C-6	Web Site Policy	Completed 05/2019*
C-7	E-mail and Written Communication to the Board	Revised 03/2017 & 12/2019*
C-8	Electronic Signs	Removed 12/2019*
D-5	Purchasing-General	Completed 12/2019
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* Revised 05/2019*
E-14	Annual Plan (Budget) Process	Completed 06/2016*
E-20	Successful Foreclosures/Sale of	Gov Docs Approved/10/2019 –

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	PMCPOA Foreclosure Lots	SENT to Budget & Finance
E-21	PMC owned lot sales	Completed 04/2019*
E-23	Return Check Policy	Completed 11/2016*
E-27	Association Capitalization Policy	Completed 11/2016*
E-28	Restaurant budget calculation	Completed 12-2018 but deleted at the 05/2019 meeting
G-1	Facility Use	Completed 05/2019*
H-1	Board of Directors Meetings	Completed 12/2016/ revised 04/2017*
H-2	Rules of Procedure	Completed 08/05/2017*
H-3	Open & Executive Board Meeting Minutes	Completed 11/02/2019
H-3B	Executive Board Meeting Minutes	Deleted 11/02/2019-Merged with H-3
H-4	Reimbursement for Director's Expenses	Completed 11/02/2019
H-16	Media and press release policy	Completed 05/05/2018*
S-3	Security Cameras	Completed 05/05/2018/ revised 06/2018*

* Submitted to the board

6. Adjournment.

MOTION by Grace Wollemann, **SECONDED** by Patrice Stimpson 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 February 1, 2020 in the Pool Pavilion.**

Grace L. Wollemann
Secretary, Governing Documents Committee