

Tammy reviewed the AI and added her notes within the AI document.

Meeting summary for By-Law Review Committee Meeting (11/16/2023)

Quick recap

The committee discussed the eligibility criteria for members, considered ways to enforce rules, debated the definition of 'member' in their bylaws, and voted on a proposal allowing up to two spouses to be designated as members. Janice proposed a motion to stick with a previous proposal, which included additional spouses, trusts, and legal entities, but not other parties, and the team decided to table the discussion for later.

Summary

Committee Eligibility Criteria and Enforcement Concerns

The committee discussed the eligibility criteria for committee members according to the Board of Directors. It was clarified that anyone in Wildwood can be a member of a committee, even if their name is not on the properties, but those not on the deed cannot chair a committee or vote on decisions. The group also expressed concerns about how to enforce this rule and ensure that only eligible members participate in committee activities. It was suggested that the Board should make it clear to the office that a check should be conducted before someone goes on a committee. The discussion also highlighted the need to amend the by-laws to address these issues. Lastly, a concern was raised that non-members on committees may want to take the committee in a direction that Wildwood doesn't want to go.

*Doryce commented that she prefers people on committees to be members.

Defining Non-Members: Legal Implications and Membership Levels

Lisa Gaudreau brought up the topic of defining non-members, as suggested by Doryce. Janice agreed with the proposal but pointed out that any changes would require legal review due to the legal definition of members and non-members. This distinction is established through a court case, and there's a clear obligation to pay for the maintenance of private lakes and roads, separate from Association membership. The group discussed the different levels of membership and the dues that come with them. Janice clarified the legal distinction between members and non-members, warning that including 'roads and lakes people' in the concept of

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membership could lead to legal trouble. Tammy suggested focusing on defining the desired member for specific situations rather than rewriting the by-laws entirely. Doryce withdrew their comments about what constitutes a member, acknowledging the importance of distinguishing between members and non-members. Jane emphasized the need for education rather than invitation for newcomers to the community and clarified that the term 'non-member' was created by an attorney or court.

Board, Legal, Membership, Rights, Bylaws, Discussion

Jane stressed that all changes would be submitted to the board and legal counsel for approval. The team agreed to implement ideas they believed to be beneficial, then seek legal advice. The group discussed the Zoom feature allowing participants to signal their desire to speak, as utilized by DORYCE. Jane mentioned the team would be working on this feature for the year 2024 in Wildwood. Membership and ownership were discussed in relation to the by-laws, with the group clarifying that membership was tied to people, not parcels. There was debate on whether membership should be tied to a specific parcel. The group agreed to consider who they wanted as members and what rights and responsibilities they should have. A suggestion to include a glossary in the by-laws was made to avoid confusion. The complexities of membership obligations and rights related to a property were discussed by Tammy, Janice, Jane, and Lisa Gaudreau. Janice clarified that for properties with a common area, a mandatory membership is attached to the land. There was also discussion on the relationship between the bylaws and the membership, with Jane questioning which takes precedence. A new restriction currently being worked on was also discussed, leaving the discussion open-ended. Tammy clarified the rules of membership in the community, stating that anyone listed on the title deed is eligible to be a member. The consensus was that one vote per parcel applies regardless of the number of people on the deed. Concerns about potential abuse of this system were raised, particularly with Airbnb tenants or elderly members.

Renters, Airbnb, Membership, Ownership, Wildwood, Decision-Making

Lisa proposed including the topic of renters voting and Airbnb voting in their written material. DORYCE's suggested moving forward to discuss Janice's breakdown of ways to expand the eligibility of membership. Jane expressed her belief that the primary person on the deed should be ultimately responsible for anyone else on the deed, which Janice acknowledged in her circulated proposal. The group agreed on the need for checks and balances in their decision-making process. The meeting also discussed the expansion of membership in Wildwood, with Janice proposing that any

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additional members should be brought in upon the request of the owner member, starting with spouses. Tammy expressed concern about setting clear boundaries for the owner member, and Jane suggested that the main member could designate an agent to represent them. The group did not reach a final decision in the meeting. They also reviewed Janice's proposal, focusing on the first and second bullet points, which deal with the registration of names and the recognition of owners as legal entities. The second bullet point aims to clarify that the corporation must be a closely held one, with the member being directly connected to it. The group also discussed the issue of spouses' membership rights and the need for agreement on their vote. DORYCE's noted a limit of no more than 2 people in cases where a parcel is held by a trust or an organization, which was not included in Janice's proposal and asked if this was intentional, to which Janice clarified that it was indeed intentional.

Bylaws, Spouses, and Corporations

The committee discussed the definition of a 'member' in their bylaws and voted on a proposal that allows up to two spouses to be designated as members. They also touched on the issue of corporations and closely held corporations. The proposal was agreed upon with 5 yeses and 1 no. The committee also decided to leave the definition of 'spouse' for later and focus on procedures.

** my notes reflect we agreed the definition would be "spouse by Law"

Delegating Rights and Membership in Property Ownership

Lisa Gaudreau and Janice discussed a proposal that allows the owner of a property to delegate certain rights and membership to a family member. Janice explained that the delegation wouldn't require a full transfer of ownership, but instead, the delegate member would share some rights and responsibilities with the owner. The key point is that the delegate member would take on the voting right and the right to sit on committees or the board. The group also touched on the potential complications of defining 'family member' for this purpose, and they acknowledged the risk of abuse if the delegate member makes decisions against the owner's interests.

Defining Family Members in Community Bylaws

Janice, Doryce, Jane, lisa, Lisa Gaudreau, and Alex discussed the issue of defining a family member in their community's bylaws. Doryce shared her research, expressing concerns about potential impacts on the bylaws if not clearly defined. lisa and Jane added their perspectives. Janice stressed the importance of being an owner and allowing active community members

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with family connections to participate fully. She proposed that the owner should have the power to delegate a representative from their family. The group considered extending voting and office holding rights to people other than the formal registered owners on the deed. However, they also considered not extending them at all due to potential complications. The final decision was to keep the rights exclusive to those on the deed, with the understanding that the responsibilities remain with the deed owner.

** note Alex was NOT in attendance

Committee, Voting Rights, and Board Influence

The team discussed the importance of committee participation and voting rights. Lisa Gaudreau suggested that those involved in various committees could communicate information back to the owner, who would have the final voting right. However, Janice emphasized the importance of board-level participation, following a close vote at the board level. Lisa Gaudreau, Jane, and Lisa agreed that the final decision should rest with the board. Tammy shared her experience of being on six boards without always having a voting right but still being able to influence directions. Doryce proposed a third option of accepting the idea of delegates with the right to hold office but not to vote. Janice and Jane expressed their views that someone who does not have the right to vote for their own property should not be allowed to sit on the board. Tammy clarified that one could still be involved in board meetings without having a vote. The group found the idea of splitting the two rights too complicated.

Proposal Amendment Discussion Postponed

Tammy proposed a motion to stick with the first proposal that was voted on, which included additional spouses, trusts, and legal entities, but not other parties. DORYCE's proposed an amendment for specificity in stating they were not going to extend any rights of membership beyond the addition of spouses. There was a discussion on including family members in the ownership of a property, with Tammy sharing her personal experience. The team decided to table the discussion and revisit it later, planning their next two meetings for January 30th and February 15th. The team also acknowledged Ora's contributions, who had to leave the meeting early.

Dates for future meetings: Dec 6th, Jan 3rd and Jan 31st, Feb 15th