

WALKER LAKE SHORES LANDOWNERS ASSOCIATION
General Membership Meeting Minutes
Hybrid Meeting: Club House/Zoom

July 20, 2024

Office is open Wednesday and Saturday 9:00 a.m. to 2:00 p.m. and will remain locked during business hours.

Call to Order:

The Board of Directors General Membership meeting of the Walker Lake Landowners Association was called to order at 9:00 a.m. on July 20, 2024, by President Michael DeVita.

Salute to the Flag

Roll Call:

Secretary conducted roll call. The following members were present: Michael DeVita, President; Carol Gillen, Treasurer; Carolyn Kalinich, Secretary; Mario Aieta, Director; Valerie Mitchell, Director (via Zoom); Dan Murphy, Director; Carol Reynolds, Director; Bill Savarese, Director (via Zoom); James Walter, Director (via Zoom); and John Weber, Director.

The following members were absent: John Rolando, Vice President; Alla Piltser, Director; and Daniel Duggan, Interim Board member.

Reminder that no video or audio recording of this meeting by any of the attendees is permitted.

Approval of the July 20, 2024 Agenda:

The Agenda was unanimously approved as distributed.

Member opportunity to speak on Agenda items only.

President's Remarks:

- Whether a member is attending the meeting via Zoom, or physically present at the Club House, all non-board members need to hold their comments until the end of the meeting.
- There will be a vote held at the General Membership Meetings on September 21, 2024, and May 17, 2025, on Proposed Amendments to the Constitution and to the Bylaws. Copies of the proposals are being provided today to members in attendance and will be posted at the office and on our website to begin the requisite membership notification process. A copy of the Proposed Amendments document is attached to these minutes.

Annual Financial Report

The Treasurer's yearly Financial Report was reviewed and discussed.

Member Comments:

There were no member comments

The next General Membership Meeting will be held on Saturday, September 21st at 9:00 a.m. followed by the Board of Directors Meeting.

A motion was made, seconded, and carried to adjourn the meeting at 9:15 a.m.

WALKER LAKE SHORES LANDOWNERS ASSOCIATION PROPOSED AMENDMENTS TO THE CONSTITUTION & TO THE BYLAWS JUNE 2024

KEY: **Proposed changes are bold underlined**

Explanatory notes are italicized, offering additional information & rationale.

Proposal #1 *The following proposed amendment to Constitution Article VI, Section 2 is linked to the next proposed amendments in this document to Constitution Article VIII (3)(4) and (6) and Bylaws Article V(2). Each must align to the other with regard to the number of board members so they are brought for approval together as one item.*

ARTICLE VI(2) (OFFICERS AND DIRECTORS)

Summary/Purpose: to relieve the past-president of additional service beyond their term, to reduce the size of the board from 15 to 14, to make Officers members of the board (giving officers a board vote without having to also serve as Directors), to correct the name of the Association (consistent with our Articles of Incorporation), and to remove duplicative language identified by John Stieh.

Current: The Directors shall consist of the last Past-president, the incumbent Vice-president, and 15 elected Directors. Of the fifteen (15) Directors, fourteen (14) shall be designated as At-Large Directors and elected in accordance with the procedures set forth in Article VIII. One (1) landowner in Hinkel Estates shall be designated by Hinkel Estates Property Owners Association to represent it on the Walker Lake Landowners Association Board of Directors as the Hinkel Estates Director. Hinkel Estates Director shall be designated by Hinkel Estates. Only members of the Walker Lake Landowners Association shall serve as an officer of the Association.

Proposed: The **Board of** Directors shall consist of **fourteen 14 members in total - the four (4) elected Officers, and ten (10) Directors. Of the ten (10) Directors, nine (9)** shall be designated as At-Large Directors and elected in accordance with the procedures set forth in Article VIII. One (1) landowner in Hinkel Estates shall be designated by Hinkel Estates Property Owners Association to represent it on the **Walker Lake Shores Landowners Association** Board of Directors as the Hinkel Estates Director. Only members of the **Walker Lake Shores Landowners Association** shall serve as an Officer of the Association.

ARTICLE VIII (3)(4) and (6) (ELECTIONS)

Summary/Purpose: to align the number of directors to Article VI(2) as proposed, to correct the name of the Association (consistent with our Articles of Incorporation), and to clarify/simplify section (6).

(3)Current: Normally five Directors shall be elected each year for a three-year term. Additional Directors may be elected to fill vacancies caused by resignations.

(3)Proposed: Normally **three (3) At-Large Directors shall be elected each year for a three-year term, the number elected each year being determined by the number of vacancies caused by the terms expiring. Interim Director Appointments may be made at regular Board of Director Meetings to fill positions until the next regular election.**

(Note for reference only - Three directors and two officer positions will normally be elected in any year and the implementation of this structure will take place over three years as the roles come up for election).

WALKER LAKE SHORES LANDOWNERS ASSOCIATION PROPOSED AMENDMENTS TO THE CONSTITUTION & TO THE BYLAWS JUNE 2024

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(4)Current: A nomination committee appointed by the President shall nominate candidates for the positions of Officer and At-Large Director. The nominations of the nominating committee shall be posted in the Clubhouse three weeks prior to the Annual Meeting. The nominations of the nominating committee together with nominations from the floor at the May General Membership Meeting shall constitute the official ballot. All nominees must be Regular Members. The Presidential nominees must have served at least one (1) year as a member of the board of Directors, as Secretary or as Treasurer.

(4)Proposed: **The President shall ensure that the nomination committee is sufficiently staffed. The nomination committee shall nominate candidates for the positions of Officer and At-Large Director. The nominations of the nominating committee shall be posted in the Clubhouse and on the Walker Lake Shores Landowners Association official website three (3) weeks prior to the Annual Meeting. The nominations of the nominating committee together with nominations from the floor at the May General Membership Meeting shall constitute the official ballot. All nominees must be Regular Members in good standing. The Presidential nominees must have served at least one (1) year as a Board Officer or At-Large Director.**

(5)Current: Officers shall be elected by a majority of the regular members present and voting. If no candidate receives a majority, a run-off between the two candidates receiving the largest vote will be held.

(5)Proposed: Officers shall be elected by a majority of the **regular** members present and voting. If no candidate receives a majority, a run-off between the two candidates receiving the largest vote will be held.

(6)Current: For the election of Directors, each regular member shall have as many votes as there are Directors to be elected, and the Directors elected will be the five (or more than five if there are more than five to be elected) persons receiving the largest number of votes from members present and voting.

(6)Proposed: For the election of At-Large Directors, each **regular** member shall **receive one ballot. Each ballot will list the candidates. Only one vote per candidate is permitted. Only one vote per open position is permitted. If there are more candidates running than there are open positions, those candidates receiving the largest number of votes will be elected.**

BYLAWS ARTICLE V (2).

Proposed change below to align the term Board member, which will include Officers and Directors, such that all Board members have voting rights. The Bylaws amendment procedure is different from the Constitution amendment procedure in that Bylaws changes require board votes, not member votes. A board vote for this Bylaws proposal would follow member approval of the related Constitutional amendments, if and only if Proposal #1 is approved by the membership. Inclusion of the Bylaws proposal is informational only for membership at this time.

Current: Each Director shall have one vote. In the event of a tie vote the President may cast the deciding vote. A majority of those present constitutes Board approval.

Proposed: **Each member of the Board of Directors shall have one vote. The vote of a majority of those Directors present and voting on the issue shall constitute Board approval or denial.**

Do you approve or disapprove the proposed amendment to Appendix II, Article VI, Section 2 and the related proposed amendments to Appendix II, Article VIII, Sections 3, 4, 5 and 6?

Approve __)(Disapprove __)

WALKER LAKE SHORES LANDOWNERS ASSOCIATION PROPOSED AMENDMENTS TO THE CONSTITUTION & TO THE BYLAWS JUNE 2024

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Proposal #2 **ARTICLE VIII (1)(8)(9) and (10) (ELECTIONS)**

Summary/Purpose: to create continuity in the name of the "Annual Meeting in July" (matching the language used in Article VII(2)), and to eliminate the reference to Community Manager (Article VIII (8)). We do not have a Community Manager, so this reference to one requires correction to a position that we do fill. We are recommending the Secretary as the second set of eyes.

(1)Current: Officers and Directors shall be elected at the Meeting of the Membership. Terms of office shall become effective at the September Board of Directors and Membership meetings.

(1)Proposed: Officers and Directors shall be elected at the **Annual Meeting in July**. Terms of office shall become effective at the September Board of Directors and Membership meetings.

(8)Current: Each absentee ballot will include a plain, non-identifiable envelope (in which the completed ballot will be placed and sealed) as well as an outer envelope, which must show the name and address of the voting member. Absentee ballots must be postmarked and/or received by the Nominations Committee no later than one week prior to the July General Membership (Election) Meeting. The Nominations Committee will check the outer envelope to determine eligibility and authenticity. The sealed inner envelope containing the ballot will be opened and counted along with the ballots cast at the General Membership (Election) Meeting by a volunteer group of members in the presence of the Community Manager and Nominations Committee Chair.

(8)Proposed: Each absentee ballot will include a plain, non-identifiable envelope (in which the completed ballot will be placed and sealed) as well as an outer envelope, which must show the name and address of the voting member. Absentee ballots must be postmarked and/or received by the Nominations Committee no later than one week prior to the **Annual Meeting in July**. The Nominations Committee will check the outer envelope to determine eligibility and authenticity. The sealed inner envelope containing the ballot will be opened and counted along with the ballots cast at the **Annual Meeting** by a volunteer group of members in the presence of the ~~Community Manager and~~ Nominations Committee Chair **and the Secretary**.

(9)Current: Members who request an absentee ballot may not later rescind the request and vote at the General Membership (Election) Meeting.

(9)Proposed: Members who request an absentee ballot may not later rescind the request and vote at the **Annual Meeting in July**.

(10)Current: A quorum at the July General Membership (Election) Meeting will consist of those voting members attending the meeting. Only one ballot will be issued per membership household.

(10)Proposed: A quorum at the **Annual Meeting in July** will consist of those voting members **who attend the meeting**. Only one ballot will be issued per membership household.

Do you approve or disapprove the proposed amendment to Appendix II, Article VIII, Section 1, 8, 9, and 10? (Approve __)(Disapprove __)

WALKER LAKE SHORES LANDOWNERS ASSOCIATION PROPOSED AMENDMENTS TO THE CONSTITUTION & TO THE BYLAWS JUNE 2024

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Proposal #3 INDEMNIFICATION

Summary/Purpose: to adopt broader indemnification language, reflecting PA statute.

Proposed to be Article IX (Indemnification) because indemnification is available for committee members and other official volunteers, not just Officers and Directors – which effects the numbering of the current Article IX (“Amendments”). “Amendments” would become Article X.

Current: ARTICLE VI(4) (OFFICERS AND DIRECTORS)

Officers and Directors shall have no personal liability with respect to any contract or commitment made by them in good faith on behalf of the Association. The Association shall indemnify and hold harmless each Officer and Director against any and all liability to others on account of such contract or commitment. This responsibility of the Association will be supported by adequate insurance coverage.

Proposed: ARTICLE IX (INDEMNIFICATION)

Indemnification is available in accordance with Pennsylvania Non-Profit Corporation Code 15Pa.C.S.A. 5741 Subchapter D.

**Do you approve or disapprove the proposed amendment to Appendix II, Article VI, Section 4?
(Approve__)(Disapprove__)**

WALKER LAKE SHORES LANDOWNERS ASSOCIATION PROPOSED AMENDMENTS TO THE CONSTITUTION & TO THE BYLAWS JUNE 2024

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Proposal #4 MEMBERSHIP

Summary/Purpose: to update the definition in the least controversial way while aligning to practice by eliminating Regular, Junior and Associate classes of membership.

Current: ARTICLE III (MEMBERSHIP)

- 1) There shall be three classes of membership: Regular, Junior, and Associate.
- 2) A person is eligible for regular membership if he or she owns 50% or more of a property which carries deeded lake rights or is the spouse of a regular member. Special cases shall be resolved by the Board of Directors.
- 3) A person eligible for regular membership becomes a regular member upon application for membership and payment of all applicable fees.
- 4) Sons, daughters, grandchildren, and foster children of a regular member, who are not themselves property owners, are automatically Junior Members if they are under 21 years of age and are automatically Associate Members if they are 21 or older.

Proposed: ARTICLE III (MEMBERSHIP)

~~1) There shall be three classes of membership: Regular, Junior, and Associate.~~

- 1) A person is eligible for **regular** membership if he or she owns 50% or more of a property which carries deeded lake rights or is the spouse of a **regular** member. Special cases shall be resolved by the Board of Directors.
- 2) A person eligible for **regular** membership becomes a **regular** member upon application for membership and payment of all applicable fees.
- ~~3) Sons, daughters, grandchildren, and foster children of a regular member, who are not themselves property owners, are automatically Junior Members if they are under 21 years of age and are automatically Associate Members if they are 21 or older.~~
- 3) **Property owners paying only the Maple Park Pro Rata Share, which provides for limited access via West Shore Beach consistent with Maple Park deeds, are not eligible for membership.**

Current: ARTICLE IV (PRIVILEGES AND DUTIES OF MEMBERS)

2. Only regular members have voting rights, with the provision that there can only be one vote for each annual dues payment.

Proposed: ARTICLE IV (PRIVILEGES AND DUTIES OF MEMBERS)

2. Only **regular** members have voting rights, with the provision that there can only be one vote for each annual dues payment.

Do you approve or disapprove the proposed amendment to Appendix II, Article III, Sections 1,2,3 and 4, and Article IV, Section 2? (Approve __)(Disapprove __)

WALKER LAKE SHORES LANDOWNERS ASSOCIATION PROPOSED AMENDMENTS TO THE CONSTITUTION & TO THE BYLAWS JUNE 2024

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*TIMELINE FOR CONSTITUTION AMENDMENT PROCESS is provided for committee/board reference only.
This is the text of our existing process to which no amendment is proposed.*

ARTICLE IX AMENDMENTS

- 1. Amendments to the Constitution may be proposed to the Board of Directors by an Officer, Director, or any regular member. The proposed amendment must be submitted in writing to the Secretary at least thirty days prior to any membership meeting, and must be posted at the principal office at least 3 weeks prior to the meeting*
- 2. If the proposed amendment is approved by a 2/3 vote of the members voting at the membership meeting it shall be submitted in writing together with a ballot to all regular members at least thirty days prior to a membership meeting designated on the ballot at which the vote for adoption is to be taken.*
- 3. A properly proposed amendment is adopted and becomes effective upon a 2/3 vote of the members voting by mail or otherwise delivered written ballot.*
- 4. An adopted amendment will be published in the first succeeding issue of the Association newsletter.*