

**WLLA BOARD MEETING MINUTES**  
**Hybrid Meeting: Club House/Zoom**

**June 15, 2024**

*Office is open Wednesday and Saturday 9:00 a.m. to 2:00 p.m. and will remain locked during business hours. Window service only; located on the side of building by salt shed.*

**Call to Order:**

The Board of Directors regular Meeting of the Walker Lake Shores Landowners Association was called to order at 9:00 a.m. on June 15, 2024, by President Michael DeVita.

**Salute to the Flag**

**Roll Call:**

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

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

There will be a 3-minute time limit on landowners speaking on agenda items, as well as at the end of the board meeting, unless the board wishes to take up a specific discussion.

**Approval of the May 18, 2024 General Membership Meeting Minutes**

A motion was made, seconded, and carried to accept the May 18, 2024 General Membership Meeting Minutes.

**Approval of the May 18, 2024, Board Meeting Minutes:**

A motion was made, seconded, and carried to accept the May 18, 2024, Board Meeting Minutes.

**Approval of the June 15, 2024, Agenda:**

The Agenda was unanimously approved as distributed.

Member opportunity to speak on Agenda items only. Questions arose regarding status of WLLA security.

**President's Remarks/New Business:**

- 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 Meet the Candidates Coffee Social immediately following this board meeting.

### **Treasurer's Report:**

All members present acknowledged receipt of the May 31, 2024, Treasurer's Report (*Please see full Treasurer's Report*). A motion was made, seconded, and carried to move the Tennis Court CD at maturity to Vanguard Reserve Mutual Fund. A motion was made, seconded, and carried to accept the Treasurer's Report.

A motion was made, seconded, and carried to approve June invoices as presented, and approve a write off of account balances for bad debt as stated on the report.

### **Approved Email votes prior to June 15, 2024, Board Meeting**

A motion was made, seconded, and carried to approve the Aqua Link contracts as proposed by the Lake Committee for a total of \$18,370.

### **Standing Committee Reports:**

#### **Finance:**

Discussed report submitted. A motion was made, seconded, and carried to approve authorizing the Treasurer to create a payment plan, with interest waived (in the same format as the payment plans developed by the Finance Committee and adopted by the Board in 2019), subject to review by the Legal Committee, for property owners #1 in consideration of medical hardships experienced by the property owners, and recent payment of \$400 for a current balance of \$1,883.09.

A motion was made, seconded, and carried to approve authorizing the Treasurer to create a payment plan, with interest waived, subject to review by the Legal Committee, for property owner #2 in consideration of medical hardship, and a recent payment of \$855 with a statement of 4 additional monthly payments of \$214 on a current balance of \$3,106.62.

#### **Program:**

Several program events have been scheduled for June and July. A motion was made, seconded, and carried to approve not more than \$1,000 for costs related to the July 13<sup>th</sup> Walker Lake Regatta and picnic.

### **Rules and Regulations:**

A motion was made, seconded, and carried to approve moving forward with all proposals outlined in the attached "Proposed Amendments to the Constitution & to the Bylaws June 2024", and "Proposed Addition to Commercial Enterprises" as follows: "Section IV. J) Solar system installations built primarily for the purpose of reselling the power generated are prohibited."

A motion was made, seconded, and carried to approve the Solar Installations amendment to the Red Book (first presented to the board at its May meeting) as follows:

- "1. Ground installations are prohibited. Installations must be roof-top only.
2. Tree clearing is prohibited; buffer zone must be maintained as per Section III.C.1, and Section IV.H.10.
3. Commercial installations are prohibited as per Section IV.J.

4. The WLLA office must be notified of any solar power installations, and plans (including any tree removals) must be provided prior to any work being commenced to ensure compliance with the aforementioned restrictions.”  
One board member opposed.

At this time, Alla Piltser excused herself from the meeting.

**Beach and Grounds:**

Discussed report submitted.

**Lake:**

Discussed report submitted.

**Road:**

A motion was made, seconded, and carried to approve the additional ½ cost in the amount of \$425 to Warner Paving & Excavating for the stone needed to rebuild the inlet basin.

**Legal:**

Provided an update on various items. A motion was made, seconded, and carried to approve the addition of Peter Ackerman as counsel.

**Membership/Nominations/Elections:**

The election will be held on July 20<sup>th</sup> from 8 a.m. to 9 a.m. Absentee ballots are available and must be postmarked or received in person to the office by July 13<sup>th</sup>.

**Clubhouse:**

Will continue scheduling additional volunteer days in September.

A motion was made, seconded, and carried to approve a maximum of \$2,000 for the purchase of a new refrigerator for the Clubhouse.

**Security:**

Reviewed the letter of concern regarding East-Tek Security Systems camera technology.

**Old Business:**

Discussed Old Business items listed on the Agenda.

**Member Comments**

Jackie Cozzolino requested the Board allow hanging photo banners from the ceiling in the Clubhouse for TWCWC’s photo contest this year only, and they will come up with another solution for next year. A motion was made, seconded, and carried to approve the exception to hang photo banners from the ceiling this year only. One board member abstained.

The next Board of Directors Meeting will be held on Saturday, July 20, 2024, beginning at 9:00 a.m.

A motion was made, seconded, and carried to adjourn the meeting at 11:35 a.m.

**Full Committee reports are posted and can be viewed on our Walker Lakeshores Landowners Association web page: [walkerlake.com](http://walkerlake.com).**

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

## PROPOSED AMENDMENTS TO OUR CONSTITUTION: Proposed changes are bold underlined

#1 The following proposed amendment to Article VI, Section 2 is linked to the next proposed amendments in this document to Article VIII (3)(4) and (6). 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.

### 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.

Current: Each Director and each Officer shall have one 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.**

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 this structure will take place over three years as the roles come up for election)**

(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 and on the Walker Lake Landowners Association official website 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 in good standing. 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 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 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.

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\_\_\_)

STATUS: BOD voted NO 6/18/22 on the 11 member version.

## #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.

STATUS: BOD vote to Approve 6/18/22.

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

### #3 INDEMNIFICATION

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

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) 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.

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

STATUS: Discussed at 6/22 BOD meeting. BOD first vote to Approve 7/16/22. BOD second vote to Approve 8/20/22.

### #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.

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. The purple text indicates speculative dates:

#### 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. Submit to Secretary by June 20<sup>th</sup> for posting on or before June 29<sup>th</sup> (3 weeks before the July 20, 2024 General Membership 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. Need 2/3 vote at the July 20 General Membership meeting, then send written ballot to all regular members on or before Aug 22 (30 days prior to the Sept 21 General Membership meeting).

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. 2/3 vote at the Sept meeting, including written ballots.

4. An adopted amendment will be published in the first succeeding issue of the Association newsletter. Print in fall newsletter?