

CALL TO ORDER at 6:01pm by Mona Loomis, President and Chairperson

This meeting was a continuation of the previous meeting held 11/10/22. The purpose of this meeting is to discuss the remaining items from the previous meeting's Agenda.

PRESENT

- Mona Loomis, President
- John Knauff, Vice President
- De'Juan McDuell, Treasurer
- Linda Carullo, Secretary
- Dave Carullo, Director
- Bob Wirtz, Operations Manager
- Darrell Hotler, Guest

ABSENT

- Mike O'Meara, Financial Manager

OLD BUSINESS

1. Proposed Amendments to the Bylaws (See attached *Summary of Changes to the Bylaws* for more details.)
 - a. Linda proposed modifying the wording from Bylaws Article IX, Section 1 to be consistent with the approved amendment from 11/10/22. The new wording changes "secretary/treasurer" to "secretary, and treasurer," and reads as follows: "***The officers of this Association shall be a president, vice-president, secretary, and treasurer, who shall at the time be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.***" Mona motioned to approve. John seconded. Approved.
 - b. Linda proposed modifying the wording from Bylaws Article IX, Section 5 to be consistent with the approved amendment from 11/10/22. The new wording changes "secretary/treasurer" to "secretary" and reads as follows: "... ***Any officer may resign at any time by giving written notice to the Board, the President or the Secretary...***" Mona motioned to approve. John seconded. Approved.
 - c. Lee Ranger submitted a written motion "to make the Bylaws document easier to read and understand by eliminating various portions, including the amendment dates, of those items which have previously been amended or removed." Dave seconded. Opened for discussion.
 - i. Lee Ranger's Motion was not passed as a response to concerns raised in discussion.
 - ii. Linda Carullo proposed to include the Covenants and other Governing Documents in the proposed change. Procedures should be implemented to protect the history of changes to the Bylaws, Covenants, and other Governing Documents. The procedures should not be part of the Bylaws. The modified amendment reads as follows: "***The Bylaws document and/or other Governing Documents can have amendment indicators (crossed-out portions, bold font, amendment dates, etc.) eliminated from the document to allow for a cleaner copy of the most current Bylaws. To protect the history and accuracy of the Bylaws and/or other Governing Documents and the amendments made, proper procedures should be followed as stated in procedures approved by the Board.***" Dave motioned to approve the modified amendment. John seconded the motion. Motion approved. Procedures were implemented.
 - d. Also submitted was a written motion "to insert corrected language under Article XI on page 9, by replacing the second word "Association" with the words "board of directors". Dave seconded the motion. Motion approved.

- e. Lee Ranger submitted a written motion “to insert new language on page six (6), under Section two (2) Duties of the board of directors and listed as new items (L-1) through (L-4). New wording is shown in the sample document...” (See attached Summary of Changes to Bylaws for Lee’s six paragraphs of additions and two paragraphs of explanations.) Dave seconded. Opened for discussion.
 - i. Lee Ranger’s Motion was not passed as a response to concerns raised in discussion.
 - ii. Linda proposed a modified amendment and procedures to address Lee’s concerns. The modified amendment would be added under Article VII, Section 2, as a new item (I) and would read as follows: “**(I) communicate to members and receive and act on communication from members in an appropriate and timely manner according to procedures approved by the Board.**” Dave motioned to approve the modified amendment. John seconded the motion. Motion approved. Procedures were implemented.
- f. Linda proposed changing the wording under Article I making the LPGPOA post office box the principal mailing address in the Bylaws instead of the President’s address. Currently the Bylaws state “the principal office of the corporation shall be the address of its current President...” Lakepointe Gardens has a post office box address. The amended wording would read as follows: “**The name of the corporation is LAKEPOINTE GARDENS PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The Association owns no buildings, thus the principal mailing address of the corporation shall be the post office box address listed on the LPGPOA website. ...**” Mona motioned to approve. Dave seconded. Approved.

2. Landscape Contract was submitted for Board review.
3. Mike provided financial reports.
4. Street lamp – the company is hoping to have it installed by the end of the year.

NEW BUSINESS

1. De’Juan communicated with the Condo Association President. He will meet with Mike to review the budget numbers.
2. Contract for Operations Manager – In reviewing the Operations Manager’s Contract between LPG and Bob Wirtz, it was decided the duties need to be revised prior to hiring a new Operations Manager before January 1, 2023. Dave Carullo will review the contract and the duties of the Operations Manager.

ADJOURNMENT

Mona moved to adjourn the meeting. De’Juan seconded. Meeting adjourned at 8:46 p.m.

SUMMARY OF CHANGES to the BYLAWS OF



APPROVED BY: Board of Directors

DATE: 11/21/2022

MOTION #1

BYLAW ARTICLE/SECTION: Article IX Officers and Their Duties, Section 1. Enumeration of Officers

MOTION AND PURPOSE OF CHANGE:

The 11/10/2022 approved Amendment to separate the office of Secretary/Treasurer to become two offices of Secretary and Treasurer affects the wording of other Sections in the Bylaws. Linda Carullo proposed to modify the wording throughout the Bylaws to be consistent with the approved Amendment from 11/10/2022. Section 1 should read as stated below.

The officers of this Association shall be a president, vice-president, **secretary, and treasurer**, who shall at the time be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

BYLAW WORDING SUBJECT TO CHANGE:

The officers of this Association shall be a president, vice-president and ~~vice-president for property maintenance, secretary and treasurer~~ **secretary/treasurer**, who shall at the time be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create. *(Rev. 11/2007)(Rev. 06/2008)*

APPROVED AMENDMENT:

The officers of this Association shall be a president, vice-president, **secretary, and treasurer**, who shall at the time be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

Mona motioned to approve. John seconded. Approved.

MOTION #2

BYLAW ARTICLE/SECTION: Article IX Officers and Their Duties, Section 5. Resignation and Removal

MOTION AND PURPOSE OF CHANGE:

The 11/10/2022 approved Amendment to separate the office of Secretary/Treasurer to become two offices of Secretary and Treasurer affects the wording of other Sections in the Bylaws. Linda Carullo proposed to modify the wording throughout the Bylaws to be consistent with the approved Amendment from 11/10/2022. The affected portion of Section 5 should read as stated below. Motion was made.

... Any officer may resign at any time by giving written notice to the Board, the President or the **Secretary...**

BYLAW WORDING SUBJECT TO CHANGE:

...Any officer may resign at any time by giving written notice to the Board, the President or the **Secretary/Treasurer...**

APPROVED AMENDMENT:

... Any officer may resign at any time by giving written notice to the Board, the President or the **Secretary...**

Mona motioned to approve. John seconded. Approved.

MOTION #3

BYLAW ARTICLE/SECTION: Entire Bylaws

MOTION AND PURPOSE OF CHANGE:

Lee Ranger moved “to make the Bylaws document easier to read and understand by eliminating the various portions, including the amendment dates, of those items which have previously been amended or removed.”

He states, “This changes no meaning of the document. It simply makes it easier to read and understand...”
Examples were given.

NOT PASSED: Lee Ranger’s Motion was seconded by Dave. Opened for discussion. It was not passed as a response to concerns raised in discussion.

MODIFIED MOTION:

Linda Carullo proposed to include the Covenants and other Governing Documents in Lee’s proposed change. Procedures should be implemented to protect the history of changes to the Bylaws, Covenants, and other Governing Documents. The procedures should not be part of the Bylaws.

APPROVED MODIFIED AMENDMENT:

The Bylaws document and/or other Governing Documents can have amendment indicators (crossed-out portions, bold font, amendment dates, etc.) eliminated from the document to allow for a cleaner copy of the most current Bylaws. To protect the history and accuracy of the Bylaws and/or other Governing Documents and the amendments made, proper procedures should be followed as stated in procedures approved by the Board.

Dave motioned to approve the modified amendment. John seconded the motion. Motion approved. Procedures were implemented.

MOTION #4

BYLAW ARTICLE/SECTION: Article XI Committees

MOTION AND PURPOSE OF CHANGE:

Lee Ranger moves “to insert corrected language under Article XI on page 9, by replacing the second word “**Association**” with the words “**board of directors**”.

Lee states, “This change simply corrects the document to comply with the earlier Article V on page 3, which indicates the board is responsible for appointing the nominating committee, not the members.”

[Article V states, “The Nominating Committee shall be appointed by the Board of Directors...”]

BYLAW WORDING SUBJECT TO CHANGE:

The **Association** shall appoint a Nominating Committee, as provided in the bylaws. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purpose.

APPROVED AMENDMENT:

The **Board of Directors** shall appoint a Nominating Committee, as provided in the bylaws. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purpose.

Dave seconded the motion. Motion approved.

MOTION #5

BYLAW ARTICLE/SECTION: Article VII Powers and Duties of the Board of Directors, Section 2 Duties. "It shall be the duty of the Board of Directors to:"

MOTION AND PURPOSE OF CHANGE:

Lee Ranger moves "to insert new language on page six (6), under Section two (2) Duties of the board of directors and listed as new items (L-1) through (L-4). New wording is shown in the sample document and below in red:"

(l) Communicate information to the members, appropriately and in a timely manner, to permit any member to request information or offer suggestions regarding matters affecting their membership in the association. The performance of board members &/or managers in this regard shall adhere to the following guidelines:

(1) report to the members within ten (10) days following the close of the annual meeting, the name, telephone number, and email address of each board member &/or manager, and identify the board member officers who were elected at the newly elected board's meeting immediately following the annual meeting of members. The same information for any subsequent replacement of a board member or manager shall also be reported in the same manner within ten (10) days of the effective date of such change.

(2) absent the ownership by the association of any building(s), identify the mailing address of the board president as the legal address of the association for receiving any legal documents pertaining to the business interests of the association, and furnish that address to each member within ten (10) days following the organizational meeting of the board of directors.

(3) whenever any document posted on the association website is amended, a copy of the amended document shall replace the website document and all members shall be notified of the revision and replacement within ten (10) days following the effective date of the amendment.

(4) notification to members shall be made via email, or by U. S. mail to any member without email service, and shall consist only of notification that the revised document is posted on the website to those with internet access. Notification to those without internet access shall include a copy of the document(s) involved.

(5) the board members shall determine and appoint which director or manager shall be responsible for each item of communication listed in L-1 through L-3 above and the appointee(s) shall confirm to the board the completion of the duties assigned.

"This new item is intended to set up procedures to be followed by the board for the purpose of furnishing crucial information members need for contacting board members and managers, and being informed of the legal address of the association for receiving any legal documents, which is a requirement under the association's charter, and is specifically called for under Article I of the bylaws."

"In other words, this last proposal simply emphasizes the board's duty to appropriately communicate, as some of the other language dictates should already have been standard operating procedure. Communication to association members is such an important duty of the board and managers, and this proposal outlines the primary duties all in one place and is intended to bring them all under one umbrella of responsibility."

BYLAW WORDING SUBJECT TO CHANGE:

Nothing would be modified or removed; Proposed wording would be added after Section 2 (k) if approved.

NOT PASSED: Lee Ranger's Motion was seconded by Dave. Open for discussion. It was not passed as a response to concerns raised.

MODIFIED MOTION:

Linda Carullo proposed amending the Bylaws by adding the simplified wording below and to implement procedures that would not be included in the Bylaws.

(l) communicate to members and receive and act on communication from members in an appropriate and timely manner according to procedures approved by the Board.

APPROVED MODIFIED AMENDMENT:

(l) communicate to members and receive and act on communication from members in an appropriate and timely manner according to procedures approved by the Board.

Dave motioned to approve the modified amendment. John seconded the motion. Motion approved. Procedures were implemented.

MOTION #6

BYLAW ARTICLE/SECTION: Article I, Name and Location

PROPOSAL AND PURPOSE OF CHANGE:

Linda Carullo proposed making the LPGPOA post office box the principal mailing address in the Bylaws instead of the President's address. Currently the Bylaws state "the principal office of the corporation shall be the address of its current President..." Lakepointe Gardens has a post office box address.

BYLAW WORDING SUBJECT TO CHANGE:

The name of the corporation is LAKEPOINTE GARDENS PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The Association owns no buildings, thus the principal office of the corporation shall be the address of its current President, with such information to be made available to the membership immediately after each annual election of officers by the Board of Directors. Meetings of members and directors may be held at such places within the State of Indiana, County of Porter, as may be designated by the Board of Directors.

APPROVED AMENDMENT:

The name of the corporation is LAKEPOINTE GARDENS PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The Association owns no buildings, thus the principal mailing address of the corporation shall be the post office box address listed on the LPGPOA website. Meetings of members and directors may be held at such places within the State of Indiana, County of Porter, as may be designated by the Board of Directors.

Mona motioned to approve. Dave seconded. Approved.