

Sylvan Shores Property Owners Association  
Special Board of Directors Meeting  
June 11, 2016

Joel Linker, President, called the Special Board of Directors' meeting to order at 9:30 a.m.

**Roll call-** All Board members in attendance: Joel Linker-President, Polly Brown-Vice President, Betsy Berglund-Treasurer, Ann Dibb-Secretary, Terry Chacos, Judy Fricke, Joan Morphew.

**Agenda.** Motion made to approve the agenda. Motion Carried. Agenda accepted without modification.

**Action on By-Law resolutions as recommended by Committee.**

Article IX Amendment to correcting Technical Errors of Governing Documents. Motion to correct technical errors carried.

1. Article III, VI, IX, XV Delete References to Developer. Resolution adopted.
  2. By-Laws Table of Contents. Resolution adopted.
  3. Article I Definition (I) Of Owner. Resolution adopted.
  4. Article III, Section 4, Domestic Partner. Resolution adopted.
  5. Article III, Section 8 Suspension of Membership Privileges. Resolution adopted. Requesting to have the minutes show dissent: Joan, Polly.
  6. Article V, Section 2 Date of Annual Meeting. Motion made by Judy to keep the amendment as currently stated with no change (date of annual meeting to remain in September). Seconded. Resolution failed. There will be no change to the date of the Annual Meeting, it will remain in September. Requesting to have the minutes show dissent: Joan, Polly.
  7. Article V, Section 7 Voting Members. Resolution adopted.
  8. Article VII, Section 6. Signing of Checks. Resolution adopted as amended.
    - i. Motion made by Betsy to amend the resolution to change the wording from "any 'one' , to any 'two' of the following officers...". Seconded. Motion to amend carried.
  9. Article IX, Section 1 and Article X, section 4. Corporate Seal. Resolution adopted.
  10. Article IX, Section 2, Number of Directors. Resolution adopted as amended.
    - i. Motion made by Joan to strike the following sentence from the resolution: "The board of directors may, however, by the resolution increase the number of Directors to not more than twelve (12)". Seconded. Motion to amend carried.
    - ii. Motion made by Judy to amend the resolution by inserting reference Article 3, section A to define a member in good standing. "...Directors must be Members *in good standing and must remain a Member in good standing as defined per article 3, section A during their term in office and if not will be removed from the Board of Directors. ...*" Seconded. Motion to amend carried.
  11. Article IX, Section 4 Election of Directors, Resolution adopted. Note: Due to vote on (6) Article V, Section 2 Date of Annual Meeting to keep the amendment as currently stated in the By-Laws, the month of filing will remain as July. Discussion was raised regarding verbiage preventing immediate family members from running for election or being on the board at the same time, however was ruled out of order as it required proposal of a new resolution.
  12. Article IX, Board of Directors Election protest and Appeals. Resolution adopted as amended.
    - i. Motion made by Joan to amend section Article IX section D by inserting 'excluding current directors'. Resolution to read: (D) The President, with the approval of the Board of Directors, shall appoint an Election Appeals Committee which shall consist of the President and four (4) additional General Members, **excluding current directors**. Seconded. Motion to amend carried.
- Motion was made to extend the meeting to 12:00 noon. Motion carried.
13. Article IX, Section 7 Special Meetings. Resolution Adopted.
  14. Article IX, Board of Directors Electronic Meetings. Resolution Adopted.
  15. Article IX, Board of Directors Election Terms for Directors. Resolution Adopted.
  16. Article IX, Board of Directors, Resignation of Directors. Resolution Adopted.
  17. Article IX, Section 11 Vacancies. Resolution adopted as amended.

- i. Motion made by Joan to amend the resolution by adding a sentence to the end of the resolution stating: Terms for those appointed by Board of Directors will be until the next annual election. Seconded. Motion to amend carried.

Motion to extend the meeting to 12:30. Motion carried.

**18.** Article IX, Section 12, Selection of Officers. Resolution adopted.

**19.** Article IX, Section 13 Succession of Terms. Resolution adopted.

**20.** Article IX, Section 16, Authorization of Committees. Resolution adopted.

**21.** Article IX, Section 16 (B) and (C). Resolution adopted as amended.

- i. Motion made by Polly to amend the resolution by striking ‘determine’ and inserting ‘recommend to the board’. “...and to ~~determine~~ recommend to the board reasonable admission and other fees for the use of Common Properties as may be required for their operation by the Association.” Seconded. Motion to amend carried.”

**22.** Article IX, Section 16 (D) Election Committee. Resolution carried. Requesting to have the minutes show dissent: Joan.

**23.** Article X, Section 1. Officers. Resolution adopted.

**24.** Article X, Section 2, President. Resolution adopted.

**25.** Article XI, General Provisions, Section 3. Updating the IRC of 1954. Resolution Adopted.

Motion to extend the meeting an additional 10 minutes to 12:40 p.m. Motion carried.

**26.** Article XIII, Indemnification of directors, officers, employees, updating MN statute section 317.16(2) (14). Resolution adopted.

Special meeting adjourned at 12:40 p.m.

Submitted by  
Ann Dibb, Secretary  
(Approved July 16, 2016)