

Sunset Lake Association

SPECIAL MEETING MINUTES

June 4, 2002

The Sunset Lake Association Board of Director's held a special meeting on Tuesday, June 4, 2002 at the Community Center Hall, 30505 East Lake Dr., Girard. President Jim Dorr called the meeting to order at 7:00 P.M.

- **Present were:** Jim Dorr, Dennis Denney, Ken Volz, Tom Erickson, Allan Sharp, George Madiar, Ernie Neumann, and Bob Sons.
- **Determination of Quorum:** Pres. Jim Dorr informed the members that there were 54 present and 27 proxies, which constitutes a quorum.
- President Jim Dorr informed the members that an amendment was passed by the Board for the member's consideration. It is an addition to Section 7, Removal of a Director. He read the proposed amendment and the definitions of malfeasance, misfeasance, and nonfeasance. He called for a motion to accept this Bylaw Amendment. #62 John Schwandner made the motion to accept the Bylaw amendment, and Lou Long seconded it. Jim Dorr asked if there was any discussion.

Ray Reardon asked if this is initiated by a. or b., then the actual removal would be by a two thirds (2/3) vote at an Annual or Special Meeting? Jim Dorr said that is correct. #267,268 Joe Clevenger said the wordage isn't clear. Pres. Jim Dorr said the wordage has been shown to our attorney and we are not changing any wording as passed by the Board. #269,270 Ken Boyd asked what the definition of "conflict of interest" is? Jim Dorr said that the Board will make that determination. #221 John Munchalfen asked where the definitions came from because he looked these up and could only find two that were similar. Jim Dorr said from a Legal Dictionary. Ken Boyd asked if conflict of interest was in the dictionary and Jim answered he didn't know. #276 Bill Tavernor said if someone runs for a certain position on the Board, but he is put on another committee, he is doomed to failure. Bill Tavernor said if people run for a certain position, they know the obligations of that position and if they get that job, then you hold them responsible for that job, not some job the Board wants them to do. Jim Dorr answered that it has never been done that way, and after the last Annual Meeting in Executive Session, each Director picked the Committee they wanted to Chair, but unfortunately Bob Sons did not attend that meeting, so he was assigned a position. Bill Tavernor said he ran for Lake Patrol because he isn't qualified to run for anything else, and if he hadn't gotten Lake Patrol, he would probably resign from the Board. John Munchalfen asked if the Secretary's position applies to this amendment? Jim Dorr said that position is hired and fired by the Board. #8 Jeanette Earley asked why we need this amendment since we have not needed it in the past? Jim Dorr told her that it was brought up to the Board and he read Article IV, Section 7 as it is. Jeanette Earley asked if this is such a serious issue that it couldn't wait until the Annual meeting. Jim Dorr answered yes, and he asked for a vote on Ballot 1 for a yes to approve the amendment or a no vote against passing it.

- After counting the votes, the President said the vote was 54 yes and 27 no, which is exactly 2/3's vote to approve the new amendment to the Bylaws. The motion passed. The meeting was adjourned at 7:25pm.

Secretary,
Peggy L. Volz

