

Lake Barcroft Village, Inc.

Minutes of the Special Board of Directors Meeting Held on August 7, 2015

Attending: Dawn Donald, George Erikson, Stuart Feldstein, David Kassing, Nancy Mattson, Adele Neuberg, Carl Neuberg, Sam Rothman, Clyde Williams, and Executive Director Cindy Waters, also Sheila Wayman.

Co-President Stuart Feldstein called the meeting to order at 1:05pm at Neuberg residence.

Co-president Feldstein announced that the meeting would address four issues relating proposed Associate Membership to be put to a membership vote in September. The first three were required to define the Associate Membership to be put to on the ballot.

1. The first issue was the number of LBV Board positions that could be held by Associate members. After considering a range of options, from none to unlimited board seats for Associate Members, including proportional representation, the Board voted 8 to 1 to allow Associate Members to hold “up to three LBV Board seats.” This is intended allow the LBV Nominating Committee adjust Associate members’ Board seats as the proportion of Associate Members changes.

2. The second issue was whether Associate Members should be allowed to hold any or all of the six Officer positions on the LBV Board. The Board discussed a variety of possibilities and then the voted 6 to 2 , with one abstention, to allow Associate members to hold all Board positions except the office of LBV President.

3. The third issue to be settled was the dues to be required of Associate Members. A wide ranging discussion included (A) the relationship between the level of dues and the number of Associate Members joining, (B) the effects of potential shifts of some full members to associate membership on LBV funding, (C) tax deductibility for Associate members, and (D) the policies and experiences of other villages that have adopted Associate memberships. It was moved and seconded that LBV Associate membership

dues be set at two-thirds (2/3) of full membership dues. After further debate the Board voted 8 to 1 to approve the motion. Based on the current LBV dues structure, dues for Associate Member couples would be \$500; for single Associate Members dues would be \$335.

The fourth issue addressed by the Board involved the timing of the LBV's filing with the State Corporation Commission (SCC) of changes to the village's Articles of Incorporation ("Charter") allowing the creation of additional membership classes. The results of the vote conducted in October 2014 approved the creation of additional classes but they were rejected by the SCC as lacking certain language. Correcting this language does not require another vote by the LBV membership. For this reason, the revised LBV Articles can be submitted now and omitted in the upcoming voting. The implementation of a favorable vote on Associate Membership would be accomplished sooner.

A lengthy debate ensued. Some agreed that we should go ahead and file with the state the immediately. Others pointed out that we had been preparing for a membership vote on both the Articles of Incorporation and the LBV Bylaws. Legal fine points were debated. Some members felt that the Board was already too deeply involved in preparing a vote on both the Articles of Incorporation and the LBV Bylaws to change course now. A straw vote was taken and further discussion followed. When a final vote was taken, the Board voted 4 to 3 with 2 abstentions to delay the filing of revised Articles of Incorporation until immediately after the votes are counted and the changes approved by the members.

The meeting was adjourned at 3:15pm.

Submitted by

Dave Kassing
Secretary

August 13, 2015