

Lake Barcroft Village, Inc.

Minutes of the Board of Directors Meeting Held on July 9, 2015

Attending: David Kassing, Nancy Mattson, Adele Neuberg, Carl Neuberg, Sam Rothman, Clyde Williams and Executive Director Cindy Waters, also Ann Cook and Bill Cook.

Co-President Adele Neuberg called the meeting to order at 3:05pm at the Mason District Government Center.

Minutes: The Board approved the minutes of the May 21st and June 11th 2015 meetings.

Treasurers' Report: Treasurer Carl Neuberg summarized the June 2015 financial activity as routine. The LBV mid-year bank balance is a healthy \$87,567. Other ongoing work includes updating the value of LBV's assets, developing a list of donors, and reviewing the costs and policies of LBV's current credit card provider. Carl reported that he is examining the financial differences between treating LBV consultants as employees or contractors.

Executive Director's Report: LBV has 80 members and 84 volunteers at this time. Attendance by members, guests, and volunteers at seven June LBV events totaled 149 (including 26 guests). The ED also reported that the volunteer Appreciation Barbeque was "a great success." The process of providing access to the Washington Consumer Checkbook for LBV member households is nearing completion and should be concluded by the end of the month.

Committee Reports:

Communications Committee. This committee report raised many issues about the LBV website content. Several screens need to be updated and kept current. Access to the "Members Only Portal" and password procedures for protecting the information there need to be defined. Sam and Adele work to resolve the issues

Fund Raising Committee. The committee has scheduled a well-provisioned barge party for Business and Professional club members for July 10th. They expect that more than 20 club members will attend.

Membership Committee. First, Village Link is up and running. Second, analysis of the LBV member survey is largely complete and a report will be circulated in the near future. Third, plans for the Summer Social, “Mediterranean Magic,” including catered Greek cuisine, are set.

Programs Committee. No report.

Volunteer/Service Committee. Quarterly refresher meetings of volunteers will begin soon. These meetings will also discuss potential additional services LBV could provide.

Old Business:

Associate Membership Legal Matters. The Board reviewed the proposed amendments to LBV’s Articles of Incorporation and Bylaws at length. (The July 6, 2015 document defining the proposed amendments is attached to these minutes.) The discussion included the purposes of Associate Memberships, the wording of the amendments being proposed, the schedule for votes on the proposed changes, and implementation issues. Late in this dialogue it was moved and seconded that:

“The LBV Board should proceed with the planned membership vote on wording changes to the LBV Articles of Incorporation and LBV Bylaws on membership issues as stated in the July 6, 2015 document.”

The resolution passed with four votes in favor and two abstentions.

The voting is about changing the LBV Articles of Incorporation and the LBV Bylaws so the Village can create a new class of members to be called Associate Members. Voting will be conducted after the September 21, 2015 Membership Meeting. The pros and cons of Associate membership will be discussed then. Village members will have the opportunity to voice their opinions and ask questions. Prior to that voting LBV members will

also be informed about the purpose of the proposed changes, by both letter and e-mail.

Website Update. See the report of the Communication Committee discussed above.

Next Meeting: The August LBV Board meeting will be held at the Mason District Government Center at 3:00pm, Thursday, August 13th.

Action Items:

1. Appoint an individual to develop LBV funding from Lake Barcroft Association members. (Stuart and Adele)
2. Hold an ad hoc Board meeting on voting on LBV Articles of Incorporation and Bylaws during the week beginning Sunday, July 12th.
3. Determine password policy for the LBV members' only portal on the LBV website. (Larry Golfer and the Communications Committee)
4. All Board members should reexamine the LBV website and provide any recommendations to the Communications Committee.

Co-President Adele Neuberg adjourned the meeting at 4:45pm.

Submitted by

Dave Kassing

July 26, 2015

Attachment

Proposed Associate Membership Article and Bylaw changes
(Prepared by Stuart Feldstein, George Erikson, Sam Rothman)

The Board adopted a resolution at its June 11 meeting to create an associate class of membership, subject to approval by vote of the members. An ad hoc legal committee was tasked with drafting the text of Articles of Incorporation ("Charter") and Bylaw changes to implement this resolution.

Additionally, to clarify and give the Board flexibility to authorize members to vote on matters in addition to the creation of new membership classes and the election of directors, a new Charter Article IV provision is proposed to be added expressly conferring this voting right to members.

A. Charter changes

Present. Article IV now reads: **"The Corporation shall have one class of members."**

Proposed. The proposed amended Charter Article IV would read as follows:

"The Corporation shall have one or more classes of members. Creation of a new class of membership must be approved by the affirmative vote of two-thirds of the votes cast by all members entitled to vote. The qualifications and rights of the members of each class of members shall be set forth in the Corporation's bylaws. Members shall also have the right to vote on such other matter or matters as may be designated by the Board of Directors from time to time."

B. Bylaw changes-Article IV

Present. Article IV of the Bylaws now reads: **"All residents of Lake Barcroft who are current in payment of an annual membership fee as determined periodically by the Board are members."**

Proposed. The proposed amended Bylaws Article IV would read as follows:
" The Corporation shall have the following classes of members: Full Members are enrolled dues-paying Lake Barcroft residents with all the rights and privileges conferred by the Corporation's Articles and these Bylaws. Associate Members are enrolled dues-paying Lake Barcroft residents with all of the rights and privileges of Members, with the following exceptions: they shall not be entitled to the services offered by the Corporation's volunteers; they shall

Attachment Continued

not be entitled to be elected to more than one-third of the seats on the Board of Directors; and they shall not be entitled to be elected as officers of the Corporation."

C. Bylaw changes-Article XII

To effect the right of members to vote on creation of a new class of membership, Article XII of the bylaws must be changed to harmonize it with the amended Charter Article IV.

Present. Bylaws Article XII now reads:

"These Amended Bylaws may be amended, repealed or altered in whole or in part, and new Bylaws may be adopted by a vote of sixty percent (60%) of the directors at a meeting duly called and at which a quorum is present."

Proposed. The proposed amended Bylaws Article XII would read as follows:

"These Amended Bylaws may be amended, repealed or altered in whole or in part, and new Bylaws may be adopted by a vote of sixty percent (60%) of the directors at a meeting duly called and at which a quorum is present, except as provided in Article IV of the Articles of Incorporation."

6 July 2015