

ARROWHEAD LAKE ASSOCIATION
Special Meeting of the Board of Directors
May 30, 2009 9:00 AM
Lake Arrowhead Resort and Spa

MEMBERS PRESENT:

Scott L. Rindenow – President
Stan Tomlinson – Vice President
Mary Snaer – Secretary/Treasurer
Jeff Altmeyer
Tom Olhasso
Ralph Wagner

EXCUSED MEMBERS:

Karen Vander Meyden

OTHERS PRESENT:

John Rutledge – General Manager
Laura Dyberg – Property Manager
Christina Ellsworth – Executive Assistant
Wayne Guralnick – Legal Counselor
4 members in attendance

CALL TO ORDER

President Scott L. Rindenow called the meeting to order at 9:06 AM.

President Rindenow welcomed ALA legal counselor, Wayne Guralnick, to the meeting.

1. FLAG SALUTE

The Pledge of Allegiance was recited.

2. MEMBER COMMENTS

Member Allan Keller stated that he applauds the Board for proposing to reverse last year's Bylaw changes of eliminating term limits and the two Board meeting attendance requirement for filing nomination papers. Mr. Keller also spoke on the language of proposed change Number 9. Mr. Keller stated that including the word "disparaging" in that change is difficult to define. A candidate's statement may include a statement of fact about another candidate but that fact may also be disparaging.

President Rindenow responded that the two Board meeting attendance requirement was not intended to disenfranchise or exclude any member. President Rindenow stated that Mr. Keller's comments about Number 9 will be considered when the Board addresses Number 9.

Mr. Keller expressed his opinion about changes made to the Bylaws.

3. ACTION ITEMS:

Attachments are available in the ALA office and online at www.ala-ca.org.

- **Consideration of Proposed Bylaw Changes** (see attached proposal)

The proposed Bylaw changes were numbered and the Board addressed each change by its assigned number. Karen Vander Meyden submitted comments electronically prior to the meeting and her comments were considered as each proposed change was addressed.

The consensus of the Board was to only have the date of the most recent version of the Bylaws on the cover sheet of the Bylaws.

President Scott L. Rindenow stated that the purpose of this Special Board meeting is not to vote on the proposed changes but to decide which of the proposed changes would be voted on at the next regularly scheduled Board meeting which will be Saturday, June 27, 2009. President Rindenow took Action Item Consideration of Member Vote out of order to be addressed simultaneously with Action Item Consideration of Proposed Bylaw Changes.

Number 1: The consensus of the Board was to include change Number 1 in the proposed Bylaw changes for the next Board meeting. The consensus of the Board was to put this proposed change to a Board vote.

Number 2: The consensus of the Board was to include change Number 2 in the proposed Bylaw changes for the next Board meeting. The consensus of the Board was to put this proposed change to a Board vote.

Number 3: The Board discussed the possibility of putting this change to a membership vote and the possibility of including Pro and Con statements with it. Mr. Guralnick explained that this proposed change would only impact Directors who served two consecutive full terms from the effective date of this change. The consensus of the Board (4 – 2) was to exclude change Number 3 in the proposed Bylaw changes for the next Board meeting.

Number 4: The consensus of the Board was to include change Number 4 in the proposed Bylaw changes for the next Board meeting. The consensus of the Board was to put this proposed change to a Board vote.

Number 5: The consensus of the Board was to include change Number 5 in the proposed Bylaw changes for the next Board meeting. The consensus of the Board was to put this proposed change to a Board vote.

Number 6: The consensus of the Board was to include change Number 6 in the proposed Bylaw changes for the next Board meeting. The consensus of the Board was to put this proposed change to a Board vote.

Number 7: The consensus of the Board was to include change Number 7 in the proposed Bylaw changes for the next Board meeting. The consensus of the Board was to put this proposed change to a Board vote.

Number 8: The consensus of the Board was to include change Number 8 in the proposed Bylaw changes for the next Board meeting with language stating that a third party neutral shall

moderate the candidate forum. The consensus of the Board was to put this proposed change to a Board vote.

The Board discussed the campaign schedule before addressing Number 9. The consensus of the Board was to include the following changes in the proposed Bylaw changes for the next Board meeting:

- page 8, Section C, 2.f. change “September 15th” to “September 1”
- page 8, Section C, 2.g. change “September 30th” (appears twice) to “September 22nd.”

The consensus of the Board was to put these proposed changes to a Board vote.

Number 10: The consensus of the Board was to include change Number 10 in the proposed Bylaw changes for the next Board meeting. The consensus of the Board was to put this proposed change to a Board vote.

Number 11: The consensus of the Board was to include change Number 11 in the proposed Bylaw changes for the next Board meeting. The consensus of the Board was to put this proposed change to a Board vote.

Number 9: Jeff Altmeyer stated that this proposed change limits candidates running for At Large positions. Those candidates need the opportunity to choose to whom their material is mailed. The consensus of the Board (4-2) was to include Number 9 in the proposed Bylaw changes for the next Board meeting with the removal of the word “disparaging” (appears twice). The consensus of the Board was to put this proposed change to a Board vote.

The consensus of the Board was to include the following change in the proposed Bylaw changes for the next Board meeting:

- page 8, Section C, 3. change “September 1” to “August 15.”

The consensus of the Board was to put this proposed change to a Board vote.

Number 12: The consensus of the Board was to exclude change Number 12 in the proposed Bylaw changes for the next Board meeting.

Numbers 13, 14, 15, 16, 17, 18: The consensus of the Board was to exclude changes 13, 14, 15, 16, 17, 18 in the proposed Bylaw changes for the next Board meeting.

Number 19: The consensus of the Board was to include change Number 19 in the proposed Bylaw changes for the next Board meeting. The consensus of the Board was to put this proposed change to a Board vote.

Number 20: The consensus of the Board was to include change Number 20 in the proposed Bylaw changes for the next Board meeting. The consensus of the Board was to put this proposed change to a Board vote.

Number 21: The consensus of the Board was to include change Number 21 in the proposed Bylaw changes for the next Board meeting with the replacement of the words “Robert’s Rules of Order, 1915 version” with “The ABC’s of Parliamentary Procedure.” The consensus of the Board was to put this proposed change to a Board vote.

Number 22: The consensus of the Board was to include change Number 22 in the proposed Bylaw changes for the next Board meeting. The consensus of the Board was to put this proposed change to a Board vote.

Number 23: The consensus of the Board was to exclude change Number 23 in the proposed Bylaw changes for the next Board meeting. The consensus of the Board was to replace “Robert’s Rules of Order, Newly Revised” with “a parliamentary process” and include this change in the proposed Bylaw changes for the next Board meeting. The consensus of the Board was to put this proposed change to a Board vote.

President Rindenow took Number 28 out of order for discussion and member comment.

Number 28: The consensus of the Board was to include change Number 28 in the proposed Bylaw changes for the next Board meeting with the change of “by a majority of a quorum of the Board of Directors” to “by a 2/3 vote of all Directors.” The consensus of the Board was to put this proposed change to a Board vote.

Number 24: The consensus of the Board was to include change Number 24 in the proposed Bylaw changes for the next Board meeting with the strike of the sentence “A member who is not a Director may be the chairperson of a committee; however, any director shall have the right of first refusal prior to the naming of a non-Director as a chairperson.” The consensus of the Board was to put this proposed change to a Board vote.

Number 25: The consensus of the Board was to include change Number 25 in the proposed Bylaw changes for the next Board meeting with the addition of the words “excluding the President” after the word “Directors.” The consensus of the Board was to put this proposed change to a Board vote.

Number 26: The consensus of the Board was to include change Number 26 in the proposed Bylaw changes for the next Board meeting with the following changes to the last sentence of the paragraph:

- Replace the word “household” with “membership”
- Replace “similarly” with “except as indicated above”
- Add “except with the approval of the Board” at the end

The consensus of the Board was to put this proposed change to a Board vote.

Number 27: The consensus of the Board was to include change Number 27 in the proposed Bylaw changes for the next Board meeting. The consensus of the Board was to put this proposed change to a Board vote.

The consensus of the Board was to include the following changes in the proposed Bylaw changes for the next Board meeting:

- page 20, Article VI Amendments, sentence 1, replace “entitled to exercise a majority of the voting power or by” with “representing”
- page 20, Article VI Amendments, sentence 1, Mr. Gurlanick will add a reference to a “ballot measure” for the purpose of amending the Bylaws

The consensus of the Board was to put these proposed changes to a Board vote.

Number 29: The consensus of the Board was to include change Number 29 in the proposed Bylaw changes for the next Board meeting. The consensus of the Board was to put this proposed change to a Board vote.

- **Consideration of Member Vote**

This item was taken out of order and considered while the proposed Bylaw changes were considered.

Mr. Guralnick will incorporate these proposed changes into the existing Bylaws as a packet for the next Board meeting including new red reference numbering. The consensus of the Board was to have the Bylaws renumbered for consistency, have captions added where appropriate and include a table of contents when the Bylaws are approved.

ADJOURN – 12:58 AM

Minutes prepared by Christina Ellsworth

Mary Snaer, Secretary/Treasurer