

WWRA Board Meeting Minutes
August 29, 2022

Meeting held at the Gebhart's residence, quorum established and called to order at 4:35 PM.

Board Members Present: Al Gebhart, Bob Spier, Jessie Ettlin, Lauren Rossoovich & Karen Gifford.

Guests: Bob Bell, Steve Boone, Pat Buchanan, Tyron & Shizumi Crimi, Ian Garfinkel, Donna Gebhart, Paula Hansen, Rob Martello, Patti Parsons, and Jason Sawatzky.

Chair Report-Al Gebhart

The goal for the board is to listen to everyone, answer questions and hopefully come to some conclusions.

Public information request by Bob Bell received August 1, 2022. Wanted records and correspondence to and from association attorney Allen Haley. Al instructed on protocol to collect and turn over the documentation from all involved parties, including a notary verification. The exception former Chair, Steve Zoch, he did not provided emails to the board, gave copies directly to Bob. The current Chair wanted this noted in the minutes, not as a negative but a fact for the record. Approximately 50 hours spent on the project, 207 pages produced from the attorney and 30 from the association members, original cost projected \$80 but the actual cost was reduced to \$30 for all the copies. An additional paper copy was made of all the documents and will be kept in the secretary's corporate records. This exercise will be considered a precedent for any future records requests.

Bob Bell questioned the title change of the meeting from board to special. The instructions for the bylaws committee was to make a presentation to the board. After a discussion between the members present the officers confirmed it would be titled as a board meeting. Bob also indicated he would pay the \$30 fee for the records he had requested. He stated that in the 2005 bylaws all association members had the right to inspect records and was not sure why it was excluded in the 2016 version. Felt Article XVII Annual Road Assessment needed more review but a huge undertaking, no time for the bylaws committee to tackle it.

The Chair wants to make sure the bylaws indicate that the corporation is to operate using the most current Roberts Rules of Order. This started another discussion of how that would be implemented. It was noted that the current Articles of incorporation and the 2016 bylaws do not say we operate under those rules.

The Chair made corrections to the Board Meeting Minutes for July 6, 2022, which had not been read into record. Since they were posted as a draft the following will be changed or added as follows:

5/31/22 Invoice paid to Haley for reinstating the Corporation \$920, these funds were taken from the original \$4,000 put into the trust account for the review of the bylaws. This left a balance of \$3,180 for the review of the bylaws. Invoice 2109 \$1,085 paid. This was to answer questions submitted by the Chair, Steve Zoch, from letter dated in August and information from the meeting in September. Left a balance of \$2,095. Invoice 2201 \$4,080 Balance \$2,095 equals \$1,985 owed. We received an adjusted remaining balance owed of \$2,085 and paid it.

Rob Martello suggested the idea of a special bylaws committee and a method in which to choose it.

Motion: Bob Spier

Approve the minutes for 7/6/22, with the changes made by the Chair.

Second: Lauren Rossoovich

All in favor with no exceptions. Motion carried.

Patti Parsons and Ian Garfinkle both had questions about the process for the records request and their custody. Response: The secretary received the original request and passed it on to the board since there was nothing established in a corporate file. Chair gathered the records, got a notary statement for the chain of collection, at a cost of \$20 and had them copied. It was established that the records should have been part of the secretary's corporate file all along but they were not and now going forward all the information collected will be held by the secretary for future reference.

Treasurer Report- Bob Spier

Bank balance \$18,594.

\$790 Owed for outstanding member dues.

\$9,540 Dues collected to date.

Expenses:

\$283 Postage

\$800 Corporate taxes to the state.

\$1,985 Legal fee paid to Alan Haley

Net income: \$6,471

Clarified legal fees spent \$4,000 & \$1,985=\$5,985

Lauren Rossoovich asked who hired Alan Haley. Response: Former Chair, Danny Estin in 2021. Offered that there were other ways to get legal advice such as free legal aid, law center or university.

Chair- Al Gebhart

Wildwood West Road and how we got here.

1976 Road Maintenance Agreement established. One vote, majority to pass.

2003 Bylaws in process.

2004 Bylaws under review.

2005 Designated as a Nonprofit Mutual Benefit Corporation

2005 Bylaws and Articles of Incorporation filed.

In that version there were classifications for burdened (26 parcels) and unburdened properties. Approval for ingress & egress, 26 people had to approve.

Changes to Bylaws needed 51% majority vote.

2014 Board reviewed bylaws and formed a committee to work on an amended version.

2016 Bylaws were presented to membership, passed and filed with the county.

1976 to 2016 the organization operated by amending, altering and changing the bylaws by majority vote, 51%.

2016 changed from 51% to two-thirds vote to amended the bylaws.

Burdened property owners were favored with additional voting rights over non-burdened.

2019-2021 Board reviewed bylaws to amend for electronic usage due to Covid. It was noted that perhaps the burdened and unburdened aspect of the bylaws needed to be looked into.

Al Gebhart and Danny Estin saw attorney Alan Haley for guidance. Reported back to the board the findings from the session and the board voted 5 to 0 to hire Haley and fix the bylaws.

Spring 2021 a new Chair, Steve Zoch was elected and he conducted a review of the Bylaws by the board and interested parties of the membership. Five renditions of the bylaws were drawn and subsequently Mr. Haley, by letter dated 3/17/22, notified the board the bylaws would not stand up. Worked continued and at the April annual meeting the membership was informed they would be sent new bylaws in June to vote on, they were not passed.

July 2022 the Chair appointed special committee to review the bylaws offer input and make a presentation to the board in August (8/22 or 8/29).

9/29/22 Bylaws Committee-Presentation Day.

Bylaws Presentation- Ian Garfinkel, Bylaws Committee Chair

Passed out copies to the board of the work done. Before going any further there was a discussion about the goal of the committee. The Chair was concerned the committee drafted their own set of bylaws and did not follow the guidelines as set forth from the previous meeting. There was a final agreement to proceed with the draft created During this presentation Ian directed the committee secretary to send out the presentation material to the association members before the board reviewed it and before he finished his presentation. He did discuss the efforts made by all those involved. The countless hours spent, much research, compromises made, taking all drafts into consideration going line by line and in the end the group unanimously voted to support the recommended version given to the board. Note all areas in yellow represent the recommendations by the committee. Committee members would be willing to go door to door to parcel holders to ask them for their support to approve what they created.

Karen Gifford offered thanks to the committee members present for all their hard work.

Bob Spier also appreciated the efforts of the committee and as liaison to the group thought they offered good suggestions. He noted that each time the bylaws are reviewed they get better and better. The committee members also thanked Bob for offering his guidance and participation.

Jessie Ettlin wanted to clarify what the committee submitted. Were adjustments made to the 2016 version of the bylaws or to the last draft Haley approved? Response: Ian & Bob Bell. Took into consideration all the different versions of the bylaws to come up with the committee's draft. The yellow highlighted area represents the modifications from the committee and the rest in white is the Haley version. Bob noted that the board did insert more changes to Haley's last approved draft that was given to the membership for a vote in June.

All present discussed 51% vs two-thirds votes (supported by the committee.) to change the bylaws. No resolution established on this matter.

Bob Spier brought up that since he was present during the committee meetings, he did not see any massive changes and was good personally with 90% of what was done. One of his objections is to the wording of an abstention considered as a no vote. If you care you vote. In favor of 51% of the votes received not two-thirds, especially if faced with situations requiring immediate attention.

This brought up California Civil Code 845 (covers only maintenance) and Code 5605 (covers special assessments). Not sure if this will be part of the bylaws.

Jason Sawatzky offered that people need to vote and if you abstain it should not be considered a no. He left the decision of 51% or two-thirds open for more discussion, what constitutes a legal vote needs more research. Feels an attorney will agree to whatever is presented for a valid vote be it 51% or two thirds.

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At this point was going to go through each section of the draft and have those present come to some sort of agreement on the bylaws to send to an attorney for legal review. Pressed the need to have a legal opinion to protect the members of the board, could expose personal assets and needs to meet standards of the California law. Reference made to the Prudent Man Rule as an addition to the bylaws. Stated the board can accept all of the bylaw committee's recommendations, part of them, or none of them under the Roberts Rule of Order. Will give this version of the bylaws to Haley to review and take out what is not legal. Wants to have 51% for voting, two-thirds will slow or stall progress. Wildwood West noted as a Private Public Road. Discussion, what would it mean to allow someone to develop property and gain access to the road? The result could be to have them pay for the right to use the road or fight in court to prevent them from doing so.

Other issues for discussion:

Article VI Boundaries 6-2- Ingress/egress requiring unanimous consent of the entire membership. Could be an issue. This provoked input from others. Anyone that doesn't have deeded access, can be denied admission to the association by only one person. This provoked input from others but no conclusion.

Article VIII Quorum 8-2 Made clear what 25% meant, 12 out of 46 members needed to conduct business at a meeting.

Article X Duties 10-3- C & D added to give more responsibilities to the Vice Chair.

Article XI Expenditures 11-3-Voting issue tabled.

Article XXI Insurance- Might consider Road Association Insurance from a broker on the east coast, covers all the members of the association but doesn't cover the board. If the Prudent Man Rule is noted in bylaws could protect the board or a committee member.

There is such a thing as Road Association insurance from a broker, which would cover the members, but not for board, cost is not determined. Prudent Mann Rule for the protection of the board and committee member could be a good add in this section. To Qualify the board needs to use proper judgment and operate with good care by getting counsel from other sources, example legal counsel.

The board can change anything the committee did.

1976 Agreement is the only legal document that is enforceable at this time.

Rob Martello suggested to take a poll of what people think concerning abstentions. Not done at this time.

Bob Spier suggestion out of 46 parcels 23 have to vote as a minimum to be a valid and if two-thirds of those do vote yes it carries.

Motion: Al Gebhart

The Secretary is to send out an email for all the association members to read and assess what the bylaws committee proposed to the board. Responses with concerns and thoughts need to be received within 10 days (state specific date). The responses from the e-mail will be forwarded to the board and bylaws committee members. Another meeting will be set soon after the 10-day deadline for that information to be discussed, a final decision on the bylaws made and plans made to send out the final draft for a vote. If there is agreement on the final draft, they will be presented to Alan Haley to review before they are sent out for a vote by the membership. Any comments from Haley will be shared with everyone in the association and if there is a final agreement on the bylaws the ballot will go out with the recommendations from the board and committee to pass as written.

Second: Bob Spier

All in favor with no exceptions. Motion carried

Al indicated the board will not accept Attachment C (list of burdened property owners) in the bylaws, not considered a legal document. There was disagreement from Bob Bell to keep it as part of the package. Ian thought it could be a compromise to exclude it. Perhaps it could go In another place as part of the road history with a different title. Complete agreement by the committee on this subject not reached.

Motion: Bob Spier

Adjourn Meeting at 6:54.

Second: Karen Gifford

All in favor with no exceptions. Motion carried.

Prepared by Secretary, Karen Gifford

Safety is a major concern on our road to protect people, pets and property. Please control your speed and remind your visitors to do the same.

