Minutes of Rosario Property Owners Association (RPOA) Executive Board Special Meeting

April 7, 2023, 7:00 pm

Present via Zoom: Gregory Hancock, President; Patricia Benton, Treasurer; LeeAnn Chastain, Secretary

The meeting was called to order at 7:04 pm

Approval of the minutes from prior meetings was deferred to the next regular board meeting on April 20, 2023.

Resolutions to be discussed at this meeting were provided to the Executive Board in advance of the meeting.

RPOA website: http://rpoa.site

1. Membership dues: A suggestion was made to discuss membership dues at the top of the order of business. Although the prior bylaws stated that dues would increase annually to adjust for inflation, Ms. Benton moved to keep the dues at $10 per individual member for 2023 to avoid confusing the members, some of whom had already paid dues at that amount. Mr. Hancock seconded the proposal. The vote was unanimous for dues to remain at $10 per individual member for 2023.

Concerns were raised that dues were too low to support the additional expenses of creating and maintaining a web site, email services, and informational listservs. The board decided to defer discussion of 2024 dues as the revised bylaws (if adopted) would not set dues at a particular rate.

2. Mr. Hancock moved to adopt the Resolution to Rescind Changes to Articles and Bylaws; Ms. Benton seconded. The resolution was adopted by unanimous consent.

3. Mr. Hancock moved to adopt the Resolution to Submit Administrative Resolutions to Membership for Explicit Approval; Ms. Benton seconded. The resolution was adopted by unanimous consent.

4. Mr. Hancock moved to adopt the Resolution to Submit Selected Bylaws Amendments to Membership for Explicit Approval; Ms. Chastain seconded. The resolution was adopted by unanimous consent.

5. Mr. Hancock moved to adopt the Resolution to Amend the Purpose of the Association; Ms. Benton seconded. The resolution was adopted by unanimous consent.

6. Mr. Hancock moved to adopt the Resolution to Simplify and Standardize the Bylaws; Ms. Benton seconded. The resolution was adopted by unanimous consent.

7. Mr. Hancock moved to adopt the proxy form; Ms. Benton seconded. The form was adopted by unanimous consent.

8. Ms. Benton moved to adopt the membership form; Mr. Hancock seconded. The following amendments were approved: dues charged per individual member; provide each applicant the

chance to opt out of the email list for announcements and the email list for discussions; and allow the form with payment of dues to be mailed to the RPOA PO box in Eastsound or brought to a membership meeting. The amended membership form was approved by unanimous consent.

9. Ms. Benton moved that a special membership meeting be held Saturday, April 29, 2023, at 2 pm in the Rosario Mansion large dining area, and a backup date for adjournment, if necessary, be set for May 13, 2023, at 2 pm on the Recreation Area lawn between the Rosario Resort Marina and the Bowtie Lagoon. Mr. Hancock seconded the motion. The motion was approved by unanimous consent.

10. Mr. Hancock moved to host a Q&A session via Zoom April 18, 2023, at 7:00 pm through his Zoom account and to post details and a link on the RPOA website. The Q&A session would not be restricted to RPOA members and would focus on topics related to RPOA's 2019 administrative dissolution, the new executive board, pending revision of the purpose and bylaws, and any other topics of community interest. Ms. Benton seconded the motion. The motion was approved by unanimous consent.

11. Ms. Benton moved to reconsider the Resolution to Simplify and Standardize the Bylaws so that an amendment could be considered; Mr. Hancock seconded. The motion to reconsider passed by unanimous consent.

In response to informal discussion, Mr. Hancock moved to amend the Resolution to Simplify and Standardize the Bylaws by inserting into the bylaws exhibit between Section 1 (Annual Meeting) and Section 2 (Special Meetings) of Article V (Meetings), the text from the 2002 Bylaws that allows voting by proxy at membership meetings, specifically the following language:

"Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy."

The motion to amend was seconded and passed by unanimous consent following discussion.

The amended Resolution to Simplify and Standardize the Bylaws was then adopted by unanimous consent.

12. Mr. Hancock made a motion to approve printing and mailing of the postcard invitation to the special membership meeting, with final review of the postcard text via email and submission following the present meeting; Ms. Benton seconded. The motion passed by unanimous consent.

13. Mr. Hancock moved that the RPOA website be approved subject to posting the updated resolutions, the updated proposed bylaws, the edited membership form, and the edited proxy form, and that members of the board would have a final chance to review the site via email after the changes were made. Ms. Benton seconded the motion. The motion passed by unanimous consent.

The meeting was adjourned at 7:45 pm.

J. A. Chastain, Secretary