

**OAKMONT VILLAGE ASSOCIATION**

Bylaws Ad Hoc Committee Meeting

OVA's Office, Suite C

Thursday, August 8, 2024—10:10 am

MINUTES

**I. CALL TO ORDER AND DETERMINATION OF A QUORUM**

Committee Co-Chair Spillman noted a quorum of OVA's Bylaws Ad Hoc Committee ("Committee") was assembled and called the meeting to order at 10:10 am.

**Committee Members Present**

Steve Spillman, Co-Chair and Board Secretary

Jerry Gladstone, Co-Chair and Board Director

Heidi Klyn, Member and Board President

Christel Antone, Member and General Manager ("GM")

**Others Present**

None

**II. ADOPT MEETING AGENDA**

After adding to the Agenda a reminder regarding "hub and spoke" and "loyalty and care" regulations, the agenda was unanimously adopted.

**III. TIME-KEEPER AND MINUTES—Jerry Gladstone**

**IV. CONSENT CALENDAR**

The July 19, 2024, and the July 22, 2024, Bylaws Ad Hoc Committee Meeting's Minutes were unanimously approved.

**V. REPORTS**

No Reports were either submitted or reviewed.

**VI. OPEN FORUM**

No Comments were provided.

**VII. UNFINISHED BUSINESS**

- A. **Governing Regulations**: GM Antone and Co-Chair Spillman provided reminders regarding “hub and spoke” and “loyalty and care” regulations and how potential violations could impact the Committee and OVA’s Board of Directors (“Board”). Each Committee member committed to neither discussing nor sharing any information with OVA members or Board Directors prior to such information being simultaneously received by all Committee, Board and/or OVA members.
- B. **Committee-Approved Draft Charter**: President Klyn made a motion to withdraw the proposed Working Group from the Draft Charter and to have the Committee perform all of the Committee’s work. Recording Secretary Gladstone seconded the motion which was unanimously approved.
- C. **Agenda items VII (B and C)**: Discussions concerning the Selection Criteria and Potential Nominations for the Working Group’s members became mute following the determination that there would not be a Working Group.
- D. **Committee Co-Chairs**: Since there will not be a Working Group to Co-Chair, President Klyn made a motion that the Committee return to having one Committee Chair. Recording Secretary Gladstone seconded the motion which was unanimously approved.
- E. **Committee Chair**: President Klyn moved that Co-Chair Spillman be the Committee’s Chair. Recording Secretary Gladstone seconded the motion which was unanimously approved.
- F. **Revised Committee-Approved Draft Charter**: Chair Spillman will revised the Draft Charter to reflect the above Committee-approved changes and Nathan McGuire’s suggested clarifications. Following the Committee’s approval, the revised Draft Charter will be resubmitted to the Board for its approval.
- G. **Voting Records**: GM Antone continues to assemble information on OVA’s voting records including numbers and percentages of voter turnout, quorums, etc.

## VIII. **NEW BUSINESS**

### A. **Comments On Working Group’s First Draft “Project Plan”**

1. This flexible “Project Plan” will be adapted for the Committee’s work.
2. Temporary Advisors, such as paid attorneys and consultants, OVA, previous Bylaws Revision Committee (“BRC”), previous Board Directors, California HOA leaders and others (as deemed appropriate by the Committee) may be invited to provide comments regarding the Committee’s work. Upon the Committee’s recommendation, Chair Spillman will contact OVA members to share their comments during future Committee meetings.

3. The Committee's goal for Phase I is to complete the work so the GM can include a "bylaws ballot" in OVA's December budget mailing to OVA members. It is anticipated that the Phase I ballot will include three Board-approved measures on which OVA members can vote, including (1) correcting the Bylaws typographical errors, (2) bringing the Bylaws into compliance with State of California and other governing regulations and (3) altering the requirements for changing the Bylaws. The Committee will analyze the impacts of these three potential alterations on OVA governing documents, budgets, image and other substantial concerns.

Simultaneously with Phase I, the Committee will launch Phase II which will analyze and recommend other potential Bylaw Amendments or a Restatement for the Board's approval.

**B. Confidentiality and Governance Compliance**—This Agenda items was covered in VII. A. above.

**C. Potential Non-Board Committee Members**

There was a discussion on the possible need to increase the number of Committee members. Selection criteria was briefly discussed and each Committee member will provide their additional criteria as well as new member nominations to Chair Spillman prior to the upcoming August 20, 2024 Board meetings.

## **IX. NEXT MEETINGS**

- A. Regular Committee meetings will be held on the first Tuesdays of each month beginning at 1:00 pm in OVA's CAC Room B. The next meeting will be on Tuesday September 3, 2024.
- B. GM Antone has requested a meeting with Nathan McGuire, Esq. and the Committee (which could occur during the week of August 19, 2024) to discuss potential issues, procedures, approaches, schedules, opportunities, risks and more regarding potential Bylaws Amendments or a Restatement.

Committee members will provide Chair Spillman with a list of questions, topics, etc. to organize and share with Mr. McGuire prior to this meeting.

## **X. ADJOURNMENT**

With no objections the meeting adjourned at 11:17 am.