

**BY-LAWS AND RESOLUTIONS ADVISORY COMMITTEE
MEETING MINUTES
EAST ROOM-COMMUNITY CENTER
JUNE 12, 2012**

The meeting was called to order at 9:05 am by the Chairman Jim Trummel. Present in addition to the chairman were Committee members Paulette Mari and Nelson Fenwick.

There were no Association members present for comment.

The agenda for the meeting was approved.

Association Charter:

- a. Discussion of Article THIRD was postponed until the July meeting.
- b. The current draft of Article SEVENTH was reviewed. The last sentence of paragraph 5 will be amended to include the by-laws reference in the charter amendment of March 17, 1984. It was noted that the 2008 revised by-laws deleted the term "Member in Good Standing". The last sentence of paragraph 6 will be amended to use terminology consistent with the current by-laws.
- c. Jim Trummel reviewed a previously distributed draft of Article EIGHTH. The principal differences from the current charter are as follows:
 1. The names of the current directors are not included. This deletion is subject to concurrence of Association counsel that directors' names are not required. The current charter has the names of the directors as of the date of the 1982 Restatement of the Articles of Incorporation.
 2. The provision that the Board may establish committees has been relocated to Article EIGHTH from Article THIRD.
 3. The provision in the current charter regarding the power to adopt by-laws has been deleted. With this action, Article XI of the by-laws becomes the only governing document provision for amending the by-laws. Note: In this provision, the term "adopt" is being understood to include "alter" or "repeal" as indicated by Section 2-109(b) of the Corporations and Associations article of the Maryland Code.
 4. The remainder of Article EIGHTH pertains to indemnification of directors and other personnel within the Association. The draft deletes current language in the charter which uses various parts of the Indemnification Section of the Maryland Code. The draft incorporates the full provisions of the Indemnification Section. A typo in the draft indemnification paragraph was noted and will be corrected ("many" becomes "may").
- d. A purpose of the July meeting will be to complete the drafts of the articles considered to date and include them in the minutes of the meeting.

Board Advisory Committee Evaluation: The form approved at the May Board meeting was discussed. The chairman will take the comments and circulate a draft for review prior to returning it to the Board president.

Election Items: There were several Association Election items on the Board agenda for the May meeting. These included a proxy form, a draft resolution for the Search Committee, and a proposed amendment to the bylaws. There is no action for this Committee.

Resolutions for Review: There are resolutions that require Board review. However, a request for Board review is being postponed until after the August election.

There were no Association members present for comment.

The meeting was adjourned at 10:30 am. The next meeting is July 10, 2012.

Jim Trummel
Chairman