

BY-LAWS AND RESOLUTIONS ADVISORY COMMITTEE
MEETING MINUTES
EAST ROOM-COMMUNITY CENTER
JULY 10, 2012

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

No Association members were present for comment.

The agenda for the meeting was approved.

Association Charter: Drafts for the substantive content Articles were reviewed.

- a. Article THIRD: Paragraph 7 was changed to read "Provide police and fire protection..." in order to correspond to language used in the various Declarations of Restrictions. In paragraph 12 the reference to paragraph 7 was changed to a reference to paragraph 9. The date of the draft is now 07102012.
- b. Article SIXTH: The current Article SIXTH is being used as the draft for the amended Articles of Incorporation.
- c. Article SEVENTH: There were no changes to the previously considered draft. The date of the current draft is now 07102012.
- d. Article EIGHTH: The draft of Article EIGHTH, previously circulated, was reviewed. Subsequent to the circulation of the draft, a provision regarding the Board of Directors establishing and appointing committees was relocated from the current charter Article THIRD to the draft of Article EIGHTH. The reason is that Article THIRD pertains to purposes of the Association and appointment of committees is not an Association purpose. The date of the current draft is 06152012.
- e. Article NINTH: The current Article NINTH is being used as the draft for the amended Articles of Incorporation.
- f. Article TENTH: The draft of Article TENTH, previously circulated, was reviewed. Consideration is to be given to breaking up the long second sentence. The date of the current draft is 07032012.

Questions for Association Counsel: A list of questions for counsel was reviewed. It is intended to request authority from the Board to submit the questions to Association counsel. The questions are in the following categories:

- a. Format: Can the final draft be written as "Amended in its entirety"? Or, must it be "Amended and Restatement"?
- b. Historical Information in Charter: Can the following information be deleted?

(1) Incorporator's names and addresses: This information is from 1968. (Article FIRST)

(2) Names of directors: The director's names in the current charter are from 1982. (Article EIGHTH)

c. Reference to other documents: Can material be deleted by referring to other relevant sources such as the Maryland Code and Declarations of Restrictions?

Election Proxy: The Chairman noted that the Board approved use of a proxy for quorum purposes in the 2012 Annual Members Meeting. If this type of proxy is to be available for use in future elections, a change to Resolution M-06 will be necessary.

No Association members were present for comment.

The meeting was adjourned at 10:15 am. The next meeting is August 14, 2012.

Jim Trummel
Chairman