

**2023.03.19 Policy & Procedure Report** presented at the March Board of Managers monthly meeting.

This overview is based on reviewing all Community Comments received by March 15, 2024 as well as looking at re-drafts of the Bylaws several times.

### **WHY NOW?**

The last complete review and redrafting of the bylaws took place in 2009 --- 15 years ago. It was time to make sure our bylaws were compliant with current laws and recognized the realities of 2024. And as Pat noted in her report, several years ago the Board did vote to encourage a review of the bylaws every 5 years. Clearly, we have not followed that process.

### **OVERALL LANGUAGE**

The Executive Committee engaged a lawyer conversant in bylaws drafting for our effort. The Committee worked directly with him on the drafting and direction of the document. The bylaws draft was also reviewed by our counsel as well. So, the draft has been reviewed by two lawyers.

### **OVERALL STYLE**

- Grammar and style for the complete document are currently being reviewed so as to be consistent and correct. We are using both the AP Stylebook and the Chicago Manual of Style.
- The community has been provided with two redlined drafts of the bylaws (both before and after the document was made available for public comment) as well as a draft without the redlined edits which for many is easier to read and understand. The document entitled “1<sup>st</sup> Reading Incorporated DRAFT” corresponds to my comments tonight.
- We will continue to accept written comments and questions after each reading. PLEASE note the page number along with the citation when talking about a specific issue. Written comments and written questions are best.

### **MOST SIGNIFICANT EDITS TO THE REDRAFT**

#### **The Word “Permanent”**

Even though the words “Permanent” and “Residential” were thought to be redundant and we were advised by both lawyers that “RESIDENTIAL” covered the permanent nature of the community, the Board decided to leave “permanent” in the document.

#### **Page 9. Section 3. Traditional Purposes.**

The redrafted bylaws recognize that our religious roots continue to drive much of the events that occur in The Campmeeting. However, it also recognizes that arts and cultural programs are part of the offerings that occur throughout the year.

#### **Page 9 Section 4. Diversity, Equity, and Inclusion.**

This is a simple restating of our values as a community and is meant to reinforce our welcoming nature and hopes for an inclusive living environment. Respecting our history and relationship to our Methodist roots is evident in the care we provide to The Tabernacle, the religious and secular programs that occur throughout the season in that place, and our ongoing and mutually supportive relationship with the Mt. Gretna United Methodist Church. We respect their teachings as they respect our residents, and this part of the bylaws seeks to memorialize a community that is open to all. Finally, the Campmeeting is not

governed by the rules of the United Methodist Church. On this point, please note page 4 of the current bylaws which outlines this clearly.

#### **Page 10 Article V Members and Membership Meetings**

The increase of multiple and/or corporate owners like LLCs and Trusts within the Campmeeting has led to some confusion as to who represents and can speak and vote for a specific cottage. The language in this section will clarify that confusion by asking all cottage owners to designate one owner to serve as a “Voting Member” enabling them to vote at Membership meetings and run for office and serve on the Board of Managers. This identification will become part of the annual assessment mailing.

#### **Page 10 Section 5 Annual Membership Meeting**

Moving the Annual Meeting and Board of Managers elections to October does not preclude us from holding a community picnic in July (or the summer). Moving the election of board members to October puts newly elected members to work quicker with a 2-month waiting period between election and taking office as opposed to the current 6-month waiting period. This change will significantly shorten lame duck status, and once again, eliminate 6 wasteful months of members-elect waiting to take office with little responsibility. Overall, it preserves the picnic and puts people to work sooner.

#### **Page 14 Section 5. Election of Managers**

This section allows for elections to be held by mail-in ballot. Recent elections held by mail-in ballot have had significantly higher participation rates. Having more members engaged is always our goal and making voting easier is a sure way to increase participation. Recent surveying of the community on mail-in balloting also showed overwhelming support for this method. Several public comments raised questions on the election procedure. The Board has asked the Policy and Procedures Committee to draft an elections procedure to be presented to the Board 1 month after passage of the redrafted bylaws, and we will be working with the Nominating Committee to make sure that takes place.

#### **Page 20 Section 8 Duties of Officer at Large**

Adding an officer at large to the Executive Committee will provide one more helping hand to the increasingly complex governing of the Campmeeting. To date, the “unofficial” officer at large has been a former board president which provides expertise on governing from a different perspective.

#### **Page 21-25 Section 3 Standing Committees**

Edits to the committee descriptions are largely from language accepted and finalized by the Policy and Procedures Committee over a year ago and the remaining language is from the existing Bylaws. This section gives the chairman the ability to encourage and invite new committee members, and outlines who can and cannot speak for or lead the committee.

#### **Page 25-28 Articles IX-XI**

This section is language pertaining to the basic administrative functions of the office and association from financial audits and reviews to insurance. There are no significant departures from past bylaws in this section.

#### **Page 29 Miscellaneous Provisions Section 9. Electronic Meetings**

Even though the bylaws mention electronic attendance at various meetings, the Board agrees that they should make clear that when a meeting is called, and the “place” is designated, that the word “place” does not restrict the meeting to a specific physical space, but can include meetings that are entirely electronic, by teleconferencing or videoconferencing. This new language does that and it also makes clear that any meeting that is open to all members will also be opened to electronic attendance as much as possible.

**Points of clarification and answers to community questions and suggestions:**

- We decided to use the word “cottage owner” instead of “homeowner” in keeping with the traditional language of the Campmeeting.
- There was one suggestion for the implementation of term limits. The Board understands the point but chooses to rely instead on the ultimate term limit, the vote. Members can be voted out of office just like they can be voted in.
- Election results will be announced at the Annual Meeting in October.
- The legal cite for the Pennsylvania Nonprofit Corporation Law has been provided to members in the past and is online.
- The President is responsible for signing the official documents of the Campmeeting.
- As to procedure on the bylaws redraft, we will continue to take and review community comments throughout the upcoming readings of the draft. Written comments or questions are best.
- And last, but not least, the official Campmeeting seal is stored in the Campmeeting Office under lock and key.