

**MINUTES**  
**CSCIA BOARD OF GOVERNORS MONTHLY MEETING**  
**FEBRUARY 11, 2019**

President Szczytko called the meeting to order in the Cox Meeting Room at 7:30 P.M. He said that we will be briefed by Tim Larsen from Oliveri and Associates on proposed bylaw changes. We will have a broad overview presentation on the various areas and will move into a closed session to dive deeper into the issues. He also wanted to make sure all the Board members have paid their maintenance fees.

Guests were Bob Bishop and Becky Benner.

**January 14, 2019 Monthly BOG meeting minutes:** Governor Lamb moved that the minutes be accepted. The motion was seconded by Governor Fairchild and passed unanimously.

**December 31, 2018 Final Profit and Loss Statement:** Governor Roche moved that this P&L statement be approved. The motion was seconded by Governor Fairchild and passed unanimously. Governor Fairchild asked about a negative figure in the Piers account and Governor Breeden said he would look into it.

**COMMITTEE REPORTS**

**Broadneck Council of Communities (BCC):** Governor Breeden reported that there was a January 24<sup>th</sup> meeting with 80 or 90 residents, our 3 Delegates, County Executive Pittman, our Senator, and our Councilwoman with updates on committee activities. He noted that we have House and Senate, and Democrat and Republican, support for our bond bill which will be brought to a vote on the House floor. There is a County budget Town Hall meeting scheduled for March 26<sup>th</sup> at Severna Park High School.

**Beaches and Parks:** The committee met to discuss hiring beach attendants for this summer, along with projects involving Girl Scouts, Boy Scouts, and the Cape Conservation Corps. There will be a hearing on February 26<sup>th</sup> regarding our playground variances. The county is supporting our variance requests.

**Business Lot Owners' Association (BLOA):** Governor Breeden met with the Cape Pool board regarding working on the exemption process for septic system failure. Our attorney will need to be consulted.

**Piers:** Governor Breeden said slip contracts have gone out and are due back March 22. Revenue is starting to come in. There will be some maintenance work in March.

**Security:** Governor Breeden met with Officer Connell to go over issues involving the Cape as well as homeowners. He has been subpoenaed to testify on April 1<sup>st</sup> for an ongoing case.

**Events:** Governor Fairchild said the committee will be gearing up to plan for the 4<sup>th</sup> of July, and is looking for volunteers to help. There may be a community yard sale or swap in the spring.

**Membership:** Governor Fairchild had no new reports.

**Clubhouse:** Governor Lamb said the bathroom renovations have started and will be completed on time. She is raising fees in July to deal with several ongoing rental concerns.

**Strawberry Festival:** Governor Lamb said plans are moving along.

**Caper:** Governor Lamb said a change in mail routes has caused issues with delivery. The Post Office did deliver this month's issue to the affected areas and she is working with the printer to resolve the issues by having them delivered to all 2,311 specific residential addresses rather than by bulk mail. The 258 Atlantis addresses will continue to receive them because of the local business advertising. The change in addressing will cost us an additional \$50+ per month.

**Beaches and Parks:** Governor Macindoe said 10 bat houses have been placed around the Cape as an Eagle Scout project and he is working with Scouts on other projects.

**Building:** Governor Roche said there are 6 building applications so far this year, one of which will need a variance.

**Budget:** Chairman Buchet said there will be a committee meeting in late March.

**Town Manager:** Ryan Anderson said the goal is to have the new playgrounds in place before the Strawberry Festival. The groundskeeping crew will be taking over maintenance of the Clubhouse rain garden. There will be a beach project walk-through with DNR, MDE, and the Alliance for the Chesapeake on Friday. The bathrooms should be done by March 3. Ten or 12 pilings at Deep Creek need to be replaced. There are a couple of boats that are sinking that we and DNR will deal with. There will be a sign placed above Lake Claire for which we are going through the permitting process. The ice eaters are working well. He noted that it costs us 7.8 cents a gallon to dispose of Deep Creek boat waste. There are the usual covenant issues like parking, garbage, potholes, and drainage. He is looking to hire additional maintenance help and beach attendants. The ongoing tax ID issue seems to be resolved for the moment. The SCBD FY2020 budget request form has been sent to the County. He attended a clean marina workshop on Thursday.

## **OLD BUSINESS**

Governor Breeden and Town Manager Anderson met with Biohabitats to prioritize the plan for moving ahead with the beach projects. The Chesapeake Bay Trust is only interested in the Main Beach. We are also looking for funds through the DNR trust. All of our elected officials have been invited to attend a walk-through.

Governor Szczytko said that Quickbooks requires us to sign a contract before we can even see what they can do for us regarding online payments. There was discussion of the fees involved and the difficulties of making it work with our varied systems. It was recommended that we table the idea for time being, and Governor Szczytko will come up with a test program.

## **COMMENTS**

Becky Benner noted that Goshen Farm's Java and Jazz event will be at the Clubhouse on March 10 from 3 to 5 P.M. She also noted that new members at a Garden Club meeting had commented on how nice the Clubhouse looked.

Mike Buchet said that while thinking through the costs of online transactions we need to see just what they would do to the budget.

## **BYLAW DISCUSSION**

Attorney Tim Larsen of Oliveri and Associates led a lengthy discussion going over various proposed changes to the bylaws, noting that most of the changes were an attempt to bring them up to date with 21<sup>st</sup> century technology, along with simplifying the language, combining repetitive items, and deleting superfluous items. He said there were no red flags regarding violating laws or people's rights. He said the current bylaws have the Board tied down to unnecessary processes and inhibit flexibility.

Among Article 3 issues discussed were proxy requirements and notification of meeting requirements. He added a definition section and said that our preamble wasn't necessary but could be retained if we wanted. He thought the rules governing meetings were superfluous since they are already part of Robert's Rules of Order, which we follow.

There was discussion of Article 4 dealing with elections, term of office, and removal from the Board, as well as the possibility of online meetings. There was also discussion regarding Article 5 and the nominating committee and the requirements for being a Board member. Discussion of Article 6 addressed the issue of where meetings could be held and again brought up the issue of electronic participation in meetings.

Article 7 addresses the issue of the duties and responsibilities of Board members, term length, signing authority, and disposition of materials and records. Attorney Larsen thought that a statement regarding ethics, code of conduct, and conflict of interest should be taken out of the bylaws, to make it easier to adapt, and be presented as a separate written policy given to new members to sign.

He felt that the Article 8 powers, rights, and duties needed to be matched up with what's in the HOA Acts, and he asked how we wanted to tailor the position of Town Manager with all of this.

Article 9 deals with indemnification, to make sure "good faith" actions are indemnified. It also deals with committees, which he felt should not be limited to a list of specific committees, to allow us the flexibility to create committees and subcommittees as needed. In the general provisions he added in a conflict provision.

In an answer to a question from Governor Layman, Attorney Larsen said that neither the ethics statement nor our internal Board procedures need to be attached to the HOA packets.

Bob Bishop asked how one deals with no response to a request for voting on issues via email. Attorney Larsen said that no response is considered a "no". We must have a definite affirmative response. Mr. Bishop also had comments regarding recording of meetings and military exceptions for Board requirements. Mike Buchet said it was necessary to protect the independent status of the Budget Committee.

## **NEW BUSINESS**

Governor Szczytko mentioned that the Fun Run was asking us for a \$250 donation again this year. Governor Breeden noted that we had passed a motion last year to continue giving to events we support without a yearly motion. We will proceed with the donation of \$250.

Governor Szczytko said that Susan Anderson would like to have Santa at the Gatehouse on December 7 next year. Governor Lamb said that would not conflict with Breakfast with Santa.

#### **ADJOURNMENT**

Governor Roche moved that the meeting be adjourned to a Closed Session. The motion was seconded by Governor Fairchild and passed unanimously. The February 11, 2019 meeting of the Board of Governors was adjourned to a Closed Session at 9:28 P.M.

#### **CLOSED SESSION**

A closed session was convened at 9:31 P.M. and was adjourned at 10:12 P.M.

#### **MEMBERS PRESENT**

Governors Breeden, Fairchild, Lamb, Layman, Macindoe, Roche, Schmidt, and Szczytko were present, as were Town Manager Anderson and Budget Committee chair Buchet. Governor Zadera was absent.