

**MINUTES OF
SPECIAL MEETING OF THE OVCA BOARD OF DIRECTORS
North Clubhouse, 600 North Trail, Stratford, CT 06614
March 28, 2019**

Call to Order

The Special Meeting of the Board of Directors was held on the date, time and at the place set forth in the Notice of Meeting fixing such time and place, and attached to the Minutes of this Meeting. Notice of the Meeting was posted forty-eight hours prior to the Meeting. The President called the meeting to order at 7:00 p.m.

Calling of the Roll

A quorum of Board of Directors was established.

There were present the following Board Members:

Officers:

President	Robert Grosso
Vice President	Cheryl Dwyer
Treasurer	Robert Romatzick
Secretary	Lee Schlafer

District Representatives:

District 1	Dee Tuozzoli, alt.	District 7	Joanne Sutphen
District 2	Absent	District 8	Barry Wilensky
District 3	Mike Hill	District 9	Dima Thompson
District 4	Bob Krakovich	District 10	David Bingham
District 5	Absent	District 11	Barbara Minoff
District 6	Jerry Brown		

Motions & Discussions

Lee Schlafer went through a list of proposed changes to the Bylaws and Rules & Regulations, item by item. Each item was discussed by the Board and then voted upon (*except where indicated by italic text.*)

1. Art. I. Sec.4 Captions: Add- Domestic Partner- the partner of an unmarried individual, who is living with such individual in a committed relationship. pg.2. A motion that this proposed revision be accepted to the bylaws was made by Lee Schlafer and seconded by Joanne Sutphen. The motion passed unanimously.

2. Art. I. Sec.4. Captions: Add-District Officer- the District Representative, Alternate District Representative, District Secretary and District Treasurer. pg.2. A motion that this proposed revision be accepted to the bylaws was made by Lee Schlafer and seconded by Barbara Minoff. The motion passed unanimously.

3. Art. II. Sect.2(A) Elected Representatives: Add- “and Alternate District Representatives after District Representatives.” pg.3 A motion that this proposed revision be accepted to the bylaws was made by Lee Schlafer and seconded by David Bingham. The motion passed unanimously.

4. Art. II. Sec. 3 Residency: Change this section to- District Officers, defined as the District Representative, Alternate District Representative, District Secretary and District Treasurer as well as the other elected District positions, must be resident unit owners, resident spouses or resident domestic partners. pg.4. A motion that this proposed revision be accepted to the bylaws was made by Lee Schlafer and seconded by Jerry Brown. The motion passed unanimously.

5. Art. II. Sec. 4 Elections: Change to- Each District shall, within **10 business days** after the Association’s Annual Meeting , hold a meeting to elect all District Officers and the Maintenance, Social Activities Representatives and Alternates as well as the OVTD Nominator and Alternate. It is recommended that the District consider having a Candidate’s Forum to allow residents an opportunity to ask questions of those running for office. pg.4. A motion that this proposed revision be accepted to the bylaws was made by Lee Schlafer and seconded by Cheryl Dwyer. The motion passed with one opposed (District 4).

6. Art. II. Sec. 7 Removal: Change to- “At any regular or special meeting of the Unit Owners of any of the eleven Districts, any District Officer or other elected District position may....” pg.5. A motion that this proposed revision be accepted to the bylaws was made by Lee Schlafer and seconded by Jerry Brown. The motion passed unanimously.

7. Art. II. Sec. 8 District Vacancies: Add- “a District Representative or Alternate District Representative position that becomes vacant shall be filled by notifying the Unit Owners of the District by flyer and robo-call that a vacancy exists. (Email contact is optional.) Parties interested in filling the position shall notify the District Secretary, or, in the absence of the District Secretary, the District Representative or Alternate District Representative, if the District Representative position is vacant, within 10 business days of the announcement. The District Secretary shall notify all District Unit Owners of all parties interested in the position after confirming their eligibility to run for office. Unit Owners will be advised of the deadline date for submitting their voting form which will not be more than 10 business days from the date of notification. Voting forms will be submitted to the District Secretary who will tabulate the vote and announce the result to all residents of the District within 1 day of the voting deadline as well as notifying the business office.

The term for the position will be to the end of the term for which the position was originally elected. If the vacant position is that of District Representative, and no person comes forward to run for that position, the vacancy shall be filled by the Alternate District Representative who shall serve until the next District Election. At that election, the term for the position will be to the end of the term for which the position was originally elected. If the vacancy is for Alternate District Representative and no person comes forward to run for the position, the District Representative shall appoint a District Unit Owner, with the approval of the OVCA President, to serve until the next District Election. At that election, the term for the position will be to the end of the term for which the position was originally elected. All other vacancies for District positions will be filled by appointment made by the District Representative, only the positions of Maintenance and Social Activities Representatives requiring the approval of the OVCA

President.” pg.5. A motion that this proposed revision be accepted to the bylaws was made by Lee Shlafer and seconded by Barry Wilensky. The motion passed unanimously.

8. Art. III. Sec. 1 Number and Qualification: Add to this section- “Resumes for Officer Positions on the Board of Directors from qualified resident Unit Owners (as previously defined in Art. III Sect. 1), will be requested via the Association’s newspaper and website. Submission of resumes will commence the Wednesday following the July OVCA Board meeting (the third Tuesday of the month), and will be accepted up to the Tuesday, 5:00 p.m., one week prior to the August OVCA Board meeting. A deadline for the submission of resumes will be included in both the paper and electronic announcements. The request for resumes will include the address of the authorized recipient (accounting firm or such other third party as designated by the Executive Director) to whom all resumes are to be submitted. The authorized recipient will validate the candidates and not more than 3 business days after the established deadline, the names and positions being sought by all validated resident Unit Owners will be forwarded to the Executive Director. Any resident unit owner not found to be a valid candidate will be notified immediately upon that determination being made, by the Executive Director. The Executive Director will prepare a list of all candidates in alphabetical order by position and announce the list to all Unit Owners at least 21 days prior to the Annual Meeting as well as at the August OVCA Board Meeting.” pg.6.. A motion that this proposed revision be accepted to the bylaws was made by Lee Shlafer and seconded by Jerry Brown. The motion passed unanimously.

9. Art. III. Sec.1 Number and Qualification: Delete “No Unit Owner whose Unit carries (A), a lien placed by the Condominium Association for nonpayment of common charges, assessments, or fines, or (B), a lien placed by the OVTD for nonpayment of OVTD taxes, may be elected to serve on the Board of Directors or any committee thereof.” Replace with, “ As according to state statute, a Unit Owner having a delinquency for common charges, assessments, fines or nonpayment of OVTD taxes, or with a lien on their Unit placed by OVCA or OVTD shall be eligible to seek office as an Officer or Representative of the Association. A Unit Owner having a delinquency for common charges, assessments, fines or non payment of OVTD taxes, or with a lien on their Unit placed by OVCA or OVTD shall not be eligible to be seated on the OVCA Board of Directors until they are in good standing, within a reasonable period of time, with OVCA and OVTD.” pg.6. A motion that this proposed revisions be accepted to the bylaws was made by Lee Shlafer and seconded by Joanne Sutphen. The motion passed unanimously.

10. Art. III New Sec.: Add to this section- “Campaign materials may provide information on the background, education and qualifications of the candidate. They may also contain factual information about the reasons to elect the candidate and all materials shall be clear and readable. Campaign materials may not contain disparaging comments about other candidates, nor may they have offensive or prurient language. All campaign materials -- written, electronic or by use of telephone -- must be approved by the Executive Director before being distributed to residents and may not be utilized until after the August OVCA Board Meeting.” pg.6. A motion that this proposed revision be accepted to the bylaws was made by Lee Shlafer and seconded by Barbara Minoff. The motion passed unanimously.

11. Art. III. Sec.6(E) Removal of Officers: Add- “Prior to the vote by the Unit Owners, the officer shall be given the opportunity to be heard.” pg.8. A motion that this proposed revision be accepted to the bylaws was made by Lee Shlafer and seconded by Joanne Sutphen. The motion passed unanimously.

12. Art. III. Sec.7 Meetings: Delete- “eleven (11) days after the Condominium Association’s annual meeting nor later than twenty-five (25) days after the Condominiums Association’s annual meeting” and change to, “fourteen (14) business days after the Condominium Association’s annual meeting...” In addition state, “At such meeting the District and Alternate Representatives and Officers shall sign a Code of Ethics (unless one has been signed previously) which will be retained by the Business Office. In addition to the Code of Ethics, each representative and officer will provide written verification of their attendance at the Orientation Meeting and verification that they have read or will have read the Declaration, By-Laws and Rules and Regulations of the Association by the October OVCA meeting.” pg.8. A motion that this proposed revision be accepted to the bylaws was made by Lee Schlafer and seconded by Cheryl Dwyer. The motion passed unanimously.

13. Art. III. Sec.7(C) Meetings. Executive Session: Include the following- “District Alternate Representatives may attend Executive Sessions where they may speak but they may not vote.” pg.8. A motion that this proposed revision be accepted to the bylaws was made by Lee Schlafer and seconded by Joanne Sutphen. The motion passed unanimously.

14. Art. III. Sec.7(G) Meetings. Order of Business: Add- “The President may change the order of business for a special meeting.” pg. 10. A motion that this proposed revision be accepted to the bylaws was made by Lee Schlafer and seconded by Cheryl Dwyer. The motion passed unanimously.

15. Art. III. Sec.9 Executive Director: Change to- “The Board of Directors may employ an Executive Director pursuant to a contract approved by the Board of Directors to perform such duties and services as the Board of Directors shall authorize. The Executive Director may not be a resident of the condominium nor may the Executive Director, spouse, domestic partner or any direct family member of the Executive Director own real estate in the condominium while under contract with the Association.” pg.12. A motion that this proposed revision be accepted to the bylaws was made by Lee Schlafer and seconded by Dima Thompson. The motion passed unanimously.

16. **Art. IV. Sec.1 Procedures** : Delete the sentence beginning “Vacancies on committees consisting and the following two sentences. Replace with the following: “Vacancies on committees with elected representatives shall be filled according to Art. II. Sec. 8 of the By-Laws. Vacancies on committees whose members are appointed by the President shall be filled by the President. Committee members must be Resident Unit Owners, Resident Spouses or Resident Domestic Partners at least 55 years of age.” pg.12. (See item #3)

Note: all descriptions of standing committees on pages 14-16 will be reworded to delete the term “unit occupant” and will be replaced with the term “member.” A motion that this proposed revision be accepted to the bylaws was made by Lee Schlafer and seconded by Michael Hill. The motion passed unanimously.

17. Art. IV. Sec.1 Procedures: State- “The SAC and Maintenance Committee election for chairperson shall be at the first committee meeting after the Annual and District elections are completed.” pg.12. A motion that this proposed revision be accepted to the bylaws was made by Lee Schlafer and seconded by Cheryl Dwyer. The motion passed unanimously.

18. Art. IV. Sec.1 Procedures: State- “ Elected Standing Committee Chairs serve a one-year term with a maximum of three consecutive one year terms. In the event no person comes forward at the end of the third consecutive term as a candidate for chair, the serving chairperson may continue until the next election.” pg.12. A motion that this proposed revision be accepted to the bylaws was made by Lee Schlafer and seconded by Robert Karkovich. The motion passed unanimously.

19. Art. IV. Sec. 1 Procedures: State- “Standing Committee meetings are open meetings for all Oranque residents. Residents may attend but they may not speak during the meeting. Residents are not permitted to attend the Executive Session of any Standing Committee.” pg.12. A motion that this proposed revision be accepted to the bylaws was made by Lee Schlafer and seconded by Joanne Sutphen. The motion passed unanimously.

20. Art. IV. Sec. 1 Procedures: State- “Standing Committees shall meet not less than twice per year and shall complete minutes for all meetings, which upon approval by the committee, which must occur no later than the following committee meeting, are to be submitted to the business office. A summary of the meeting – if approval of the minutes has not occurred prior to the next OVCA meeting - shall be made at the first OVCA Board of Directors Meeting following the Standing Committee meeting. ” pg.12. A motion that this proposed revision be accepted to the bylaws was made by Lee Schlafer and seconded by Dima Thompson. The motion passed unanimously.

21. Art. IV. Sec. 1 Procedures: State- “If neither the regular or alternate OVTD representative is available to attend a meeting, the District Representative may appoint a replacement with the approval of the OVTD president. The appointee can act in the capacity of the regular representative.” pg.12. A motion that this proposed revision be accepted to the bylaws was made by Lee Schlafer and seconded by David Bingham. The motion passed unanimously.

22. Art. IV. Sec.1 Procedures: State- “Upon being elected or appointed to a Standing Committee, the member shall sign a Code of Ethics, a copy of which will be retained in the Business Office.” A motion that this proposed revision be accepted to the bylaws was made by Lee Schlafer and seconded by Jerry Brown. The motion passed unanimously.

23. Art. IV. Sec.2(A) Committees. Nominating Committee: Delete - Nominating Committee from this section. pg.12. A motion that this proposed revision be accepted to the bylaws was made by Lee Schlafer and seconded by Dima Thompson. The motion passed unanimously.

24. Art. IV. Sec.2(B) Committees. Finance Committee: State- “ The Finance Committee shall have a Chair and a Vice Chair to be selected by the Finance Committee to serve in the absence of the Association’s Treasurer.” pg.13. A motion that this proposed revision be accepted to the bylaws was made by Lee Schlafer and seconded by Barbara Minoff. The motion passed unanimously.

25. Art. IV. Sec. 2 (D) Committees. By-Laws Revision Committee: Change- The name of the By-Laws

Revision Committee shall be known as the By-Laws, Rules and Regulations Revision Committee and adding that the monitoring responsibility extends to the rules and regulations. pg.14. A motion that this proposed revision be accepted to the bylaws was made by Lee Shlafer and seconded by Barbara Minoff. The motion passed unanimously.

26. Art. IV. Sec.2 (E) Committees. Insurance/Risk Management Committee: Change- The Insurance Committee shall have 5 members and one outside consultant. pg.14. A motion that this proposed revision be accepted to the bylaws was made by Lee Shlafer and seconded by Cheryl Dwyer. The motion passed unanimously.

27. Art. V. Sec.I. Definitions: Add- “A quorum is waived for the Annual Meeting in a non-election year and no business may be conducted at such meeting.” pg. 17. A motion that this proposed revision be accepted to the bylaws was made by Lee Shlafer and seconded by David Bingham. The motion passed unanimously.

28. Art. V. Sec.4 Annual Meetings: Change- “Annual Meetings of the Unit Owners shall be held on the third Tuesday of September in each year, absent extenuating circumstances, for either the purpose of electing officers for vacancies on the Board for the offices herein provided or, if not an election year, to provide a State of the Association address by the President of the Board of Directors. Voting forms shall include the names of those people announced at the August Board of Directors meeting, who shall be listed in alphabetical order by position. Unit Owners may transact such other business at such meetings as may properly come before them. Robert’s Rules of Order shall be observed at all annual meetings.” pg.17 . A motion that this proposed revision be accepted to the bylaws was made by Lee Shlafer and seconded by Cheryl Dwyer. The motion passed unanimously.

29. Art. V. Sec. 8 (A) Entitlement to Vote: Change- “A Unit Owner shall be entitled to vote by voting form, proxy or in person at all meetings of the Unit Owners. A voting form shall be provided to every Unit Owner with a pre-addressed envelope. The voting form shall contain the names of all candidates, listed in alphabetical order and the position which they seek. The voting form shall be mailed using the pre-addressed envelope to the designated recipient. Voting forms submitted directly to the business office will be forwarded, unopened, to the designated recipient. Unit Owners shall be entitled to vote according to the percentage applicable to each Unit owned as stated in Schedule D-1 to the Declaration as amended. If a Unit is owned by more than one person, the Unit Owners shall designate one of them as the person entitled to vote on behalf of the Unit Owner. The person so designated shall advise the presiding officer of the meeting of the designation prior to the start of the meeting.” (Delete Art.V Sec.8(A) and (B) from the current By-Laws.) pg.18. A motion that this proposed revision be accepted to the bylaws was made by Lee Shlafer and seconded by Cheryl Dwyer. The motion passed unanimously.

30. Art. V. Sec 8 (C) Vote Counting Rules or Regulations: Change-“Vote counting shall be done by the Association’s accounting firm or such other third party as designated by the Executive Director. This shall not preclude the Association from utilizing voting machines or such other electronic devices as may become available for the purpose of recording and counting votes.” (Delete Art.V Sec. 8(C) from the current By-Laws.) pg.18. A motion that this proposed revision be accepted to the bylaws was made by Lee Shlafer and seconded by Joanne Sutphen. The motion passed unanimously.

31. Art. V. Sec. 8 (D) (a) Proxies: Change - “ Unit Owners may use the voting form as a directed proxy. A Unit Owner choosing to appoint their own representative to vote on their behalf must write in that individuals name on the voting form. The form shall be mailed in the envelope provided to the authorized recipient. If brought to the business office, it will be mailed unopened to the authorized recipient. It is the responsibility of the Unit Owner to notify the individual selected as their proxy to attend the Annual Meeting in person or the proxy will not be valid.” (Delete Art. V. Sec.8(D) from the current By-Laws.) pg.18. A motion that this proposed revision be accepted to the bylaws was made by Lee Shlafer and seconded by Barbara Minoff. The motion passed unanimously.

32. Art. V. Sec. 8 (E) Candidate’s Night: (New Section) Add- “The Board of Directors shall schedule a Candidate’ Night for every election of OVCA Officers, even if there are not multiple candidates, to be held at least five (5) calendar days – and no more than seven (7) calendar days -- prior to the Annual Meeting.” pg.18. A motion that this proposed revision be accepted to the bylaws was made by Lee Shlafer and seconded by Dima Thompson. The motion passed unanimously.

33. Art. VII. Sec.1(F) Restrictions on Use of Units: Replace with- “ Motorcycles, motor scooters and mopeds may be parked on the property during the daytime and must be garaged overnight. No limousines, buses, hearses, ambulances, all-terrain off-road vehicles, snowmobiles, recreational vehicles, cargo vans, trams, boats, campers, commercial passenger vans, unsightly, derelict, unregistered or abandoned vehicles or other vehicles as may from time to time, be identified by the Board of Directors, may be placed or stored within the Property at any time, either temporarily or permanently, except inside an enclosed garage with the garage door closed. Residents having guests who have oversized vehicles may park the vehicle outside of an enclosed garage for a maximum of one day provided it poses no obstruction to other units in the vicinity. Parking in excess of one day is allowed only in the Clubhouse parking lots by permit for a period of time to be determined by the Executive Director. Pickup trucks may be parked on the Association’s property (Clubhouse parking lots) during the day and evening for the purpose of attending events, meetings, and conducting business.” pg.21. *This motion was discussed. However, the proposed revision was tabled. No vote was taken.*

34. Art. VII. Sec.7 Right of Access: Add- “ shall grant a right of access to the Unit and to the garage designated for that unit” “or for the purpose of safety inspections ordered as part of the Association’s loss-prevention program” pg.23. A motion that this proposed revision be accepted to the bylaws was made by Lee Shlafer and seconded by Jerry Brown. The motion passed unanimously.

35. Art. IX. Sec.1(A) Sales and Leases: Add- “A Unit Owner shall notify the business office of the Association when their unit is being made available for sale and shall indicate if the unit will be occupied or vacant during the period it is on the market.” pg.28. A motion that this proposed revision be accepted to the bylaws was made by Lee Shlafer and seconded by Joanne Sutphen. The motion passed unanimously.

36. Art. XI. Sec. 3(D) Not Subject to Inspection: Correct- tribal to tribunal pg.36. A motion that this proposed revision be accepted to the bylaws was made by Lee Shlafer and seconded by Dima Thompson. The motion passed unanimously.

Rules and Regulations Revisions:

- a) Any committee, club or village organization that is part of the Association and which is permitted to use the facilities of the Association may not manufacture, distribute, sell, serve or furnish alcoholic beverages of any kind within the property of the Association. This shall not prohibit a unit owner, resident or invitee attending a function held or sponsored by such organizations using the facilities of the Association, from bringing alcoholic beverages to such functions for their own consumption or the consumption of their guests or colleagues, so long as the beverages are not offered for sale. No alcohol may be left or stored in the buildings of the Association. A motion that this proposed revision be accepted to the Rules and Regulations was made by Lee Schlafer and seconded by Joanne Sutphen. The motion did not pass due to a unanimous vote.
- b) The maximum on-site stay for a POD is two weeks and it must be blocked so it does no damage to the blacktop. Any damage will be the responsibility of the Unit Owner. (same rules as Arch. Comm. has for dumpsters.) A motion that this proposed revision be accepted to the Rules and Regulations was made by Lee Schlafer and seconded by Barbara Minoff. The motion passed unanimously.
- c) The amenities of the Association may only be used by residents of the Association and their guests in accordance with the rules for that amenity. A motion that this proposed revision be accepted to the Rules and Regulations was made by Lee Schlafer and seconded by Jerry Brown. The motion passed unanimously.
- d) Clubs and organizations using the facilities of the Association shall extend membership in their club or organization only to individuals residing in Oronoque Village and such membership shall expire when the resident ceases to reside in Oronoque Village. A motion that this proposed revision be accepted to the Rules and Regulations was made by Lee Schlafer and seconded by Barbara Minoff. The motion passed unanimously.
- e) A Unit Owner shall advise the business office of the Association that their unit will be unoccupied any time they will be absent for one month or more. A motion that this proposed revision be accepted to the Rules and Regulations was made by Lee Schlafer and seconded by Barbara Minoff. The motion passed unanimously.
- f) **Pickup** trucks or other oversized vehicles not fitting into the garage of a unit will only be allowed on the Property of the Association on an ongoing basis if they meet one of two conditions. One, the vehicle has been authorized by the Executive Director to use one of two designated clubhouse parking spaces (two per clubhouse) and signed a rental agreement to pay a monthly rental fee approved by the Board of Directors. Two, the vehicle has been given a permit to park in the secondary parking space of the unit after the space been inspected by the Maintenance Department. The permit will apply to a specific vehicle, must be displayed on the windshield of the vehicle and is not transferable to any other vehicle. This permit must be obtained prior to the purchase of the unit. *The motion was discussed and then tabled. No vote was made.*

Adjournment

The President declared the meeting adjourned at 10:55 p.m.

Dated: 4/20/19

Lee Skaper
Secretary