

Regular Meeting of the Board of Directors

Date: Thursday, Dec. 5, 2013

Time: 7:30 pm

Place: RSV Village Hall

Directors Present: Dell Rogers, Ed Baitt, Rick Gainar, John Martin

Directors Absent: Gary Stamm, Rick Rumbaugh

M-1-12-13

A MOTION was made to approve the minutes of the Nov 7, 2013 Regular Meeting. Moved by Ed Baitt. Seconded by Rick Gainar. Roll Call Vote: All present approved.

M-2-12-13

A MOTION was made to approve the minutes of the Nov. 7, 2013 Executive Meeting. Moved by Ed Baitt. Seconded by John Martin. Roll Call Vote: all present approved.

Treasurer's Report:

TREASURER'S REPORT
NOVEMBER 2013

Nov. Operating Income 11,799

Nov. Operating Expenditures:

Expenses: 53,959.29

Loans: 10,019.04

Capital Imp 26,969.92

Nov. Expenditures: -90,948

Nov Fund Balance \$-79,149

Cash:

Jan.-Oct 2013 284,398

Nov. 2013 -79,149

Cash YTD \$205,249

Cash at End of Period

Cash on hand Jan 1, 2013	\$52,617
Gain (Loss) this year	<u>\$205,249</u>
Cash on hand . Nov 30 , 2013	\$257,866

M-3-12-13

A MOTION was made to accept the Treasurer's Report. Moved by Ed Baitt. Seconded by Rick Gainar. Roll Call Vote: all present approved.

President's Report:

A MOTION was made to appoint Tom Sopko to fill out the remainder of Bob Sobczaks term. Moved by Ed Baitt. Seconded by Rick Gainar. Roll Call Vote: all present approved.

The January meeting will be moved from Jan 2 until Thursday Jan 9th at the RSV Village Hall.

Maintenance Report:

Still performing general maintenance on equipment, our next project is replacing the clutch on our Ford 1920 Tractor. Have received quotes for a new Myers snowplow for the 2003 Chevy Truck; have purchased a Mack tandem axle Dump truck and 20 ton Eager Beaver trailer and have used this already to move our excavators; have gotten quotes for the electrical at the Manzo building; hired a trapper and he has removed 15 muskrats from the east end of Plum Creek, 4 beavers—2 from Knowlton entrance and 2 from Sugar Creek.

Reports of Standing Committees:

Legal-none

Budget/Finance-none

Lake Management-talked about the lake turnover, and having water test done and they came back ok. Lake Depth sub committee—digging out sediment ponds at the back of coves. Dredging sub committee-there will be a workshop on Jan. 25 at the clubhouse-getting bids on barges—EPA has approved the Manzo property for dumpsite.

Long Range-none

Administration-none

Club Reports:

Fishing-had a great year this year. Will be changing the Kid's Fishing dates from Saturday to Sunday and also the Clambake from Sat to Sun next year

Promotion-there is a Trim the Tree Social House Friday, Dec 6 at the clubhouse

Fireworks-so far have reach 2/3 of the goal.

Old Business:

M-4-12-13

Resolution R1-1113

A MOTION to accept the Second Reading of Resolution R1-1113. A RESOLUTION AMENDING THE BY-LAWS OF ROMEROCK ASSOCIATION, INC.

WHEREAS, the Board of Directors of RomeRock Association, Inc. is authorized to add and/or amend the By-Laws of the Association pursuant to provision contained in said By-Laws, and;

WHEREAS, it will take three readings to change the By-Laws, this being the second reading;

WHEREAS, the Board of Directors of RomeRock Association, Inc. have recommended certain additions, deletions and/or amendments to clarify and update said By-Laws; and

WHEREAS, the following amendments were duly approved by the Board of Directors, but because they were not recorded within sixty days of passage, are hereby being approved and/or ratified by the Board of Directors.

NOW, THEREFORE, BE IT RESOLVED: That the following additions, deletions and/or amendments to the By-laws of RomeRock Association, Inc. are hereby adopted and/or ratified; and the By-Laws of RomeRock Association shall be and hereby are amended to include the following additions, deletions and/or amendments:

Add Article VIII—Section 19 – Conflict of Interest. All Directors, those they designate and Committee Chairmen shall endeavor to conduct themselves “when on Association business” according to the highest ethical standards and shall strive to avoid even the slightest appearance of impropriety. In that regard, Directors, designates and Committee Chairmen shall not, either directly or indirectly, derive a personal profit or advantage from their position as Directors, designate’s position and Committee Chairmen, in that the primary obligation of the Director, designate and Committee Chairmen is to the Association and its Members and not to himself or herself. No contract or business relationship shall be entered into between the Association and a Director, their designate or Committee Chairman or any entity in which her or his family has a significant interest, unless the material facts of the relationship and transaction are disclosed or are made known to the Board of Directors and a majority of the disinterested Directors specifically authorize the contract or business relationship. Directors, designates and Committee Chairmen shall generally abstain from discussion at a meeting, or voting upon, any matter in which they, their immediate family members or any entity in which they have a significant interest, have a personal financial interest in the outcome.

Add to Section 7 under Article VIII – Directors as follows:

(d) Director has failed to disclose in a timely fashion a financial interest in a contract or transaction in which he/she had participated involving the Association as described in Article VIII, Section 19.

Article II, Section 13 shall be changed to read:

Article II, Section 13. An impact fee shall be assessed on each transfer of a lot or any interest in a lot in the amount of \$1,000.00 for each new member acquiring a lot or an interest in a lot. The fee(s) shall be levied upon the grantee(s) named in the deed conveying the interest in the lot and shall be paid by the grantee(s) to the Association upon the recording of the deed with the County Recorder, provided, however, that no fee shall be charged when the transfer is:

- (a) Solely in order to provide or release security for a debt or obligation:
- (b) To confirm or correct a deed previously executed:
- (c) To the grantor's spouse or surviving spouse or surviving child or children.
- (d) To a trustee of a trust, when the grantor of the trust has reserved an unlimited power to revoke the trust; or
- (e) To the grantor of a trust by a trustee of the trust, when the transfer is made to the grantor pursuant to the exercise of the grantor's power to revoke the trust or to withdraw trust assets:

As used herein the term "new member" shall mean any person, corporation, limited liability company, partnership, joint venture, trust, unincorporated association, club, organization, or other business or legal entity that is not an existing member at the time of acquiring a lot or an interest in a lot.

Moved by Ed Baitt. Seconded by Rick Gainar. Roll Call Vote: all present approved.

Discussion by property owner #1935.

M-5-12-13

A MOTION was made to accept the Second Reading of Resolution R2-1113 A RESOLUTION AMENDN THE BY-LAWS OF ROMEROCK ASSOCIATION, INC.

RESOLUTION R2-1113

THE SECOND READING OF A RESOLUTION AMENIDNG THE BY-LAWS OF ROMEROCK ASSOCIATION, INC.

WHEREAS, the Board of Directors of RomeRock Association Inc. is authorized to add and/or amend the By-Laws of the Association pursuant to provision contained in said By-Laws, and;

WHEREAS, it will take three readings to change the By-Laws, this being the second reading, and;

WHEREAS, the Board of Directors of RomeRock Association, Inc. have recommended certain additions, deletions and/or amendments to clarify and update said By-Laws,

NOW, THEREFORE, BE IT RESOLVED: That the following additions, deletions and/or amendments to the By-laws of RomeRock Association, Inc. are hereby adopted; and the subsequent document incorporation said additions, deletions and/or amendments shall be the By-Laws of RomeRock Association, Inc.

ARTICLE II

DUES, FEES, ASSESSMENTS AND CHARGES

Section 16. Notwithstanding anything to the contrary set forth herein, the Board of Directors shall not bind the Association in dealings with third parties under any contract or related series of contracts involving an aggregate financial exposure to the Association exceeding \$500,000 as adjusted annually as

hereinafter provided, unless first approved by a majority of votes cast by the Members in a mail referendum conducted in the manner provide by these By-laws for the election of Directors, provided, however that the approval of the Members shall not be required if any one or more of the following apply:

- (a) No monies are borrowed, the amount of assessments levied upon the membership or lots are not increased, no dues or assessments or future income from dues or assessments is assigned, and no security interest in any Association property is conveyed in order to fulfill some or all of the Association's financial obligations with respect to such contract or contracts; or
- (b) The contract or contracts are necessary repairs to the Association's roads; or
- (c) The contract or contracts are necessary to comply with an express mandate of applicable law, a governmental authority, or a court of competent jurisdiction.

The amount of financial exposure requiring Member approval shall be adjusted annually commencing in 2015 by the amount equal to the percentage increase in the Bureau of Labor Statistics CPI-U, U.S. City Average, All Items Consumer Price Index for All Urban Consumers (1982/1984 base) for the prior calendar year.

ARTICLE XIV

AMENDMENTS

The By-laws of the Association (other than Article II, Section 16) may be amended, added to, rescinded or repealed by the either the Board of Directors or the Active Members upon and after three readings of said changes at any meeting of the Board of Directors or Active Members, as applicable, provided notice of the proposed change is given in the notice of the meeting, provided, however, that Article II, Section 10 and Article II, Section 16 of the By-laws of the Association may be amended, added to, rescinded or repealed only if such change is approved by both: (i) the affirmative vote of two-thirds of the Directors; and (ii) a majority of votes cast by the Members in a mail referendum conducted in the manner provided by these By-laws for the election of Directors or seventy-five percent of the Members of the Association present in person or by proxy at a special meeting called in accordance with Article IV of these By-laws

Moved by John Martin. Seconded by Ed Baitt.

M-6-12-13

A MOTION was made to approve the amendments to the Resolution. Moved by Rick Gainar. Seconded by John Martin. Roll Call Vote: all present approved.

M-7-12-13

A MOTION was made to approve Resolution R2-1113 as amended. Moved by Ed Baitt. Seconded by Rick Gainar. Roll Call Vote: all present approved.

Discussion by property owners #2566, #1133, #962

New Business:

M-8-12-13

A MOTION was made to allow the President, Dell Rogers, to approve the issuance of four (4) credit cards from the Andover Bank; to be issued to Dell Rogers, Pat Sowry, Jen Addair, and Dan Mullins for the amount of \$2,000 each; \$8,000 total. Moved Ed Baitt. Seconded by John Martin. Roll Call Vote: all present approved.

M-9-12-13

A MOTION was made to accept the resignation of Bruce Bower from the Lake Safety Meeting. Moved by John Martin. Seconded by Ed Baitt. Roll Call Vote: all present approved.

M-10-12-13

A MOTION was made to purchase a snow plow blade for the Chevy 2003 truck for no greater than \$6,000.00. Moved by Ed Baitt. Seconded by Rick Gainar. Roll Call Vote: all present approved.

M-11-12-13

A MOTION was made to hire Rod Padget to do the work to install the electric at the Manzo building for a price of \$6,000. Moved by Ed Baitt. Seconded by Rick Gainar. Roll Call Vote: all present approved.

Member's Comments:

Property Owner #2566 discussion about water samples.

Property Owner #1723-discussion on dues and assessments

Property Owner #962-discussion on RL lots.

Meeting was adjourned at 8:59 pm.