

Regular Meeting of the Board of Directors

Date: November 7, 2013

Time: 7:30 pm

Place: RSV Village Hall

Directors Present: Ed Baitt, Rick Gainar, Rick Rumbaugh, Gary Stamm, John Martin, Dell Rogers (phone)

Directors Absent: Bob Sobczak

Meeting was called to order at 7:30 pm.

M-1-11-13

A MOTION was made to accept the minutes of the Oct. 3, 2013 Regular Board Meeting. Moved by John Martin. Seconded by Rick Gainar. Roll Call vote: all present approved.

M-2-11-13

A MOTION was made to accept the minutes of the Oct. 3, 2013 Executive Meeting. Moved by John Martin. Seconded by Rick Gainar. Roll Call Vote: all present approved.

Treasurer's Report:

TREASURER'S REPORT
OCTOBER 2013

Oct. Operating Income 34,593

Oct. Operating Expenditures:

Expenses: 52,629.16

Loans: 10,049.26

Capital Imp 8,657.54

Oct. Expenditures: -71,336

Oct Fund Balance \$-36,743

Cash:

Jan.-Sept 2013 321,142

Oct. 2013 -36,743

Cash YTD	\$284,399

Cash at End of Period	
Cash on hand Jan 1, 2013	\$52,617
Gain (Loss) this year	<u>\$284,399</u>
Cash on hand Oct. 31, 2013	\$337,016

M-3-11-13

A MOTION was made to accept the Treasurer’s Report. Moved by Rick Gainar. Seconded by Dell Rogers. Roll Call Vote: all present approved.

President’s Report:

There will be an executive meeting after the board meeting.

Maintenance Report:

Continuing with fall cleanup. Plows have been reinstalled and checked for the winter. We are in the process of winterizing the outside facilities. Receiving quotes for the Clubhouse foundation and floor work. The walkover bridge at the Clubhouse has been temporarily closed for repairs. Performing general maintenance on equipment preparing for the winter season. Have installed 160’ of culvert pipe for property owners. Concentrating on drainage ditching and pothole filling. The road repair for the Rosewood Lift Station project has been completed. Blockwork is complete, new steel roof has been installed and were able to save \$1,700 off the estimate by working with the contractor in allowing u to order the steel direct from the manufacturer ourselves on the Manzo Building.

Reports of Standing Committees:

Legal-none

Budget/Finance-have set a budget will be doing resolutions later on.

Lake Management-meeting on Oct 28 had a good turnout. Have installed a sample siphon system at the dam and are taking samples from the bottom of the lake.

Lake Safety-none

Village Liaison-none

Board of Review-none

Long Range-none

Administration-none

Club Reports:

Promo Club—Sally Flash, stated will have a tree trimming party on Dec 6 from 7-10 at the clubhouse.

The Polar Bear group is having Christmas with Santa on Dec 14 at 9 am.

Friends and Neighbors-winter diners will start Jan. 10, more info on e-blast and can contact Madge Morris.

Fishing Club-250 small perch placed in the lake.

Old Business:

M-4-11-13

A MOTION was made to untable motion M-7-10-13. Moved by Rick Gainar. Seconded by John Martin. Roll Call Vote: all present approved.

M-5-11-13

A MOTION was made to accept the resignation of Bob Sobczak. Moved by John Martin. Seconded by Rick Gainar. Roll Call Vote: all present approved.

M-6-11-13

A MOTION was made to purchase 2 buckets for the trackhoe's for \$7,000 plus tax. Moved by John Martin. Seconded by Rick Gainar. Roll Call Vote: motion passed 5-1 with Gary Stamm voting no.

New Business:

M-7-11-13

A MOTION was made to accept Resolution R1-1113 A RESOLUTION AMENDING THE BY-LAWS OF ROMEROCK ASSOCIATION, INC.

Resolution R1-1113

THE FIRST READING OF 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 first 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 Rick Gainar. Seconded by Gary Stamm. Roll Call Vote: motion passed 4-2 with Rick Rumbaugh and Gary Stamm voting no.

M-8-11-13

A MOTION was made to accept Resolution R2-1113 A RESOLUTION AMENDING THE BY-LAWS OF ROMEROCK ASSOCIATION, INC.

RESOLUTION R2-1113

THE FIRST 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 first 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 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 either:

(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 to comply with an express mandate of applicable law or the lawful order of a governmental authority or a court of competent jurisdiction.

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.

Discussion from members: #1971, #1935, #1951, #1447, #343, #2566, #1502, #2308

Moved by Rick Gainar. Seconded by John Martin. Roll Call Vote: motion passed 4-2 with Rick Rumbaugh and Gary Stamm voting no.

M-9-11-13

A MOTION was made to accept Resolution R3-1113 A RESOLUTION SETTING THE BUDGET FOR THE FISCAL YEAR 2014 AND APPROPREIATING THE MONIES. Moved by Dell Rogers. Seconded by Rick Gainar. Roll Call Vote: motion passed 4-2 with Rick Rumbaugh and Gary Stamm voting no.

RESOLUTION R3 -1113

A RESOLUTION SETTING THE BUDGET FOR THE FISCAL YEAR 2014 AND APPROPRIATING THE MONIES

WHEREAS, the property and business of RomeRock Association is managed by the Board of Directors, and

WHEREAS, it is necessary to amend said budget and appropriate monies to accomplish this, and

WHEREAS, the Board of Directors desires to amend said budget, and

WHEREAS, the Board of Directors desires to appropriate the monies,

NOW, THEREFORE, BE IT RESOLVED, that the following shall be the budget for the fiscal year of 2014:

Expenses & Capital Imp. \$1,124,618

BE IT FURTHER RESOLVED, that \$1,124,618 be appropriated to implement the budget.

Adopted: Nov. 7, 2013

M-10-11-13

A MOTION was made to accept Resolution R4-1113 A RESOLUTION SETTING DOWN ASSESSMENT RATES FOR THE FISCAL YEAR OF 2014. Moved by Rick Gainar. Seconded by Gary Stamm. Roll Call Vote: all present approved.

RESOLUTION R4-1113

A RESOLUTION SETTING DOWN ASSESSMENT RATES FOR THE FISCAL YEAR OF 2014.

WHEREAS, the Articles of Incorporation of RomeRock Association, Inc., state that the purpose of the Association is to maintain and improve the facilities and services of the Association, and

WHEREAS, according to the By-Laws of RomeRock Association, these responsibilities are vested in the Board of Directors, and

WHEREAS, ARTICLE II, Sections 5, 6, 7, and 11 of said By-Laws set down assessments to be levied, and

NOW, THEREFORE, BE IT RESOLVED, that the following assessments are changed and in effect for the fiscal year of 2014:

1. Road assessment (Article II, Section 5 of the By-Laws) shall be \$ 199 per lot for a primary house, and \$ 199 per lot for a primary vacant lot, \$ 199 per lot for a non-primary house, and \$ 199 per lot for a non-primary vacant lot.
2. General assessment (Article II, Section 7 of the By-Laws) shall be \$ 387 per member for a primary house, and \$ 387 per member for every non-primary house, and \$ 251 for a primary vacant lot.
3. Capital Improvement Assessment (Article II Section 6 of the By-Laws) shall be \$114 per lot for a primary house, and \$114 per lot for a primary vacant lot, \$114 per lot for a non-primary house, and \$114 per lot for a non-primary vacant lot.

BE IT FURTHER RESOLVED, that Amended Resolution 1-999, relative to the consolidation of lots, shall govern the procedure for the levying of these assessments when these assessments are applied to consolidated lots.

Adopted: Nov. 7, 2013

M-11-11-13

A MOTION was made to accept Resolution R5-1113 A RESOLUTION ESTABLISHING LATE FEES FOR DELINQUENT ASSESSMENTS AND DUES ACCOUNTS. Moved by Gary Stamm. Seconded by Rick Rumbaugh. Roll Call Vote: all present approved.

RESOLUTION R5-1113

A RESOLUTION ESTABLISHING LATE FEES FOR DELINQUENT ASSESSMENTS AND DUES ACCOUNTS.

WHEREAS, it is generally accepted business practice to penalize past-due accounts, and

WHEREAS, some members of RomeRock Association are delinquent with their accounts, and

WHEREAS, delinquent accounts place a hardship upon all Association members by a lack of funds to maintain the facilities,

NOW, THEREFORE, BE IT RESOLVED, that the following penalty rate schedule shall be in effect during the fiscal year of 2014 and that these penalties shall be charged once a year in May.

The late fee shall be 10 per cent of the total current year's unpaid balance. (unpaid assessments, charges, annual charge and fees)

M-12-11-13

A MOTION was made to purchase a truck and trailer for \$19,000 and to allow Dan Mullins to buy it. Moved by Rick Gainar. Seconded by John Martin. Roll Call vote: motion passed 4-2 with Rick Rumbaugh and Gary Stamm voting no.

M-13-11-13

A MOTION was made to rescind motion M-12-11-13 and to allow Dan Mullins to go look at the equipment (truck and trailer) and if ok to put a refundable deposit of \$500 on it and come back to the board. Moved by Rick Gainar. Seconded by John Martin. Roll Call Vote: all present approved.

M-14-11-13

A MOTION was made to allow Pat and Sally Flash to conduct swimming lessons this year at the main pool. Moved by Gary Stamm. Seconded by John Martin. Roll Call Vote: all present approved.

Member's Comment's:

Property Owner #1857-discussion of being at a meeting over the phone.

Property Owner #1917-discussion of water quality

Property Owner #289-discussion on water/dredging

Property Owner #2566-discussion on water quality

Property Owner #2308-discussion on water quality

Property Owner #1447-discussion on water quality

Property Owner #343-discussion on lake

Property Owner #1042-discussion on lake

Property Owner #1857-discussion on chemicals in lake

Property Owner #1935-discussion on lake

Meeting was adjourned at 10:19 pm.