

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

President
Tim Westover

Secretary
Richard Randall

Treasurer
Tom Kernan

Board of Directors Meeting
Teleconference Call of Board Meeting
Thursday December 13, 2018

President/Chair Westover called the meeting to order at 6:00 PM EDT
Secretary Randall performed roll call:

Attending:

Chair Westover, Secretary Randall, Treasurer Kernan, Director Wittmeyer,
Director Hludzinski, Director Harris, Director Pratt, and Director Vaden

All board members are in attendance, the meeting was called to order at 6:00 P.M. by
Chair Westover. (5 board members are required to be in attendance for a quorum.)

Secretary Randall went over Conference Call Ground Rules.

1. Turn off your radio, TV, or electronic device that will cause noise or static during the meeting.
2. Use the "Mute" button. This will avoid background noise. Release the "Mute" button when you want to talk.
3. We have a full agenda, stick to the topic. Packets have been provided ahead of time to give you time to be familiar with the information and move us along.
4. I know you have a lot of papers but be careful of shuffling papers, scraping chairs, or distracting noisy activities while on the phone conference.
5. For discussions, I will call in random order each director to speak or pass on each agenda item during discussion. Give your name as you start to speak.

The Secretary stated all prior board minutes have been approved.

Note on Agenda: Agenda is prepared by Chair based upon issues presented for appropriate business to be discussed as a Board now. It would not be appropriate to add any issue for discussion or decision in which due notice has not been given. The Chair reserves the right to amend the agenda as he/she determines necessary.

Agenda Item 1. Adoption of the agenda. Chair Westover stated he wanted to amend the Agenda by adding an additional agenda item, # 15; a membership request by the new owner of the Holliday Cottage to join the Association was submitted to the board on 12/10/2018. Chair Westover made a motion to adopt the agenda as amended.

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

Motion: The motion to adopt the agenda as amended was seconded by Treasurer Kernan.

Vote: Vote 8 approved, 0 opposed, to approve the agenda as amended. The approved amended agenda is attached to the minutes. ***Attachment 1 agenda.***

Agenda Item 2. Unanimous Vote for Voting on Motions on teleconference 12/13/18

On Nov. 14, 2018 Chair Westover requested an electronic vote be held to obtain unanimous approval to allow voting on the agenda items presented on the 12/13/2018 teleconference call. The vote was taken by email on Nov. 14, 2018 and was unanimously approved by board members. ***Attachment 2. Teleconference vote***

Note on Voting on Teleconference: The Board may have meetings by audio or video conference. This allows the Board member actions to be taken without board members being physically present. If an action to vote is made it must be done with the unanimous written consent of all board members entitled to vote. This can be done with email. Once the consent is given for voting, a vote is approved/disapproved by majority vote of the board present, as long as the board has a quorum

Reference Section: Bylaws 7.07 (g) Meetings of the Board

Agenda Item 3. Development of online Calendar of Events. President Westover requested a Calendar of events to be available online for the members to view, using the dropbox system. Until the system is available to all, an email schedule will be put in place to provide the membership with up to date events for each month. President Westover approved of the presented sample Calendar. ***Attachment 3 Calendar of events.***

Old Business:

Agenda Item 4. Status Report on Cliff Ave. – Director Harris.

Mr. Harris submitted the report by Wayne H. Thompson, P.E. on his evaluation of Cliff Ave. He reported Wayne Thompson is a Civil and Structural engineer with Bernier Carr, now known as BAC Architects & Engineers in Watertown, NY office. He has offered his services on a per diem basis not through the firm above. Dir. Harris will forward to President Westover the proposed fee he will be asking as soon as he gets it.

Director Harris stated he talked to Wayne this week and Mr. Thompson, will be on Vacation starting the 14th of December for a week and he has assured Roger, that he would will put the drawings and spec's, first on his plate to work on starting the 14th of Dec., while on vacation. Roger will keep abreast of Mr. Thompson's progress and will report to the President, as soon as he has any information to share with him.

Discussion: Board members discussed the section of the report that states:

"The wall requires replacement; its stability is questionable. The road is currently closed and should remain so. The wall is in danger of collapsing altogether. At the location of maximum listing, the center of gravity of the wall has fallen outside of the base. The old rubble wall on which the newer cast in place

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

concrete wall was constructed has deteriorated to the point of collapse. A good storm is capable of creating sufficient hydraulic pressure behind the wall to cause the wall to collapse. It would be prudent to replace the wall before it can collapse and cause collateral damage or personal injury” from Wayne Thompson report. Attachment # 4 Wayne Thompson full report

Board members agreed, that ways to prevent the wall from collapsing, must be explored ASAP. Chair Westover stressed the need for gathering the specifications necessary to repair the road or support it from falling, immediately. **Attachment 5. Two Pictures of wall damage**

Chair Westover had several questions concerning the Cliff Ave. project to Director Harris.

Is Wayne Thompson to provide us a Cliff Ave., bid package based on your verbal requests including several field visits? **(Roger responded yes).**

The Bid Package will include specifications for his determination of need? This is normally a \$8-12K cost. **(Roger responded yes, normally but will be lower cost.)**

Mr. Thompson is doing this gratis at no expense to the Association? **(Roger responded no, it will be a per diem cost, and I will let you know as he gets back to me.)**

Along with the bid package, Mr. Thompson’s bid package will include costs for him to be a project manager? **(Roger agreed)**

Does this include hourly costs or a not exceed cost from project start to finish?

- a. Does this include costs for sitting with prospective contractors to assure that they understand the bid/spec requirements?
- b. Will he include an expected cost range to complete the project by the contractor?

(Roger said he will find out.)

Chair Westover commented on next steps:

Once the Bid Package is submitted, the following process will be followed by the Board:

- a. Bid Package spec will be sent to all Board members for review and comment (1-2 day review).
- b. An immediate Board MTG will be called to discuss.
 - i. Review Association bid letter to the prospective contractors and timeline to receive bids back, review and select contractor.
 - ii. Estimated costs and recommendations to provide contractor costs allowing project to be executed ASAP.
 - iii. Develop Draft Project timeline from bid package to contractor execution and completion for Members.
 - iv. Develop letter to members.

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

- c. Once the Bid package is completed, all to-from Association correspondence will be from the President's Office.
- d. Tom Kernan will explore various options to fund the project.

Agenda Item # 5. Amendment to the Bylaws: Governance Chair Mr. Randall reported:

Summary: Part 1. Amendment to Bylaws. Chair Randall has sent several papers using different explanation formats that would be shared with the members concerning the legal opinion that an amendment is needed to be added to the bylaws to give the board, authority to make reasonable rules and regulations on common property. A draft was circulated of the first paper, a power point presentation, and he received comments that it was too long and too complicated. A second draft was a shorter version of explanation in text form, simplified but still, the response he received was concerns about the complexity of the issue. A third version was a question and answer format, very simplified and has received the most positive responses so far. *Attachment 6 Question and Answer Format*

Once the committee agrees on a simple explanation then the paper will be sent to all members by **March 18th, 2019**. On **Saturday May 25th at 10 a.m.**, a special governance meeting will be open to all members to discuss the status of an amendment to the bylaws, if that is what is decided. A follow up Special Member Meeting can be held in early June to get a number on how many members would support the amendment and what is the consequence if we do not add it to the bylaws. At the same time, he hopes to have enough interested members to be involved in identifying all issues and possible solutions, working with the Governance committee. A possible phone teleconference may be arranged for the Governance committee in January.

Board members supported the approach.

Governance Chair Randall also suggested making a change in the wording of: **Section 3.01**

Membership Section 3.01 Membership by adding the words in red:

Membership in this organization shall consist of owners of record of real property within the boundaries of the Association, "**having a fractional share interest in all the common property**" regardless of how the property is titled; owner(s) of the real property shall be determined to be one (1) member for each member assessment, for the purpose of Association business. What makes them a member should be clear, it is not just an owner of real property but real property that has a fractional share interest in all the common property. I am suggesting we add the words in red above.

The survey by LaFave, White & McGivern, represents Lands of the Point Vivian Park Association which excludes the former Holliday Cottage and the Annex. Membership statements should include not just ownership of real property but also that ownership includes having a fractional

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

share interest in all the common property. This suggestion is made to make it clear all derived lots from the original 40 have a fractional share in all the common property, which is the basis for required membership.

Board members were asked to consider the change and let him know if they feel it is needed.

Mr. Randall also stated we need clarification on **Section 3.03 Assessments and Expenditures:** Last sentence under (g) states: "The Association is operated on a not-for-profit basis and no part of the net earnings or assets of the Association will inure to the benefit of any private member or individual". (This is required provision of our charter).

If members, as TIC's of the two facilities, dock house and pavilion, the structures would be owned by the fractional share owners of common property privately. It is logical that to assume that the association funds to repair and maintain the buildings would "inure to the benefit of the private fractional share owners of the common property". This would not be true if the structures were owned by the Association for the members. However, it is clear a couple of individuals have informed the Board that they are fractional share owners of these structures.

We need to clarify this and make sure we are not supporting a conflict of interest, as board members and fractional share owners of the common property. I believe that this apparent conflict is created because the Association has governed as owner of the common property for over 100 years and now, must be stewards of the common property and not the owner. If the Association owned the structures, this would not be a conflict.

President Westover is aware of this potential conflict and is aggressively looking into the matter to ensure we are abiding by all state and federal statutes as well as our fiduciary responsibility. Chair Westover asked if we can hold discussion on this topic, until he also addresses it in his comments later in the agenda.

Agenda Item #. 6. Report on Proxy Voting Form.

Summary: Director Wittmeyer suggests the Board consider a written proxy format to be used for regular and special meetings. A sample based on his suggestion with PVPA information on it was discussed, but Director Wittmeyer & other Directors felt the sample was too strict in wording and needed to be more flexible. Consensus of the board members was for a more general form. Director Kernan preferred a less formal approach to proxies as opposed to a standardized form. **Action:** It was decided that Director Wittmeyer, & Treasurer Kernan will discuss the proxy format further, with other interested board members for follow up at a later date.

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

Agenda Item # 7. Finances Update – Tom Kernan. Treasure

Treasurer Kernan presented three separate reports on our current finances and reviewed them with the board. All three reports are attached to the minutes.

Attachments 7, 8, and 9.

Agenda Item #. 8 Report on door repair on Pavilion. Director Jake Pratt

Director Pratt with Director Harris looked at the Pavilion doors and felt the problem was at the top of the doors because of the lack of a proper header. Jake also stated there was a rotted beam as a result of water from the old cement stairs that needs to be addressed. Chair Westover thanked Directors Pratt and Harris. Additional work will need to be done to fix the problems. **Action Item:** Discussions will continue in future board meetings after discussions are held regarding the process for doing work for the Pavilion is clear.

Agenda 9. Windows payment and Doors for Pavilion...Peter Hludzenski Attachment 10

a. Discussion Windows PavilionLen Wittmeyer

b. Safety concerns – Pavilion Patio corner.....Len Wittmeyer

Discussion: Director Hludzenski's report is attached as well as Director Wittmeyer's report on windows which was put on hold to discuss a related issue. The main discussion was on the **new** information that this summer we had about 3 window panes with broken glass or cracks in windows at the Pavilion. Director Harris and Hludzenski noted early during the day that a number of additional panes of glass are cracked, as many as 11. Discussion revolved around the issue of the cause of the additional glass panes cracking. **Action Item:** It was agreed that Directors Pratt, Wittmeyer, Hludzenski, and Harris will follow up to identify if the foundation or structural issues with the Pavilion, are creating the pressure on the glass.

Safety Concerns: Director Wittmeyer Chair of the Safety Committee stressed the need for window replacements for ventilation and gave a summary sheet of costs for discussion purposes. As above the discussion was held until further investigation of the cracked panes of glass can take place. **Attachment 11**

His major concern, as noted in the picture he presented, was of the cement deterioration of the Southeast corner of the Pavilion Patio which is broken up as a result of frost heaving and water damage. **Attachment 12**

He recommended that the area be closed off for safety reasons until repairs can be approved and done. The board members agreed with his assessment and as a result, Chair Westover made a motion to cordon off the area for safety reasons. The motion was seconded by Director Vaden and was approved by a unanimous vote of the board members. **Action Item: Director Harris will see that the area is cordoned off.**

Chair Westover thanked Jake, Len, Peter, and Roger for the efforts.

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

Agenda Item # 10: Point Vivian Park Association Board Policy on Standing and Elective Committees (Directive)

The directive is presented to the board to organize issues related to our committees. Board members were asked to read and agree to abide by the material for each individual committee. The highlighted yellow area in the two sections to follow, had added emphasis by Chair Westover during the meeting.

Board Policy presented in three (3) sections; Chair Westover

Section 1. Association Committees Historical Perspective and General Guidelines.

A. Historical Perspective:

Historically, the Association has elected to establish certain committee functions to support required member services and social activities. Currently, the Board supports the following Association Committees; 1) Governance; 2) Safety; 3) Roads; 4) Social; 5) Grounds; 6) Land Use; and 8) Memorial. Except for the Governance Committee Chairman, all Chair appointments are one (1) year renewal appointments.

The Board may delegate authority to act on its behalf to others, such as committees, but in such cases the Board is still legally responsible for any actions taken by the committees or persons to whom it delegates authority.

Chairpersons have the responsibility to select members of these Association elective Committees. There are no requirements where a Chairperson must accept a committee member volunteer.

The Association has an offer of weekly Point Vivian News column to the Thousand Island Sun. These responsibilities do not currently have volunteers filling the positions.

Because of the scheduling, liability and safety issues associated with the Pavilion in 2018, the President has issued a Pavilion Policy and Use Application for use by all members. To administer this policy, the President appoints a volunteer approving authority who coordinates approvals with President.

With the advent of the December 2015 Court Decision and Order, the Association's authority is limited to Stewardship functions until the Point Vivian Tenants in Common approve other prior responsibilities identified in current Bylaws. Therefore, it is recommended that the Board recommended Committees be as follows for Fiscal Year 2018-19.

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

B. General Guidelines and Responsibilities...

- a. The Board may delegate authority to act on its behalf to others, such as committees, but in such cases the Board is still legally responsible for any actions taken by the committees or persons to whom it delegates authority.
- b. Except for the Governance/Bylaw Committee Chairman, all Chair appointments are one (1) year renewal appointments.
- c. Because of specific responsibilities, several Committee Chairs are preferably Elected Board Members.
- d. As required, Committee Chairs have the responsibility to seek member volunteers to assist with responsibilities and functions. However, there are no requirements where a Chairperson must accept a committee member volunteer.
- e. Committee Chairs, Directors and Executives have the responsibility to develop and submit annual budget requests to the Association's Treasurer not later than May 30th each year.
 - i. Budget request will include line item funding amount and justification.
 - ii. This information is needed for the Board's review and approval followed by membership approval at the Annual Election and Budget meeting the 1st Saturday in July.
- f. Committee Chairs may be called to provide Status or action reports to the Board and/or Members, as required, but at the July Annual meeting.
- g. Committee Chairs are not allowed to financially commit the Association without President approval and justification for expenditures.
 - i. This commitment limitation is required even though a budget has been approved.
 - ii. If a Chair's personal funds are used to procure approved items, receipts will be submitted to the Treasurer for reimbursement.
- h. This Policy shall be updated by the President and presented to the Board of Directors each year not later than end-November following the July Annual Elections and Budget approvals.

Motion: Upon discussion of Section 1 A&B, Chair Westover presented a **motion:** that board members have read, understand and will comply with Section 1 A & B, as written above.

Chair requested each member to vote individually indicating if he agrees or disagrees.

A vote was taken, and each member voted. **All board members agreed, so the motion was approved unanimously.**

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

Agenda Item # 10: Section 2. PVPA Bylaw Required Committees/Assignments

The following Committees were reviewed according to Article VIII of the bylaws. The section of the bylaws is listed and followed by the Committee. The board was asked to vote on each committee individually. A summary sheet was used to keep track of the vote: A - E which is attached to the minutes. *Attachment # 13 Summary of individual votes per topic.*

The Point Vivian Park Association 2018 Approved Bylaw ARTICLE VIII Directs Standing Committees of the Board plus Historian.

Bylaw Section 8.01 Committees of the Board:

The Board of Directors, by resolution adopted by a majority of members in office, may designate and appoint one or more committees, each consisting of at least one Board member.

Bylaw Section 8.02 Finance Committee:

The Finance committee is responsible for ensuring that the Association's financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Association is in good financial health. The Board of Directors shall appoint the Committee. The Treasurer of the Association shall always be chair of the Finance Committee.

A. FINANCE COMMITTEE:

For PVPA Fiscal year 2018-2019, the Finance Committee is Chaired by Tom Kernan, Treasure, and includes the following members. Note as the Treasurer is an annually elected position, these assignments may or may not carryover through July 2019 unless agreed to by the Board of Directors

1. Chairman: Tom Kernan, Treasurer
2. Jada Walldorff

8.03 Annual Review:

A volunteer non-board member shall perform a review annually at the end of each fiscal year. If no member of the Association so volunteers, the Board of Directors shall appoint same, except that said appointee shall not be related in any way to an Officer or member of the Board of Directors.

Vote previously recorded on 9/28/2018 & approved by electronic vote
Attachment # 14 email vote for Finance A & B

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

B. FINANCE ANNUAL REVIEW

For 2018 the PVPA Annual Review for Fiscal year 2017-2018, the non-board member assigned to complete review is Jada Walldorff.

For the required Fiscal Year 2018-2019 review, the Treasurer will nominate the individual prior to or at the first Board meeting following the Annual Member Meeting, if volunteer identified. Tom Kernan nominated Jada Walldorff as the non-Board Association Member to conduct the 2018-2019 **Annual Financial Review. Board Approved August 2018.**

Action Item: Jada Walldorff to do review of 2018-2019

Bylaw Section 8.04 Nominating Committee:

The Nominating Committee is responsible for obtaining a list of candidates for offices that need to be filled. The nominees shall be members in good standing. The nominees shall be members who agree to run for a specific position. The Board of Directors will select a member to Chair this Committee and the Board may endorse a slate or ticket, to be elected. Whether a slate or ticket is recommended or not, persons can be nominated by notifying the Nominating Committee, or from the floor at the election meeting in July, if they have met the legal requirements for an officer or director and submitted the required information to the Secretary, including the position they would like to run for, at least 5 days before the election.

C. NOMINATION COMMITTEE :

For PVPA Fiscal year 2018-2019, the Nomination Committee is Chaired by Peter Hludzenski, Director, and includes the following members. Should a member resign, the Chair can replace the people and notify the Chair of the Board or Directors.

1. Peter Hludzenski
2. Len Wittmeyer (Director)
3. Barbara Messig-Wilson
4. Roger Harris (Director)
5. Richard Randall (Secretary)

Bylaw Article V. Section 5.02 Inspectors of Election Policy:

At all votes by ballot the chair of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, notify the chair of the results which shall be recorded in the minutes of that meeting.

D. INSPECTORS OF ELECTION

In accordance with above Article V. Section 5.02 Inspectors of Election, the required appointment of Inspectors of Election is required only for those votes that are by "closed" ballots. In these situations, the chair of such voting meeting shall select three (3) members as "Inspectors of Election". The Inspectors committee makeup shall include

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

at least one (1) member from each “side” of issue being voted. Normally, each member authorized to vote will be given the ballot which is not identified by voter name. Once the ballot votes are counted, the inspectors will notify the chair of the results with associated calculations.

Bylaw Article IX. Section 9.06 Historian:

A historian may be designated by the President of the Association to coordinate historical activities. The term shall be for five years.

E. HISTORIAN:

For PVPA Fiscal year 2018-2019, Historian Richard Randall was appointed by Prior President Harris (Term 2017-2018; 5-year term expires in September 2022, at which time the 2022-2023 Elected President may extend or appoint a new Association Historian.)

The Association is currently developing a Records Retention System (RRS) which is required to meet the New York State requirements for corporations. This responsibility rests within the purview of the Historian, Secretary, and Treasurer. The Historian shall maintain the Association’s RRS and continuously update with required corporate documents, as well as, documents deem important to its management and history. These documents would normally be provided through the Association’s Secretary. The Secretary and Treasurer are required to maintain the current 3 years of corporate documents in his office. However, copies should provide to the Historian to file in the RRS as soon as practical.

INFORMATIONAL NOTE: The Point Vivian Park Association Web Site is being terminated and the information is being included in the Records Retention System.

Attachment 13 sheet of A-E votes.

Agenda Item # 10: Section 3. 2018-19 COMMITTEES, RESPONSIBILITIES, CHAIRS AND MEMBERS

A. GOVERNANCE COMMITTEE (PRESIDENT APPOINTED) POLICY:

The President is responsible to assure that the Association, as a New York State Chartered Corporation, its Board of Directors and its Bylaws abide by State, Federal, and local laws. Neither the Association members nor the Board can tell the President to ignore these laws or legal counsel guidelines.

Responsibilities:

1. To review of all New York Laws “Non-Charitable Corporation” 501c4 under the New York Non-profit Revitalization Act of 2013 including updates.
2. To identify and recommend required filings, as required, to the President for changes for:
 - i. Proper Federal filings,
 - ii. State tax number,
 - iii. State reporting papers,

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

- iv. Type of corporation on record, and
- v. Designated agent on file.

Such Procedure Filings DO NOT require member or Board approval as required by Law.

- 3. To Identify and Recommend changes to the Association Bylaws for compliance in law and to meet membership requirements.
 - i. Bylaw changes are member approved.
 - ii. The Board does not approve or disapprove Bylaw changes; however, it is imperative that the Board understand the reasons for recommended changes.

Chair: Richard Randall (Note: For continuity of legal requirement adherence, Richard Randall was appointed by Prior President Harris (1st term 2017-2018; 5-year term expires in September 2022 at which time the 2022-2023 Elected President may extend or appoint new Chair).

Members: Nelsen French, Barbara Smith, Barbara Messig-Wilson, Peter Hludzenski, Roger Harris, Ms. Barbra Pratt, Tim Westover

Action: Vote on A. GOVERNANCE COMMITTEE POLICY - Approved

Attachment 15 summary vote A-J

B. SAFETY COMMITTEE POLICY:

Responsibilities:

- 1. To continuously review and identify potential safety issues at Point Vivian and offer recommended corrective action.
- 2. To coordinate with local fire and safety agencies and recommend community training.
- 3. Provide an annual budget request to the Board to support Safety corrective action or training.

Chair: Len Wittmeyer members: Kelley Campbell, Ed Walldorff, Bill Beaulieu

Action: Vote on B. Safety Committee - Approved

Attachment 15 summary vote A-J

C. ROADS COMMITTEE POLICY:

Responsibilities:

- 1. Maintenance of Roads, Pavilion and Dock-house.
- 2. Services: Trash and Landscaping Contracts

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

3. Utility Services: National Grid Castle cable, and Verizon
4. Provide an annual budget request to the Board to support Maintenance and Services contracts or recommended projects.
5. Safety: For all safety issues, identify required corrective actions, recommendation and budget for taking corrective action, follow on contractor bids and estimated membership costs to implement corrective action.

Chair: Roger Harris; Sub Chair: Jake Pratt

Members: Tom Kernan, Bill Beaulieu, Peter Hludzenski, Ed Walldorff, Richard Randall, Paul Czerwinski, and Kelley Campbell

Action: Vote on C. Roads Committee – Approved
Attachment 15 summary vote A-J

D. SOCIAL COMMITTEE POLICY:

Responsibilities:

1. It will be the duty of the Chairman to organize and run all Board or General Membership authorized social events. Typically, Member approved events are;
 - a. Pot luck dinner coordinated with the annual July meeting,
 - b. Annual Cake Walk, and
 - c. BBQ around Labor Day.
2. The chairman will see that all Pavilion Application scheduling and paperwork is completed, and the event is on the Pavilion use calendar.
3. The chairman will see that the Pavilion is open set up prior to the event and then cleaned and locked following the event.
4. It would also be the chairperson or appointed members duty to coordinate side dishes for food events.
5. The chairman and social committee will only work on PVPA authorized events. They will have no responsibility for events that are set up by individual members nor will PVPA events be combined with other member sponsored events.

Chair: TBD

Members: TBD

Discussion:

Action: Vote on D. Social Committee - Approved
Attachment 15 summary vote A-J

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

E. GROUNDS COMMITTEE POLICY:

Responsibilities:

- A. Annually plan, organize, procure flowers and flower boxes at the Pavilion/Dock-house river front.
- B. Submit request for flowers and flower boxes funding to the Memorial Committee Chair for approval (copy President and Treasurer).
- C. Organize and schedule "Annual Association's Facilities Cleanup" volunteer event.
- D. Identify "good neighbors" areas at Point Vivian that can be improved or in need of clean up. (examples: dead trees, dog clean up sign, trash bin area, etc.)
- E. With the advent of the December 2015 Court Decision and Order, the Association's authority is limited to Stewardship functions until the Point Vivian Tenants in Common approve all other prior responsibilities identified in current Bylaws.

Chair: Peter Hludzenski Members: Ben Walldorff, Jen Vaden, Sally Cole.

Action: Vote on E. Grounds Committee Policy - Approved

Attachment 15 summary vote A-J

- F. LAND USE COMMITTEE POLICY:** Land Use Committee is currently on hold with no responsibilities due to December 2015 Court Decision and Order on Point Vivian Tenants in Common.

G. MEMORIAL FUND COMMITTEE POLICY:

Responsibilities:

- 1. The Chair of the Memorial Fund will send a notice to the family of a member who passed away, for the PVPA members, expressing condolences and that \$50 will be donated in their honor to the Memorial fund from the association general fund.
- 2. In the case where funding is requested from the Memorial Fund, the Memorial Fund Chair has the authority to approve memorial funds for a specific requirement (historically flower boxes and flowers at the Pavilion/Dock-house river front).
 - a. Point Vivian Memorial funds is retained in a Bank certificate of deposit (Treasurer's financial responsibility).
 - b. The President will also concur with justification for use of funds.

Chair: Barbara Smith. Richard Randall, Bonnie Randall, & Jake Pratt volunteers to join

Action Vote: Vote on G Memorial Fund - Approved

Attachment 13 summary vote A-J

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

H. PAVILION POLICY AND USE APPLICATION APPROVING AUTHORITY POLICY:

Responsibilities:

1. Maintain Pavilion Schedule
2. Confirm member "SUBMITTED" Use Application is complete and is within the Board's authority to concur with member's planned use.
3. Any individual who has requested use of a building from a public or private group knows the detail they must provide and responsibility they must assume. In order to be fair to all requesting use of the building, the same detail and inquiry must be asked of each person.
4. The following Association Functions have precedence to the Pavilion USE over individual member requests: Annual and Special Membership meetings; Board Meetings, Annual Membership Dinner, Cake Walk, Labor Day Picnic and Board Approved Committee special events.
5. Once confirmed, coordinate with President prior to authorizing and scheduling the pavilion.
6. Provide Pavilion opening, as required.
7. Schedule Pavilion for annual Association functions (Annual and Special Member Meetings, Board Meetings, Committee Meeting, Social Committee Member Social Functions).
8. Retain applications through September each year. Provide application copy to Secretary.

(Approving Authority: Diane Wittmeyer)

Action: Vote on H. Pavilion Use Approving Authority - Approved
Attachment 15 summary vote A-J

I. Weekly Point Vivian News column contributor to the Thousand Island Sun: TBD

Discussion: It is essential that the column contributor's only emphasis, is on PVPA news items. Members were asked to generate a list of news that should be included in submitted columns and presents a positive and supportive position of our community. **Action Item:** The board members were asked to compile their suggestions for the next meeting. Historically emphasis is positive historical and family orientation.

J. Committee Chair Appointments and Chair Responsibilities.

Individuals considering accepting the responsibilities of Chair of a committee or PVPA representative are expected to read the policy on the respective committee they will chair or activity they would represent and agree to abide by the policies approved for that committee or task before assuming those duties.

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

Attachment 13 summary vote A-J

Agenda Item # 11: Priorities, Policy on Transition of Office of President, etc.

A. This Board Policy is presented in two (2) sections;

1. PVPA Bylaw with respect to term of elected President
2. Proposed General Guidelines for Transition Documents from previous Fiscal Year elected President to newly elected President.

SECTION 1: PVPA Bylaw with respect to Term of elected President.

The Point Vivian Park Association 2018 Approved Bylaw ARTICLE IX directs that the president is elected annually for a term of one year

Section 9.04 Election of Directors/Officers:

The following officers shall be elected by a show of hands (if unopposed) or by written ballot at the annual election meeting and shall hold office as follow: the president for a term of *one* year; the secretary and/or treasurer for a term of *one* year. The terms of the officers shall begin with the July election of officers. The outgoing Treasurer may stay until, no later than August 1st if needed, to transition accounts with the new Treasurer.

SECTION 2: Proposed General Guidelines for Transition Documents from previous Fiscal Year elected President to newly elected President.

1. Early during current President's term, President shall collect and organize in book and electronic forms PVPA documents critical to the Association management. The purpose of document is to ease transition either from a prior president to the newly elected president, or to an interim Vice President or to the Board of Directors prior to an annual election to fill a vacant president position.
2. Critical transition documents should include but are not limited to the following:
 - a. Current member approved Fiscal Year budget.
 - b. PVPA Annual Meeting Minutes for current president's term.
 - c. Board of Director Meeting Minutes including all attachments.
 - d. Current President's list of Board priorities.
 - e. Current Legal Letters against Association or Board and status/responses.
 - f. Current Members Letters requesting action or complaints against the Association or Board and status/responses.
 - g. Key Actions required by president upon taking office.
 - h. Key Association members assigned annual tasks be tasks Bylaw required or outside Bylaws.
 - i. As required, contract file for any contracts solicited or active.

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

j. Current Board of Directors Policies.

AGENDA ITEM SUMMARY

Scheduled Board Teleconference Meeting

December 13, 2018 6:00 PM

Agenda Item # 11: B. President's comments 12-13-2018

B. President's comments 12-13-2018

As you know, my expressed objectives upon taking this office are to:

1. Clear up the legal mess which the Association finds itself.
2. Cliff Hill Corrective Contract
3. Bring all Bylaws to compliance with NYS law for nonprofit corporations including Tenants in Common requirements.
4. Document on-going Bylaw Executive and optional Association Committees responsibilities, guidelines and limitations.
5. Finish the work initiated on a records retention system; and finally
6. Develop and provide transitional documents for Offices of the President, Secretary and Treasurer as these elected offices can turn over annually.

Earlier, Dick mentioned concerns our Bylaws precluded benefits to members. I am quite concerned also. (Bylaws Section 3.03, paragraph (g) states: "..... *The Association is operated on a not-for-profit basis and no part of the net earnings or assets of the Association will inure to the benefit of any private member or individual.*")

Do we have a conflict of interest now? Does this mean the Association may have a conflict of interest to repair, renovate or improve our facilities which could result in any *benefit* to each TIC's member's cottage? Over the past several years, various TICs at the Point have expressed anticipated individual cottage value increases with the future Pavilion renovation - "benefit"?

Next, it is a fact that some members, following the court decision, have asserted their rights as Tenants in Common and others have legal representation for their rights as TIC's. Given this, we, as a Board, have no choice but to rethink some of our amendments in the bylaws and our governing procedures.

Some Bylaw amendments appear to conflict with our current operations including the Pavilion. The same may apply to the Point Vivian Preservation Committee. As President, I am not sure I even know all the forthcoming issues that will need to be addressed as a result of the above individual member TICs' actions. However, the issues will need to be addressed and I am committed to see it through.

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

Finally, I need to advise you that in August, I wrote Julie Reagan, President of the Point Vivian Preservation Corporation, thinking as a neighbor, asking her if there were any conflicts with her organization's donations to the Association. I subsequently discovered that technically the email question was an Association Presidential inquiry and not a personal inquiry. I have not heard from her concerning this question, or for that matter, any other answers to questions about her Corporation's requirements to donate funds for the pavilion. Therefore, I have sent an inquiry to the Bureau of Charities Department of the NY Attorney General, specifically asking if there are conflicts of interest with our 501 (c) 4 Association and the 501(c) 3 Preservation Corporation with member Tenants in Common owned facilities. I received a reply that my inquiry was received and is under review and I expect the Bureau of Charities, under the Attorney General, to address this after the new year.

Agenda item # 12. 2018 Bylaws *Attachment # 16 2018 Bylaws*

Agenda Item # 13 Comments of the Board. Board Members expressed appreciation for the material prepared for them to read before the teleconference. All board members felt the meeting went well and thanked the President and Secretary for their efforts.

Agenda Item # 14. Next Scheduled meeting of teleconference is expected to be sometime in January.

Agenda Item # 15: Discussion and Vote to Accept New Annex Member *Attachment M*

Background:

On December 7, 2018, the Schmitt Family, who recently purchased the Holiday Cottage located at 44654 South St., Alexandria Bay, NY 13607, asked to become an annex member of the Point Vivian Park Association.

Background on this issue was provided by Chair Westover so each board member is aware before he votes of concerns expressed by a member regarding the former Holiday cottage.

1. The Holidays were Annex Members during their time of ownership of their cottage. Gus Holiday paid 2018-19 Association dues as well as paid all dues and member assessments during their time as members.
2. Murray's 12-6-2018 letter to the Board makes "legal" assertions, interpretation of the Bylaws, etc. with respect to any acceptance of Schmitt Family as Annex Members: his real issues may be:
 - a. Murray's recommendation may be NOW implying that the Bylaws no longer apply to annex membership without 100% of the TICs approvals. Implies: As a

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

result, of the Court Decision that the TICs and only the TICs have the authority to grant membership to any cottage (including annex members) since the TICs own the common property?

- b. Mr. Murray's letter to Board "suggests" that they want to preclude further law suits. But clearly raises the thought that any annex membership acceptance of the new Holiday Cottage owners could be denied based on whether or not they return the fractional interest in part of South Street Extension to the Association property.
 - c. Mr. Murray copied his attorney with his letter to the Board plus 4 others: B. Beaulieu, Julie Reagan, Barb Pratt and Joanne Blair. (Note all Members copied voted No or Abstained from most of the Governance committee 2018 recommended Bylaw changes.)
3. Bylaws:
- a. Bylaws are silent on transfer of membership (property or annex) upon sale of a cottage even though Association property owners must be members.
 - b. **Bylaw Section 3.01 Membership:** para. 4 "... Other real property owners in adjacent areas have been annexed and given full benefits of the Association. New membership may be granted to others when request have been received and accepted by the Association."
 - c. **Bylaw Section 7.01 Duties and Responsibilities of the Board:**
"The Board of Directors shall consist of the officers of the Corporation and a minimum of three and maximum of six directors. The Board of Directors shall manage the affairs and business of the organization in accordance with these bylaws and subject to the instructions of the members given at the annual meeting.
.... Board members shall undertake consideration of Association previous decisions and precedents set, as noted in past association records, in deciding issues before the Board."

Chair Westover requested a Vote for or Against the motion by and seconded by Tom Kernan.

Motion: Board Accepts the Request of the Schmitt Family as Annex Members based on previous decisions and precedents of acceptance of recent memberships.

(Continued)

POINT VIVIAN PARK ASSOCIATION, INC.
21088 Point Vivian Road
Alexandria NY, 13607

AGENDA ITEM SUMMARY

Regular Scheduled Board Meeting

September 8, 2018

Added Agenda Item #15. (last minute addition 12/10/2018)

Summary; Agenda is On December 7, 2018, the Schmitt Family, who recently purchased the Holiday Cottage located at 44654 South St., Alexandria Bay, NY 13607, asked to become Annex Members of the Point Vivian Park Association.

Discussion: The Holidays were Annex Members during their time of ownership of their cottage. Gus Holiday paid 2018-19 Association dues as well as paid all dues and member assessments during their time as members. (see position paper attached previous page.

Chair: A motion to approve request of the Schmitt Family to join the PVPA as an annexed member has been made.

Action Requested: Motion to approve request of the Schmitt Family to join the PVPA as an annexed member was unanimously approved without opposition.

Agenda Item: 2018 Bylaws attached separately.

Meeting concluded at approximately 8:30 PM

Motion Made by: Chair Westover		Term Expires	
T. Westover	President	2019	
T. Kernan	Treasurer	2019	
R. Randall	Secretary	2019	
L. Wittmeyer	Director	2019	
R. Harris	Director	2021	
P. Hludzenski	Director	2020	
D. Vaden	Director	2020	
J. Pratt	Director	2021	
Motion Seconded Treasurer Kernan			
T. Westover	President	2019	y
T. Kernan	Treasurer	2019	y
R. Randall	Secretary	2019	y
L. Wittmeyer	Director	2019	y
R. Harris	Director	2021	y
P. Hludzenski	Director	2020	y
D. Vaden	Director	2020	y
J. Pratt	Director	2021	y

For: _____ 8 _____

Against: _____ 0 _____

Richard Randall, Secretary (12/15/2018)