

# Proposed Amendments to WPOA By-Laws

By-Laws Review Committee\*

WPOA Spring Meeting

April 28, 2024

\*Janice Klunder, Lisa Gaudreau, Lisa Corn,  
Tammy Campanelli, Doryce Seltzer, Jane Glover



# Agenda

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Introduction

Membership

Leasing

Governance

Miscellaneous

Things We Missed





# Introduction

*Goal – Expand eligibility for participation on the Board of Directors and Committees within Wildwood*

- Review definition/language regarding membership and what membership means in regard to participation on the Board and/or Committees. Clarify and revise By-laws language.





# Membership



# WPOA Membership: Current By-Laws

## LIMITATIONS ON ELIGIBILITY TO SERVE ON BOARD OR COMMITTEES

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- Under the current By-Laws, only owners named on a property deed are eligible to be Members
  - If the property is owned by a legal entity (trust or corporation), the legal entity may designate up to two individuals to be Members
- Family members who are not named on the deed are invited guests, not Members
  - If a property is in the name of only one spouse, the other spouse is not a Member
- Only Members can vote, hold office, or serve on Committees
  - A Member's family members are permitted to contribute to Committee activities, but cannot chair a Committee and cannot participate in Committee votes



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The current By-Laws limit the available pool of qualified candidates with a desire to serve Wildwood

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*The By-laws Review Committee has drafted proposed amendments that would expand the pool of candidates qualified to serve on the Board and/or Committees*

# WPOA Membership: Proposed Changes

## PARTNER-MEMBER PROPOSAL

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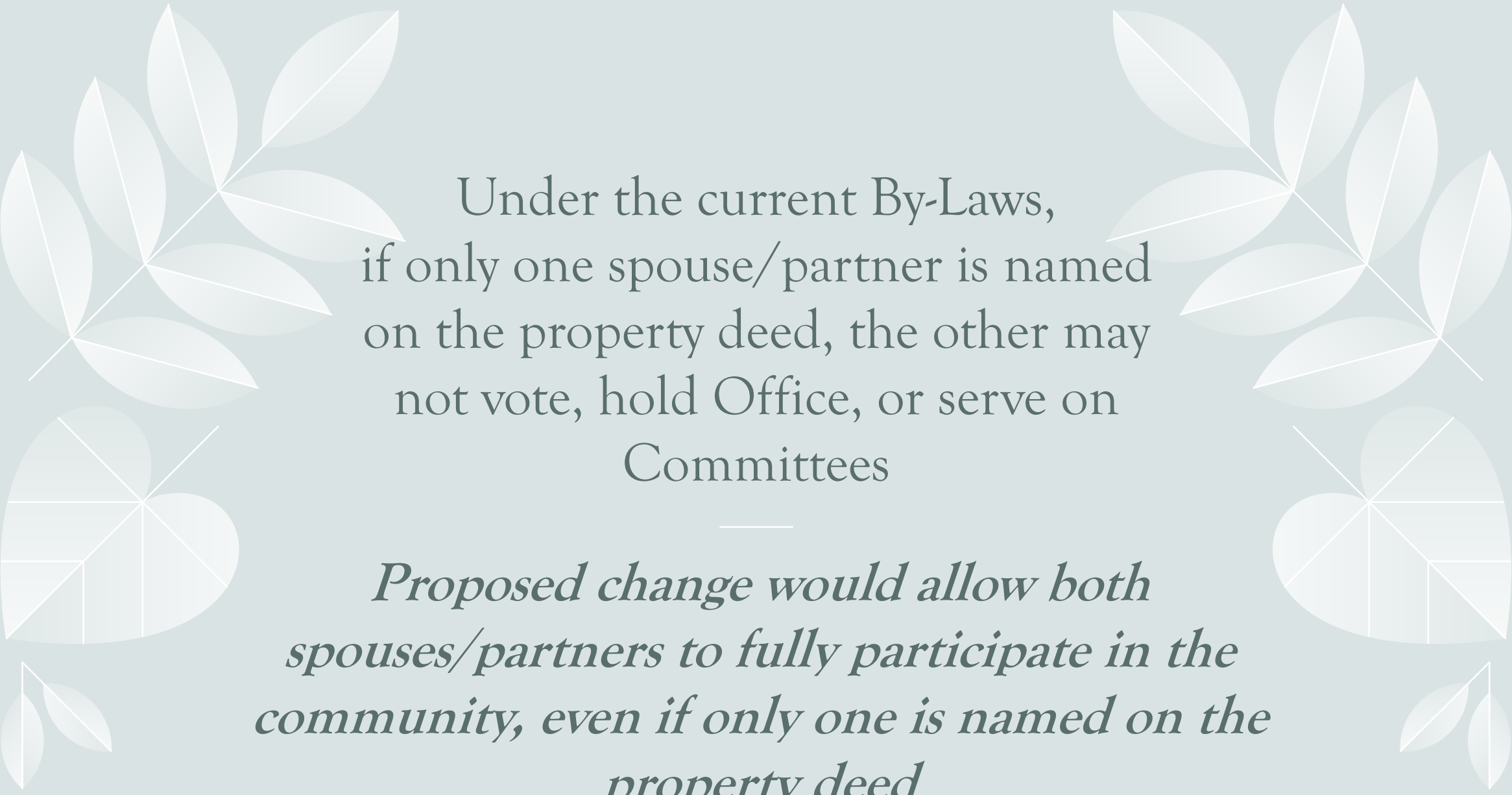
- A Member would be able to request that the Member's Partner (who is not a co-owner) be designated as a "Partner-Member"
  - If the Partner is a co-owner, then the Partner is a Member
  - When voting on the Partner-Member proposal, you will also vote whether the term "Partner" should be limited to legally recognized spouses or also include committed domestic partners
- Partner-Members would have all the same rights and obligations as Members
- Partner-Membership derives from Membership and ceases if:
  - Member ceases to be a Member in Good Standing
  - Member revokes Partner-Member designation
  - Partner-Member ceases to be the Partner of the Member who made the designation



# WPOA Membership: Proposed Changes

## PARTNER-MEMBER PROPOSAL

Reference	Current	Proposed	Explanation
Art. I Sec. 1		<p><u>Upon written request by a Member to the WPOA, the Member's Partner who is not also an owner of the property will be added to the roster of Members as a Partner-Member. The term "Partner" means the legally recognized spouse <i>[or other committed domestic partner]</i> of the Member. The Partner-Member will have all rights and obligations of Membership. Because Partner-Membership derives from Membership: (1) if the Member ceases to be a Member in Good Standing, the Partner will cease to be a Partner-Member; (2) the Member may revoke designation of Partner-Membership for the Member's Partner by written notice to the WPOA; and (3) if the Partner-Member ceases to be the Partner of the Member from whom Partner-Membership was derived, the Partner-Membership will cease.</u></p>	<p>Currently, only owners named on the property deed are eligible to be Members. All other family members, including non-owner spouses, are invited guests who have no right to vote or hold office or serve on committees.</p> <p>The added language will permit a Member to request that the Member's spouse (who is not a co-owner) be designated as a Partner-Member who will have all of the same rights and obligations as a Member. The bracketed language in italics would further extend Partner-Membership to committed domestic partners as well as legally recognized spouses.</p>

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Under the current By-Laws,  
if only one spouse/partner is named  
on the property deed, the other may  
not vote, hold Office, or serve on  
Committees

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*Proposed change would allow both  
spouses/partners to fully participate in the  
community, even if only one is named on the  
property deed*

# WPOA Membership: Proposed Changes

## DELEGATE-MEMBER PROPOSAL

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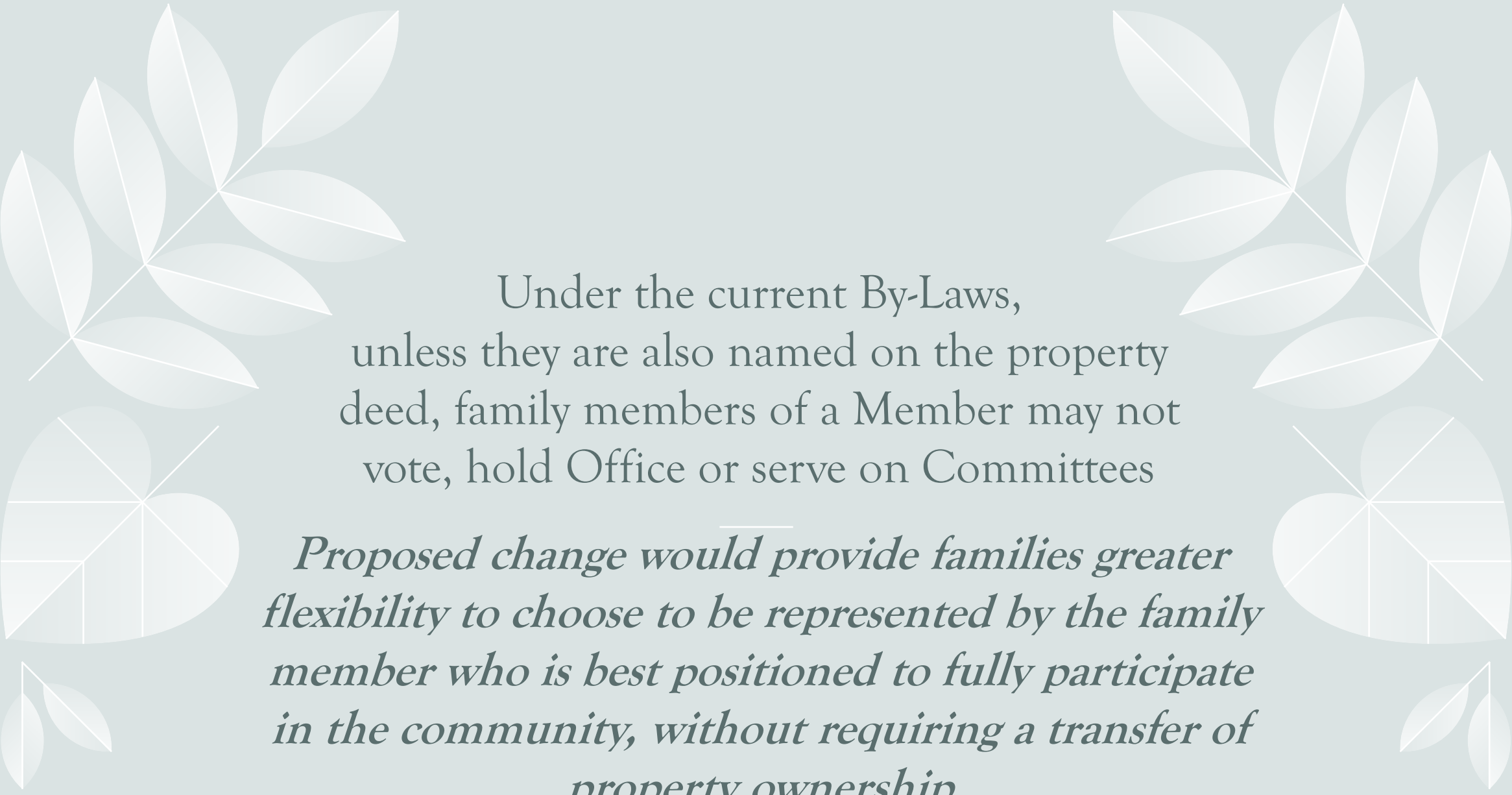
- A Member would be able to temporarily delegate/transfer certain rights to a family member who is not a co-owner
  - Right to Vote
  - Right to Hold Office (including the right to serve on Committees)
  - Both rights would have to be jointly delegated to the same Delegate-Member
- Rights delegated to a Delegate-Member may not also be exercised by the Member during the time the delegation is in place
- The delegation of rights to a Delegate-Member is temporary
  - The Member may revoke the delegation at any time
  - The delegation would need to be renewed in writing on an annual basis



# WPOA Membership: Proposed Changes

## DELEGATE-MEMBER PROPOSAL

Reference	Current	Proposed	Explanation
Art. II Sec. 6	<i>No corresponding section</i>	<u><i>[Delegation of Rights – A Member of the WPOA in Good Standing may jointly delegate his or her rights under both Section 4 (Voting Rights) and Section 5 (Right to Hold Office) to a family member (The “Delegate-Member”) by notarized written notice to the WPOA signed by both the Member and the Delegate-Member (“Notice of Delgation”). Unless earlier revoked, the Notice of Delegation will be valid for one year and may be renewed in one-year increments by written notice signed by the Member and Delegate-Member. The Member who delegated rights pursuant to this Section 6 may revoke the delegation of such rights at any time by written notice to the WPOA signed by the Member. For clarity, rights delegated to a Delegate Member may not be exercised by the Member who delegated the rights during the period of delegation. The Delegate-Member shall be obligated to comply with the Rules and Regulations and Policies of the WPOA.]</i></u>	This new Section would give a Member the ability to delegate his/her Voting Rights and Right to Hold Office to a family member. This provision is intended to provide families with greater flexibility to be represented by a family member (e.g., an adult child) who is best positioned to fully participate, without requiring a transfer of property ownership.

The page features decorative white line-art leaf graphics on a light blue background. There are four main clusters of leaves: one in the top-left, one in the top-right, one in the bottom-left, and one in the bottom-right. Each cluster consists of several individual leaves of varying sizes and orientations, some with prominent veins. The text is centered in the middle of the page.

Under the current By-Laws,  
unless they are also named on the property  
deed, family members of a Member may not  
vote, hold Office or serve on Committees

*Proposed change would provide families greater  
flexibility to choose to be represented by the family  
member who is best positioned to fully participate  
in the community, without requiring a transfer of  
property ownership*

# WPOA Membership: Proposed Changes

## ADDITIONAL CHANGES - ONLY ONE BOARD SEAT PER PROPERTY

Reference	Current	Proposed	Explanation
Art. II Sec. 5	Right to Hold Office – Each Member of the WPOA in Good Standing has the right to seek and hold office in the WPOA, and to serve upon any Committee, as the offices and Committees may be established and filled pursuant to these By-Laws.	Right to Hold Office – Each Member of the WPOA in Good Standing has the right to seek and hold office in the WPOA, and to serve upon any Committee, as the offices and Committees may be established and filled pursuant to these By-Laws. <u>If more than one person are Members, Partner-Members, [or Delegate-Members (as defined in Section 6 below)] based upon the ownership of the same property, only one such person may occupy a Board position at any given time. Family members who are not Members, Partner-Members, [or Delegate-Members] may participate in Committee activities, but shall have no voting rights in the Committee, may not chair the Committee, and may not hold office in the WPOA.</u>	Added language clarifies that, just as there is only one vote per property, so also only one Board seat may be occupied at any given time by all persons eligible to hold office based upon ownership of the same property.  The right to hold Office currently is limited to Members only. With the proposed revisions, the right to hold office would extend to Members (registered owners), Partner-Members (legally recognized spouses and (if approved) other committed domestic partners), and (if approved) Delegate-Members. This change would expand the available pool of qualified candidates with a desire to serve Wildwood.

# WPOA Membership: Proposed Changes

## ADDITIONAL CHANGES - NOMINATION PROCEDURES

Reference	Current	Proposed	Explanation
Art. IX (old Art. VIII) Sec. 1	Nominations of WPOA Officers and District Representatives -- The Nominating Committee, as described in Article VII, Section 1, shall begin its duties not less than 90 days before the next Annual Meeting.	Nominations of WPOA Officers and District Representatives -- The Nominating Committee, as described in Article VII, Section 1, shall begin its duties not less than 90 days before the next Annual Meeting. <u>Any person seeking nomination for a position on the Board of Directors shall attest to their status as a Member, Partner-Member, <i>[or Delegate Member]</i>.</u> The Nominating Committee shall make every effort to identify at least one qualified Member or Partner-Member in Good Standing to recommend for each open position. <u><i>[In the event that a qualified Member or Partner-Member in Good Standing cannot be identified for a position, the Nominating Committee may recommend a Delegate-Member in Good Standing for the position.]</i></u>	Changes made to incorporate the concepts of Partner-Member and (if approved) Delegate-Member. The Nominating Committee will establish detailed procedures to be set forth in its Policies and Procedures.



# Leasing




# Leasing: Proposed Changes

## ARTICLE II, SECTION 8 - STREAMLINED AND CLARIFIED

- Entire section is applicable for occupancy in the absence of the owner of record
- Guest and Renter Registration form, signed by occupant(s), Member, and WPOA, must be filed with WPOA office prior to occupancy
  - Form will include agreement by occupant(s) to be bound by the Rules and Regulations and Policies
  - Removed requirement to provide WPOA with full copy of the rental agreement
- Long-term (30 days or more) occupancy
  - Guest and Renter Registration form required for invited guests and tenants / lessees
- Short-term (less than 30 days) occupancy
  - Guest and Renter Registration form required for tenants / lessees only



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*The Member that allows access remains fully responsible and accountable for actions by all occupants of the Member's property*

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# Leasing: Proposed Changes

## LONG-TERM OCCUPANCY

Reference	Current	Proposed	Explanation
Art. II Sec. 8	<p>Leasing – In the event that a Member leases, rents, licenses, or otherwise permits their home to be occupied by persons other than the record Owner (collectively referred to as “Lease” or “Leased”) for a period of thirty (30) days or more, said Member shall comply with all of the following: (i) the Lease must be a written agreement; (ii) a copy of said written agreement must be provided to the Board of Directors prior to the occupancy thereunder; (iii) the occupant and Member must sign and provide to the Board the Guest and Renter Registration Form; (iv) all Lease agreements must contain a clause whereby the occupants agree to be bound by the Rules and Regulations and Policies, and any other governing documents of WPOA; and (v) the Member must provide copies of said Rules and Regulations and Policies, and any other governing documents to the occupant prior to the occupancy thereunder.</p>	<p>Leasing – In the event that a Member leases, rents, licenses, or otherwise permits their home to be occupied by persons other than, <u>and in the absence of,</u> the owner(s) of record (<del>collectively referred to as “Lease” or “Leased”</del>) for a period of thirty (30) days or more, <del>said Member shall comply with all of the following:</del> (i) <del>the Lease must be a written agreement;</del> (ii) <del>a copy of said written agreement must be provided to the Board of Directors prior to the occupancy thereunder;</del> (iii) the occupant and Member must sign and provide to the Board <u>prior to occupancy</u> the Guest and Renter Registration Form; (iv) <del>all Lease agreements must,</del> <u>which shall</u> contain a clause whereby the occupants agree to be bound by the Rules and Regulations and Policies, and any other governing documents of WPOA; <del>and (v).</del> <u>In addition,</u> the Member must <u>provide make available to the occupant</u> copies of said Rules and Regulations and Policies, and any other governing documents <u>of WPOA</u> prior to <del>the</del> occupancy <del>thereunder</del>.</p>	<p>Currently, this Section requires the Member who leases his/her property for more than 30 days to provide a copy of the full lease to the WPOA. Instead, it is proposed that the Guest and Renter Registration form be updated to include a clause whereby the occupants agree to be bound by all governing documents of WPOA, with signatures by Member, occupant, and WPOA. This will create an agreement between the occupant and WPOA, which will make the rules more enforceable against the occupant. The first paragraph is applicable for all stays (including by family members) of 30 days or more, whether or not for payment, if the Member is not present.</p>

# Leasing: Proposed Changes

## SHORT-TERM OCCUPANCY

Reference	Current	Proposed	Explanation
Art. II Sec. 8	<p>In the event that a Member leases their home for a period of less than thirty (30) days, the occupant and Owner must sign and provide to the Board prior to occupancy, the Guest and Renter Registration Form. In addition, the Member must inform the occupant of and make available to the occupant copies of the Rules and Regulations and Policies, and any other governing documents of WPOA. The Member must instruct the occupant to adhere to said Rules and Regulations and Policies, and any other governing documents of WPOA.</p>	<p>In the event that a Member leases <u>or rents</u> their home for a period of less than thirty (30) days, the occupant and <del>Owner</del> <u>Member</u> must sign and provide to the Board, prior to occupancy, the Guest and Renter Registration Form, <u>which shall contain a clause whereby the occupants agree to be bound by the Rules and Regulations and Policies, and any other governing documents of WPOA.</u> In addition, the Member must <del>inform the occupant of and</del> make available to the occupant copies of the Rules and Regulations and Policies, and any other governing documents of WPOA. <del>The Member must instruct the occupant to adhere to said Rules and Regulations and Policies, and any other governing documents of WPOA.</del></p>	<p>The second paragraph is applicable for stays of less than 30 days, but is only applicable if the property is rented or leased. Friends or family who are permitted access to the property for short stays would not be required to sign the Guest and Renter Registration Form, but the Member that allows access would remain fully responsible and accountable for actions by all occupants of the Member's property.</p>

# Leasing: Proposed Changes

## VIOLATIONS OF BY-LAWS, RULES AND REGULATIONS AND POLICIES

Reference	Current	Proposed	Explanation
Art. II Sec. 8	In the event of any violation of the By-Laws, Rules and Regulations and Policies, including, but not limited to, the failure to comply with the provisions contained in this Section 7, the failure to comply with any other governing documents of WPOA by an occupant for any period of time, the said occupant shall immediately lose any and all privileges to use the WPOA amenities. In addition, in the event of a violation, the Board of Directors may pursue equitable relief and/or damages from the occupants and/or the Owner of the home in which the occupant is staying.	In the event of any violation of the By-Laws, Rules and Regulations and Policies, including, but not limited to, the failure to comply with the provisions contained in this Section 7, the failure to comply with any other governing documents of WPOA by an occupant for any period of time, the said occupant shall immediately lose any and all privileges to use the WPOA amenities <u>Amenities</u> . In addition, in the event of a violation, the Board of Directors may pursue equitable relief and/or damages from the occupants and/or the <del>Owner of the home in which</del> <u>Member in whose home</u> the occupant is staying.	The Member that allows access would remain fully responsible and accountable for actions by all occupants of the Member's property.



# Governance



# Governance and Miscellaneous: Proposed Changes

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- The description of the Vice President role is expanded to include the role as Committee coordinator
- A new Section is added relating to *ad hoc* meetings and emergency votes of the Board of Directors
- The Building Review Committee is reinstated as a standing Committee
- A new Article is added to clarify protection of Board members and other WPOA personnel from personal liability
- Various Sections have been changed to incorporate the proposed Partner-Member and Delegate-Member concepts
- Various Sections have been amended for clarity and to correct errors



# Governance: Proposed Changes

## VICE-PRESIDENT; NO PERSONAL LIABILITY

Reference	Current	Proposed	Explanation
Art. VII (old Art. VI) Sec. 2 2nd para.	The Vice-President shall have the power to perform all of the duties of the President in the absence or inability of the Officer.	The Vice-President shall have the power to perform all of the duties of the President in the absence or inability of the Officer. <u>Additionally, the Vice-President shall act as Committee coordinator to ensure that Committees' activities align with the goals and objectives of the Board of Directors.</u>	Description of the Vice-President's role is amended in accordance with advice from the Strategic Planning Committee.
Art. XIV		<u>ARTICLE XIV – No Personal Liability</u>  <u>Except as otherwise provided by law, no director, officer, employee or other agent of the WPOA shall be personally liable for any debt, liability or obligation of the WPOA. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the WPOA may look only to the funds and property of the WPOA for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the WPOA.</u>	New Article to add a standard provision to protect Board members and other WPOA personnel from personal liability.

# Governance: Proposed Changes

## AD HOC MEETINGS; EMERGENCY VOTES

Reference	Current	Proposed	Explanation
Art. VII (old Art. VI) Sec. 9		<p data-bbox="1039 294 1589 325"><u>9. Ad Hoc Meetings; Emergency Votes</u></p> <p data-bbox="1039 358 1722 818"><u>It is normally expected that matters requiring action by the Board of Directors will be presented at a regularly scheduled meeting of the Board of Directors, and Members should plan their activities accordingly. In some cases, however, a matter may arise that requires action prior to the next scheduled Board meeting. In such cases, the Board of Directors may call an ad hoc meeting, which may be held either in-person or virtually, to attend to the matter.</u></p> <p data-bbox="1039 853 1722 1360"><u>In rare circumstances, immediate action requiring Board authorization may be needed. In such circumstances, the President, Vice-President, or Office Manager may request the Board of Directors to provide authorization by e-mail. Every attempt should be made to allow sufficient time for all Board members to provide a response. If any Board member raises a significant concern regarding the action, an ad hoc Board meeting will be called to resolve the matter.</u></p>	<p data-bbox="1791 294 2410 468">New Section added at the request of the Board to provide greater clarity and flexibility in procedures when prompt Board action is required.</p>

# Governance: Proposed Changes

## BUILDING REVIEW COMMITTEE

Reference	Current	Proposed	Explanation
Art. VIII (old Art. VII) Sec. 1		<u>BUILDING REVIEW COMMITTEE – The purpose of this committee will be to review any modification/improvements or new construction, driveway cuts and culverts, docks and rafts, and confirm that town and state codes, septic rules, rules of conservation and zoning regulations are followed, as well as WPOA By-laws, Rules and Regulations, and Policies and advise the Board of non-compliance issues. Application to the WPOA, including submission of a signed Indemnity Agreement and payment of a deposit to cover the cost of potential damages to WPOA roads and culverts by heavy equipment or vehicles is required prior/or simultaneously to application for permits to the Town of Tolland.</u>	The Building Review Committee plays an important role in helping to safeguard Wildwood property, so it is suggested that it be reinstated as a standing committee.



# Things We Missed



# Things We Missed: Additional Proposed Changes

PROPOSED CHANGES THAT WERE NOT INCLUDED IN THE VERSION PROVIDED WITH THE SPRING NEWSLETTER

- Add a requirement that a Nominating Committee member may not also be a nominee or family member of a nominee
  - This requirement is in the current Nominating Committee Policies
- Clarify the role of Policies and the procedure for their adoption; add a requirement for transparency with respect to Policies



# Things We Missed: Additional Proposed Changes

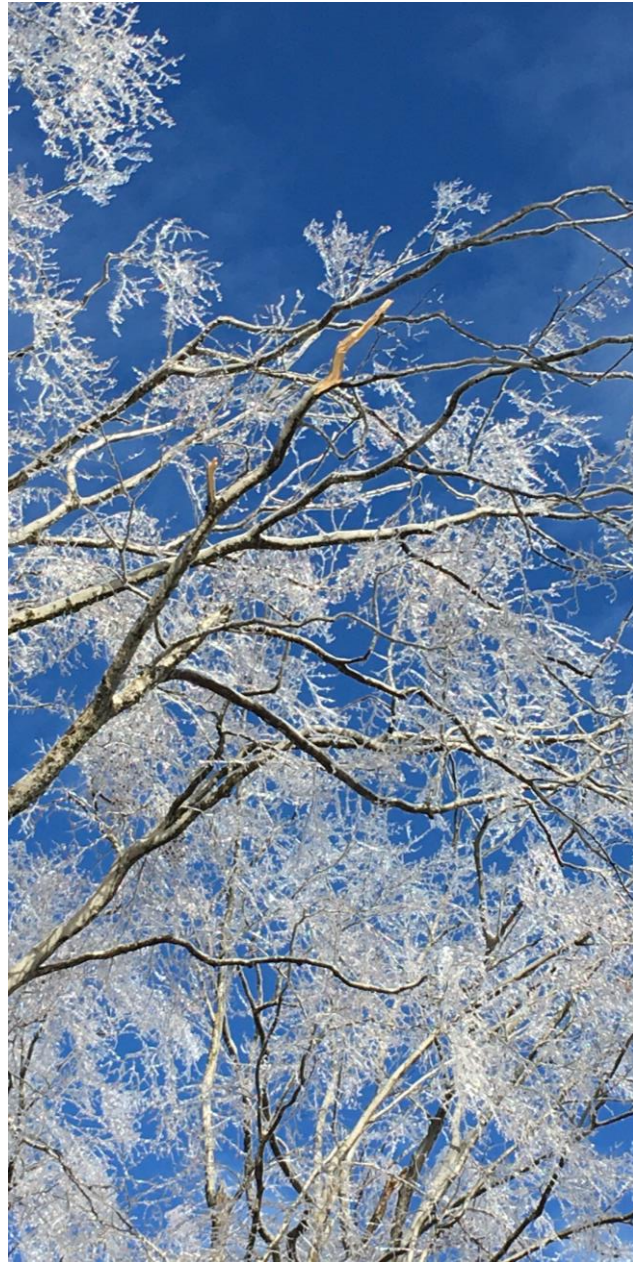
## A NOMINATING COMMITTEE MEMBER MAY NOT ALSO BE A NOMINEE

Reference	Current	Proposed	Explanation
<p>Art. IX (old Art. VIII) Sec. 1</p>	<p>Nominations of WPOA Officers and District Representatives -- The Nominating Committee, as described in Article VII, Section 1, shall begin its duties not less than 90 days before the next Annual Meeting.</p>	<p>Nominations of WPOA Officers and District Representatives -- The Nominating Committee, as described in Article VII, Section 1, shall begin its duties not less than 90 days before the next Annual Meeting. <u>Any person seeking nomination for a position on the Board of Directors shall attest to their status as a Member, Partner-Member, <i>[or Delegate Member]</i>.</u> The Nominating Committee shall make every effort to identify at least one qualified Member or Partner-Member in Good Standing to recommend for each open position. <u><i>[In the event that a qualified Member or Partner-Member in Good Standing cannot be identified for a position, the Nominating Committee may recommend a Delegate-Member in Good Standing for the position.]</i></u> <u>A Nominating Committee member may not also be a nominee or family member of a nominee.</u></p>	<p>Changes made to incorporate the concepts of Partner-Member and (if approved) Delegate-Member. The Nominating Committee will establish detailed procedures to be set forth in its Policies and Procedures.</p> <p><u>The prohibition against a Nominating Committee member also being a nominee or family member of a nominee is a matter of good governance to avoid conflicts of interest, and it is included in the current Nominating Committee Policies.</u></p>

# Things We Missed: Additional Proposed Changes

## THE ROLE OF POLICIES AND PROCEDURE FOR THEIR ADOPTION

Reference	Current	Proposed	Explanation
<p>Art. XIII (old Art. XII) 1<sup>st</sup> para</p>	<p>The Board of Directors and Members of the WPOA in Good Standing may enact and publish, at an Annual Members Meeting or Special Meeting, Rules and Regulations governing the use of property owned by the WPOA including, but not limited to: the Ponds, amenities, and all roads and rights-of-way in Wildwood, and governing the activity and conduct on such properties among themselves. Such Rules and Regulations and Policies shall be enforced by the Board of Directors, advised by the Security and Safety Management Committee, through appropriate action, which may include fines levied against Members of the WPOA, loss of rights, and legal action.</p>	<p><del>The</del> <u>From time to time, the WPOA Board of Directors, with the approval of the Membership, and Members of the WPOA in Good Standing will enact and publish, at an Annual Members Meeting or Special Meeting, Rules and Regulations <b>and Policies</b> governing the use of property owned by the WPOA, including, but not limited to: the Ponds, <del>amenities</del> <u>Amenities</u>, and all roads and rights-of-way in Wildwood, and governing the activity and conduct on such properties <del>among themselves</del> <u>and upon Members' private properties, where such conduct on private property may directly or indirectly affect the roads, Ponds, and/or other common property of the WPOA. The WPOA Board of Directors, or the Committees with the approval of the Board of Directors, may adopt policies and procedures (collectively, "Policies") for the purpose of implementing the By-Laws and/or the Rules and Regulations. Such</u> <u>The Rules and Regulations and Policies shall be made available to Members and shall be enforced by the Board of Directors,</u> advised by the Security and Safety Management Committee, through appropriate action, which may include fines levied against Members of the WPOA, loss of rights, and, <u>in certain cases,</u> legal action.</u></p>	<p><b>Changes made to clarify the procedure for adopting Policies</b> and for consistency with Article IV Section 2.</p>



## Next Steps

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- Take Member questions and comments at Spring Meeting (today)
- Hold community workshop(s) to answer questions
- Revise as needed, and obtain attorney review and feedback
- Obtain Board approval of final version to present for vote
- Present proposed amendments for vote(s) at Annual Meeting in August
  - Separate votes will be taken for each substantive proposal



Thank you

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By-Laws Review Committee

The slide features a light green background with decorative white line-art illustrations of leaves in the corners. The top-left and top-right corners each contain a cluster of several oval-shaped leaves on a stem. The bottom-left and bottom-right corners each contain a single heart-shaped leaf with a stem and two smaller leaves. In the center, the text 'Q & A' is displayed in a black serif font, with a thin horizontal line underneath it.

# Q & A

THANK YOU FOR YOUR PARTICIPATION!