**SILVER LAKE COMMUNITITY ASSOCIATION SPECIAL MEETING MINUTES AND MEMBERS SPECIAL MEETING**

**November 12th, 2022**

Meeting was held at Lewisberry Borough Park at 1:00 PM

**Board Members present:**

Brad Ellenberger

Kevin Gramlich

Maryanne Ellenberger

Tom Imblum

Sarah Hedin

Jon Steiner

Scotty Roberge

Van Hoffman

**Public Present:**

Jennifer Hoke, Deb Bressler, Paul Hedin, Deb Steiner, Donna Hoffman, Brenda Himes, Glen Dunbar, Noela and Zeva Taylor, Darrel Crimmins, Brandi and Allen Ryals, Mary Rose and Daryl Sweger, Andrew Dutton, Kathy and Scott Webb, Ali Gramlich, Don Laughman, Rose and Mike Moser, K Kunkel, Lee Margot, Ray Coffee, Randy Yinger, Dennis and Cathy Shellenberger, David Staz, Julie Douville, Patty Harrington, Rich Harrington Carol Milligan, Cathy Rainer.

**Brad Ellenberger called the meeting to order at 1:05 pm. Brad turned the floor over to Scott and Kathy Webb who had requested the Special Meeting. Brad limited the Special Meeting presentation to 30 minutes.**

**Members Special Meeting:** Kathy Webb opened Members Special Meeting with her explanation for the need and and reason for the requested meeting. Kathy noted we all have a common interest to save the lake and the community. Kathy turned the floor over to her husband, Scott Webb. Scott discussed the 3 ballot measures they were presenting.

1. Encourage the BOD to consider special assessments as a primary or secondary method to full fund and pay for repair of the three dams and for silt maintenance.
2. Shall the BOD incur debt in the form on no-interest loans totaling and not to exceed $400,000.
3. Use of the funds-to be used for dam remediation and for silt maintenance
4. Default Provisions. Should SLCA default on any one loan, the SLCA must make full and immediate repayment of the remaining loans and to include authorization of a special assessment on all members.
5. Adopt the bylaw revisions as written by the members.

Scott commented the BOD had provided inaccurate ballot verbiage relating to (2) of the (3) aforementioned voting measures. According to Scott, the ballot did not show a. or b. and that the way the money is spent, and the default clause needed to be on the ballot. Maryanne Ellenberger noted the additional verbiage was deleted to simplify and streamline the ballot. M. Ellenberger further noted each SLCA member received the full information being voted, as noted by the Webbs in the email communications sent to the SLCA members.

Maryanne commented on the Members ballot measure (2) Our bylaws state “The Board of Directors shall not incur any debt obligation or liability exceeding the net assets of the Association unless such action shall have the approval of the membership”. The BOD does not need a 2/3 affirmative vote to be able to borrow up to $400,00 as that amount does not exceed our net assets if paid back over a 20-year period.

Homeowner, Noela Taylor inquired if we were voting on what was on the ballot or what was in the petition. M. Ellenberger informed Tayler we were voting on what was on the petition which included both a. and b. of Item 2 noted above.

Scott then turned the floor back to Kathy. Kathy motioned that the Secretary’s record reflects the members ballot language. Therefore, ballot items 3, 4 and 6 incorporate the language of the petition including, but not limited to, limitations on the use of funds. Jen Hoke seconded the motion. Brad Ellenberger asked who was in favor and who was opposed. The member’s votes were acknowledged and counted by a show of hands. It was noted that several of the members were representing proxy votes of other members who were not in attendance. The vote was counted and affirmed with (14) members in favor and (19) were opposed to the motion to reword the ballot. The motion did not pass.

The Webbs briefly discussed the members proposed bylaws. Member Jenn Hoke asked the members in attendance if anyone believed the proposed bylaws were “objectionable.”

Member Glen Dunbar opined the members proposed bylaws were well written and easy to read.

No other comments were received from the members.

Maryanne Ellenberger addressed several issues and concerns with the proposed bylaws as follows:

1. The attorney representing the BOD said the bylaws were in line with the Uniform Condominium Act, which the SLCA does not fall under. K. Webb responded and said they were written to conform to our Articles of Incorporation.
2. M. Ellenberger commented we are a small HOA and do not need 24 pages of bylaws.
3. M. Ellenberger stated we should not require an application for new members; and should not be required to pre-pay one year’s maintenance fees. M. Ellenberger noted this verbiage was to be removed when the bylaws were revised in 2014.
4. Additionally, M. Ellenberger noted the date of any special meeting is determined by the BOD and needs added to the bylaw revisions.
5. M. Ellenberger noted the word ‘penalties” should not be included to the bylaws unless there is a 2/3 membership vote to approve the noted penalties.
6. M. Ellenberger again emphasized the need to simplify the voting process and two pages explain the voting process was excessive.
7. M. Ellenberger and Brad noted the members elected the board and should feel confident with how matters are handled. The Board acknowledged previous shortcomings relating to open and transparent communications to the members and have implemented measures for improvements in this area.
8. M. Ellenberger noted a discrepancy in the proposed by changes relating to the appointment of Committees. The current bylaws states, “The President, with the approval of the BOD, shall appoint committees, except the nominating committee, and assign them such duties and powers as deemed necessary or expedient.” M. Ellenberger noted there is currently only have one standing committee - The Nominating Committee. By adding a requirement for an Audit committee and Lake and Dams Committee, as proposed in the members bylaws, would not be acceptable unless the President and the BOD votes to approve such committees.

**Board of Directors Special Meeting:**

B. Ellenberger gave the floor to M. Ellenberger. Maryanne reviewed the BOD proposed bylaw revisions with the members. M. Ellenberger noted the corrections to the typo errors being corrected. M. Ellenberger spoke to the benefits of working from our existing bylaws (to include the noted changes) and questioned the need to completely rewrite the bylaws as proposed by the Webbs during the Special Members Meeting. Here are the main changes incorporated in the BOD proposed bylaw revisions.

a. Added under Qualifications: property owners living within the Silver Lake Colony that do not fall under any of the above can voluntarily be a member.

b. Removed under Admission: The requirements to fill out an application and pay one year of annual maintenance fees up front.

c. Adding the BOD shall pick the date of any Special meeting

d. Removed any change in maintenance fees and special assessments will be recorded with the York County Recorder of Deeds

e. Added under Voting: Members in good standing shall have one vote per property/parcel.

f. Added under Directors and Officers: 1) Having a Recording Secretary (not on the board) for transparency. 2) Having a Billing/Collections agent. 3) Officers must be full time residents within the Silver Lake Colony.

M. Ellenberger explained the reasoning on this addition. Per our Emergency Action Plan our Officers must be here to handle any issues that may arise.

The President is the dam owner and operator and must be present in case of any emergencies. He also has to available to DEP and KPI (engineer) for any on site or off-site meetings.

The Vice-president has the same responsibilities.

The Treasurer must be here to handle all the local banking/deposits.

The Secretary must be here to assist in all of the above.

After much discussion Lee Margot suggested we table the bylaw vote. She suggested we work together and come up with one set of bylaws. Noela Taylor agreed and volunteered to help the members and the BOD to come together and get this accomplished. Brad Ellenberger made a motion to table the bylaws, Paul Hedin

Seconded the motion. Brad asked who was in favor by a show of hands. Almost all the Members were in favor. The motion passed. The bylaw vote was tabled.

The members completed their ballots on the 4 remaining measures and the ballots were given to K Kunkle and Julie Douville to tally.

The BOD continued to the Biannual Meeting.