

# NEW MARK COMMONS HOMES ASSOCIATION

## BOARD OF DIRECTORS MEETING

Thursday, March 3, 2022

7:00 p.m.

---

Minutes Taken by Kaitlyn Ambush

---

### Attendees

**Board Members:** Alex Belida, Kathleen Moran, Karin Boychyn, Samuel Scheib, Timothy Petros, Lisa Halvorson and Joe Jordan

**Abaris Community Management:** Henry Leung, Kaitlyn Ambush, and Glen Charles

### Call to Order

Kathleen Moran called the meeting to order at 7:01 p.m. and opened the Candidate Forum for the candidates running for election this year.

### 1. Candidate Forum and Community Response

At this time, the Board opened the Candidate Forum. The two candidates, Joe Jordan and Timothy Petros, were presented the floor to give their statements. Joe Jordan introduced himself and stated that he resides at 328 New Mark Esplanade and has been a resident of New Mark Commons for 35 years. Joe stated that he is very familiar with the community as he has served on the Board of Directors twice and would like to run for election again since there is no representation from the townhomes. Timothy Petros introduced himself and stated that he resides at 4 Harlow Court and moved into the community in March 2017. Tim stated that he has also served on the Board of Directors before and hopes to be elected again to help with community issues and get resident voices heard. At this time the Board opened the floor for homeowner comments. Saven Wilkins noted that the lake dredging is well overdue, and the water is shallow enough for plant growth. How do both candidates feel about including lake dredging in the community events for the year? Joe and Timothy both expressed their full support for lake dredging.

### 2. Community Forum 1 and Board Response

Jennifer Jackson thanked the Board for their time and energy to hold the dues forum. It was very informative; we learned a lot and it was nice to hear both sides. Thanks to Rita and the ACC for help on the recently submitted ACC application.

Samuel Schieb thanked Timothy and Joe for running for the Board again but is disappointed there was not more participation from the rest of the community. Samuel mentioned that he is looking forward to working with Joe and Timothy again and appreciates their efforts to serve the community.

## **Board Response**

Kathleen Moran thanked everyone for their comments and especially thanked Timothy and Joe for running for the Board again.

### **3. Agenda and Prior Meeting Minutes**

**Board Meeting Agenda 3-3-22:** Alex Belida moved to approve the meeting agenda. Lisa Halvorson seconded the motion which was carried unanimously.

**Board Meeting Minutes 2-3-22:** Alex Belida moved to approve the minutes. Timothy Petros seconded the motion which was carried unanimously.

### **4. Appeals**

The owners of 11 Vallingby Circle, Betsy and Jeff Miller, expressed their disagreement with the ACC's denial of their application to replace their front door. Betsy stated that she and Jeff understand there are guidelines to follow but, in their opinion, the ACC has a rigid interpretation of the guidelines for a "contemporary" style home. Betsy and Jeff stated the door selection was made with the intention of matching the neighboring homes. The decision from the ACC was disheartening to them and they feel the interpretation of the guidelines was too strict. Betsy and Jeff ask for Board reconsideration on the ACC's decision.

Rita Molyneaux shared the ACC's history on this application and emphasized the ACC asked several times to work with Betsy and Jeff to find a door or just have a group conversation, but that was not something they wanted to do. When the ACC was working on the guidelines, the goal was for clarity, not unfairness or strictness. The door the Millers chose was a "traditional colonial", steel door, with raised panels, moldings, and rails. All of which are traditional character traits, but the style of their home is "mid-century modern".

Joe Jordan inquired if the ACC vote was unanimous. Rita confirmed it was not unanimous; 5 against and 3 abstain.

Tim Petros explained his reasoning for the denial as it would be inconsistent with the previous decisions made regarding door replacement. Tim expressed his sympathy for Betsy and Jeff and would prefer homeowners to have more freedom to make changes to their home. Tim inquired why this is a significant issue when more freedom is given on door color? Tim stated his vote to approve the request from the Millers, as it does not disrupt the harmony of the neighborhood.

Kathleen Moran shared her experience as a previous member of the ACC and noted that in one season there were 50 letters of non-compliant doors in the past.

Joe Jordan noted that extensive research was done in the past, by homeowners, which then presented a wide variety of doors to the ACC.

Alex Belida commented that the ACC always made efforts to work with homeowners and expand door options. Raised door panels are a consistent "no-go" for the community because it does not fit

the description for mid-century modern. Rita confirmed that the raised door panels are a decorative embellishment to a door and that is why they are not considered mid-century modern.

Sam Schieb commented that panel vs. non-panel door issue is obviously something that matters the most to people. The front door is the focal point of a home, but the guidelines are straightforward. There are several options for doors without panels that the Millers and any other residents looking to replace their door can choose from.

Kathleen moved to accept the ACC's ruling on the Miller's proposed door on 11 Vallingby Circle. The motion was seconded by Joe Jordan. The vote passed with Sam, Alex, Kathleen, Karin, Joe, and Lisa in favor. Tim voted against the motion.

Rita again offered her help to the Millers to look for a new, approved door. Jeff Miller respectfully declined the offer from the ACC and expressed his shock in the Board's ruling.

## **5. Hearing**

None

## **6. Committee Reports**

### **Architectural Control Committee (ACC) –**

Tim Petros reported that all ACC members, except John, attended the walkthrough with Abaris' Inspections Department and stressed that the inspections process was informational, not punitive. Rita and the ACC pointed out things that needed attention. The ACC needs to get back to Abaris with a focus list of guidelines and violations for the 2022 Inspections. Rita confirmed that the ACC is working on an article to include in the next community newsletter to inform residents of the inspection process and what to expect.

### **Communications Committee –**

Pat Reber noted the Communications Committee will be sending out broadcasts this Saturday and next Saturday as reminders to homeowners to submit their election votes. Pat also noted the contract for printing the directory is up for renewal. The Communications Committee would like to keep the same number of directories and the printing company is waiving any additional fees. Pat also announced that a letter to the editor regarding the dues forum will be included in the next newsletter to the community, but the Committee is reluctant to include only one side. Any resident who attended the dues forum is welcome to submit their letter to the editor for a fair show of both sides.

Kathleen made a motion to approve the AtoZ contract to produce 2022 directories for \$1000. The motion was seconded by Alex Belida and carried unanimously.

### **Landscape Committee –**

None

### **Lake Committee –**

None

**Pool Committee –**

Sam Scheib announced that Nancy Wood stepped down as the Chair of the Pool Committee as she has moved out the New Mark Commons. Stephanie Bloom has now been appointed as the new Pool Committee Chairperson. Kathleen and the Board expressed their full support for Stephanie and the Pool Committee.

**Governance Committee –**

None

**Welcome/Social Committee –**

None

**7. Treasurer's Report**

Karin Boychyn reported that as of January 31, 2022, NMC is still on budget with \$1.4 million in the bank and currently owes \$474,000 on the loan. We are currently overbudget for snow; \$12,000 out of the \$20,000 budgeted has been spent on snow already. 42% of the budget is in the replacement fund, so that will put the Association in a good place for the dam replacement. Abaris will get back to the Board with more information on the draft audit.

**8. Management Report**

A. The Board reviewed a request for Beanie the Bus to park in the clubhouse parking lot until April 10, 2022. Karin Boychyn made a motion to approve the April 10<sup>th</sup> deadline. Alex Belida seconded the motion and approved with 6 votes (Karin, Kathleen, Joe, Alex, Lisa, and Tim) in favor and 1 vote (Sam) against.

B. Kathleen Moran noted that she and Shireen attended the meeting with Bayland and the Maryland Dam Engineer 2/2/22, which was very constructive and informative. The Maryland staff were pleased New Mark was working with Bayland and trust their engineering work. Bayland had submitted the Emergency Action Plan draft to the State and the State will be providing more information by May 1, 2022, to finalize an Interim Emergency Action plan, as a top priority out of all the safety measures for the lake. Everything is going as planned and more details for to follow.

**9. Old/New Business**

A. The Board discussed the proposal from Bayland for tasks #13-15 involving dredging of the lake. Karin Boychyn made a motion to approve tasks #13-15. The motion was seconded by Tim Petros and carried unanimously.

B. The Board discussed revisiting the decision to allow clubhouse rentals. Alex Belida noted that we must first accept the proposal from Busy Bee to deep clean the clubhouse before opening it for rental. Alex made a motion to accept Busy Bee's proposal to deep clean the clubhouse for \$400. The motion was seconded by Karin Boychyn and carried unanimously. Kathleen Moran commented that a deep cleaning of the clubhouse will occur first and then a regular cleaning would occur after each rental. Sam Scheib commented that the cleaning fee should be charged back to the owner who rented the clubhouse. Alex Belida made a motion to open the clubhouse for the nominal fee of \$300 and

then charge back the unit owner who rented the clubhouse at a minimum of \$100 contingent on the actual cost of the cleaning. The motion was seconded by Joe Jordan and carried unanimously.

C. The Board discussed the proposals from Waste Management and Refuse Removal Results (RRR) for seasonal trash and recycling services at the clubhouse while the pool is in season. Abaris has confirmed that they use both contractors, but prefers RRR as they are responsive and reliable. Karin Boychyn made a motion to approve the proposal from RRR for \$250 per month. The motion was seconded by Alex Belida and carried unanimously.

D. The Board discussed setting a tentative date for a Board of Directors organizational meeting Kathleen Moran proposed March 21, 2022, and all Board Members agreed.

E. The Board discussed the 2022 Annual Meeting notice and ballot process for the upcoming virtual Annual Meeting. Joe made a comment regarding edits for the 2023 Annual Meeting packet as he received questions regarding the ballot and not realizing it was included in the packet. Joe recommended placing the minutes after the ballot so residents can locate the ballot at the beginning of the packet. Joe also suggested changing the proxy deadline to 7 pm rather than 5 pm since the start time of the meeting was at 7 pm. Kathleen requested the number of ballots received thus far and Abaris confirmed the final count would be sent to the Board following the meeting.

F. The Board discussed the draft bylaws that were sent to the Board from the Governance Committee on January 11, 2022. Karin Boychyn prepared the attached summary after receiving the draft bylaws from the Governance Committee and the Board discussed the summary. Sam Scheib made a motion to accept option #1 of the Bylaws as this was the recommended by the Governance Committee. Option #1 is the existing Bylaw language for the quorum requirement; it does not need to be stated unless someone asks for it. The motion was seconded by Joe and the vote count was as follows: 2 votes for; 4 votes against; 1 vote abstained. The motion failed. Karin Boychyn thanked Kathleen Moran for her summary of the Bylaw amendments. Alex Belida and Karin Boychyn both agree to lower the quorum requirement but are both opposed to “flexible quorum”. Tim Petros made a motion to accept option #2 of the Bylaws. Option #2 is to establish a rigid quorum requirement for all future Annual Meetings. The motion as seconded by Alex Belida and the vote count was as follows: 5 votes (Kathleen, Karin, Alex, Sam, and Tim) for; 1 vote (Joe) against; 1 vote (Lisa) abstained. The motion carried and the Board thanked the Governance Committee for their hard work. Karin Boychyn made the following recommendations to the draft bylaws that were prepared by the Governance Committee:

**ARTICLE I Section 2 Purpose of the Association** – change last bullet to read, “Execute and document responsibilities and processes for administrative oversight of the community.” Agreed

**ARTICLE II Membership Section 6 Books and Records – 89-117.** Agreed move to NMC Policies and Procedures

**ARTICLE III Annual or Special Meetings of Members** – change title of article to Meetings of Members

**Section 1 Place of Meeting** – added language to include virtual meetings in section 2

**Section 5 Quorums, Annual & Special Membership Meetings** – I inserted option 2 language

**Section 9 Order of Business** – deleted: only if and when required under Section 5 of this Article.

**Section 10 Open Meetings (viii)** leave discussion of individual owner assessments accounts in as it is a specific reason for an executive session.

**Section 10 Open Meetings (ix)** MISSING in NMC draft? Added: “On an individually recorded vote of two-thirds (2/3rds) of the members of the Board of Directors (or committee, if applicable) present, for some other exceptional reason so compelling as to override the general public policy in favor of open meetings.”

## **ARTICLE IV DIRECTORS**

**Section 2 Powers and Duties (o)** “To admit Outside Pool Members a limited number of individuals/families who reside in the adjacent neighborhood for the limited purpose of using the pool facilities on terms established by the Board.” I deleted this and will add to Pool rules and procedures

**Section 8 (a)** Vacancies Note Simplified and took out secret ballot This section in the draft bylaws is NMC language that does not reflect language in the other HOA bylaws I reviewed which typically simply state: “A vacancy in any office my be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the terms of the office he or she replaces

**Section 12 Nominations** - leave nomination as is

**Section 13** Election not necessary, already included in Article IV section 7 Election and Term of office

**added new sections from miscellaneous**

**section 13:** Liability and Indemnification of Officers and Directors

**Section 14** Conflict of Interest

**Section 15** Execution of Corporate Documents

**Section 16** Committees.

## **ARTICLE V DIRECTORS’ MEETINGS**

**Section 2 Meeting Procedures (d)** Community Forum I think we decided to leave it as it is important for the community to have a voice

**ARTICLE VII Insurance** – We have reviewed these provisions with the insurance expert at Abaris and these fulfill the requirements for an HOA

**ARTICLE VIII MISCELLANEOUS:** I renamed Article VIII: BYLAWS and kept the last 2 sections conflict and amendments in here, if we want, we can put severability, waiver, caption and gender under this caption but I don’t think it is necessary

**1. Conflict** -covered under Article VIII Bylaws

2. **Notices** - included in article III section 4 now 5 as I inserted virtual meetings
3. **Severability**- In the event any provision or provisions of these Bylaws shall be determined to be invalid, void or unenforceable, such determination shall not render invalid, void or unenforceable any other provisions hereof which can be given effect. NMC draft does not include this statement – should it? I do not remember what we decided on Severability, can be included in this last article
4. **Waiver- No restriction, condition, obligation, or provisions of these Bylaws shall be deemed to Have been abrogated or waived by reason of any failure or failures to enforce the same. -** I don't think we need it, but we can leave it in Art VIII
5. **Captions- The captions contained in these Bylaws are for convenience only and are not part of these Bylaws and are not intended in any way to limit or enlarge the terms and provisions of these Bylaws or to aid the construction thereof -** I don't think we need it, but we can leave it in Art VIII
6. **Gender, etc. Wherever in these Bylaws the context so requires, the singular number shall include the plural and the converse, and the use of any gender shall be deemed to include all genders. -** I don't think we need it, but we can leave it in Art VIII

**THE NMC MISCELLANEOUS DRAFT DOES INCLUDE THE ADDITIONAL ITEMS BELOW.**

I recommend consideration of relocating all the information in the draft miscellaneous as follows:

**Section 1.** Notices to Members/Owners – added to Art 3 section 4 (now 5)

**Section 2.** Liability and Indemnification of Officers and Directors added to Article IV DIRECTORS as section 13

**Section 3.** Conflict of Interest - added to Article IV DIRECTORS as section 14

**Section 4.** *Fiscal Year* – defined where used in Article V Directors' meeting, section 3  
AND

**Section 5.** *Audit* - added to Article IV DIRECTORS as section 2 power and duties

**Section 6** Virtual Meetings added as section 2 to Article III Meetings of members

**Section 7.** Execution of Corporate Documents moved to ARTICLE IV DIRECTORS, Section 3. Management Agent.

**Section 8** Committees Moved to Article IV Directors, new section 16 Committees, might need to be rewritten and simplified. We need to appoint an ACC committee and have the right to set up other committees that serve at the pleasure of the board.

## 10. Community Forum 2

None

## 11. Adjournment

Alex Belida made a motion to adjourn the meeting which was seconded by Karin Boychyn and carried unanimously. The meeting adjourned at 9:21 p.m.