

COOLFONT MOUNTAINSIDE ASSOCIATION BYLAWS AMENDMENT TASK FORCE CHARTER

AUTHORITY

WHEREAS, Coolfont Mountainside Association is governed by the Bylaws of the Coolfont Mountainside Association, Inc., amended July 30, 2006;

WHEREAS, Article 16, Section 16.1 states, “These Bylaws may be amended at the Annual Meeting or at a Special Meeting called with proper notification for the purpose of amending Bylaws, by a vote of a majority of the Members who are voting in person or by proxy. Amendments shall become effective on the day after adoption. Proper notification shall include the wording of the changes proposed and no amendment to such proposed changes may be considered at the Meeting unless it is furnished in writing to the Secretary;”

WHEREAS Section 16.2 of the Bylaws states, “In the case of any conflict between the Articles and the Bylaws, the Articles shall control; and in case of any conflict between the Bylaws and the Covenants, the Covenants shall control. Any proposed amendment to the Articles or Covenants shall be accompanied by appropriate explanatory material, including a statement about any conforming changes needed in the Bylaws;”

WHEREAS, Article 11, Section 11.4 of the Bylaws states, “From time to time the Board may provide for appointment of ad hoc committees or task forces from among the Members and shall specify their authority and functions;” and

WHEREAS, the Association Bylaws require an Amendment to address outdated terms and requirements and to facilitate the use of current technologies and procedures.

NOW THEREFORE, be it resolved the CMA Board of Director’s has formed a Bylaws Amendment Task Force and the following tasks and procedures for this Task Force adopted and implemented herewith.

RESPONSIBILITIES

This Task Force shall serve at the direction of and at the pleasure of the Board of Directors (“Board”) of Coolfont Mountainside Association (“Association”). This Task Force shall have no authority to speak on behalf of the Board or to bind the Association financially or contractually, unless authorized by the Board.

The primary responsibilities of the Bylaws Amendment Task Force are to advise and assist the Board to:

- 1) Prepare and draft an amendment to the Bylaws of the Association (July 30, 2006 version);
- 2) Seek legal counsel review of proposed Bylaws Amendment through the Board or with specific Board authorization; and
- 3) Establish procedures for membership approval of proposed Bylaws Amendment in accordance with Article 16, Section 16.1 of the current Bylaws.

To meet these responsibilities, the Task Force will:

- Review:
 - The current Bylaws (as amended, July 30, 2006);
 - Previous volunteer recommendations for Bylaws updates since 2006; and
 - WV 31B and 31E applicable sections for guidance and/or potential inclusion of information.
- Make recommendations of needed changes in keeping with current terms and definitions, ensure they are written with clarity of meaning and intent.

- Interact with legal counsel, through the Board or with specific Board approval, to determine current definitions and compliance with WV statutes.
- Draft a comprehensive Amendment for Board and membership review and vote.
- Draft procedures to accomplish approval of the Bylaws Amendment.
- Organize and manage a Special Meeting of the membership for Amendment approval.
- Publish and record the Amended Bylaws in accordance with state and local requirements.

The Board may assign the Task Force additional tasks.

The Task Force will prepare a proposed budget and submit it to the Treasurer within than 30 days after approval of all members of the Task Force, and immediately inform the Treasurer of any increased financial needs. Any expenditures outside of its approved budget must be approved by the Board in advance.

MEMBERS

The Task Force shall consist of five (5) members, one of whom must be a current member of the Board of Directors. No more than one member from any one property may serve on the Task Force. Members may volunteer to serve on the Task Force and will be appointed by the Board.

ELIGIBILITY

Task Force members shall be CMA property owners in good standing, defined as the absence of any liens, privilege penalty, architectural or covenants violation, or pending legal action with the Coolfont Mountainside Association.

CHAIR

The Task Force will determine its Chair and Vice-Chair and notify the Board. Should the Chair or Vice-Chair be removed or become incapacitated, the Task Force will determine a replacement of their choosing. The Chair, Vice-Chair, or their designee, shall be responsible for chairing meetings of the Task Force.

The Chair shall ensure accurate minutes of meetings are recorded and maintained for reference. Minutes shall include the date, time, and place of meeting, members present, topics discussed, and all votes taken. Chair or Vice-Chair will submit updates to the Board Secretary for inclusion in each Board of Directors Meeting.

REMOVAL

The Board may remove any Task Force member, including the Chair, at any time. The Task Force Chair or the Task Force in whole may recommend to the Board the removal of Task Force members.

A Task Force member may be removed, upon written notice from the Task Force Chair, for good cause shown or failure to attend at least two-thirds of the Task Force meetings.

Any vacancies in the Task Force will be filled by board appointment before the next meeting of the Task Force.

MEETINGS

Task Force meetings shall be held at a mutually agreed upon date, time, and location of the Task Force members. Meetings may be in person or via teleconference (Zoom).

A majority of the Task Force members shall constitute a quorum. A majority vote of members while a quorum is present shall constitute a decision of the Task Force. Voting by proxy is not allowed.

No Task Force member, including the Chair, has more authority than any other member, except as stipulated elsewhere in this document.

COMMUNICATIONS

To ensure strong communications between the Board and the Task Force, the Task Force Chair, or a designee, will

- Attend each regularly scheduled CMA Board business meeting;
- Answer questions from the Board on the most recent report, actions, recommendations, tasks; and
- Request Board clarification or guidance as needed.

PROJECTED TIMELINE

The Task Force is projected to follow this approximate timeline. Acceleration/Extensions may be necessary.

Charter Approved	November 18, 2024
Members Appointed	December 6, 2024
Kick Off Meeting	December 15, 2025
Review of Previous work, Discussion Meeting	January 15, 2025
Legal Questions to Counsel, if any	February 1, 2025
Initial Draft of Amendment by Task Force	March 1, 2025
Initial Draft Legal Review (if any)	March 10, 2025
Initial Draft Regulation to Board (if any)	March 10, 2025
Final Board Review Complete (if any)	March 31, 2025
Draft Amendment to Owners for Comment (if any)	April 15, 2025
Special Meeting of Members for Approval	April 30, 2025
Recordation at County	May 15, 2025

DISSOLUTION

The Bylaw Amendment Task Force will cease to exist when the Bylaw Amendment has been duly approved by the membership and recorded with Morgan County Courthouse.

APPROVAL

This charter was approved by the CMA Board on November 18, 2024, and is noted in the meeting minutes.

Signature: _____
Steve Katz, CMA President

Date: _____