

**Regular Meeting of the Board of Directors
December 9, 2015**

Board Members Present: Jayne Nendorf, Diane Smith, Bob Crawford, Willie Charles, John Cronin, Mark Wilson, Kim Morris Hopkins and John Desautels

Board Members Absent: Spencer Stegall

Management Present: Jerry Watson

Homeowner Guest/s: Jim Barr, Susan Kaufman, Kurt Nendorf

I. Call to Order

The Charleston National Club House, 2nd floor was the location of the December 9, 2015 CNCA meeting which was officially called to order by Vice President Bob Crawford at 5:30 p.m.

Spencer asked Bob Crawford to communicate Mr. Reder's appreciation for the wonderful flowers for Glenda's funeral. He asked who he could send notes of thanks to but Spencer indicated his appreciation would be communicated to all at the next meeting.

II. Jim Barr Discussion

Mr. Barr thanked the board members that reached out to him and expressed their sympathy at his Dad's passing.

Mr. Barr indicated the board contains members that have the best interest of the community at heart. He is concerned about the methodology used for the changes in the Bylaws. The board indicated that the changes to the Bylaws were minor but he believes, and the attorneys they talked to, did not think that the modifications were minor. He feels the board should have more teeth to enforce the rules and regulations of the community. But the Bylaws as modified were too vague and unbounded regarding the ability of the board to make rules regarding the lots. Susan Kaufman indicated the modifications allowed the board to make rules regarding personal behavior on the lots. Mr. Barr understands the board has the authority to make rules covering items in the Covenants and Restrictions. Jerry Watson indicated all rules have to be fair and reasonable otherwise homeowners could take the issue to court and a judge would rule in favor of the individual if the rule in question was not fair and reasonable for all. Mr. Cronin asked why Mr. Barr was objecting to the document changes. As an example, Mr. Barr described a historical event in 2010 regarding a violation he received because of a rule that was made by the board that was not covered in the Covenants and Restrictions. The wording in the new Bylaws does not restrict the board to creating rules regarding Covenants and Restrictions but allows the board free reign. Mr.

Crawford asked Mr. Barr to write up his objections and suggestions. Mr. Barr agreed to do that. After further discussion Mr. Barr questioned the need to make the Bylaw changes. Mr. Crawford indicated that the old Bylaws were not enforceable and described the issues with the old process. Mr. Barr does not have an issue with enforcement and fines for rule violations but that is not the paragraph he is taking issue with. His issue is the unbounded ability of the board to make any rules. Ms. Watson described the process for new rules. She indicated that the community would have to be notified of any future rule changes before they could be enforced. Mr. Crawford asked where do we go from here because we have time constraints. Mr. Barr moved on to his next question about where can the rules be found that have been adopted and was told to find them in the Restrictions and Easements. Then asked what rule changes are being considered by the board based on the new Bylaws. The question was never answered due to the conversation going in another direction. Mr. Barr believes that fines were only allowed for annual assessments. Many board members disagreed with him and that this is covered in the C & R's. Mr. Barr's indicated his version of the C& R's do not contain this language. This does not appear to be an area of contention so the discussion moved on to process. In his opinion we did not follow the process in the Bylaws regarding changing the Bylaws. Mr. Crawford indicated we followed the advice of three attorneys and state law. Mr. Barr claims the board made a decision not to follow our own Bylaws to make these changes. Mr. Wilson suggested he document the areas of the Bylaws he is taking issue with. Mr. Barr claimed he did in an email but the board did not answer his issues. There was strong disagreement on this point. Ms. Smith suggested a special meeting, for whoever wishes to attend, to better understand the disagreements. Mr. Barr asked the intention of the board, for future rule changes, if we would follow the same process of no meeting to discuss rule changes with the community. In summary the board indicated it would probably depend on the nature of the changes. Ms. Kaufman raised a concern about the opacity of the Bylaw changes. She felt the information distributed did not aid the comprehension of the modifications and that a meeting of the homeowners, where people could ask questions to better understand the extent and purpose of the changes, would have been helpful. She supports the ability of the board to enforce the rules but their biggest concern was the vagueness of future rule authority. She agreed to mark up documents and submit them to the board. Mr. Barr indicated the board did not follow the law regarding making available a mailing list of the homeowners in the community and the list was removed from the website after they requested the list. Ms. Watson stated that was not the case. There were technical issues with the web site, but that they were not legally entitled to the list.

After approximately 32 minutes of discussion Mr. Crawford indicated we must end this part of the agenda and move on to other business. Mr. Barr stated we did not answer his questions. Things became argumentative and Mr. Crawford terminated the board meeting.

IV. Final approval of Minutes – October 14, 2015

An email motion was made by Spencer Stegall on 11/4/15 and seconded by Diane Smith on 11/6/15 to approve the minutes of the October 14, 2015 meeting that were emailed to each board member by John Desautels. The motion was carried on 11/7/15 with a majority of members approving by email.

V. Committee Reports

A. ARC

This report was submitted by email by Bob Crawford.

Applications Received and Processed since last Board Meeting.

Approved:

1139 Old Course Ln - Remove Pine Trees in Back Yard
4124 Egret's Pointe Dr. - Repaint Exterior of House
3591 - Somerset Hills Ct. - Replace Front Steps, Paint Front Railings and Porch Decking
1321 Royal Links Dr. - New Roof
1266 Hogan's Alley - New Side Walk Driveway to side door of Garage
1240 Sam Sneed Dr - New Back Yard Fence
1263 Medinah Dr. - New Construction - approve exterior Paint Colors
1192 Royal Links Dr.- New Roof
1200 Old Course Lane - New Roof
3195 Linksland Rd. - Replace 22 Wood Windows with Vinyl Windows
1248 Old Course Ln. - Install Solar Panels on left side of Roof and on top of Sun Room

Pending:

3148 Linksland Rd. - House Remodel, Cut 10 Pine Trees, New Back Yard Fence, Add Driveway, Parking Pad, Bury Propane Tank in Rear Yard. Working with Renovation Contractor through approval process.

Denied: None

G: Documents – Committee Chair Charmaine Gillow had submitted her report in Advance by email.

Annual Assessment BOD Letter to HO. The draft was edited and approved and will be included in the mailing to Members in December along with the invoice for the 2016 Annual Assessment.

Bylaws. Homeowners who attend this month's Board meeting to express their concern about either the recent Bylaws revision or the voting process, can be given a copy of the summary of the document and process emailed to the Board and Jerry in October. The summary, requested by Spencer, is an explanation/reference for each of the significant changes in wording and/or content in the 2015 Amended and Restated Bylaws and notes that the voting process, conducted by Special Meeting by Absentee Ballot, is allowed by SC HOA law.

The 2006 revision approved by the Association Members at the Annual Meeting in March 2006 needed to be re-processed for the County records. I have asked Jerry for a copy of that recorded revision for our CNCA files.

Declaration of Covenants, Conditions, and Restrictions (C&Rs). I have let Jerry know that I would like to meet with legal counsel in January to determine the best approach regarding the revision of the 1992 C&Rs which remains open for a vote of approval by Association Members. If the Board can rework the original document to reflect current conditions, practices, and State laws without a vote of the Association, the new document could be presented to Members at the March 2016 Annual Meeting. If the vote needs to continue with/without modification to the 2005 proposed revision, then this decision can be presented to Members at the Annual Meeting. There is no plan to vote/continue to vote by the process of Special Meeting by Absentee Ballot.

CN Lagoons and Wetlands Ownership List. The recently updated list was emailed to the Board and Jerry in October and needs to be posted on our website in the section that includes the map of CN lagoons.

CNCA Website. Thanks to Spencer, the website has been redesigned into a more attractive and accessible source of information. The new look has bright colors, photos of our golf course, graphics with big readable print, and easy access to the sites. In January I will check my last box of files to see if I have any of the missing monthly and annual meeting minutes which could be scanned and added to the site. I suggested to Spencer that over time we could add photos of the clubhouse, some of our National Drive and neighborhood entries, our guard houses, a few of our homes/streets with various architectural designs, as well as a pool event, oyster roast, holiday party, etc. in order to personalize the website. The Board might wish to send out a blast email announcing the newly redesigned site and invite homeowners to log in and explore.

VIII. Adjourn

A motion was made by Bob Crawford and seconded by John Cronin to adjourn the meeting at 6:10 pm.

Minutes submitted by John Desautels