

Fleetwood Plaza Bylaws Amendment Proposal

July 18, 2022

To: Fleetwood Plaza Owners

The accompanying document, “2022 Proposed Bylaws Changes” contains the full text of proposed amendments to the Fleetwood Plaza Bylaws. This proposal will be one of the issues for your consideration and vote as part of the 2022 Annual Meeting. Approval requires the affirmative vote of a majority of all owners, so please vote when the time comes.

The proposed amendments were developed by an Ad Hoc Committee established by the Board at its initial meeting in September 2021. A primary motivation for creation of the Committee was the fact that the existing Bylaws gave the Board confusing direction (or none) about how to deal with unprecedented issues that arose in the summer of 2021 regarding membership of the Nominating Committee. The Bylaws Committee considered these issues carefully and at the same time took the opportunity to do a detailed review of the Bylaws in their entirety.

In its review the Committee found, in addition to minor structural, grammatical, and syntactical errors, a few serious flaws, such as:

1. undefined technical terms or language that would allow procedures in meetings of the Association or of the Board which would be contrary to standard good practice for a deliberative body;
2. instances where the current Bylaws are imprecise, relying for meaning on inference or ambiguous context to establish the precise intent of the language;
3. gaps in the existing language, leaving no clear direction as to how owners, officers, or the Board should proceed if rare, but not impossible, circumstances should occur.

Fortunately, over the past dozen years or so at least, common-sense and tradition have guided the Board, officers, and owners to carry out sensible practices and procedures consistent with the Bylaws; but such practices and procedures should be explicit in the Bylaws. The Committee ultimately reached consensus on a sizeable collection of recommendations, some of which are routine clarifications of language, others more complex. But even the “big” changes are more linguistic than substantive in that they add or expand language to make precise what existing language only suggests or to codify practices that are currently only implicit. The Committee presented its report to the Board in June. At its July meeting, the Board endorsed these recommendations and voted to recommend them to you for your approval.

The accompanying document presents the proposed amendments in a three-column format: the first column contains the current Bylaws language; the second contains the proposed amended language; the third contains notes to specify what is changed and, where necessary, why the change is recommended. A blank space in the second column indicates that no change is proposed for that section (unless the note indicates that the entire section is proposed to be deleted). You will find copious highlighting in the first two columns identifying precisely which words are proposed to be deleted, replaced, or added (and conversely which words are left as is, although possibly relocated in the proposed amendment).

Respectfully,
Kerry Grant,
Chair of the ad hoc Bylaws Committee