

MARKUP #1 ->

ARTICLE VI.
MEETINGS OF DIRECTORS

Section 1: Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly, requiring advance notice, at such place and hour as may be fixed from time to time by resolution of the Board. Notice must be given to association members at least 10 days prior to meeting. Meetings will be open to member attendance. Notification will be made via posting on the HSPOA announcement board on the beach lot.

Section 2: Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any three (3) directors. Special meetings of the board of directors may take place either in-person, or via vote-by-mail, with votes to be properly authenticated and recorded by the HSPOA Secretary.

Section 3: Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the board. Board votes made via vote-by-mail require a majority of the directors either voting in person or by mail to pass, with all votes tallied as “in favor,” “against,” or “abstain.”

ARTICLE VII.
POWER AND DUTIES OF THE BOARD OF DIRECTORS and OFFICERS

Section 1: Powers. The Board of directors shall have the power to:

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(b) Suspend the voting rights and right to use the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed sixty (60) days for infraction of published rules and regulations.

(a) Adopt and publish rules and regulations governing the use of the Common Areas, Outlots and facilities and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws and the Articles of Incorporation.

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from meetings of the Board of Directors; and

(e)Employ a manager, as an independent contractor, as they deem necessary, without implied employment relationship nor employment-related benefits, and require independent contractors to provide their own indemnification and liability insurance while acting on behalf of Hidden Springs Property Owners Association.

MARKUP #1 · CONFLICTS WITH MANDATORY STATE STATUTE BOARD & COUNSEL REVIEW

Sec. 1 (p. 4): Voting rights suspension clause lacks Wisconsin statutory notice, hearing due process, or delinquency safeguards (Wis. Stat. § 703.24 & § 703.15).

Statutory / Legal Reference: Wis. Stat. § 703.24 & § 703.15; Wis. Stat. § 779.70 & Ch. 181 (2021 Wis. Act 199 HOA Notice Law) & Wis. Admin. Code DFI-CCS / ATCP Ch. 134; Wis. Stat. Ch. 181 (Nonstock Corporations)

Statutory Comparison: Under Wisconsin community association and nonprofit corporation statutes (Wis. Stat. § 703.24 & § 703.15; Wis. Stat. Ch. 181 (Nonstock Corporations)), member voting rights are a fundamental corporate governance right and may not be summarily suspended without strict compliance with statutory delinquency thresholds, prior written notice, and an opportunity to be heard.

CURRENT WORDING IN DOCUMENT:

(b) Suspend the voting rights and right to use the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association.

SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):

Provided that any suspension of voting or membership privileges (to the extent permitted by Wisconsin law) shall require prior written notice to the Owner, a reasonable opportunity to be heard, and strict compliance with Wis. Stat. § 703.24 & § 703.15 and Wis. Stat. Ch. 181 (Nonstock Corporations).