

Introduction and Agenda
Bylaw Review for Input and Discussion
Riverbend of Naples Homeowners Association
January 11, 2021

Delivered by the Documents Team:

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Context – Internal Team Objectives



The Documents Team developed four (4) main objectives:

1. **Update** and bring all applicable documents to current legal standards.
2. **'Tighten'** and make the documents more specific to prevent lack of clarity and potential misunderstandings.
3. **Protect** the Community (legally) from external events that endanger our Housing for Older Persons status, or change the Community in undesirable ways.
4. **Encourage**, via our documents and expectations, the promotion and maintenance of harmony and enjoyment for the Community.

Above all, the Team was determined to remain objective, be transparent, and to place Community above Self.

Context – Please Keep in Mind



- Draft changes recommended by the Documents Team are based on painstaking research, open and intense debate, respect for Riverbend’s history, and published only after Team consensus.
- Specific changes (e.g. ‘numbers’) in the draft are not meant to be ‘accept or reject’, but are the Document Team’s best efforts to be fair and flexible. We look forward to Community input.
- A stated goal of this effort is to protect the Community (legally) from external events that endanger our Housing for Older Persons status, or might change the Community in undesirable ways.
- This process is designed to be transparent to the Community, and provide multiple opportunities for input:
 - Charter by the Board of Directors (all members aware)
 - Solicited, gathered and analyzed feedback from all interested members
 - Crosswalk of all changes, with rationale and specific recommendations (summary for clear understanding)
 - Delivered seminar specifically developed to gain common understanding of our recommendations
 - About to deliver two Town Halls, to ensure open discussion of areas of interest and retention of suggestions
 - Working publicly to enable discussion and possible voting on critical areas before or at the 2021 Annual Meeting
 - ... and more.
- A consideration for today: “A mind is like a parachute... it only works when it is open”

Context – How We Viewed Our Documents



Analogy: Building a Car

- **Articles of Incorporation:** Basic body of the car (structure only - shell). Not much more than Name, Location, Purpose. *Most important of the governing documents.* Filed with the County to establish the organization.
- **Bylaws:** Basic components that make the car run, i.e., the engine, transmission, electricals, etc. General descriptions of how the organization operates; board governance, electing directors, calling meetings, voting, transferring shares, etc. *Second in importance.* Approved by the members and filed with the county.
- **Rules and Regulations:** Customized features; four-wheel drive, fuel injection engine, back-up camera, etc. Useful only with earlier components built into the car. Supported by and consistent with the Bylaws. *Last in importance.* Not approved by the members, or filed with the county. Board has authority to make new rules or change them, *as long as they fall within the boundaries of the bylaws.* Often called “House Rules”, document contains community expectations and norms, to promote and maintain clarity, harmony and enjoyment for all members.

Town Hall Objectives



Objectives:

- **Build** on the understanding developed at the seminar presented on 12/21/20.
- **Highlight** areas where the community has provided feedback, prioritized by frequency of input, specificity of community suggestions, and depth of input.
- **Engage** in managed discussion, to gather specific suggestions for change.
- **Provide foundation** for further discussion, leading to voting on any required issues before, or at, the Annual Meeting (2/27/21).

Please Note: It is critical that suggested changes to the Document Team's work be as specific as possible, in order to provide foundation for voting on important areas prior to finalizing the Bylaws.

Town Hall Agenda and Roles



Agenda - The Town Hall will be 3 hours in duration, as follows:

- Opening and census - 15 minutes
- Description of the process of selecting and prioritizing areas to be discussed (at both Town Halls) – 15 minutes
- Listing and scope of today’s areas of discussion (~ 50% of the total list, or as time allows) – 10 minutes
- Managed open discussion of 4 areas of recommendation, as follows – 120 minutes (2 hours):
 - **BoD.** How many members (7 vs.5), duration (2 years vs. 3), limit on consecutive cycles (2, 3, etc.)
 - **Living at RB.** Definitions, who can live here, how many per unit, age requirements, situations that require management
 - **Visitors and Guests.** How long, how often, what ages, supervision of minors
 - **Meetings and Voting.** Special meetings, meeting requirements, etc. Voting Primary Resident only, one vote per unit (anyone can vote), processes for in person and remote voting
- Review of critical Town Hall feedback, discussion of remaining subjects for Town Hall #2 (1/18/21) – 15 minutes
- Next Steps/close - 5 Minutes

Roles:

- Ken – seminar leader, facilitation of the process, management of the participants
- Document Team - expertise, definitions, examples, rationale for changes, documentation of results
- Dennis - support, management of BoD actions
- Membership - avoid judgement of ideas or people, seek to understand, prepare post-seminar feedback (with suggestions and rationale), participate in Town Halls

Areas of Interest - Feedback and New

It would be impossible to clarify each and every section, paragraph, and interrelationship within the documents in the time we have. It was necessary to combine, and relate to issues important to the Community.

From the Feedback received by the 1/3/21 deadline, the following 9 areas have been identified, and form the foundation of the Town Halls. They are in rough priority order, based on feedback and open discussion during the feedback period.

This list has been added to (item #5) and reordered since the seminar of 12/21/20, based on further feedback, new areas of need (from BoD meeting of 1/8/20), and decisions that may require initial voting before or at the Annual Meeting (2/27/21).

1. **BoD.** How many members (7 vs.5), duration (2 years vs. 3), limit on consecutive cycles (2, 3, etc.)
2. **Living at RB.** Definitions, who can live here, how many per unit, age requirements, situations that require management
3. **Visitors and Guests.** How long, how often, what ages, supervision of minors
4. **Meetings and Voting.** Special meetings, meeting requirements, etc. Voting Primary Resident only, one vote per unit (anyone can vote), processes for in person and remote voting
5. **Potential RB rules on new construction (new subject).** Clarity on evolving county requirements, discussion of RB requirements, etc.
6. **Physical Changes.** Unit, common areas, budget, limits of BoD spending/investment, etc.
7. **Vehicles.** Visible signage, definition of major repairs
8. **Access to units.** Notice, circumstances, keys, responsibilities, etc.
9. **Acquiring property for RB.** % of budget, BoD can commit, 2/3 voting requirements, etc.
10. **Unoccupied units.** Duration of absence, process for addressing



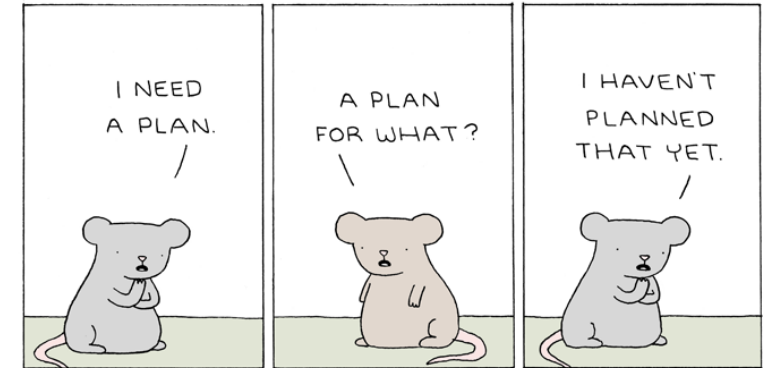
Town Hall Running Rules

In order to deliver an open and effective seminar, the Documents Team requests the following 'rules':

- Stay on topic, stay on agenda.
- Seek to understand, vs. seek to contribute.
- Save feedback and issue resolution for Feedback and Town Hall processes.
- Be respectful. Don't 'make it personal, or take it personal'.



'Go Forward' Plan



Deliver bylaw workshop	Doc Team	12/21/20	Done 12/21/20
Receive written voting member feedback/recommendations	Members	1/3/21 (deadline)	Done 1/3/21
Collate/prioritize member/BoD feedback	Doc Team	1/9/21	Done 1/8/21
Town Hall #1 (discussion of 50% of issues)	All	1/11/21	
Document applicable changes and/or highlight issues to resolve	Doc Team	1/15/21	
Town Hall #2 (feedback/changes to Sections 9-19)	All	1/18/21	
Document applicable changes and/or highlight issues to resolve	Doc Team	1/25/21	
Resolution of policy issues pertaining to bylaws (include BoD votes)	BoD/Members	2/20/21	
Vote on all issues/resolutions during the annual meeting	Members	2/27/21	
Final edit of bylaws for attorney review	Doc Team	TBD (3/7/21?)	
Receive final edit from the attorney	Doc Team	TBD (3/21/21?)	
Release final bylaws to BoD and Members	Doc Team	TBD (3/21/21?)	
Member/BoD final review, individual approval decision (no edits)	Members	TBD (3/30/21?)	
Approve new bylaws	All	TBD (goal is 4/15/21)	