

# WHITE PAPER ON PROPOSED CHANGES TO THE UCO BYLAWS

## From The Century Village Messenger Club

The proposed amendments to the bylaws are increasing the scope of authority of the UCO executive while diminishing the scope of authority of delegates and residents.

It is evident that presentation of the amendments in the form presented by the committee gives delegates the opportunity to vote on the changes, but gives no opportunity to consider the clauses that have been stricken from the proposal.

Many popular recommendations submitted in writing to the committee were eliminated with no explanation. These recommendations should be presented to the residents for discussion and possible inclusion in the bylaws.

A review of these new bylaws by a lawyer should be permitted so that explanations of certain changes can be investigated as to their legality.

Copies of the proposed amendments were forwarded to members on December 17th 2018 and a call for a committee meeting to ratify the proposals has been scheduled for the 31st of December 2018. It is a shame that this all important meeting would be scheduled for New Years Eve and a mere two weeks after the release of the proposed amendments. Two weeks is certainly not enough time for anyone to properly analyse the amendments or to carefully review the original bylaws. Especially with the holidays in between.

To call for a vote on the issue in such a short time does not permit committee members to perform due diligence in the matter. Such a request, if acted upon, would not achieve the standards for business due diligence. These proposed amendments were two years in the making. What's the rush now? The executive board should request additional time to study the proposals before a vote is called for this and for other reasons stated herein.

The ability to collect signatures in the clubhouse after a delegate assembly should be allowed if these new requirements are adopted.

The clause authorizing the number of delegates required to form a quorum at the delegates assemblies is particularly onerous. The number of delegates has traditionally been held at 141 delegates. The modification of the bylaws reducing the number to 117 is an abdication of the duties and responsibilities of the administration. After months of urging, the administration finally relented and began publishing the identity of the associations in attendance in a half hearted attempt to encourage those who are not attending to fulfil their obligations.

In discussions with association presidents about the subject, a conclusion that members do not attend as they felt their attendance served no purpose was drawn. Instead of simply lowering the quota required to form a quorum it would be more appropriate to review the rules on delegates with a particular focus on multiple unit owners, multiple voting, and proxy voting at assemblies. It would only seem fair that anyone possessing more than one unit or representing more than one association should be permitted more than one vote.

Rather than simply lowering the bar on attendance it would be more helpful to focus on the reasons behind the lack of attendance and address them.

**The definition defining the purpose of UCO have been stricken from the bylaws** in their entirety. The implications of leaving the purpose of UCO undefined are profound. Without such an article the executive powers and authority can conceivably be broadened without restriction. The articles defining the purpose of UCO that are presently enshrined in the bylaws, and have been for many years, should remain intact in the proposed amendments.

**A proposed initiative to institute universal voting** in the election of officers of UCO has been left out of the proposed amendments. There is widespread support among residents for one vote for each unit owner in elections. A proposal for an amendment giving each unit owner a vote in elections was presented to the committee with the required number of signatures but apparently has been turned down by the committee. It would be appropriate to bring this matter to the delegates assembly for debate and a vote on whether to institute it or not.

**An amendment proposing that term limits** be enshrined in the bylaws was also left out of the proposals as presented

by the committee. There is widespread support among residents for a clause limiting the terms of officers .

**Re-instatement of a village Ombudsman** should be considered for addition to the proposals. The implementation of a village Ombudsman to resolve disputes between residents and the administration and between residents and their respective associations is something that would provide an avenue of recourse that is currently only possible through litigation in the courts.

**Article III. Line 4, paragraph C.** refers to copies of the agenda being made in a timely manner by all means available. . There is no specification as to just what those means are. It should be better and more clearly defined. The proposed time limit of 48 hours is too short for delegates to inform and discuss issues with their respective associations.

#### **K. Right to speak**

This article limits speakers at delegates assemblies to three minutes . There should be a provision to permit members to speak for a longer period of time if needed. In many instances the three minute time limit has been shown to be inadequate in permitting members to fully state their case. There is no such restriction on the executive panel speaking which gives them an unfair advantage when debating issues. The executive panel should be held to the same restrictions on speaking as any member of the assembly. The right to donate a residents time to an alternate speaker. Much like we see in hearings at the federal government level would be appropriate.

**M. Requires that copies of proposed budgets be made available ten days before any meeting** is held that includes the budget in the agenda. Ten days does not give delegates enough time to hold meetings with their respective associations to discuss the proposed budget. A minimum of thirty days would be more realistic.

#### **Article IV Delegates assemblies**

**Provides that a postponement of a vote can only be performed one time** . There is no good reason to limit a postponement to one time only. There may be issues where further postponements are needed. This clause prevents that from happening and does not provide a mechanism for

resolution of a postponed vote if it has not been dealt with . By including this clause in the bylaws, the opportunity to manipulate, and to bury any motion calling for a vote is easily achieved.

**F. Provides that any delegate or officer or member of the executive etc. who is convicted** of a felony involving theft or embezzlement of UCO or any members property shall be removed from office. The clause should read that any member convicted of felony offences against anyone shall be removed from office.

#### **Article V powers of the delegates**

Should have a clause requiring delegates approval for the disbursement of non ordinary operational funds to anyone but particularly to WPRF or Cenvil recreation .

Currently the operations committee has approved the expenditure of large sums of non operational expenditures that historically has reached hundreds of thousands of dollars without delegate approval, and is considering spending millions of dollars on improving the a/c in the clubhouse. A majority of residents oppose the expenditure of funds to improve the physical assets of WPRF/Mr Levy's holdings in Century Village, especially when they have no say in the matters.

The administration is conducting extraordinary expenditures and now wants to raise the spending limit from \$1000.00 to \$2500.00 which is a pittance in comparison to the monies being handed over without approval. The UCO Reporter hired a staff member at a cost of \$990.00 a month without delegate approval. This is an obvious sidestep of the \$1000.00 spending limit as the funds are disbursed monthly and collectively amount to almost \$12000.00 a year.

Recently almost \$60,000.00 was spent for trees behind the clubhouse without delegates approval. This is just one example of uncontrolled spending and lack of representation that must be changed.

A more rigid system of controlling finances is sorely needed. Increasing the spending limit to \$2500.00 is not it.

In light of the administrations actions in the case of the UCO Reporter, and the spending of funds without notification it would be prudent to demand that all spending be approved by the delegates.

## Article VII Officers

The removal of an officer is a serious matter, it is imperative that proceedings for removal be conducted in an impartial manner and be seen as impartial. By limiting the selection responsibility to officers of UCO the system for removal can be seen as biased.

A more fair and impartial process should be initiated. Committee members and board of inquiry participants should be selected at random from a list of delegates or other nominees. The appointment of the Treasurer as chairperson of a committee to investigate the removal of a President is a travesty of justice, as is the appointment of the President to deal with the removal of other officers. and could be seen as a conflict as the Treasurer or the President could in some instances be biased in favor of the accused. Lets not forget that Mr Bouchard, who served as chair of the advisory board for many years, resigned his position rather than become involved in a hearing on a recall that he described as a monkey trial.

As can easily be seen, significant changes limiting the delegates ability to govern has been instituted. Requiring 100 delegates signatures to institute a recall is overreaching, and presents an almost insurmountable obstacle to achieving a hearing on a recall. If this proposal were to be accepted, the 100 delegates who signed any recall motion would be prevented from being considered for a seat on the recall committee.

The attempt to alter the number of delegates to 117 to form a quorum indicates the difficulty one would encounter when attempting to gather 100 signatures. There is no justification for imposing such an onerous task on a recall petitioner as the village has seen only one attempted recall in over ten years.

No rules in the conduct of a trial for the removal of an officer are enumerated in these proposed bylaws.

**J2. This clause calls for a hearing of a board of inquiry to be held expeditiously.** There should be a definite time limit set on the time a hearing is held after the action is initiated. "expeditiously" is too vague.

**J2. This clause calls for the board of inquiry for a recall of an officer** to present recommendations to the delegates

assembly within seven days. This is unworkable. It should read "at the next delegates assembly."

The ability to collect signatures in the clubhouse before or after a delegate assembly should be allowed if these new requirements are adopted

## Exofficio

The clause giving ex officio members or officers of UCO the right to participate and vote on any and all committees is not an acceptable way to conduct UCO business. To have the same people voting on every committee and every issue gives them more than one kick at the same can. Once a position is relinquished whether by election or otherwise, committee voting rights should be terminated.

2. *Ex-officio members, meaning UCO Officers and the President Emeritus, shall have the right, but not the obligation, to participate in the proceedings of committees, and are not counted in determining the number required for a quorum or whether a quorum is present at a meeting. Ex-officio members shall have the same voting rights as appointed committee members*

## Article VII.... Committees

The appointment of volunteers to any and all of the various committees is a contentious issue that has discouraged willing volunteers from participating due to the arbitrary process of selection. There should be some form of regulation requiring the President or the committee chairperson to show cause in writing when a prospective volunteer is denied the chance to participate. There should be some way to appeal a denial decision.

## E. Discharge

This clause calls for the discharge of committee members by either the committee chair or the President of UCO. It requires that committee members who have been discharged in this manner be notified in writing of the discharge, But it does not require the chairperson or the President to include the cause of the discharge. There should be an addition to this clause requiring that the cause of the discharge be included in the notification letter. Further to this: there should be a mechanism to appeal the discharge to an independent mediator for resolution if there is a dispute about the fairness of the discharge.

## **G Search and nomination committee**

The addition of a line preventing elected officers of UCO from being appointed to the search and nominations committee is needed to ensure fairness and to avoid conflicts of interest.

In light of the fact that some of the previous biographies of candidates contained discrepancies and contradictions regarding qualifications. The committee should be required to provide documentary proof to the delegates of the qualifications presented by prospective candidates. There should be a clause allowing the immediate removal of an elected officer if there are serious misrepresentations of their qualifications presented to the nominations committee.

## **H. Finance Committee.**

1. This clause stipulates that the Executive board and the Officers shall define the powers and authority of the finance committee. This should be defined by the delegates, or at the very least by the consent of the delegates.

The inappropriate manner of selection of volunteers to serve on the finance committee that is being employed by the administration falls into the category of powers of the finance committee. George Leowenstein, former President and treasurer who is a CPA was discouraged from taking a seat on the finance committee when he was asked to provide a resume of his qualifications, which were well known by the executive at the time. In view of the appointment of unqualified individuals in favor of "friends" of the administration there should be a clause ensuring that residents appointed to this committee are qualified to serve.

6. "Emergency exceptions may apply" should be qualified by: Exceptions to the rule must be approved by a meeting of the finance committee.

## **K Communications committee.**

3. This clause gives the committee authority to approve editorial policy. The editorial policies of the media outlets should be subject to the approval of the delegates.

No elected officer of UCO should be permitted to hold the position of Editor of the UCO Reporter or to assume the position of chairperson of the communications committee. Executives holding these positions is clearly a conflict of interest.

The official website of the village was taken down by our current President and replaced by a website that many residents mistakenly believe to be the official website of the village. The Official website of the village should be reinstated. Control of the website should not be solely in the hands of any member of the executive of UCO.

## **P... bid and infrastructure**

There is a clause prohibiting members of UCO from contacting contractors. Prohibiting residents to speak to anyone is a contravention of constitutional civil rights ensuring free speech. It has been demonstrated in the past that calls to a bidding contractor by private individuals has resulted in beneficial results that reduced costs on a proposed initiative. This clause would permit the administration to conduct business in total secrecy. It should be removed in it's entirety.

## **Micellaneous**

Petitions for amendments to the bylaws must be accompanied by signatures of 100 members. This is an increase from the current number of 35 member signatures. Again! This is an over reach as any petition must be reviewed by three committees before it is presented to the delegates for a vote. Furthermore the current procedure at best takes three to four months before it gets to the delegates assembly. It is onerous to expect anyone to gather 100 signatures, especially when gathering signatures at the assemblies is prohibited. This makes it extremely difficult for a member to propose an amendment. It would be possible to propose an amendment as a motion from the floor at the delegates assembly. A motion from the floor, seconded and voted on would cut out a lot of red tape, delay and obstructionism. If the motion was voted down at the assembly no further action would be required. If accepted, the three committees who are now involved would be charged with defining the language of the amendment and investigating it's legality. A legitimate

objection to the proposal could easily be dealt with at the next assembly. In any case the current time that elapses to proceed with an amendment, which is now four or possibly five months would be shortened considerably and would favor a more efficient method of amending the bylaws. Meetings of the three committees could be conducted simultaneously or jointly .

### **Transportation Committee**

Recently a resident who is blind and depends entirely on the buses for transportation attempted to effect some small changes in the system and asked to be permitted to take a seat on the committee. Though the committee in general and the Chairperson in particular are doing a commendable job, it has become apparent that some changes are needed in this area. The resident who complained about his problems taking the bus to the committee meetings that takes four or five hours to complete was rebuffed by the committee, none of whom rely on the buses for transportation. A simple change of venue for the committee to conduct meetings in the main clubhouse would facilitate riders who want to provide some input to the meetings. While UCO complains they have problems finding volunteers, many residents are denied. Every effort should be made to include members who are directly affected by the committees proceedings, or have specialized knowledge. This would and should include all the committees

### **Article XII.**

This article states that only a narrowly defined group of committee meetings shall be open to members. All committee meetings should be open to members with the exception of meetings defined under the Sunshine act that can be closed.

The UCO executive's intention to present the proposals at the delegates assembly does not give residents a clear and unrestricted opportunity to present their position on the many changes contained in the proposal due to the three minute rule on speakers imposed at the assemblies, and the limited knowledge of the executive panel who may or may not be members of the committee who formulated the proposed changes.

In light of the above it would be appropriate to conduct a town hall meeting with the full committee and legal advice in attendance to give residents the opportunity to discuss and debate the issues and to give the committee the opportunity to explain the reasons for their support of the proposals as presented in their letter of the thirteenth of December.

This letter contains a partial representation of issues that have not been properly considered by the committee. It would be inappropriate to bring these amendments forward without giving residents the opportunity to give the administration their perspective on the proposals. It is apparent that there are many other issues that have not been addressed in this document, but will arise from a residents meeting

For the sake of transparency we would urge the UCO executive to conduct an open forum meeting before the presentation of the proposals to the delegates and in advance of a final vote at the delegates assembly.

Thank you for taking the time to read this paper. We look forward to your participation in the proceedings in the new year.



