

KIAWAH ISLAND
COMMUNITY
ASSOCIATION

BOARD OF DIRECTORS

Special Meeting By-Law Review Minutes

August 14, 2023 at 1 p.m.

Virtual Meeting

Board Members Present:

Jerry McGee, Chair

Beth Zampino, Vice Chair

Lisa Mascolo, Treasurer

Kevin Donlon, Director

David DeStefano, Secretary

Alex Fernandez, Director

Amanda Mole, Developer Director

Staff Members Present:

Tony Elder, Director of Operations

Ellen Festa, Executive Assistant

Member Attendees: (18 Virtual)

Recording of Meeting: <https://www.youtube.com/watch?v=hoCQ8vBMFQ>

Call to Order

Chair Jerry McGee called the meeting of the Kiawah Island Community Association Board of Directors to order @ 1:00 p.m.

Discussion about the process for the group to propose amendments, specifically related to Term Limits and Robert's Rules, to the draft version of the By-laws distributed to all the board members and community on August 11th. Board Members will give their individual position on the options and then a motion would be made, discussed and voted upon until an option was approved.

Lisa M.:

Term Limits: One (1) term and one term only. Lots of well qualified people on the island, too much implied power with incumbency.



Roberts Rules: Opposed to implementing Roberts Rules, requires a level of understanding we don't have. We need to engage a parliamentarian, provide training and then use it fully, not just when it suits.

Alex F. read the following statement:

First let me give much thanks and appreciation to the Governance Task Force for the work they have done over the last year. There is no doubt in my mind that the new written by-laws will set KICA on a much better governance path. Also, thanks to our Board members, they have also invested much time in analyzing the product produced by the Task Force. Now to the two issues at hand, Term Limits and Roberts Rules.

I am a firm believer that the job of a KICA Director requires much time and diligence. KICA is a complex organization and people need time to really understand its complexities and internal doings. That's why institutional continuity is important. Four of our present Board members firmly agreed with that concept when they argued that it was in the best interest of KICA to extend our present Chairman for one year. Jerry himself stated "I have done a good job and I should continue". I may not agree with the way he was extended for one year, but I do believe that experience is important. Polling has been done of twelve associations in South Carolina and none have a "One term maximum", eight have 2 terms and then a one-year break, one with two terms and then a three year break while three have no term restrictions. Very similar results of a polling for associations nationally. So, let's take the experience other Associations have and practice. That's why I support the initial recommendation of the Task Force of a lifetime maximum of two full terms for any Board member.

Now, regarding Roberts Rules of Order. Roberts Rules is a tool for the Chair to use to conduct meetings properly. It is in the best interest of the Chair to be able to have rules to run meetings in an orderly manner. Clearly an organization like KICA with such diverse interests and opinions is going to have situations of conflicts. Roberts Rules will allow the Chair to conduct meetings with diverse opinions and interests much more professionally and will facilitate discussion and group decision making. Some talk about having to take special courses on Robert Rules. I believe we have bright people in Kiawah that understand the basics of Order so let's not make it so complex. Proper governance and proper rules go hand in hand, that's why I support using Roberts Rules of Order to conduct our meetings.

Amanda M.

Term Limits: Preference is for a single term but would be open to other scenarios. Plenty of talent across the island, continuity is important, but others should have opportunity to serve.

Roberts Rules: Order is a good thing, would like to have some form of it consistent with what was discussed by the Task Force when I served on it.

Jerry M.

Term Limits: Two (2) terms with a (3) year layoff in between, continuity is important.



Roberts Rules: Use it as a guideline, too confounding to use it in full implementation. Chair should be versed in Roberts Rules, would agree we need a parliamentarian. Guided, but not bound by.

David D.

Term Limits: Max of two consecutive (2) terms with gap of one year. Only one person has ever run twice (himself).

Roberts Rules: Supports implementation of Roberts Rules in brief.

Beth Z.

Term Limits: Two (2) terms with (1) or (2) year break in between.

Roberts Rules: Support implementation of Roberts Rules in brief, not a full version. Guided but not bound by and doesn't want a parliamentarian.

Kevin D.

Term Limits: Two (2) lifetime terms with 2-3 yrs. in between.

Roberts Rules: Guided but not bound by. Don't support a strict legal requirement, overly formal for a small Board.

Motion: Lisa M. made a motion that an elected director serve (1) term and (1) term only, seconded by Amanda M. David D. feels it's too restrictive, no continuity. Have to leave it up to the community. Alex F. agrees with David.

Vote: For (2) (Lisa M. /Amanda M.)

Against (5): (Kevin D. /David D. /Alex F. /Jerry M. /Beth Z.)

Not Passed

Motion: Alex F. made a motion that there be a maximum of (2) terms, consecutive or non-consecutive with no required gap, seconded by Beth Z.

Vote: For (2) (Alex F. /David D.)

Against (5) (Kevin D. /Lisa M. /Amanda M. /Jerry M. /Beth Z.)

Not Passed

Motion: Lisa M. made a motion for (1) 3 year term with a minimum of 2 years in between and then a second term. Lifetime maximum of (2) terms, seconded by Beth Z.

Vote: For (4) (Lisa M. /Beth Z. /Amanda M. /Kevin D.)



Against (3) (Alex F. /Jerry M. /David D.)

Vote Passed

Alex F. raised the issue of whether present directors would be grandfathered as Jerry was grandfathered. Current By-law language does not currently read like this. Discussion about interpretation of current By-laws, how it applies to incumbent directors and lawyers interpretation of this. Language about terms is being changed, but language on this section re: current elected directors was not changed. Will be voted on in September.

Roberts Rules - reviewed current language that says guided, but not bound, by Robert's Rules in Brief.

Motion: David D. made a motion to keep current language in By-laws regarding Roberts rules, seconded by Beth Z. Lisa M. suggested we indicate that some kind of training should be included. It was agreed that training reference doesn't need to be in the By-Laws.

Vote: For (6) (Beth Z., Amanda M., Alex F., David D., Kevin D., Jerry M.)

Against (1) (Lisa M.)

Vote Passed

Kevin D. stated he will get a clean draft ready for vote at the September Board meeting.

Jerry asked for motion to adjourn. So moved by Alex F., seconded by Beth Z. Meeting was adjourned at 1:50 p.m.

Respectfully submitted,

Ellen Festa, Executive Assistant

