

**From:** Susan Corwin [mailto:SCorwin@VillagesMtHood.us]  
**Sent:** Wednesday, July 25, 2007 9:41 AM  
**To:** 'Roth, Christine'  
**Cc:** Villages BOD  
**Subject:** Comments on July 20, 2007 Chris Roth draft of replacement Villages at Mt. Hood Bylaws

Chris,

Thanks for providing a copy of a draft of the proposed new Bylaws.

I note that this is the very first copy received in a timely fashion. I don't view it effective to dump a multi-page document on a person at the start of a meeting and expect them to provide comments. I also note I never was sent a copy of what I hear was a June 21 draft nor any documents from the Duber meetings where it appears Ms. Duber will only share information with people who "walk in the door" of the meeting.

Your email implies that we can ignore the current Bylaw requirement for:

Page 14, line 35

The process of developing changes or amendments shall at all time be accomplished with an open, community involved process, appropriately advertised and subject Oregon Open Meetings and Records Law.

that was defined by the Board resolution P2006-1219-1.

Since this was the basis of Lounsbury's May 17 letter, this seems most improper.

Below are some comments on this latest draft.

They are divided into 7 major flaws that I consider really ugly and 20 other minor glitches that I've noticed on this quick review.

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## **Major Flaws in the July 20, 2007 Chris Roth Draft of Villages at Mt. Hood Bylaws**

### **1. Who is going to pay for the Written Note of Town Hall Meetings?**

Page 4 line 37 - "...written notice shall be sent to residents and property owners"  
As we know from this past meeting this is several thousand dollars per meeting!

### **2. Appointment of Board members without BCC approval?**

Page 3 line 34 on vacancies: "...appointment by majority of the remaining Directors"  
=>Don't any candidate needs to have BCC approval and, Wow!, is this ever a political nightmare.

### **3. What is the legitimacy of the Policies and procedures?**

Page 4 line 22 - there are no bylaw notes on the requirements for establishing "policies and procedures". Chris' email implies that Board Resolutions have no real standing as far as the she is concerned this really needs to be defined in a way that is not subject to manipulation.

### **4. Removal of Board Members**

This has been relegated to a undefined "policies and procedures that has been reviewed and approved by the County Liaison". Since, according to Chris, Board Resolutions have no standing with the County, I believe the BCC and the Citizens should approve this as well

### **5. No requirement to avoid Conflict of Interest**

The draft bylaws have no requirements at all for avoiding conflict of interest or for ethical/honest actions. At the least it should include the line from the Complete Communities Ordinance 03-2007

Ethical standards. Directors and officers are public officials subject to Government Standards and Practices laws (Oregon Revised Statutes Chapter 244), and may be removed from office by the BCC if found to be in violation thereof.

### **6. Repeated reference to "the annual Town Hall meeting"**

The draft has many reference to "the annual" meeting. This needs to be cleaned up since it is seriously confusing.

### **7. Lack of concerted effort to involve the Villages at Mt. Hood Community**

I have been very disappointed in the minimalist effort put into notifying the Community on what is a total re-write of the bylaws. The current bylaws require an "open and public process" but that has been met in a fashion that could only be called "secretive". The "dirt simple" Board Resolution requirements for publicity have been flagrantly ignored even when they are really easy. Documents have been kept secret and then "dumped" on people so they only have minutes to respond. While the currently bylaws only additionally require 7 days after completion of the "open and public process", the new ones require 30 days notice, which has been ignore. Very ugly.

### **Relatively minor problems.**

1. Page 1 line 8 - while below 18 can't vote, why are they specifically excluded from the process?
2. Page 1 line 20 "A. Public transit..." why public? We aren't to encourage people to walk and bike ride for transportation?
3. Page 2 line 16 "...Any qualified village citizen..." the term "qualified" is undefined. Define it or delete it
4. Page 2 line 22 "at an annual town hall meeting" - the Town Halls are quarterly. should be something like "...annually at a regular Town Hall Meeting"
5. Page 2 line 30 "b. Gather citizen input on all actions requiring a vote by the Board" - that is very burdensome and will likely cause trouble.
6. Page 2 line 39 - missing: the BOD should also respond to requests from the BCC
7. Page 2 line 41: "...approximately 1/3 expire..." should be "...3 expire..."
8. Page 2 line 42 "...chosen by a majority..." - maybe should be "...what if more than 3 receive a "majority"? I think you mean "chosen by receiving at least a majority of the votes and, if more than 3 receive a majority, than the top 3 vote recipients shall be elected.
9. Page 3 line 4 Chair -> why doesn't this follow the Beaver Creek model and make it "a direct elected chair" and enhance the responsibility?
10. Page 3 line 19 - "... shall be a non member of the Board" -> what in the world does that mean? should be "... is not a Director on the Board." or the like
11. Page 3 line 27 ....after the annual meeting..." should be "...after the annual election..."
12. Page 3 line 29 - "...subject to reelection according to Article VI section 4." - this doesn't make any sense at all unless officers hold position until their next election cycle....
13. Page 3 line 44 - why are telephone or electronic meetings allowed?
14. Page 4 line 1 - ...meeting with Citizens ... at Town Hall -> duplicates Article VIII

15. Page 4 line 7 "...time and place determined by the Board". -> what does "by the Board" mean? Should be "..by the Chair"
16. Page 4 line 15 - the big fights have been over "adequate notice". By not specifying that, it will change from a mandated 7 days to "whatever". Given the performance of some individuals to ignore notice requirements, this seems to be an oversight
17. Page 4 line 15 - the Complete Communities ordinance 03-2007 states:  
**Copies of all meeting minutes shall be submitted to the Clerk of the BCC within forty-five (45) days from the date of the meeting.**  
why isn't this in the bylaws?
18. Page 4 line 22: "...follow written policies and procedures..." this is the first and only reference to Policies and Procedures. The Bylaws should define the role and legitimacy of such a document and who has to approve it.
  - ✍ aren't the BOD and Citizens going to be involve or is the County Liaison the sole arbiter of such policies and procedures?
19. Page 4 line 37 - "...at the annual town hall meeting." should be "... at the quarterly Town Hall Meeting"
20. Page 7 line 10 - the authorization of electronic communication to be the same as paper has been eliminated => must everything now be paper????