



Tuesday, March 19, 2024

At the regular monthly meeting of the Mt. Gretna Campmeeting Association Board of Managers, held on Tuesday evening, March 19, 2024, via Zoom Webinar, Pat Wilmsen presided.

A quorum was present including the following: Ann Bering, Kevin Burd, Joe Lamont, George Leyh, Marcie Lloyd, Ted Martin, Esther Mefferd, Jeff Minnich, Kevin Wells, and Pat Wilmsen. Miles Bojanic was excused.

19 households attended via Zoom.

1) **Call to Order, Pat Wilmsen**

Pat Wilmsen called the meeting to order at 6:30 p.m. Marcie Lloyd conducted the roll call.

2) **Approval of Minutes**

Since the Minutes of the February Board meeting were distributed to Board members prior to the time of this regular monthly meeting, the reading of the Minutes was dispensed with and the February 20, 2024 minutes were approved on a motion by Joe Lamont. The motion was seconded by Ted Martin and passed with Bering, Burd, Lamont, Leyh, Lloyd, Martin, Mefferd, Minnich, and Wells voting in favor.

3) **President's Report**

Pat Wilmsen gave the President's report which is attached to these minutes.

4) **Treasurer's Report**

- a) The February balance sheet, income/expense report, budget year-end report, and fund/project report were shared with the Board prior to the meeting.
- b) The deadline has passed to participate in the 2024 assessment 3-part payment plan. The early pay discount period closes at the end of March. All remaining assessments are due by the end of June. Of the 240 Members, 125 assessments have been paid in full.
- c) No further draws have been made on the PENNVEST loan. The balance remains at \$1,421,247.05. We continue to make timely interest payments. Full loan payments will start October 01, 2024.

5) **Committee Reports**

a) **Buildings & Grounds –Chair, Miles Bojanic**

- (1) The B&G March meeting report was made available to the Board and to the Membership prior to the evening's meeting.
 - (a) The Committee continues to actively work on the parking situation and more specifically the use of the Carter parking lot.
- (2) Ad-Hoc Tree Health & Maintenance Committee – Pat Wilmsen
 - (a) To celebrate Earth Day, there will be a volunteer work day on April 13 from 9 a.m. – 12 p.m. starting with a meeting at the Community Garden.
 - (b) A tree removal request was submitted this afternoon and will be presented under New Business.

b) **Communications Committee – Kevin Wells & Marcie Lloyd**

- (1) New website for Mount Gretna – it is now MtGretna.org not the former MtGretna.com.

c) **Community Activities & Recreation Committees – Kevin Wells & Marcie Lloyd**

- (1) The Committee will keep the community updated with information related to Earth Day activities.
- (2) The Annual Porch Sale is being held Saturday May 25th from 8 a.m. until 2 p.m. The deadline to contact the office to get your cottage on the map is May 13th.
- (3) Kevin reminded Members that attendees to Heritage Festival events should *not* use parking at the Mount Gretna Roller Rink. Please make sure that anyone being invited to these concerts is told where to park.



- (4) Ad-Hoc Library Committee – Sally Marisic
No report.

d) Executive Committee

- (1) The Executive Committee minutes are attached to these minutes.
(2) Ad-Hoc Archives Committee – Don Miller
No report.
(3) Ad-Hoc Policy & Procedure Committee – Ted Martin
Report delivered under New Business.
(4) Ad-Hoc Grants & Funding Committee – Ted Martin
No report.

e) Finance Committee – Kevin Burd

No report.

f) Nominations Committee – Esther Mefferd

- (1) Asked Members to consider running for the Board of Managers.

g) Property Ownership Committee – Kevin Burd

- (1) There have been no property transfers since the last regular board meeting; as of today, there is one property under contract and one active listing in the Campmeeting.
(2) Of the 72 short-term rental permits permitted by Rule 20 and the associated policy, 43 permits have been issued to date or 60% of the permits.

h) Mt. Gretna Tabernacle Board of Trustees (MGTA) – Esther Mefferd

- (1) The Board of Trustees met on March 3rd. They were given an update on the Bible Festival summer plans. They were also given an update on the roof repair project which is scheduled to commence this month.
(2) The Trustees discussed the possible future expansion of the MGTA.
(3) Discussed the move of the MGCA office and joining the MGCA in this space.

6) Unfinished Business

None

7) New Business

- a) In 2021 the Board adopted job descriptions for committees. This motion turns them into Board policy Ted Martin made a motion that the MGCA Committee Descriptions that were adopted by the Board at the December 21, 2021 Board Meeting be adopted as Policies of the MGCA Board of Managers. The motion was seconded by Jeff Minnich. There was no discussion and the motion passed with Bering, Burd, Lamont, Leyh, Lloyd, Martin, Mefferd, Minnich, and Wells voting in favor. **Resolution 2024.03.19-01.**
b) Ann Bering made a motion that the tree removal permit submitted by 2 Batdorf Avenue be partially approved to include the two dead trees only. The motion was seconded by Marcie Lloyd. During discussion, it was explained that the permit is partially approved because approval is not being given at this point for the removal of a live tree which was part of the request. The motion was seconded by Jeff Minnich. There was no discussion and the motion passed with Bering, Burd, Lamont, Leyh, Lloyd, Martin, Mefferd, Minnich, and Wells voting in favor. **Resolution 2024.03.19-02.**
c) **Bylaws Overview Report**, delivered by Ted Martin, Chair of Policy & Procedure is attached to these Minutes. Discussion followed.

Pat Wilmsen reported that approval of these Bylaws needs to be done by the Membership at a Special Meeting. This Special meeting has been called for May 21st at 6:30 p.m. The meeting will be Zoom only to avoid blended meeting technical difficulties which we have not yet solved. More details will follow via Camp Connects.

Pat Wilmsen also answered a question sent to her as to why quarterly board meetings. Pat stated that the



present Board plans to continue to meet monthly, but wants to add flexibility for future boards should they have a period of time when no business needs to be conducted.

- d) **Blended meetings.** The MGCA is still experiencing technology problems with blended meetings hosted at the MGUMC. The Board is looking into hiring a professional for advice to solve the problems as we've exhausted other possibilities.
- e) **Board Bylaws Discussion.**
- Kevin Burd reiterated that the 1st Reading of the Bylaws is at tonight's meeting, the 2nd Reading is scheduled for the April Board Meeting, and the Membership vote is scheduled during a Special Meeting held May 21st. Kevin, Pat, and Ted also discussed what would need to happen if the Bylaws did not pass so that we would be in compliance with PA Nonprofit Law by the end of 2024.
 - George Leyh asked why the "Voting Member" is necessary in Article V, Section 1. Pat Wilmsen, Kevin Burd, and Ted Martin gave responses. A number of properties are owned by LLCs, Trusts, businesses, etc., and the MGCA can no longer use deeds to determine who has the right to vote for a property. Having owners stipulate which owner will be voting for the property puts the responsibility on the owners rather than the MGCA to determine voting rights and the right to serve on the Board of Managers. They reiterated that a "Voting Member" must be an owner of that property.
 - George Leyh presented that in Article V, Section 5 he would prefer that the Annual Meeting stay in the summer when most Members are present rather than being moved to October. Pat Wilmsen, Ted Martin, Joe Lamont, and Esther Mefferd gave responses. Having the Annual Meeting in October does not preclude having community-wide social events during the summer. It also does not exclude the possibility of a social event after an October Annual Meeting.
 - George Leyh asked for confirmation that Article VI, Section 5d meant that election to the Board of Managers would be by mail-in ballot only. Pat Wilmsen confirmed and reiterated that the recent SurveyMonkey showed that the mail-in ballot was something the community overwhelmingly wants.
 - With regard to Article VII, Section 11, George Leyh asked who the "Officers" were. Ted Martin answered that the Officers are those who make up the Executive Committee, the President, Vice-President, Secretary, Treasurer, and the Officer at Large. Kevin Burd added that Section 11 states how an Officer would be removed from that specific role and that does not equate to removal from the Board of Managers. George questioned the vague definition in this section. Pat and Ted stated this was not a change from the original Bylaws and they would look at this section. This section is likely impacted by PA Non-Profit Law requirements.

8) Community Comment

- a) **Joy Linton, 211 7th Street.** Presented comments regarding the proposed Bylaws changes including lack of advanced explanations, her desire for more community inclusion in the process, and her wish that the Annual Meeting would remain in the summer.
- b) **Peggy Lichty, 205 Castle Ave.** Supports the separation of the Annual Meeting from community-wide social events and thanked the Board for their work to produce the revisions.
- c) **Christine Slotznick, 507 3rd St.** Thanked the Board for their hard work in revising the Bylaws. Also supports the separation of business events and social events.
- d) **Doug Lorenzen, 503 1st St.** Thanked the Board for their time and effort in producing this revision. Would have liked an explanation document ahead of time about the changes. Will submit specific questions regarding changes in writing.
- e) **Larry McKenna, 309 Mills Ave.** Thanked the Board for their work on the Bylaws.
- f) **Joy Linton, 211 7th St.** Asked whether modifications to the document would require a new 1st Reading. Pat responded that substantial changes would require another 1st Reading, but the By-Laws also require a 20-day notification of a Special Meeting. In order to have as much community participation as possible,



the Board thought it prudent to schedule the Special Meeting at this time. This date can be changed if needed.

- g) **Peggy Lichty, 205 Castle Ave.** Thanked the Board for the opportunity to comment on the proposed changes.
- h) **Pam Bishop, 503 1st St.** Thanked the Board for their work and effort on the proposed changes. Asked if a redline version showing the changes made after Community Comments would be available and open to further comment before the 2nd Reading. Pat responded that the redline version currently on the website incorporates all the changes since the beginning of the process, and that Community Comments will continue to be welcomed.
- i) **Peggy Lichty, 205 Castle Ave.** She believes that attendance on Zoom may be higher than in-person attendance.
Ted Martin responded that he wants to be on record supporting the value of blended meetings; the in-person component is vital.

9) Adjournment

The meeting adjourned at 7:42 p.m. on a motion by Kevin Wells, seconded by Jeff Minnich and passed unanimously.

The next regular meeting will be held Tuesday, April 16, 2024, at 6:30 p.m.

This meeting was recorded and will be available on the MGCA website for one month.

In attendance:

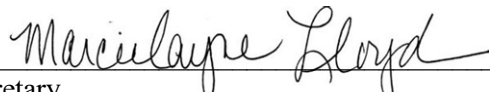
Members on Zoom:

Kelsey Bane, 200 Bell Ave
Joe Bering, 305 8th St
Judy Bojko, 712 5th St
Pat Brosious, 203 Boehm Ave
Jim & Linda Campbell, 402 Glossbrenner Ave
Lydia Cochran, 505 Mills Ave
Gary Collins, 601 Mills Ave
Paul & Tammy Friendshuh, 209 Mills Ave
Peggy Lichty, 205 Castle Ave
Bill & Joy Linton, 211 7th St

Doug Lorenzen & Pam Bishop, 503 1st St
Larry McKenna, 309 Mills Ave
Don Miller, 610 4th St
Leeshaun Musick, 307 2nd St
Jay Noble, 202 Markwood Ave
Dianne Port, 300 Markwood Ave
Christine Slotznick, 507 3rd St
Ken Stoltzfus, 212 Boehm Ave
Scott Zellers, Gar 1st St

Attachments:

2024.03.19 President's Report
2024.03.01 Executive Committee Minutes
2024.03.19 Policy & Procedure Chair's Report


Secretary


Chairman

March President's Report 2024

Many of you are now aware—there is a proposed revision to the MGCA Bylaws. It was communicated to the Membership by multiple means, including a redline version. This also includes the proposed timeline leading up to their approval. Thanks to everyone who submitted comments and questions so far. We have reviewed each of them and made some adjustments accordingly.

Why the change, you may ask . . . in 2017, the Board stated that the Bylaws should be reviewed—and updated as needed—at least every five years. Now, we are years past that goal and it has been almost 15 years since our Bylaws have been revised.

Our current Bylaws have things like “Who was an owner?” and lacked further explanation. This created a lot of questions among not only the Board, but the community. For example: who is the owner of a cottage owned by an LLC, who is the owner of a cottage owned by a trust, who is the owner of a cottage owned by a business? In Campmeeting, we have several cottages that are owned by such entities. We also have properties owned by a school, a church, and Verizon.

We also wanted to make sure that we were up to date with Pennsylvania Nonprofit Laws by which we are governed. As it turned out, we were current as of 2023 but need to make changes to remain in compliance in 2024. It was apparent by the latest SurveyMonkey that the majority of the community—93% of the respondents—want Annual Election ballots by mail. Remember, this survey stated that if you didn't respond it was a vote in favor of mail-in ballots. The current Bylaws did not have a provision for mail-in ballots. It is obvious this is what the community desires.

Additionally, there were items like—no set time for the Annual Meetings. Would it not be better to have a defined time for the meeting so that you always know when the Annual Meeting will occur? There were also changes made, for example, to increase the quorum needed at the Annual Meeting which some people asked for in order to have more community involvement.

Many volunteer hours went into this revision. The revision was also reviewed by two attorneys, from two separate firms. The first legal review was completed by an attorney retained for his expertise in non-profit organizations, their Bylaws, and PA Nonprofit Law. And I want to thank all those who gave those many hours of their time to accomplish this project.

This Board is working strategically, looking into the future and planning how we can maintain this type of Board for our community. We have investigated alternatives and what it could cost to hire a management company. If in the future there was no community interest in serving on this Board, the costs associated with engaging the services of a management company, per a prior MGCA President's investigation, could range from \$3,000 to \$5,000 a cottage IN ADDITION to your current Assessment rate. This Board is working to prevent that necessity by making the work of the Board easier for future Board Members. I'm not sure how many of us could afford that type of oversight and financial impact. On that note, we are working hard to make certain that procedures are in place to make it easier for the volunteers who do decide they would like to help by serving on the Board.

In addition, Debby and her family have been truly kind to allow the community to use her home office. The Board has made it clear to Debby that we appreciate this sacrifice—again, as we look to the future and consider succession planning, we realized that we cannot expect her to do this forever. On that note, we have decided to rent office space. Beginning April 1st, we will be renting an office above the Mt. Gretna Pizzeria. The Executive Committee negotiated a competitive price for the space.

This board will continue to tackle issues related to maintenance and other operations that allow us to

advance into the future. Also at the forefront of our discussions is the overall cost to maintain the Campmeeting. In the last year we have found several ways to contain costs which then provided for the zero percent increase you now see in the 2024 Assessment.

Some of those accomplishments in reduced costs to you include, but are not limited to:

- Changing dumpster companies.
- Changing our worker's compensation insurance carrier.
- Fundraising for the Tabernacle roof, so the community did not bear that cost.
- Receiving grants.

We continue to look for cost-saving measures as they relate to projects. We are also considering measures to expand the footprint of the Tabernacle Association to include, for example and consideration, the Mt. Gretna Library, community gardens, and our Heritage Music Festival.

The work continues and this Board is proud to serve this community. Thank you for your patience, understanding, and support in our efforts. Together, we are planning for the future of Campmeeting.



Mt. Gretna Campmeeting

LISTED IN THE NATIONAL REGISTER OF HISTORIC PLACES

March 1, 2024

Executive Committee Vote via email

Executive Committee Voting: Pat Wilmsen, Miles Bojanic, Marcie Lloyd, and Kevin Burd.

1. Kevin Burd made a motion via email that the funds needed to create a budget line for Office Rental in the 2024 MGCA Budget in the amount of \$4,500 (9 months, April – December 2024, \$500/month) come from the allocated Tree Fund on a temporary basis. Further, these Tree Fund monies will be replaced upon release of the \$150,000 currently being held in a JBT Money Market Fund as part of the PENNVEST loan agreement. The motion was approved by a unanimous vote of the Executive Committee, as the resolution of the Board. **Resolution number 2024.03.01-01.**

2023.03.19 Policy & Procedure Report presented at the March Board of Managers monthly meeting.

This overview is based on reviewing all Community Comments received by March 15, 2024 as well as looking at re-drafts of the Bylaws several times.

WHY NOW?

The last complete review and redrafting of the bylaws took place in 2009 --- 15 years ago. It was time to make sure our bylaws were compliant with current laws and recognized the realities of 2024. And as Pat noted in her report, several years ago the Board did vote to encourage a review of the bylaws every 5 years. Clearly, we have not followed that process.

OVERALL LANGUAGE

The Executive Committee engaged a lawyer conversant in bylaws drafting for our effort. The Committee worked directly with him on the drafting and direction of the document. The bylaws draft was also reviewed by our counsel as well. So, the draft has been reviewed by two lawyers.

OVERALL STYLE

- Grammar and style for the complete document are currently being reviewed so as to be consistent and correct. We are using both the AP Stylebook and the Chicago Manual of Style.
- The community has been provided with two redlined drafts of the bylaws (both before and after the document was made available for public comment) as well as a draft without the redlined edits which for many is easier to read and understand. The document entitled “1st Reading Incorporated DRAFT” corresponds to my comments tonight.
- We will continue to accept written comments and questions after each reading. PLEASE note the page number along with the citation when talking about a specific issue. Written comments and written questions are best.

MOST SIGNIFICANT EDITS TO THE REDRAFT

The Word “Permanent”

Even though the words “Permanent” and “Residential” were thought to be redundant and we were advised by both lawyers that “RESIDENTIAL” covered the permanent nature of the community, the Board decided to leave “permanent” in the document.

Page 9. Section 3. Traditional Purposes.

The redrafted bylaws recognize that our religious roots continue to drive much of the events that occur in The Campmeeting. However, it also recognizes that arts and cultural programs are part of the offerings that occur throughout the year.

Page 9 Section 4. Diversity, Equity, and Inclusion.

This is a simple restating of our values as a community and is meant to reinforce our welcoming nature and hopes for an inclusive living environment. Respecting our history and relationship to our Methodist roots is evident in the care we provide to The Tabernacle, the religious and secular programs that occur throughout the season in that place, and our ongoing and mutually supportive relationship with the Mt. Gretna United Methodist Church. We respect their teachings as they respect our residents, and this part of the bylaws seeks to memorialize a community that is open to all. Finally, the Campmeeting is not

governed by the rules of the United Methodist Church. On this point, please note page 4 of the current bylaws which outlines this clearly.

Page 10 Article V Members and Membership Meetings

The increase of multiple and/or corporate owners like LLCs and Trusts within the Campmeeting has led to some confusion as to who represents and can speak and vote for a specific cottage. The language in this section will clarify that confusion by asking all cottage owners to designate one owner to serve as a “Voting Member” enabling them to vote at Membership meetings and run for office and serve on the Board of Managers. This identification will become part of the annual assessment mailing.

Page 10 Section 5 Annual Membership Meeting

Moving the Annual Meeting and Board of Managers elections to October does not preclude us from holding a community picnic in July (or the summer). Moving the election of board members to October puts newly elected members to work quicker with a 2-month waiting period between election and taking office as opposed to the current 6-month waiting period. This change will significantly shorten lame duck status, and once again, eliminate 6 wasteful months of members-elect waiting to take office with little responsibility. Overall, it preserves the picnic and puts people to work sooner.

Page 14 Section 5. Election of Managers

This section allows for elections to be held by mail-in ballot. Recent elections held by mail-in ballot have had significantly higher participation rates. Having more members engaged is always our goal and making voting easier is a sure way to increase participation. Recent surveying of the community on mail-in balloting also showed overwhelming support for this method. Several public comments raised questions on the election procedure. The Board has asked the Policy and Procedures Committee to draft an elections procedure to be presented to the Board 1 month after passage of the redrafted bylaws, and we will be working with the Nominating Committee to make sure that takes place.

Page 20 Section 8 Duties of Officer at Large

Adding an officer at large to the Executive Committee will provide one more helping hand to the increasingly complex governing of the Campmeeting. To date, the “unofficial” officer at large has been a former board president which provides expertise on governing from a different perspective.

Page 21-25 Section 3 Standing Committees

Edits to the committee descriptions are largely from language accepted and finalized by the Policy and Procedures Committee over a year ago and the remaining language is from the existing Bylaws. This section gives the chairman the ability to encourage and invite new committee members, and outlines who can and cannot speak for or lead the committee.

Page 25-28 Articles IX-XI

This section is language pertaining to the basic administrative functions of the office and association from financial audits and reviews to insurance. There are no significant departures from past bylaws in this section.

Page 29 Miscellaneous Provisions Section 9. Electronic Meetings

Even though the bylaws mention electronic attendance at various meetings, the Board agrees that they should make clear that when a meeting is called, and the “place” is designated, that the word “place” does not restrict the meeting to a specific physical space, but can include meetings that are entirely electronic, by teleconferencing or videoconferencing. This new language does that and it also makes clear that any meeting that is open to all members will also be opened to electronic attendance as much as possible.

Points of clarification and answers to community questions and suggestions:

- We decided to use the word “cottage owner” instead of “homeowner” in keeping with the traditional language of the Campmeeting.
- There was one suggestion for the implementation of term limits. The Board understands the point but chooses to rely instead on the ultimate term limit, the vote. Members can be voted out of office just like they can be voted in.
- Election results will be announced at the Annual Meeting in October.
- The legal cite for the Pennsylvania Nonprofit Corporation Law has been provided to members in the past and is online.
- The President is responsible for signing the official documents of the Campmeeting.
- As to procedure on the bylaws redraft, we will continue to take and review community comments throughout the upcoming readings of the draft. Written comments or questions are best.
- And last, but not least, the official Campmeeting seal is stored in the Campmeeting Office under lock and key.