

# Table of Contents

3/15/24 email from Frank Herrmann, 205 Glossbrenner Ave. ....	2
3/16/24 email from Janelle White, 203 Markwood Ave. ....	2
3/16/24 email from Pam Bishop & Doug Lorenzen, 503 1st St. ....	2
3/18/24 email from Robin May, 507 5th St. ....	2
3/18/24 email from Glenn and Barb Acker, 304 6th St. ....	2
3/19/24 email from George Leyn, 310 6th St. ....	2
4/12/23 email from Linda & Jim Campbell, 402 Glossbrenner Ave. ....	3
4/13 email from Paul & Faye Maulfair, 206 4th Street ....	3
4/15 email from Jim Campbell, 402 Glossbrenner Ave. ....	3
4/15 email from Sandy Leyh, 310 6th Street (Note: Submitted after document referenced above.) ....	4
4/8/24 document from Doug Lorenzen & Pam Bishop, 503 1st St. ....	5
4/14/24 document from Bill & Joy Linton, 211 7th St. ....	9
4/15/24 document from Sandy Leyh, 310 6th St. ....	14

**3/15/24 email from Frank Herrmann, 205 Glossbrenner Ave.**

I appreciated the red line version as I don't know if I would have looked at the side-by-side versions. I really did not see anything consequential in the new bylaws. It seems the changes were in semantics or other items which I would consider minor. I would be in support of their approval. I appreciate the time and efforts you, the board and the committee members take in benefiting our community!

**3/16/24 email from Janelle White, 203 Markwood Ave.**

I support the board with a full heart for section 4 in the bylaws. Thank you!

**3/16/24 email from Pam Bishop & Doug Lorenzen, 503 1st St.**

There are many proposed changes and revisions to the Charter and the Bylaws. Some of the changes and revisions are substantial and radically change the way we operate and govern our Community. The only reason stated for making these changes and revisions to these documents came in the March 2024 Mt. Gretna Campmeeting News as a general statement to bring these documents into compliance with the PA Nonprofit Corporation Law. To make sweeping changes to these important documents is a very big deal for the Community. Therefore, we are requesting that the Board order a document be prepared that will include (list) three (3) items; 1. either the Section of the Charter or the Article and Section of the Bylaws being changed or revised, 2. a reason for the change or revision to the Charter Sections or Bylaws and 3. The proposed wording for the change or revision. This document should then be disseminated to all the current cottage owners before any further actions concerning these documents be made. It is unfair to expect that the cottage owners will have the time and expertise to truly understand the reasoning and consequences behind the proposed changes.

**3/18/24 email from Robin May, 507 5th St.**

Please share with the Board that I concur with Doug Lorenzen and Pam Bishop's request for a "lay" explanation why changes in the By-Laws are proposed. I personally found trying to read the changes online difficult which is why I didn't respond earlier.

**3/18/24 email from Glenn and Barb Acker, 304 6th St.**

We agree with Dug and Pam's request for more detailed information regarding proposed changes to the Campmeeting Charter and by laws before going forward.

**3/19/24 email from George Leyn, 310 6th St.**

[Referencing Article V: Section 1] I do not like these changes. Why complicate membership and voting this way? What is the reason to change what has worked for over 100 years? What motives are behind this suggested change?

#### **4/12/23 email from Linda & Jim Campbell, 402 Glossbrenner Ave.**

We think it is important to slow the revision process to thoroughly evaluate each article/change to assure that its application will stand the test of time. In addition, it is important that all community members understand the impact of all changes. As a member of the committee (Linda) that worked on the 2008-9 revisions, I recall the time and attention to detail required to assure these objectives. My notes from those meetings also suggest a longer period for thorough deliberation/discussion and hence more community input. For example, Jim and I would like to see more discussion/thought given to including term limits for the Board of Managers and the value of such a system, used by many boards.

#### **4/13 email from Paul & Faye Maulfair, 206 4th Street**

We are opposed to the addition of the DEI statement included in the proposed changes and ask you to not include it for the following reasons:

1. DEI as a concept is arbitrary, vague and subjective. It cannot be regulated, is unenforceable and is subject to wide and varying interpretations.
2. DEI tends to divide and separate people into various groups, classes and lifestyle choices instead of treating all people as equals and simply human.
3. DEI is not the same as Biblical teachings, “Matthew 7:12 ... treat people the same way you want them to treat you...” “James 2:8... "YOU SHALL LOVE YOUR NEIGHBOR AS YOURSELF..., etc.’ These God given commands are directed at each person’s attitudes, choices and actions which they are to carry out from the heart, without laws, dictates or authoritative decrees.
4. DEI attempts to force people to agree, comprehend and embrace [at least on the surface] differences, life styles, choices and ideas that they may even find offensive and even morally wrong.
5. DEI treats some people as if they are unable to participate on their own merits, this is demeaning to those people. It also treats others as oppressors simply because of their status, this totally unfair.
6. DEI includes the vague notion of microaggressions, in which some are expected to know the sensitivities of others.
7. Diversity as defined today demands that there be representation of all possibilities. Who has the authority to set the guidelines, percentages or quotas? Who enforces these items?
8. Inclusion seeks to ensure that all people feel a sense of belonging and support from the organization. Feelings are subjective and only controlled by the individual person.
9. Equity and equality are not the same concept. Equality is a good thing in that all people are accorded unrestricted opportunities. Equity, on the other hand, requires you to make adjustments to perceived or real imbalances by allocating your resources so that all have the same outcome.
10. We believe this is unneeded, divisive and part of a ‘woke’ politically driven agenda and should not be included in the by-laws of the Mt. Gretna Campmeeting Association.

#### **4/15 email from Jim Campbell, 402 Glossbrenner Ave.**

1. To begin, in-person meetings are important and, indeed, essential. As the community considers the proposed changes, statement, explanation, and subsequent discussion are vitally important, providing much-needed clarification. We learn from others and broaden our understanding.

2. In-person meetings facilitate direct exchange of opinions and information. A 3-minute presentation at the end of a Zoom meeting, often after a topic has been decided upon, is not sufficient; statement and counter statement are necessary.
3. The Annual Meeting should be held in the summer. Though the community has changed, the original reason for this schedule remains as the number of owners in residence increases during the summer months as we, as summer residents, can attest.
4. The property deed should remain the document for determining Association membership; it is an easy document to access for verifying legitimacy.
5. I am puzzled by the suggestion to add an Officer-at-Large. Why is this person needed?
6. Revision of the Bylaws gives the opportunity for establishing term limits. The term of service should remain three years per term with a two-term limit. The manager should leave the board after two terms but would be eligible to serve again after a one-year hiatus.
7. Robert's Rules of Order should remain the standard for conduct of business; the word "shall" provides a structure not attached to "may." "May" gives unacceptable latitude.
8. These articles should be discussed and voted upon individually, not as a body.

There are many new Campmeeting residents, and this situation provides an opportunity to explain the history, legacy, and unique nature of our special community through analysis of the historic documents and rationale for the proposed changes. It is evident from various member comments that the current situation offers an educational "moment" beneficial to the community at large.

**4/15 email from Sandy Leyh, 310 6th Street (Note: Submitted after document referenced above.)**

I cannot understand why you think it is a good idea to vote on your proposed changes as a whole. Each individual article and section change should be discussed with the community.

Emails have been sent to you by educated, experienced and informed individuals. In spite of the suggestions offered, you only corrected your grammar.

Your rush to make permanent and potentially, harmful changes to the existing by-laws is confounding. Please slow down, heed the comments offered and allow us to vote on the individual changes.

Thank you!

P.S. If I were you, I'd be adding Linda Campbell to your committee immediately. She has experience and knowledge. She could have saved you a lot of time. It's not too late. Wisdom, not speed, should prevail.

# **Comments on the Proposed Revisions the Mt. Gretna Campmeeting Association Charter and Bylaws (3/19/2024 Redlined version)**

**Submitted by Doug Lorenzen and Pam Bishop  
April 8, 2024**

## **CHARTER**

It is agreed that the Charter should not be changed.

## **BYLAWS**

### **Article IV: Purpose/Limitations**

#### **Section 5. Tax status.**

Should our tax status (Section 501 (c)(4)) be placed in the Charter? The tax status during dissolution (Section 501 (c)(3)) is also in the Charter.

#### **Section 67. Dissolution.**

This Section is already in the Charter. Does it need to be repeated?

### **Article V: Members and Membership Meetings**

Article V uses multiple terms that are confusing such as: members, membership, owners, deeded owner, voting members, residents, cottage owner, persons, entity, etc. Creating categories of membership may have created legal problems. It appears that some deeded owners are banned from some or all rights currently granted to "Homeowners". For example, will only Voting Members be allowed to make public comments at BOM meetings and why can only Voting Members run for office?

#### **Section 1. Members and Membership Criteria.**

- a. Voting Member - If a Voting Member should die or quit or leave, there should be a provision that would allow that cottage to designate a new Voting Member sooner than annually.
- b. Members – The words as written "...as well as any person whose primary residence is located in the Campmeeting Grounds." can be interpreted to include renters or someone who lives for at least 185 days in Campmeeting to qualify as a member. The language beginning with "... "as well as..." to the end of the paragraph must be deleted. "Primary residence has nothing to do with membership in the Association.

## **Section 5. Annual Membership Meeting.**

Moving the Annual Meeting and Board of Elections from the summer to October will lose some esprit-de-corps or face-to-face connectivity within the community. Just holding a picnic with no real connection other than mild social reasons is a mistake. This is the one time every year there is a real reason to get to know our neighbors. October is not the time to do this. The meeting in the summer could be a hybrid like a meeting in October. There are no real advantages to an October meeting.

Also, in legal citations, the date of the citation should be included because acts, laws or regulations are often revised.

## **Section 9. Quorum of the Voting Membership and Transaction of Business.**

Why raise a quorum from 10% to 20%?

## **Section 11. Voting Rights of Members.**

Why are Voting Members who own multiple cottages or who may have shared ownership with different persons now being allowed to cast multiple votes. This is wrong on a number of levels. It gives such a person more weight to their vote and it could lead to stacking of the BOM and a possible takeover of the Community by a business or corporation or school or group planning to use the Community for something other than a permanent residential community. We need some safe-guard to prevent such a situation. We recommend that the original language in Section 11 should be retained.

## **Article VI: Management – Board of Managers**

### **Section 5. Election of ~~Meetings~~ Managers.**

e.b. Why is the ability to take nominations from the floor being eliminated? There have been Annual Meetings where there was a BOM vacancy and it was filled by a nomination from the floor.

e.d. Mail-in ballots are important, but we still need to allow ballots to be cast on the day of the election in-person voting. An acclamation cannot be made from the floor if there are only mail-in ballots. Is voting in-person allowed under these revised rules?

### **Section 6. Vacancies in Board of Managers.**

“...and the number of members of the Board of Managers shall be thereby reduced until the next regular election for the seat,” Need to add: “that in no case shall there be less than five members as specified in Article VI, Section 4.a. of the Bylaws.”

### **Section 7. Annual Meeting of the Board of Managers.**

We should keep the Annual Meeting in the summer for the esprit-de-corps of the community and for the fact we need nominations from the floor. This will complement the use of hybrid meetings, voting in-person and mail-in ballots.

**Section 8. Regular Meetings of the BOM.**

Why change from monthly meetings to quarterly meetings? If we continue having monthly meetings, will the meetings have to be designated as Special Meetings?

**Section 17. Liability of BOM.**

a.(1) State the date in the legal citation.

**Section 18 Indemnification 19. Resignation of Board Members.**

If this is Section 19, where is Section 18?

**Article VII: Officers**

**Section 254. Duties of President.**

Insert shall – “” ...; and “shall” serve as chief point-of-contact with the Association’s legal counsel.””

**Section 276. Duties of the Secretary.**

- b. Why was the Annual Written Report prepared by the Secretary eliminated?
- c. Why eliminate the Assistant Secretary?

**Section 287. Duties of the Treasurer.**

- b. Why was this subsection eliminated?
- c. Why was this subsection eliminated?

**Section 298. Duties of Officers at Large.**

Why was this Officer created?

**Section 30. Indemnification of Officers.**

Why was this Section eliminated?

**Article VII VIII: Committees of the Board of Managers**

**Section 1. Use of Committees.**

Are non-association member volunteers going to be allowed to vote on committee matters?

**Section 2. Board: (e) the incurring of expenses beyond the authorization of the Board either via the budget or special vote of Trustees, Mt. Gretna Tabernacle Association.**

- b. Why was this statement eliminated – “The Association may also undertake any other activities authorized for a non-profit corp under the Nonprofit Corporation Law.”?
- c. Why was this Subsection eliminated? This is in-part is how the BOM exercises control of the Tabernacle Association.

**Section 2. Board of Trustees, Mt. Gretna Tabernacle Association.**

Why was this Section eliminated? This is in-part how the BOM exercises control.

**Section 14.10. Executive Committee.**

Why are there no duties for the Executive Committee? They should be limited as to their duties and power they can exercise.

**Article XXI: Indemnification.**

**Section 3. Permissive Indemnification and Advancement of Expenses.**

As originally written, why was this section eliminated?

**Article XI: Miscellaneous Provisions**

This Section should probably be numbered as XII.

**Section 8. Conduct.**

As written, alcohol is specified as an illegal drug. It is not illegal and the wording should be changed.

**General Recommendation**

A word search should be made for words like: “Bylaws” and “Board of Managers.”

## Member Input on Proposed MGCA Bylaw Revisions April 14, 2024

There are several initial questions concerning the overall process we, as association members, would like to have answered. How will the approval process be handled during the May 21, 2024, special meeting? We expect that the bylaw approvals will be done by individual Articles. Given that any MGCA members can offer revisions once the bylaws have been opened for revision, how is it possible for the board to have set a tentative date to vote on revisions? It should be possible for any member to offer revisions through completion of this process and to be offered many opportunities to engage in rich member dialogue and discernment on the terms of this legally binding governing document. In addition, how is the board suggesting, with any possible modifications made during the May 21, 2024, meeting, that it would be possible, and/or desirable, for members attending by zoom to be able to vote? Bylaw revisions are legally binding, and this process should not be rushed! Also, members are told that two lawyers have reviewed these proposed revisions. Who is defined as the client of record by these attorneys? Is it the board of managers or the Association? As members of the Association since 1993, who pay the attorney fees through annual assessments, we have never met the attorney. Having legal advice interpreted second hand is by far from ideal. What is the name of the objective attorney safeguarding MGCA member rights? Perhaps, on the rare occasions when MGCA bylaws require revision, engaging a registered parliamentarian to oversee the process and conduct several meetings that afford broad member participation would be a better starting point and expenditure of MGCA funds, rather than paying attorneys to review documents that are still in formation?

**The state of Pennsylvania requires members to vote on specific bylaw changes. This is done to fully protect the rights of all association members of PA chartered organizations. The state's goal is to prevent anyone from changing the legally binding governing documents of an association without the full knowledge of its members.** While this is true, just as with Roberts Rules of Order, people can, **although they should not**, freely choose to sign away their rights. It is crucial that all MGCA members complete their due diligence to be able to understand every word before agreeing to these, or any, proposed bylaw revisions! Even punctuation can be key in bylaws. "Let's eat Grandpa." is very different from "Let's eat, Grandpa." Members will do well to know and understand the subtleties of any, and all, proposed bylaw revisions prior to giving their vote in this key matter.

### **Article IV: Purpose/Limitations, Section 4. Diversity, Equity and Inclusion**

While we support stating that Campmeeting is a welcoming community, unlike fraternal and social associations, Campmeeting Association is an association based in real estate holdings. Bylaws require language that is clear and can be enforceable upon having been adopted. Bylaws are legally binding. The original intent of MGCA's existing bylaws seemed to have been drawn from the Acts of the Apostles and the establishment of early Christian communities. This, it appears, is why our Campmeeting fees reflect equality of voice, vote and shared financial responsibility for all costs in an 'Annual Meeting' format. Our founders purposefully chose total member ownership and direction over a "board managed community." A well conducted Annual Meeting, where all **members have equal vote and voice** enables full and healthy communal collaboration and governance. Any member can make a motion for the good of the order in Annual Meeting, which is why the rationale in the existing MGCA Bylaws is that these meetings

are held in person during the time of year when the most residents will likely be present. We strongly support keeping the Annual Meeting as it is in the existing bylaws.

Including equity in this proposed Bylaw revision requires understanding the meaning of the term. Equity was coined in public administration literature by H. George Frederickson in 1968. Quite simply, equity requires ‘an administrated political economy in which shares are adjusted so people are made equal.’ Thus, placing ‘equity’ in MGCA bylaws is a fundamental change in MGCA governance. Ensuring equity raises the question of adjusted MGCA Annual Assessment fees. Since bylaws need to be enforceable and are legally binding; to achieve equity, MGCA would need to set a basic Campmeeting Assessment for the smallest lot size [20 ft. x 25 ft.]. Equity would require a calculation based on how many 20 ft. x 25 ft. plots a cottage sits on to determine that cottage’s specific annual assessment fee based on equity. Doing so equitably (if adopted into MGCA bylaws), as opposed to equally, adjusts cost burdens so that citizen members, by intention, are made equal; those with more, pay more.

An additional challenge in this regard is inclusion. During last year’s Annual Meeting, there were two fellow cottage owners who escorted me back to my seat while loudly proclaiming, “Get out!! We don’t want you here” when the meeting was allowed to breech order. Everyone there who witnessed that, if they sought to uphold inclusion now codified in MGCA bylaws, would need to require action against the members involved. The member treated in such a way could seek legal redress if no MGCA action to uphold the bylaws was forthcoming. Inclusion may be enforceable in a fraternal or social association, but in an Association based on homeownership this is not possible. You cannot force the sale of their home or deny Americans their first amendment rights.

While we fully agree that Campmeeting should uphold such basic rights for all, the challenge in the terms being enforceable may suggest they belong in MGCA policies, rather than bylaws. Placement in policy does not negate, in any way, these most important concepts.

### **Article V: Members and Membership Meetings, Section 1. Members & Membership Criteria**

The entire history of the Mount Gretna Campmeeting has been based on well defined Association membership. Clear cut: defined by the name/s that appear on the cottage deed. This clarity is necessary for a well-functioning set of bylaws in a community based on ownership of real estate. Bylaws must be clear, concise, and consistent. The 2024 Board of Mangers proposed bylaw changes appear to be designed to change the time-tested intent of the Campmeeting from a defined and clear point of origin: a deed. A deed unambiguously facilitates determination of key areas: who should attend the Annual Meeting? Who, specifically, can serve in leadership roles? Who can vote? This equal voice and vote and the ability to make motions is defined, by necessity, in the current MGCA bylaws. The board proposed 3/2024, bylaw revisions seek fundamental change. MGCA is not a fraternal or social organization at its very heart. We are an Association formed by deeds and real estate ownership. This is born out in Amy B. Leonard, esq.’s August 2, 2023, response to Dana L. Price, Senior Consumer Protection Agent, Commonwealth of Pennsylvania, Office of the Attorney General. Ms. Leonard responded on behalf of MGCA to forestall mediation that the Office of the Attorney General had offered, at no cost members, to conduct on behalf of the board of managers and Campmeeting cottage owner/members. Ms. Leonard’s response is as follows: ***“All persons who are homeowners within the Campmeeting Grounds are members of the MGCA. While the MGCA’s charter pre-***

*dates the Uniform Planned Communities Act, in many ways the MGCA functions much like a homeowners' association."*

The proposed 2024, bylaw revisions presented in a first reading by the MGCA Board of Managers, 3/19/2024, fundamentally seeks to change the **original intent of the Campmeeting founders** and seeks to restrict rights currently enjoyed by Association members. Any member whose name appears on a real estate document should enjoy all the rights and privileges of any other property owner. It is not advisable, nor acceptable, for the Board to seek to diminish the rights of a deed holder. If any legally based MGCA Board action, ie., Non-payment of assessment would be levied against all names found on the deed to the cottage, then all names on that deed should be eligible to serve on the MGCA Board. The rationale given for denying cottage owners' rights, is that it requires research to know what names appear on the deed. Adding members to the Property Committee who are willing to go to the Lebanon County Recorder of Deeds office, should quell this minimal concern.

Further, if cottage owners choose to not place their name on a deed for some personal or financial advantage, should they wish to serve on the Board, they would simply need to place their name on the deed. They deny themselves the right to serve. If they deem MGCA Board service to be a greater good than whatever benefits are gained by not having the name on the deed, the cottage owner can correct the situation. Denying rights cottage of cottage owners with their name on the deed to participate in MGCA Board service diminishes and restricts rights that property ownership guarantees, and, that abridgement of member rights should not be supported by members, either for ourselves **or** for future cottage owners. Changing bylaws affects members of MGCA today and long into the future. Membership criteria should remain clear and unambiguous, as it is in the existing MGCA Bylaws. It is good to recognize the unique circumstances of our friends and neighbors who are year-round Campmeeting residents, but do not own a cottage in the community. **A social membership, with all rights and privileges to join non-member restricted events can easily and joyfully be extended.**

#### **Article V: Members and Membership Meetings, Section 5. Annual Membership Meetings**

The Annual Membership meeting has historically been held during the summer months (Reference back to Charter & Bylaws Revised: August 2013). *"The Annual Meeting of the membership shall be held during the summer months at a time and place fixed by the Board of Managers for the purpose of electing persons to the Board of Managers and for transaction of other business that may properly come before the meeting."* The timing of this meeting, much like the July meeting of stockholders in the Chautauqua, is to encourage building community, face to face communication on important MGCA matters in a format that builds consensus. Effectively governing a member owned association requires an opportunity for as many members as possible to be assembled and be in dialogue and discernment that leads to a future path that reflects the voices of all assembled; not 11 elected Board members alone.

Prior to the decision for Campmeeting to invest in the water tank, there was a significant number of MGCA members who wished to follow the recommendations of the US Army Corps of Engineers. The sitting MGCA board president at that time, did not permit general association members to speak during our Annual Meeting, as is every member's right. This right should not require that input be submitted to the board, or its president, ahead of the Annual Meeting.

Prior to the former board president ever incurring any costs of his decisions made while impeding member input, his cottage was sold in a private sale. Members were then told that the

sitting board was unaware that the US Army Corps of Engineers, in the best interest of Campmeeting and the surrounding communities, recommended connection with the MG Water Authority. Further, members were told that it is **the members' obligation to inform the board** of such matters prior to the board taking their vote; rather than due diligence being expected and required on the part of the board. We must seek to be sure that these bylaws, in as much as it is possible, secure the rights of full participation of voice and vote on behalf of our general membership. Voting for an 11 member board to a term/s as servant leaders (as would have been the understanding of the MGCA founders), between Annual Meetings, **should not and cannot** imbue those cottage owners with 'super rights' over the remaining members of the MGCA.

Zoom meetings continue to exhibit shortcomings and do not substitute for an in-person communal gathering. While e-voting and mail in ballots are necessary, at times, for the good of the Association, these modes of voting should be the exception, rather than the rule. The intent of the Annual Meeting of a member owned Association is to afford an opportunity for all members present to fully discuss (and together discern) important matters that would guide the MGCA during the rest of the year **between Annual Meetings**. *This type of open communication is not facilitated by electronic and/or mail in participation.* The 3/19/24, proposed first draft of bylaw revisions seek to **shift the control** of MGCA's management to 11 cottage owners known as the Board of Managers. This, again, flies in the face of the original intent of the founders of Campmeeting. When someone purchases a property in Mount Gretna Campmeeting, in general, there is an expectation that a high level of activity being centered during the summer months, as is the Campmeeting Annual Meeting. **Reviewing the suggested 3/19/24, Board proposed bylaw revisions around the Nominating Committee, as well as no longer allowing any nominations from the floor, should rightly give any MGCA cottage owner/member pause! These changes, which the BoM, seeks to codify into law, in conjunction with the lack of term limits, will make it legal for the board to become self-perpetuating, and further remove the existing checks and balances on any possible abuse of power. These proposed bylaw revisions are NOT written in the best interest of the general MGCA member. Further, if these changes are voted in, should abuse of power result, MGCA members would have little, to no, recourse. Members, if they vote for these board proffered bylaw revisions as proposed, will be signing away the checks and balances that currently protect MGCA general members that are found in existing MGCA bylaws.**

**Specifically, the board recommended by-law revisions that broadly gut the original intent of the checks and balances can be seen in the proposed omissions to: Article VIII, section 5, 6 and 9. Members will do well to understand what the suggested changes mean.**

We, of 211 7<sup>th</sup> Street, were somewhat perplexed by Ted Martin's response to the cottage owner who requested a bylaw revision on term limits for the Board of Manager's positions. The indication Ted gave was that "we" [the Board of Managers ??] decided against term limits and the member's concern was dismissed. **The decision on whether or not to impose term limits rightly belongs to all members of MGCA, not 11 members** of the board of managers. **Any member of the MGCA, once the bylaws revision process is opened, can put forward a proposed revision to the Bylaws.,** and we sincerely hope others do!

We, Bill and Joy Linton, 211 7<sup>th</sup> Street, propose that term limits be established for MGCA Board service. The terms would continue to be 3 years in length and staggered, as they are in the current MGCA bylaws. These terms are renewable, but no person shall serve more than two (2) consecutive terms. **Rationale:** The ownership of the MGCA should rest with the total

membership, not 11 cottage owners alone. **Also:** 211 7<sup>th</sup> Street, Joy and Bill Linton further propose that: **IF an Officer-at-Large is to be part of the MGCA leadership team, this be an elected member from the community-at-large. Rationale: to facilitate the transparency necessary for all healthy community-based organizations to properly function in the best interest of all members.** Term limits help a board stay current with changing times; term limits help prevent an individual board member from accumulating too much power over the rest of the board and/or the non-profit. [It is especially difficult for new board members to challenge the institutional knowledge that can, at times, lead to a “we’ve always done it that way” mindset;] term limits help, especially a small non-profit board, to grow in experience, vision and financial capacity; and term limits help prevent board burnout.

We, Bill and Joy Linton, further propose: MGCA return to the language found in the 2013 MGCA bylaws under **Section 21. Rules of Order**. **“The latest edition of Roberts Rules of Order Newly revised shall govern the organization and conduct of all meetings of the Board of Managers unless the same are inconsistent with these bylaws, in which case the provisions of these bylaws shall govern”.** **Rationale: the 2023 bylaws revision wording** “The Board of Managers **may follow** the procedural guidance of the latest edition of Robert’s Rules of Order Newly Revised destabilizes the governance of MGCA. The use of “**may**”, as opposed to “**shall**” lacks clarity and the assurance of equal treatment for all cottage owners. MGCA members should be able to have a readily available and knowable resource on orderly administration of the Association that is regularly updated and revised. It is a reasonable expectation that members should have access to a ready reference, as they try to discern their rights as a member of MGCA. An objective reference manual is invaluable in avoiding conflict and potential legal entanglements that could be avoided. All MGCA members **shall** be able to be guaranteed equal treatment by the governing board of the association; “**may**” simply does not accomplish that! Toward that end, Roberts Rules’ emphasis on clarity and consistency affords a level of comfort and a starting point for dialogue.

Amending MGCA governing documents is no small undertaking and is generally only done when essential changes are needed that are broadly understood and supported by all residents who are MGCA members, after undertaking rigorous community dialogue on the topic. Avoiding vague and/or subjective language is a basic requirement of the governing documents of MGCA, or any well-functioning non-profit association. Vague and/or undefined language has no place in bylaws and makes it extremely hard to enforce the provisions of said bylaws. Avoiding non-specific terms like “**may**” also avoids selective enforcement and makes our Association and community stronger.

Respectfully submitted,  
William and Joy Smith Linton, 211 7<sup>th</sup> St., Mt. Gretna, PA

**By Laws Revision suggestions, opinions & questions**  
(Questions are in green)

**Article IV**

**Section 3**

*In keeping with the history and tradition of the Association, the Board of Managers reserves the privilege of conducting religious conferences and religious services, as well as unique and sometimes art and cultural programs, on these grounds at appropriate times. **Please delete “unique & sometimes art”**. This can open the door to anything. Religious conferences, religious services and cultural programs will suffice.*

**Article V**

**Section 1**

a. Original wording.....**Members of the Association shall have power to vote and hold office.**

**I am strongly opposed to changing this original wording.** Your plan to appoint voters is unnecessary and inequitable (something assured in Article 1) . You are taking away our right, as cottage owners, to hold office. If more than one person is on a deed, each person should be considered a Member of the Association & have the right to run for and hold an office on the BoM even though the individual cottage has only one vote.

**Please explain: If one owner is already on the BOM, does he/she then automatically become the designated voting member?**

b. This is confusing. **Is the Primary Resident (Renter of 185 + days) automatically the designated voter or is the designated voter still appointed by the owner? Please explain.**

**Section 3 b**

**Only voting members, as defined in Section 1a, have the power to vote and hold office. Again, this is a limitation of our rights as property owners & Members of the Association. Anyone on the deed should be able to run for an office not just the designated voter.**

## Section 5

**I strongly disagree with changing the annual meeting to the 3<sup>rd</sup> Saturday of October.** Contrary to the statement made by Pat Wilmsen that many cottage owners are on vacation in June, just the opposite is true. Most cottage owners are just beginning to enjoy the start of summer with the Jigger Shop and lake finally opening. In fact, fall is now a peak travel season, especially for “empty nesters” and those of retirement age with 58% of people in that demographic traveling during the shoulder seasons of fall & spring.

In addition, **some cottage owners have already shut off water and are in the process of closing their cottage up in October.** We are one of them.

**Changing the date to the fall further erodes the community aspect of Campmeeting.** **Why does the BOM think this is a good idea?**

## Section 11

**I strongly disagree with eliminating the existing wording that “the owners of two or more homes in Campmeeting Grounds shall be entitled to only one vote”.** If each cottage has a vote then owners of multiple cottages have multiple votes. In the past an owner had only one vote regardless of the number of cottages he/she owned. “One cottage, one vote” opens our community up to potential serious problems. Owners of multiple cottages (whether individuals, LLCs or corporations) could occupy multiple seats on the BoM and become a voting majority on community matters without actually living in Mt. Gretna. **This is a very dangerous change that you are recommending.**

## Article VI

### Section 4 d

**I strongly disagree in limitless successive terms. Obviously, name recognition gives a distinct advantage in any election to existing members of the board, especially in light of this BOM which has silenced the Members of the Association by refusing to publish our letters with the monthly minutes, limiting our comments at the monthly meetings to 3 minutes, abbreviating the spoken comments in the monthly minutes, changing elections to mail-in ballots only & disallowing those running for election to speak publicly before the election**

takes place, which was ALWAYS done PRIOR to voting at the annual, in person, meeting in June.

In light of the aforementioned policy & rule changes the current BOM has already implemented, **we absolutely need to have a limit on the terms of office to avoid a “perpetual” BOM.**

## **Section 8**

Many times, this year and in past years, board members have lamented about how much work they do as members of the BOM. It therefore seems strange to **decrease** the number of meetings from monthly to quarterly. This would be a very ill advised change resulting quarterly marathon meetings & failure to communicate activities of the board with feedback from the community in a timely manner. **We need monthly, current, reports. If an individual cannot or does not want to commit to monthly meetings, then perhaps he or she should not be on the BOM.**

## **Article VII**

### **Section 4**

- a. The phrase “usually vested in the office of President” is vague, open ended & dangerous to a democratic institution. **Please define.**

### **Section 6**

- b. **What happened to the Secretary’s duty of providing a detailed written report?** I no longer see this as one of the duties you eliminated. Nor do I see it included anywhere else.

### **Section 8**

**Why do you feel you need “additional leadership”? Whose idea was this?**

### **Section 11**

“best interests of the Association” is vague and opens up individual members being voted off the board because they differ in opinion, are disliked or if a majority of the BOM accuses him/her of unproven acts.

## Article X

### Section 2

**I strongly disagree with the wording “in such form as the Board of Managers may direct”. The report should be in writing!**

### Where is Section 5?

## Article XI

### Section 5

**The “without limitation” wording gives the BOM carte blanche. I strongly disagree that we should give the BOM that power with our purses.** There are already too many attorney consultations without the attorney providing documentation as to her reported “legal opinion”. These opinions are generally, second hand and communicated by the president, who has **sole access to the attorney & seems to need legal advice quite often.** We’ve been told on many occasions that the attorney only represents the BoM and Members of the Association are forbidden to talk to her yet it is we, the Association Members, who pay for these consultations. Making consultations such as this, as well as with other professionals “without limitation” will be a mistake that will only benefit the BOM, certainly not the Members of the Association, and it is our welfare that should be your concern.

### Section 7 – Sundays

**Commercialization and Solicitation should be strictly prohibited.**

The phrase “except for the Board of Managers approved activities” should be deleted. Please remember this is Campmeeting and we have a heritage that should not be able to be changed because a current Board of Managers decides otherwise.

## Article XIII

### Section 3

“Must comply with any local laws”. **How is this enforced?**

