



## HSVPOA Board Discussed 'Supermajority'

### Description

Note from Cheryl: What follows below is an important discussion that had a lively and light-hearted tone with a lot of laughter, and the tone of the conversation cannot be easily portrayed in text, so I didn't try.

### Motion – Approve Proposed Revision to Bylaws, Article X Director's Meeting (Supermajority)

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Vice-Chair, Tucker Omohundro, read the following motion at the October 20, 2021 Board Meeting:

I move to approve a revision to Bylaws Article X Director's Meeting as follows:  
Add Section 6, c: Establishment of Supermajority. The Board of Directors shall have the ability to establish a Supermajority, defined as a vote of two-thirds of the sitting Board of Directors, to establish, modify, or delete Articles defined in the Hot Springs Village Property Owners Association Policy Guide. Any Article requiring supermajority shall be so noted in the Article.

Chair Corry asked for a second and none was given.

Director Pam Avila: Could we explain a little bit more what a supermajority is?

Omohundro: I am waiting for a second.

Avila: Second

Corry: Now you may have discussion.

Omohundro: This is confusing to me. And it took... We've been working this thing to death. I don't agree with the supermajority. Some people can refer to it as different – if you look up a supermajority,

its two-thirds. Although it can be different, but it always seems to, if anybody can look it up and it says two-thirds, then that's what they are assuming the case may be.

Omohundro: This policy, in my mind, I want it to be a vote of 5 of 6 Board Members. 6 of 7 Board Members. And this is basically about the policy that we put in place. It's not that we might need to fix something and the Board vote on it later. That would be a supermajority, which would take two-thirds the vote to change some of the budgeted money because of a disaster or something like that. The Board has to have a supermajority to do that. This is about the policy. Can this policy be voted out by the Board? I want it to be, and this is just me, but, I don't think it is just me. It needs to be 5 out of 6. I don't think it will ever be 4 out of 5. But it may need to be 4 out 5, if we only have 5 Board Members. 5 out of 6, if we have 6 [Board Members]. 6 out of 7 if we have 7 [Board Members]. And every Board Member has to be involved with the vote, that is a sitting member. It is not 4 or 5 because 2 are off in Florida, somewhere. It's 5 out 6, 6 out of 7, 4 out of 5, whatever you want to call it. How do we need to say that? I don't know.

Corry: Of a sitting Board.

Omohundro: Of a sitting Board.

Director Gary Belair: We can fix that. And, correct me if I am wrong, but I believe I can make an intra proposal?

Corry: You can amend the...

Belair: Then I would suggest...

Omohundro: I think we need to work on the wording and I don't know whether we will be able to get it cleaned up here, but...

Belair: It takes three words.

Omohundro: Three words. Okay.

Belair: Four, I am sorry.

Omohundro: Go ahead.

Belair: In my opinion. This proposal is to further our dedication to the voters of the Village that this Board is serious about protecting the money they are going to devote to infrastructure. And, so we used the word 'supermajority' in the proposal – I am sorry, the policy we have already adopted. We used the word 'supermajority.'

Corry: As two-thirds, correct?

Avila: We didn't define it...

Belair: No, supermajority was not defined in the pol...in Article 29. But when you look up the word 'supermajority,' you're going to get numerous, numerous definitions, even spellings of the word. Therefore, I would say we change this definition of supermajority totally to read as follows:

Belair: 'The Board of Directors shall have the ability to establish a supermajority vote defined here as 6 members of the sitting Board of Directors to establish, modify, or delete articles defined in the Hot Springs Village Property Owners' Association Policy Guide. Any article requiring supermajority, shall be so noted in the article.'

Belair: By the way, Article 29 is already, has already been written that way, requiring supermajority.

Avila: But what happens if the Board is only 6 people, like this one?

Omohundro: [undecipherable]

Belair: Then it...

Omohundro: And also, in this policy over here, or wherever that is, I don't want 6 out of 7. I personally don't think it is smart for us to have 6 out of 7 to change where we spend our money on an annual basis. We're talking about a policy. That is just where I am getting, at the lack of a better word, frustrated. There's two different issues here.

Omohundro: One is where Coreena [Fetterhoff, Controller] can spend some money this year, because if we have a tree fall on a roof, and we don't have it budgeted, it takes 6 out of 7 of us to vote in to change the money to fix the roof. And that is a bad example. But it is actually the truth.

Belair: We currently...

Omohundro: I don't want 6 out of 7 Board Members having to vote for that. We get a vote – we had a voting Board here lately that everytime something has come up, they voted against whatever it was. So...

Belair: I don't want to interrupt, but we just covered that in our previous vote. Part of that revision to the Budget Policy reads, 'as part of the strategy formulation process, the Board will identify candidate aspects of the budget for which special accounting treatment will be required. Reference: Article 29, Section 2b. So, if the policy requires a supermajority vote, I am sorry, if the policy requires named special accounting treatment, then it also would require a supermajority to change. And all of these moves were meant and intended to prevent a future Board from reniging on the promise to the Villagers.

Omohundro: I agree. That's what it is for. I just think that we need to make dang sure we do it properly, on the paperwork. And I don't think we are there. I may be wrong.

Belair: Well it does require a little reading. But, anyway, I've spoken. Does anyone else have ...?

Avila: Could we get Coreena's thoughts on it?

Omohundro: Please.

Fetterhoff: Well, I think what Gary is trying to say is...and you as well, Tucker, we don't want to restrict our capability to function on a day-to-day basis. If we were to require the Board to vote with a supermajority on any type of a budget change, we're not going to be able to function in the capacity that we need to. If somehow we are able to word the verbiage so that it achieves what Article 29 is after, is only in those specific areas. So if you guys say, 'streets and culverts is getting the special accounting treatment and the fleet and this area,' whatever it is you guys pick, that's where if any change is to be made, it has to be a supermajority. But the rest of the function within the budget should still be able to process as it does today. So, as you both said, I think you are both on the same page, but as you're saying, we need to make sure our wording is correct so it doesn't restrict us past that bubble.

Omohundro: I think we're on about the same page. I just don't think we are agreeing that we've got it covered here.

Fetterhoff: It's convoluted.

Omohundro: You just read culverts and streets. [Suppose] we have a culvert collapse that wasn't in the budget and we've already spent \$500,000 on the culverts. We don't have any more money. I want it to be where a supermajority, being two-thirds, can vote to change that.

Belair: That's not necessary under Article...

Omohundro: Yeah, it is.

Fetterhoff: If it's in...

Belair: Article 29 does not require the Board to vote on emergency expenditures, unless it affects the bottom line, because...

Omohundro: No, if it's not in the budget, we have to vote on it.

Belair: If it...

Fetterhoff: If it's over \$50,000 and unbudgeted, the Board has to vote on it no matter what.

Belair: Yes.

Fetterhoff: The Board does not have to vote if there is a budget change that makes no bottom dollar affect, however, the policy and the articles are all being written that these certain categories, these bubbles that we're putting stuff into a fence, you know, putting a fence around it, you're going to have to vote. If you had a culvert go out, you're going to have to have a vote of which ever it is you guys put in for the verbiage, in order to put extra money there. Or to take it away. I think the policy is structured so that 'hey, we're not trying to take money away.' But we need to be careful we are not limiting ourselves that we can't put more money into it – that category.

Omohundro: In case of emergency.

Fetterhoff: Exactly.

It appears someone from the audience spoke (but not at the microphone.): There is a little confusion, I think. We talked about supermajority and two-thirds. Tucker's talking about 5 out of 6 and 6 out of 7. That would be supermajority. If you're looking at two-thirds, it would be 4 out of 6, and 5 out of 7. We need to separate supermajority and the two-thirds numbers – which numbers do you want to use? 4 out of 6? or 6 out of 7?

Omohundro: Well, the reason it's confusing, because if you pull up 'supermajority' [on the internet], most of the things, especially when it comes to politics and voting and things of that nature, it states two-thirds so often that people will get their though process – and I want to be clear. So, I have no problem calling this part a supermajority, which is 4 out of 6 or 5 out of 7. That is great. But to call this supermajority and assume that is 6 out of 7 – no, we have to be specific that it is 6 out of 7 or 5 out of 6 or 4 out of 5.

Belair: The amendment I just made was 6 of the sitting members.

Omohundro: But what about if we only have 5...only have 6 members like we have today?

Belair: Then we would require 6 members.

Omohundro: No, I don't agree with that, either.

Belair: We can't have it both ways.

Several people were talking at once and it was difficult to understand what they were saying.

Fetterhoff: All but one sitting member must agree?

Avila: Yes.

Fetterhoff: If you just say, 'all but one sitting member,' it doesn't matter how many you have.

Omohundro: That may be a good way to...

Corry and Avila agree.

Avila: And that is what Tucker is trying to accomplish. Very simply put.

Omohundro: There is always that one that can say, 'no.' And will sometimes. We've experienced that already.

Avila: Yeah, we have.

Corry: Okay.

Belair: So, where do we go chief?

Corry: Do you want to reword your motion or do you want to table this and come back with the proper wording, sounding like it needs to be you, Gary and Coreena?

Omohundro: Well, I want to, I want it done right. I think the Villagers know there's probably, there's ten or twelve here and there's probably two or three listening, you know, but you know, so anybody you talk to, tell them what we are doing, but I want to get it right and I don't know that we don't need to let the attorney look at it.

Corry: Okay.

Omohundro: It is just...we just don't want to mess this up. Period. It's not an emergency. The Villagers know we're doing it. Well the ones that want to know. But let's get it right.

Belair: So, you're going to ask an attorney for a legal opinion, not a business decision. Correct?

Omohundro: Right. How do we word this? I don't know if we're going to ask him or not. I am saying, if it comes to that, let's ask the attorney. Let's get it right. If it takes asking an attorney, let's do it. But let's get the working right.

Corry: I am complete agreement. I mean, we don't want to do something that is going to really issue a problem later...

Omohundro: Well, I want it to be clear. I'm not worried about the 6 or 7 or 5 or 6. I don't have a problem saying that at all. Because it needs to stay there, I don't care what anybody thinks. We need to do things right. But, I want to make sure it is that way. If we can word it, 6 or 7, 5 or 6, or like you said, 'all but one,'...

Director Bob McLeod: Allow one discension vote.

Omohundro: Basically, that is what it is. So maybe we an do that without an attorney. I am not suggesting we go to an attorney. I am just saying, 'let's get it right, no matter what we need to do to get it right. Let's get it right.'

Corry: So I am asking, can the three of you get together and come up with what you feel would work?

Omohundro: [indecipherable]

Corry: Pardon?

Omohundro: I am probably the worst one to get involved, but okay.

Corry: No, you're not the worst one to get involved.

Omohundro: Yes, we can. Right Coreena?

Fetterhoff: [indecipherable]

Omohundro: Yes, we can.

Avila: I thought we just did it.

Corry: Pam and I will be cheerleaders there on the side.

Avila: I thought we just did it.

Corry: I am not sure. I don't know that we have, Pam.

Avila: Pardon?

Corry: I don't know that we have.

Belair: I don't think we need to kick this around too much longer.

Omohundro: My biggest problem is I don't want this thing here to have anything to do with this thing over here. That's what scares me. That's why I want to make dang sure we're not voting something here that's gonna affect this over here. That could be disasterous.

Fetterhoff: There are a few layers to this.

Omohundro: Yes.

Belair: There's three.

Omohundro: And I can't keep up with them.

Corry: Well, and...

Belair: Well, we can be sorry about that, but to effect, what you are pointing at, would require the words which you've already adopted in policy Article 29. You've already adopted Article 29, requiring a supermajority vote of the Board to alter the special accounting, the items called special accounting. Okay?

Omohundro: Right.

Belair: We've already adopted that; so in trying to make sense of that with our bylaws, we have to modify the one you've been talking about, Chapter 10, Article...

Omohundro: But if we do that, with the 6 of 7, did we just do this with 6 or 7 because this overrides this.

Belair: No!

Omohundro: Okay.

Belair: You're not changing.

Omohundro: [indecipherable]...that way

Belair: The Board does not require a supermajority unless the item says so – the policy says so. It doesn't affect any other...

Avila: policy

Belair: ...policy, unless the Board specified in the policy that it requires supermajority. Now, supermajority is not defined in the policy. It's to be defined in the proposed bylaw change.

Omohundro: Yeah, it's supposed to be defined in there and if it's defined in here, then that's what it means over here.

Belair: Well, I am sorry. I can't help that.

Omohundro: Well then, we're not going to do it.

Belair: Well, then that's...

Omohundro: ...if we don't get it right. We need to change the way we're doing it...

Belair: Change it, Tucker. If you can't follow the language, change it and let us vote on it.

Omohundro: I don't know how to change it.

Belair: Well...

Omohundro: I want to make sure – we need to get it worked out.

Belair: A few people have tried to change it.

Omohundro: Right.

Belair: Have tried to...have written it and tried to fix it. If you're saying you can't follow that, then I don't know what else to do.

Omohundro: I am following it. I am following it.

Belair: Pam, do you know what else to do?

Omohundro: This is going to be under that.

Avila: No, I don't...I don't get [indecipherable].

Belair: Robert, do you know what to do next?

Omohundro: I think Coreena gets what I am talking about.

McLeod: I think we need to postpone this until after we've had a lot more discussion.



Fetterhoff: Discuss it a little further and we'll bring it back to the table, shortly.

Omohundro: Yeah.

Corry: Okay.

Belair: I only speak one language, so I am sorry if I can't come up with something else.

Omohundro: You've got to speak the Village language here, though. And there's a bunch of them.

McLeod: We've had a lot of emails, follow up to what we are doing here. And there's a lot of input to this. I think we need to wait a little while and let it settle down. I understand what Tucker is saying. I understand what you're saying.

Belair: Well, we can't wait because we put...

Corry: No, you've got to have...

Avila: You can't.

Belair: Well technically, you've put the cart before the horse. We've already voted on a policy change that required a so-called supermajority. Now, that's fine. We can fix it. So what's under discussion today is the language that everybody can agree to.

Avila: On a supermajority.

Belair: Right. Now there are many, many definitions of 'supermajority.' But the fact is, any contract, any writing, can include a definition, included in the four corners of the document. So if we say, 'establish a supermajority vote defined here as all but one of the sitting Board Members,' and everybody understands that, then that is the answer.

Omohundro: Okay, but then give me this answer. Does that mean we need that for this here because that's what we're saying it means.

Avila: No. Read the one that you're – the other one that you're...

Omohundro: It says, 'supermajority.'

Avila: That's right and in that...

Omohundro: And this is saying what a supermajority is and that means this is going to have to be done by a supermajority, too. That means it...

Belair: What are you pointing at?

Avila: No!

Belair: What are you...?

Omohundro: I'm pointing at – I am using that as an example. I am pointing at the policy you're talking about, 29. What it says in there is a 'supermajority has to change the money – to give Coreena the money, like we were talking about.

Fetterhoff: Correct.

Belair: The list of...

Omohundro: The changed things. And if we have to fix another culvert, the Board has to vote on that. If a super...and it says a 'supermajority has to.' Well if a supermajority is 6 out of 7, then guess what? We've got to have that to tell her she can fix that culvert. That's not where we want to be. That's not where we want to be. [indecipherable]

Belair: If they don't fix it...Tucker.

Omohundro: I don't care if you agree with it or not.

Belair: Tucker, if that piece of paper didn't exist, the budgets in place, the costs of repairing that exceeds the spending limit of the GM, they're going to have to ask the Board for permission.

Omohundro: Right and is it going to take 6 out of 7 votes to give it?

Belair: No!

Omohundro: Well, we're saying it is.

Belair: No, Tucker. Don't get ahead of yourself. Please, buddy. Article 29 simply says, 'The Board has defined all of those infrastructure items requiring a super vote of the Board. That list will include the budget, which rolls over from here forward on a 7-year operations and maintenance schedule. If we decide if the next year's – well if the budget is adopted – Version 2 budget is adopted, and in February a culvert collapses, and the cost exceeds the GM's spending limit, then they are going to have to come to the Board for a change. That exists, heretofore existed. And it does today.

Omohundro: [indecipherable] It exists now.

Belair: But if we adopt Budget Version 2 and that list of infrastructure includes – let's throw out a number – 1.5 Million costs for culvert repairs, some staff member says, 'no, I don't want to do that. I want to spend a million, I want to spend \$900,000.' He can't do it, without a supermajority vote of the Board. That is the difference between as it exists today...

Omohundro: This supermajority is defined as what?

Belair: We're defining it today.

Omohundro: Yeah, I know it and I don't like it.

Corry: Okay. So, we're not getting anywhere. So, Coreena...

Belair: That we're trying to define it today is what I am saying.

Corry: Coreena, Gary and Tucker. You guys meet...

Belair: Did what I just said make sense?

Corry: ...and let us know what you come up with.

Belair: Did what I just said about all but one sitting Board Member is the definition of a supermajority – did that...?

Omohundro: That is what you're trying to say in here. That's the wording we're going to use.

Belair: Would that work for you?

Corry: We're not going to vote on it today.

Omohundro: It would – that's exactly what I...

Belair: I need to know before anybody spends any more time...

Omohundro: That's exactly what we need to me – is what we need – only about this policy – not about the day-to-day operations. We need what is defined as a supermajority, which is 4 out of 6, or 5 out of 7 for Coreena to do her work. You know, to fix the culvert...

Corry: And Coreena, are you in agreement?

Omohundro: We don't need to vote 6 out of 7 to fix the culvert down in some...

Corry: Pardon?

Fetterhoff: I understand what they are saying, from both aspects.

Corry: Okay.

Fetterhoff: Let me spin it for you this way. If you give the scenario that you just outlayed, and say we've spent the 1.5 [Million Dollars] and now we've had a culvert collapse and it is the fact of, we need additional money. To Tucker's point, you would have to have 6 out of 7 votes to fix that culvert because it says 'supermajority' and it's related to one of those categories. So, if for some reason somebody is having a bad day and you just have two people that vote 'no,' we're not going to fix the culvert because of the way it is specified. And those two pieces are tied together. It could limit you from actually being able to do it. Now I understand where you are coming from, and it's a completely different flip of it. Where you are saying, though, is those additional above and beyond things that we would run into could end up being impacted by this.

Belair: Okay, so your working knowledge, or working thoughts of this Article 29 is that you could not increase that item.

Fetterhoff: You couldn't do – change it, regardless, correct? Without a vote?

Omohundro: Right.

Belair: Well, we may have to redo 29 if there is a problem we haven't seen yet.

Omohundro: Well, I think 29 is fine the way – we all understand how it is. It's a supermajority to change it and that's it. But we're trying to change it and that's it. But we're trying to change that, right now and that scares me to death.

Belair: We're not trying to change 29.

Omohundro: We're going to change it when we make this vote – change it this way.

Belair: See...

Fetterhoff: It's not changing Article 29. It's boxing yourself into more restrictions when it comes to the rest of the picture.

Belair: Yeah, you just said you thought you 29 was okay, but Coreena just pointed out she believes there's a working problem with 29.

Omohundro: If we vote for a supermajority being 6 out of 7, there is one. Not now. It's fine the way it is now. We're just fixing to make it where it is 6 out of 7, instead of 5 out of 7.

Corry: Okay. Will the 3 of you want a referee in there while you are debating this?

Avila: I've seen gloves provided.

Omohundro: No, I can run faster scared than he can mad.

Corry: Well, Coreena may be after both of you. So...

Omohundro: I think I got her, too. I can outrun her, too.

Corry: Okay. So we are going to table that. The 3 of them will come back with...

Belair: That was enjoyable, by the way.

Omohundro: That's what we're here for! Isn't it?

Avila: For who?

Omohundro: That's why we have a Board.

Corry: It was respectful, professional. What else could you want?

Omohundro: Nobody died.

Corry: We don't have to agree. And entertainment for the audience.

Transcribed by Cheryl Dowden, November 1, 2021

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