

*The GLA is free to enact a policy and/or procedure specifying members who are allowed to vote at an Annual Meeting must be in good standing, with all accounts current and paid in full no later than “x” days prior to the Annual Meeting.*

Prior to the last Annual Meeting, I suggested to the Election Committee that GLA should require members be “in good standing”, with accounts paid in full, at least 3 days (or some other reasonable time period) prior to the meeting to be allowed to vote, in order to avoid the last-minute scurrying, logistical problems and recount of our last Annual Election caused by accepting assessment payments from delinquent members during the Annual Meeting – even while tallying votes. I was told my suggestion could not be done because the Governing Docs required acceptance of payments “**at the Annual Meeting**” and that a change to the Governing Docs would be necessary to change the procedure of accepting delinquent payments at the Annual Meeting, allowing those delinquent members to instantly gain “good standing” and vote at the last minute.

I believe the Governing Document being referred to is the Bylaws, Article V, Meeting of Members, paragraph F, Voting – as shown in the screenshot, below – per the 1<sup>st</sup> Amendment to the Bylaws on 16 Nov 1998.

The 2 statements in question in Bylaws, Article V, Paragraph F are:

1. Each member in good standing as defined by the Covenants, or any person designated by them to act as proxy on their behalf (who need not be a Member), shall be entitled to cast the vote(s) appurtenant to the Member’s Membership Interest(s) at all meetings of the Members. (from paragraph F)
2. If the total number of qualifying votes equals or exceeds fifty-one percent (51%) of the total Membership Interests of the members in good standing who cast votes at the meeting, the vote shall be effective and shall have passed. (from paragraph F.4)

**Analysis of Statement #1** - This sentence has the grammatical structure: **Subject** shall be entitled to cast votes ... at all meetings of the Members.

Where: **Subject** = “Each member in good standing as defined by the Covenants, or any person designated by them to act as proxy on their behalf (who need not be a Member)”  
Simply put, this means that members in good standing, or their proxies, shall be entitled to cast votes at all meetings of the Members. The modifier “at all meetings of the members” applies to when the votes may be cast.

There is no specification in this sentence that Members must be allowed to **become in good standing at all meetings of the Members!** In order to specify that, the sentence would have to be written to include a phrase such as: “... each member *as enters into good standing at the time of any meeting of the Members...*”

Therefore, this sentence has no requirement that a member be allowed to make their account(s) current at the time of the meeting.

**Analysis of Statement #2** - This sentence specifies how a vote count should be tallied to determine passage of a measure up for vote. The phrase “at the meeting” in this sentence is used in determining the total number of votes cast by members in good standing at the meeting – of which that total is then used to compute the number of votes required for a 51% majority to pass the vote. This is in contrast to the total number of membership interests in good standing – but not necessarily in attendance at the meeting. There is nothing in this sentence that requires Members be allowed to *become in good standing* at the meeting.

*Consequently, the GLA is free to enact a policy and/or procedure specifying members who are allowed to vote at an Annual Meeting must be in good standing, with all accounts current and paid in full no later than “x” days prior to the Annual Meeting. This new policy should be clearly communicated to all members well in advance of the election – through newsletters and in the Voting Instructions issued prior to the election.*

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