

High Bar Harbor Yacht Club  
Board Meeting  
Saturday, June 13, 2009

Board Members: Matt Kulinski  
Fran Dalton  
Mark Finelli  
James Frank  
Phil Hiller

Employees: Stacy Bernstein

Special Board Meeting called to order @ 530pm  
Review By-Law Changes from Condo Attorney Christine Li

Each By-Law change was reviewed in order by board with no condo member interaction  
Changes made to owner voted By-Laws in August 2008 on recommendations from Condo Attorney.

Minor comments from Board Members

Elimination of formal annual audit requirement

Phil Hiller verbally stated he was voting in favor of Attorney modified changes. She gave good recommendations. He had another previous schedule appointment and departed the meeting @ 5:50pm.

Prior to the Board reviewing the Attorney recommendations, a club member asked if we are following legal counsel to tighten-up the language of the By-Laws that were proposed and voted on in August 2008 or if they have a different opinion then the Board for the Board to take it to the owners to vote on then go back and re-amend. However, if what the attorney suggests changes the spirit of the club it is in the best interest of the Board to not take legal counsel to avoid stress from club members.

Board President Matt Kulinski advised the club members that the attorney was hired to review and align By-Law with NJ Condo Law to minimize future legal issues and protect the club. "Tweak" the language with no change to intent. Some members thought it was only to review for being illegal. Christine Li went back with Title Company to make sure everything has been filed since day one and go forward from there.

New Process for any proposed By-Law Changes  
Any proposal from an owner must be reviewed by an attorney then voted.

Board reviewed changed by attorney

**Second Vessel in slip**

- *Section 10 of the Master Deed captioned "Restrictions" at subparagraph (n) (on Page 10) is amended by the deletion of the first sentence therein and the insertion of the following:*

*"Each Unit is restricted to marine mooring occupancy for a single non-commercial Boat, or other Boat for which the Association has given its prior written approval. The Owner may also moor with the Boat (a) small craft(s), e.g. inflatable craft, as long as the combination of the Boat and craft(s) complies with subparagraph (o) of Section 10 of the Master Deed. The mooring of any additional craft shall be prohibited if the Board, in its sole discretion, determines that the mooring of additional craft may give rise to injury to person or damage to property."*

Motion to file as written/No change  
Board Voted 5 to 0 For

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**Dock Boxes**

During attorney review of HBHYC By-Laws it was discovered that this By-Law was filed incorrectly with Ocean County.

- *Exhibit "G" of the By-Laws captioned "Rules and Regulations of the High Bar Harbor Yacht Club Condominium" is amended by the deletion of Paragraph 16 (prohibiting storage boxes on the docks of the Marina) and the insertion of the following in its stead:*

*16. The use of storage boxes on the docks of the Marina will be permitted subject to the following terms and conditions:*

*Limit of one (1) storage box per Unit.*

*Maximum dimensions of storage box: 27" deep x 30" in height x 72" in width.*

*Storage boxes must be constructed of fiberglass and be white in color.*

*Location of the storage box will be determined in the sole discretion of the Board."*

Motion to file as written/No change

Board voted 5 to 0 for

**Parking Restrictions**

- Section 10 of the Master Deed captioned "Restrictions" is amended (on Page 11) by the imposition of the following as a new subparagraph:“(t)

The parking of **non-personal** vehicles including, but not limited to, recreational vehicles (RV's), trailers, boats and commercial trucks, on the Common Elements, and the storage of personal property in any building or shed within the Condominium for more than ten (10) days during a single year is prohibited, without the prior written approval of the Board. The Board shall have the obligation to answer any written request received by it from a Unit Owner for approval within **ten (10)** days after receipt of such request, and failure to do so within the stipulated time shall constitute a denial of the request.

Motion to changes that are high-lighted in RED

Board voted 5 to 0 for with changes

**Annual Audit**

- Article 6 of the By-Laws is amended by the deletion of Section 6.11. (Annual Audit) and the insertion of the following in its stead:

*The annual tax returns, which must be prepared by an independent Certified Public Accountant (CPA), and the books and records of the Association, will always be available to all Unit Owners. An annual audit will not be required, unless a majority of the Unit Owners, present at any Meeting at which there is a Quorum in person or by proxy, vote to request an audit. Said audit must then be performed by an independent CPA firm for the applicable period (s) for which the aforementioned vote is made. The report must be certified in writing to the Board and all Unit Owners.*

Board and Lawyer desire to wait on filing until further information on actual cost and audit detail can be obtained.

Comment: remove language that forces a detailed annual audit needs to be clarified to correct this By-Law.

Board voted 4 to 1 (Finelli) vote to put on hold temporarily until further information can be obtained to allow correct filing.

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**Five (5) year Capital Plan**

- The By-Laws are supplemented at Section 6.7 captioned "Reserves" (on Page 11) by the addition of the following at the end of that section:

"Within sixty (60) days after the date of the recordation of this Sixth Amendment to the Master Deed, the Board shall investigate the needs of the Association relative to the repair, replacement, and deferred maintenance of the Condominium. The study shall set forth the work required for the next five (5) year period and identify: (a) the improvements within the Condominium for which reserves have been or shall be established, (b) the remaining useful life of each of the components; (c) the sums which must be assessed against the Unit Owners to ensure that the funds held in reserves are adequate to repair, replace or maintain the improvements when necessary (the "Plan"). The Plan will be updated, as necessary, and distributed annually to all Owners simultaneously with the annual Operating Budget. Proxies and ballots will be issued so that Owners can vote on the Capital Plan, which will be reviewed during the summer Owners' Meeting at which time the Owners will approve or reject the proposed individual capital projects via a majority vote of the Owners.

Changes are high-lighted in RED  
Board voted 5 to 0 for with changes

**Board Meeting**

- Article 4 of the By-Laws is amended by the addition at the end of Section 4.7 captioned "Meeting of the Board; Notice; Waiver of Notice" of the following:

*All Board Meetings shall be open to attendance by all Owners, subject to those exceptions set forth in N.J.S.A. 46:8B-13a and N.J.A.C. 5:20-1.1, as now or hereafter amended. The Board may exclude or restrict attendance at those meetings, or portions of meetings, at which any of the following matters are to be discussed: 1) any matter the disclosure of which would constitute an unwarranted invasion of individual privacy; 2) any pending or anticipated litigation or contract negotiations; 3) any matters falling within the attorney-client privilege, to the extent that confidentiality is required in order for the attorney to exercise his ethical duties as a lawyer; or 4) any matter involving the employment, promotion, discipline or dismissal of a specific officer or employee of the Association. Adequate written notice of the time, place and the agenda, to the extent known, of all such open meetings shall be given by the Board to all Owners at least **three weeks** in advance of such meeting in the manner required by N.J.A.C. 5:20-1.2(b). Moreover, the Board shall also, within seven (7) days following the annual meeting of the Association, file with the administrator of the business office of the Association a schedule of the regular Board meetings to be held in the succeeding year, as prescribed by N.J.A.C. 5:20-1.2(c) and make appropriate revisions thereto, all as required by N.J.A.C. 5:20-1.2(c)1.*

Matt Kulinski advised the club members that this board is not or has not tried to hide transparency.

Motion to file August 2008 By-Law with attorney recommendations with the following comments

- Change 48-hour notice to 3-weeks in advance
- Remove "mail to newspapers"
- Remove "except conference or working session at which no binding votes are to be taken"

Board voted 4 to 0

(No vote from Phil Hiller due to departure of meeting early)

Motion to adjourn meeting at 730pm