

# Governing Documents Update January 26, 2019 Regular Board Meeting



# What are the Governing Documents of the Association?

## **ARTICLES OF INCORPORATION**

*The Articles of Incorporation of a homeowner's association is the document that is filed with the California Secretary of State. The Articles of Incorporation establish the Association as a corporate entity. The Amended and Restated Articles include provisions that are required under the Corporations Code and provisions that are required for a homeowner's association under the Davis-Stirling Act. A legal description of the property has been added. Under the Amended and Restated Articles, future amendments of the Articles of Incorporation will continue to require approval of a majority of the Total Voting Power of the Association.*

# What are the Governing Documents of the Association?

## **BYLAWS**

*The Bylaws of a homeowner's association govern organizational matters and matters of corporate governance. This is distinct from the Declaration or CC&Rs, which address real property rights, interests, and obligations and related real property matters. The Amended and Restated Bylaws are updated to include a number of specific "Member protective" provisions that have been added to the law. The Amended and Restated Bylaws conform to the current provisions of the Corporations Code and the Davis-Stirling Act, particularly those that detail the duties and powers of the Association and the Board's many disclosure obligations to the Members.*

# What are the Governing Documents of the Association?

## ***DECLARATION OF COVENANTS CONDITIONS & RESTRICTIONS \****

*The Declaration (or CC&Rs) of a common interest development address real property rights, interests, and obligations and related real property matters. This is different and distinct from the Bylaws which govern organizational matters and matters of corporate governance of the Association. The remaining content has been updated to conform to the current law.*

*\* In Tahoe Donner Associations case this is C&R's or COVENANTS AND RESTRICTIONS*

# PROJECT GOALS

- Update the current Tahoe Donner Governing Documents to bring them into compliance with current legal provisions governed by the Davis-Sterling Act. The “new” Davis-Sterling Act was signed into law and became effective January 1, 2014.
- Draft a document which brings the Association into the 21st century, but still maintains continuity with the current governing documents. Keeping in mind; flexibility, in conformance with law, yet doesn’t change the character of the Association.
- Support the need for standards for Association rules: including CC&R’s with language supporting: “in accordance with rules authorized by the board”
- Update with consideration of legal opinion with legal counsel providing general recommendations and several specific policy item recommendations.

## Stakeholder Working Group

Board  
ASC Committee Chair  
Covenants Committee Chair  
ASO/ASC Task Force Chair  
STR Task Force Chair  
Finance Committee  
Member Engagement Committee  
Members at Large  
Staff  
Legal Counsel

## Project History

Project Start –	November 2014
Draft 1 – BOARD DRAFT	09/29/2015
Draft 2 – MEMBER DRAFT	01/24/2017
Draft 3 – BOARD DRAFT	06/01/2018

Change in General Legal Counsel to Sproul Trost, LLP

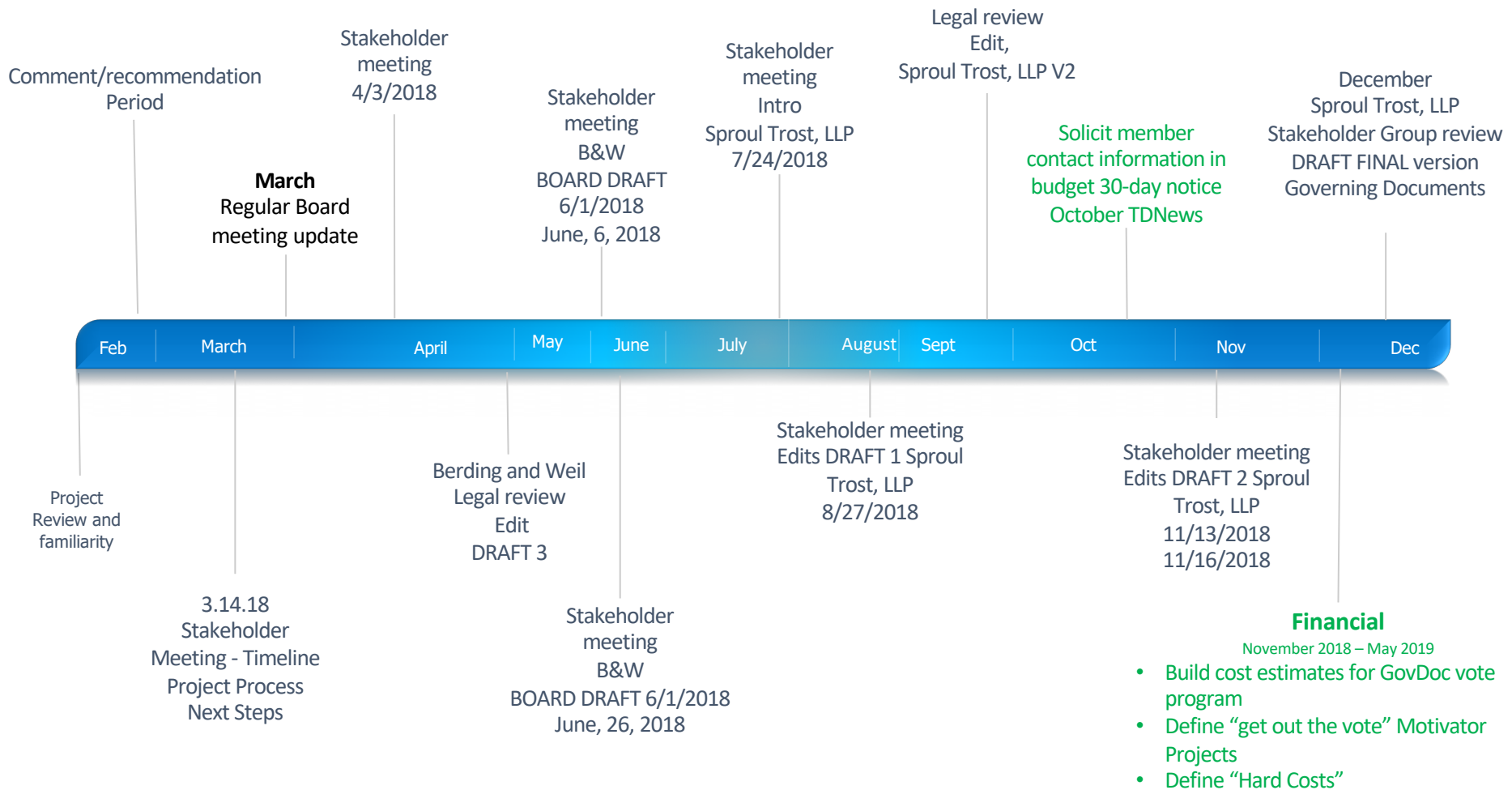
Draft 4 – Sproul Trost, LLP -	08/01/2018
Draft 5 – Sproul Trost, LLP -	10/24/2018
Draft 6 – Sproul Trost, LLP -	12/27/2018

In-Progress - Stakeholder group review to provide direction/recommendation ahead of Draft 7. FINAL DRAFT ????

## Highlights:

- ❑ Draft Timeline: 18 + months
- ❑ Staff process:
  - ❑ Committee/Task Force → Com/TF Chair
  - ❑ Com TF/Chair → Stakeholder Group
  - ❑ Member at large input → Stakeholder Group
  - ❑ Stakeholder Group → ← Legal Counsel
  - ❑ Stakeholder Group → Board of Directors
  - ❑ Approval/Disapproval
- ❑ Project Approximate cost
  - ❑ 2014-2018 - \$22,000 Legal
  - ❑ 2018 - \$24,000 Legal
  - ❑ 2019 - \$100,000 Budgeted

# Draft Timeline Governing Documents Update 2018



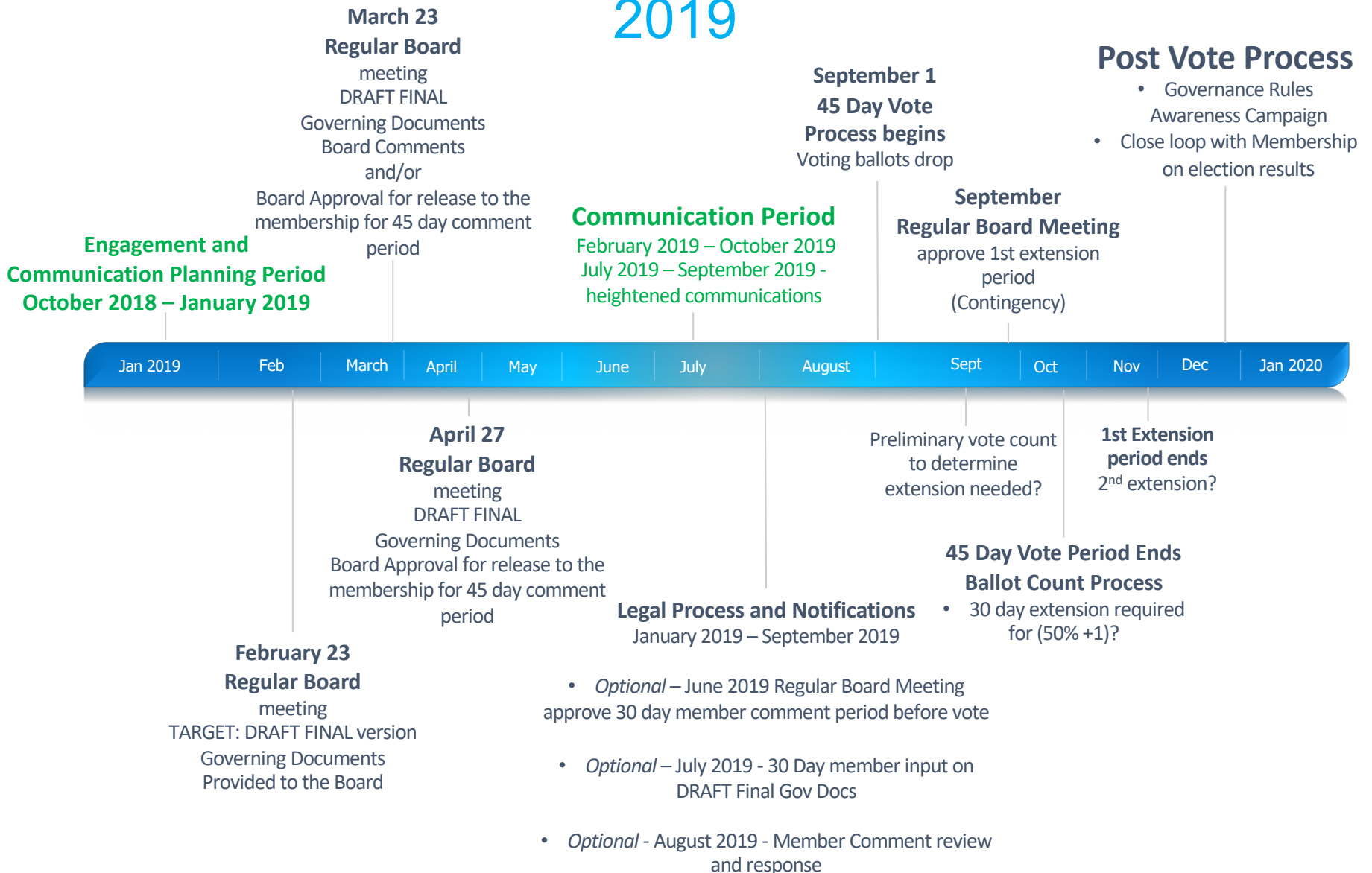
- Build cost estimates for GovDoc vote program
- Define “get out the vote” Motivator Projects
- Define “Hard Costs”

**Note: Timeline anticipated to change with project process evolution**

**January 26, 2019**



# Draft Timeline Governing Documents Update 2019



Note: Timeline anticipated to change with project process evolution

January 26, 2019

# What are the vote requirements for percentage of approvals necessary from the membership?

1. *Articles of Incorporation – Majority of the total voting power membership, 50% of the membership 50%+1. Quorum does not matter.*
2. *Bylaws - majority of a quorum – 25% of total voting power of the members. Reduced Quorum, if a quorum is not achieved then a reconvene can request a revote and require 15% of total voting power.*
3. *C&R's – Majority of a quorum with quorum being 50% of the voting power.*

# TAHOE DONNER GOVERNANCE ROADMAP PLAN

JANUARY 2019

## BACKGROUND + OVERVIEW

New revised Association Governance Documents will be finalized and will need a 51% membership vote of yes. The marketing / communications team will lead and drive the communication plan for awareness of these documents and help to drive target participation goals.

# AUDIENCE

- All Tahoe Donner eligible Homeowners

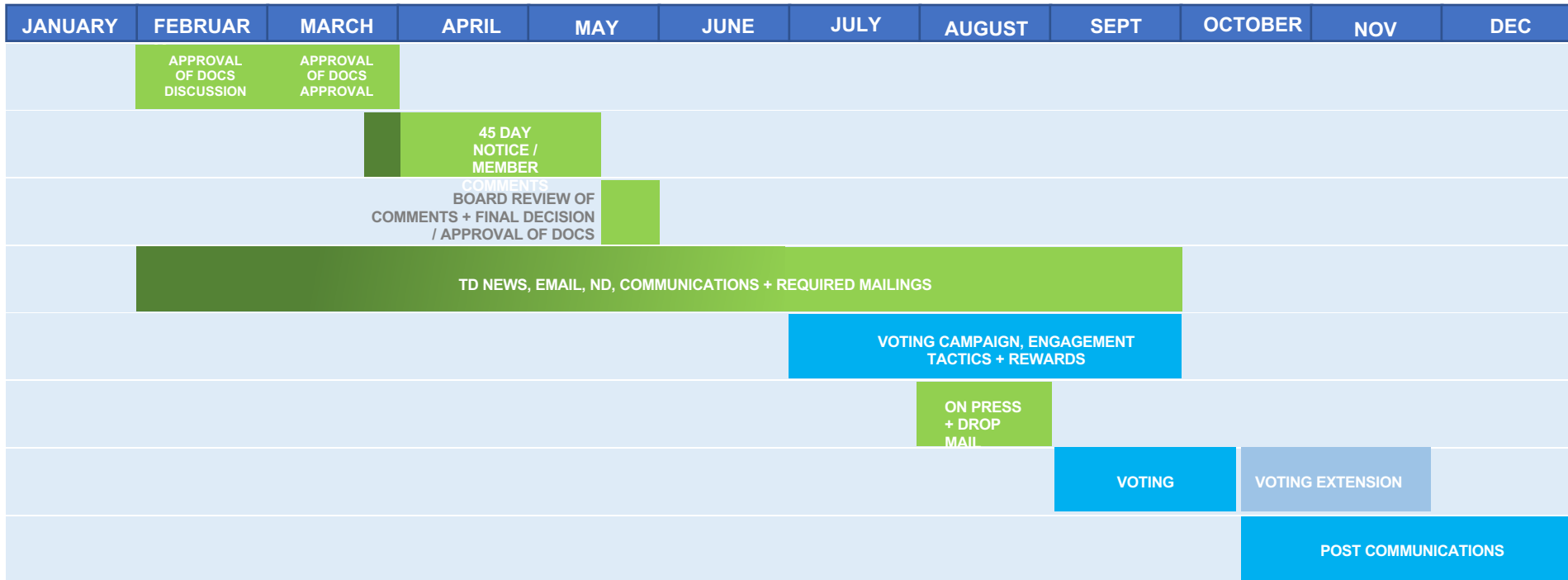
# GOALS

Develop a seamless process and execute deliverables on time

Educate and engage members to vote—give them a reason to care

Reach a min 51% voter participation of yes

# HIGH LEVEL ROADMAP



# COMMUNICATION CHANNELS



*\*\*Will be testing performance with Elections Strategy.*

# “AWARENESS + ENGAGEMENT” CAMPAIGN

## CHANNELS + TACTICS

CHANNEL	SPECIFICS
<b>TD News Articles</b>	Every Month starting in February
<b>Web</b>	Homepage promo, Gov Docs Section, Blog
<b>Email</b>	Dedicated and weekly
<b>Advertising</b>	Digital Screens, TD News print Ad, Amenity Ads
<b>Social</b>	Nextdoor + Digital PTP
<b>Street Banners + posters</b>	All Locations, Poster Flyers
<b>On site / street teams (info centers)</b>	Activation tents on Peak Weekends—Info Center + “Popsicle” Play + Stickers
<b>SMS campaign</b>	Integrated Campaign
<b>DM*</b>	Mailing series
<b>Influencer Awareness Program—Election Ambassadors</b>	Kits + Program



# KEY DATES—TBD DRAFT

CHANNEL	SPECIFICS
<b>TD News Article #1—Gov Docs tease + dedicated email</b>	Content Due Jan 10   Published Feb 1
<b>TD News Article #2, #3, #4, #5, #6</b>	Content Due Feb 10   Published March 1
<b>Member Survey Plug</b>	February
<b>Elections Plugs</b>	Feb, May
<b>Marketing Plan finalized with dates locked</b>	March 1
<b>Awareness Campaign Starts</b>	July 8
<b>SMS Campaign</b>	July, August, Sept, post
<b>DM Drops</b>	July, August, Sept
<b>Emails Programming</b>	July, August, Sept
<b>Social Programming</b>	July, August, Sept
<b>Street Activations</b>	May, July (SCS booth), August, Sept
<b>Influencer Program Activated</b>	July 8
<b>Drop Mail</b>	August TBD
<b>VOTING</b>	Sept 1 to Sept 30



# **AWARENESS + ENGAGEMENT CAMPAIGN**



# ENGAGEMENT TACTICS

## IDEAS

- Typical marketing vehicles
- Influencer program (grass roots + community gatherings in primary homes)
- SMS Campaign
- Direct Mail Campaign
- Onsite Activations—popsicle news truck / booth pop ups / street teams
- Rewards incentive few small and larger prizes for participation. First X voters receive X. Grand prize.
- Education Campaign

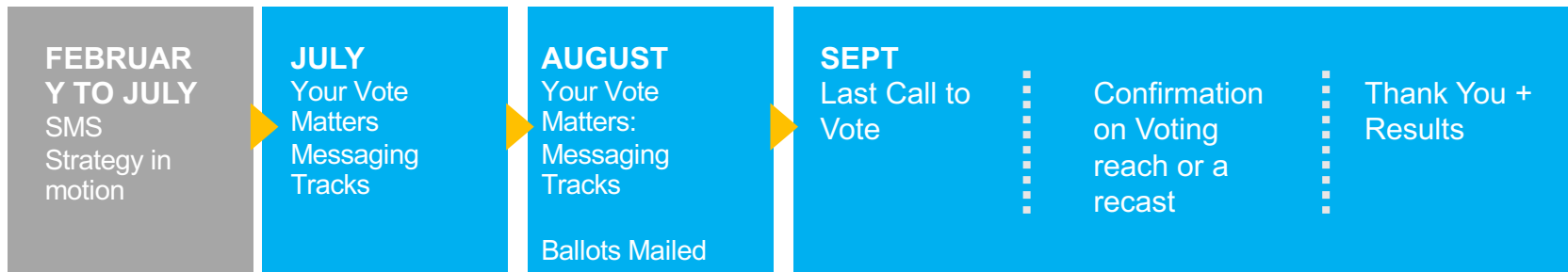
## CAMPAIGN CONCEPT

- What it means for me? “Imagine if”  
Clever and fun campaign on key changes and why voting matters

# SMS PLAN

## SMS FACTS:

- 90% of American population texts
- Over 95% of SMS messages received are opened and read
- 99% of text messages are opened within the first 90 seconds of receiving
- 86% average opt in rate with SMS
- SMS will be part of a larger association wide strategy
- Sample cadence + messaging Track:



# INFLUENCER/AMBASSADOR PROGRAM

## GOAL:

Help reach more Voters within Community (Ages, second home owners, etc.)

## CHALLENGES:

- Importance of ambassadors to remain unbiased and ability to monitor. This is not a campaigning effort.
- Finding people and interested people

## PROS:

- Enable grass root awareness efforts made throughout membership
- Potentially reach new voting members

## FORMAT:

- Create an ambassador section on TD.com. Drive interest to this page via ND, DM, TD News Ad / Article and email—"Call for TD Ambassadors". These regional ambassadors will be selected to help in a grass roots effort to spread awareness of key initiatives that need to be communicated to members.
- Develop story / program details for involvement listing clear target goals ambassadors can help with throughout the year along with guidelines, documents and suggested ways to help generate awareness of initiatives.
- Program Launch: July

# STREET TEAM ACTIVATION

## GOAL:

Reach all and new voters with Community (Ages, second home owners)

## CHALLENGES:

Filter through owners + non owners traffic

## PROS:

Create awareness and education around gov doc voting goals, what is changing + where to find information

## FORMAT:

- Pop up booth on select key weekends in starting Memorial Weekend with Elections through voting close period (end of Sept)
- Determine who to manage and host booth activations
- Elections Education Pop Ups to include:
  - Signage
  - Materials: Why vote, eligibility (who), Change Info, where to access more information, roadmaps
  - Fun handouts — ice cream, popsicles, TD stickers

# DM PLAN

## GOAL:

Reach all and gain voter interest. Educate members on project and voting goals.

## CHALLENGES:

People don't read.  
Print + Postage Costs

## PROS:

Series of mailers to make it easy for members to understand 360° election process, importance and key dates.

## FORMAT:

- **EARLY MAY: Teaser #1**— Teaser ad in Elections Mailer
- **LATE MAY: Teaser #2** —Election Package insert to include 2 inserts Candidates Q+A and Gov. Docs plug
- **July: DM #1**—Detailed info on Changes and Dates
- **August: DM #2**—”Recap + Reminder to Vote”
- **September: DM #3**—”Last Call to Vote”

# EMAIL + SOCIAL CALENDAR

**COMING SOON**





**THANK YOU**