
PLEASE VOTE NO ON THE PROPOSED HIDDEN VALLEY BYLAWS

A request to modernize our bylaws while preserving Hidden Valley's traditional role as a road-and-beach association.

Fellow Hidden Valley Property Owners,

This letter is written in my personal capacity as a fellow Hidden Valley property owner who has carefully reviewed the proposed bylaws. I encourage every owner to read the actual proposed bylaws - not just the Board's summary - and reach your own conclusion.

This vote is not simply about updating our bylaws. It is about deciding what authority future Boards should have and whether Hidden Valley should remain a road-and-beach association or become something more.

I respectfully ask that you vote NO on the proposed bylaws - not because our bylaws should remain unchanged. In fact, the current bylaws are outdated and should be modernized. However, this proposal goes well beyond updating outdated procedures and deserves more discussion and revision before it becomes the governing document of our Association.

The Board has stated that the Bylaw Review Committee spent nearly two years developing these bylaws with legal counsel. Yet property owners - and even Board members who were not part of the Bylaw Review Committee - are being asked to review a lengthy legal document and decide its future after only a short period. A document that could govern Hidden Valley for decades deserves transparency, meaningful member participation, and adequate time for owners to fully understand exactly what is being changed.

The scale of the rewrite itself should not be understated. As circulated, the current bylaws are four pages long. The proposed amended and restated bylaws are twenty pages - five times the page count - and they do far more than update terminology or clarify procedures.

Hidden Valley has always been, at its core, a road-and-beach association. Our purpose is straightforward: to own, maintain, and repair Association-owned roads, beaches, marina, tennis courts, and other Association-owned property; collect assessments necessary for those responsibilities; and enforce applicable recorded covenants.

What Do We Want Our Association to Be?

Before voting on these bylaws, the membership should answer the most basic question: What is the Association for?

That question should be answered by the membership, and the Board should then be directed to carry out that mandate. The membership has never been asked whether it wants the Association to become something more than a road-and-beach association. The Board is elected to administer the Association on behalf of the membership. The Board should not define an expanded mission for the Association and then leave future Boards to determine for themselves how far that mission allows them to reach.

For decades, our bylaws were structured around a limited and practical role. Association assessments were directed toward road maintenance, plowing, sanding, road improvements, and the repair, replacement, and improvement of Association-owned facilities. The duties of the Board focused on the use, maintenance, development, and funding of Association-owned property. Its rulemaking authority concerned the use and maintenance of Association-owned property and driveway connections, while its separate covenant-enforcement authority was tied to applicable recorded covenants.

That structure reflected what Hidden Valley has traditionally been: an Association responsible for its roads, beaches, marina, tennis courts, and other Association-owned property, together with enforcement of applicable recorded covenants. The proposed bylaws are not limited to modernizing that structure. They significantly expand the stated purposes of the Association.

The proposed bylaws say the Association exists not only to maintain Association-owned roads, beaches, marina, tennis courts, and other Association-owned property, but also to foster pride and a sense of community; enhance value, appearance, beauty, and desirability; enhance safety and enjoyment of recreation; and promote a congenial, valuable, attractive, and pleasant residential community.

These may sound like admirable goals. But language placed in the Purpose article of our governing document is not merely a collection of pleasant aspirations.

With purpose comes authority - or at least a claim of authority. But with purpose also comes responsibility.

Once we tell future Boards that the Association exists to enhance appearance, promote community pride, enhance safety, and promote a pleasant residential community, what are those Boards expected to do when an owner complains

that a neighbor's property, lighting, noise, vehicle, storage, tenant, guest, or outside activity interferes with those stated purposes?

Will future Boards feel expected to act - or will they be obligated to act?

And what happens when the bylaws create broad expectations for the Board, but the recorded covenants provide much more limited authority over privately owned property?

That is precisely why the membership must first decide what kind of Association it wants. The purpose of the Association should direct the Board. The Board should not be left to define the purpose, expand the mission, and then determine for itself what powers are necessary to accomplish it.

The membership should make the fundamental choice first. Do we want an Association focused on maintaining and managing our roads, beaches, marina, tennis courts, and other Association-owned property and enforcing applicable recorded covenants? Or do we want to transform the Association into a broader community regulatory organization with responsibilities involving appearance, community standards, general welfare, private conduct, and other aspects of life in Hidden Valley?

Either choice belongs to the membership. It should not be made indirectly through broad purpose language whose full consequences have not been clearly explained.

Another question every member should consider is whether these proposed bylaws are attempting to accomplish indirectly what would otherwise require amending the recorded covenants. There have been discussions during board meetings about possible changes to the covenants. It has been determined that amending recorded covenants is intentionally difficult because they establish property rights that owners rely upon when purchasing their homes.

If the membership believes additional restrictions on private property are necessary, those changes should be presented openly as proposed amendments to the recorded covenants - not indirectly through expanded bylaw language.

We have already seen situations where rules were adopted only to discover there was little or no legal mechanism to enforce them. Expanding the Board's authority on paper does not necessarily create legal authority in practice. The better approach is to ensure the bylaws clearly align with the Association's authority.

The proposal asks the membership to give future Boards the authority to adopt new rules governing subjects not covered by today's bylaws and to enforce those rules not only through fines, but through court proceedings. Article 7.1(e) allows the Board to adopt rules and impose fines and other remedies. Article 11.1 then requires Owners to comply with rules adopted by the Board and authorizes legal proceedings seeking money damages, injunctive relief, and other court-ordered remedies for violations. Article 11.1(d) further provides that a violation of any Rule adopted by the Board may be enjoined, abated, or remedied through legal proceedings. These future rules have not yet been written and do not require membership approval or a vote of the affected property owners. Future Boards would therefore largely determine the content of the rules and could then use fines and litigation to enforce them against property owners. Before granting that authority, members should carefully consider whether it is appropriate to give any Board such broad discretion over matters that may affect privately owned property.

There is another serious problem with this structure: legal uncertainty. A future Board may believe that a rule is authorized by these bylaws, while an affected property owner may believe that the rule exceeds the Association's authority or improperly regulates privately owned property. The proposed bylaws do not resolve that uncertainty before enforcement begins. Instead, they give the Board the mechanisms to impose fines and pursue legal proceedings while leaving important questions about the scope of its rulemaking authority unanswered. The result may be that a property owner must choose whether to comply with a disputed rule, pay the resulting penalties, or spend substantial money defending against enforcement, while the Association spends membership funds litigating the meaning and limits of authority that should have been clearly defined before the bylaws were adopted. Good governing documents should prevent those disputes - not create the conditions for them.

The Rulemaking Provision Is Poorly Defined and Internally Confusing

The language of proposed Article 7.1(e) is particularly troubling because it begins as though the Board's rulemaking authority is limited to Association-owned property, but then immediately expands into a long list of vague and undefined subjects.

The provision begins by stating that the Board shall adopt rules concerning the use, maintenance, alteration, improvement, and management of Association roads and other property owned by the Association. If the provision stopped there, its scope would be relatively clear. But it does not stop there. It immediately continues with an open-ended list that includes public-view restrictions, pets, nuisances, noise, lighting, recreational equipment, vehicles, storage, outside activities, guests, tenants, invitees, and 'maintenance requirements of Owners.'

What do many of these terms mean, and what do they have to do with the management of Association-owned property?

What is 'recreational equipment'? Does that mean a golf cart, an ATV, a utility vehicle, a boat, a kayak, or a soccer ball?

What is a 'vehicle' for purposes of this rulemaking authority? Does the term include automobiles, motorcycles, golf carts, tractors, utility vehicles, ATVs, or construction equipment?

What does 'storage' mean? Storage of what, where, and for how long?

What are 'outside activities'? A family gathering? Children playing? Work being performed on a home? The use of recreational equipment on private property?

And perhaps most importantly, what are the 'maintenance requirements of Owners'? The phrase could reasonably be read to authorize a future Board to establish requirements concerning lawns, landscaping, trees, buildings, driveways, exterior appearance, or other conditions on privately owned property beyond those already contained in the recorded covenants - all through the adoption of a Board rule.

The drafting becomes even more confusing because the same provision that begins by referring to Association roads and Association-owned property later authorizes fines and other remedies for violations of rules and bylaw provisions 'governing the constituent Member Lots of the Association.' The provision authorizes fines, monetary penalties, towing, collection costs, interest, and attorneys' fees.

Which is it? Is Article 7.1(e) intended to govern the use and maintenance of Association-owned property, or is it intended to authorize future Boards to create rules governing privately owned lots? If it is intended to do both, the bylaws should say so expressly and clearly define the limits of that authority.

That question should not be left for a future Board to decide for itself and then for an Association attorney, property owner, or court to resolve only after a rule has been adopted, fines have been imposed, or litigation has begun.

These are governing documents. Words matter. When a provision authorizes rulemaking, fines, penalties, towing, collection costs, interest, and attorney's fees, ambiguity is not harmless. Members should know what conduct may be regulated and what property is subject to that regulation before, not after, they vote to grant the authority.

The concern is not whether anyone currently intends to prohibit golf carts, regulate tractors, restrict ATVs, restrict short-term rentals, control what may be stored on private property, or impose property-maintenance standards. The concern is that the bylaws use broad, undefined categories and leave future Boards to decide what those words mean and how far their authority extends.

That is backward. The membership should determine the scope of the Board's authority first. The bylaws should state that authority clearly. The Board should then administer the rules within those boundaries - not be given vague words and left to define the boundaries for itself.

That concern about ambiguity is not theoretical. At the July 5, 2026 annual meeting, members of the current Board publicly expressed different interpretations of what the amendment provision requires. David Sharp indicated that he believed amendment requires a vote by two-thirds of the legal membership, while Pamela Welton indicated that she reads the provision to require approval by two-thirds of those present in person or represented by proxy. Pamela also joked to David that she does not leave home without her bylaws. Remarkably, after a nearly two-year drafting process and a complete rewrite expanding the bylaws from four pages to twenty, proposed Article 12.1 carries forward the same operative language virtually word for word. The proposed bylaws therefore fail to clarify even the amendment provision under which they are now being presented for adoption.

A careful grammatical reading suggests that the two-thirds requirement applies to the legal membership present in person or represented by proxy, rather than requiring participation or approval by two-thirds of the entire legal membership. But the fact that Board members publicly expressed different interpretations of the same sentence - and that the proposed bylaws simply repeat it - illustrates exactly why governing documents must be drafted with precision.

For a wholesale rewrite this significant, one might reasonably expect the intent of the bylaws' drafters would have been to require a vote of two-thirds of the full legal membership or even support of two-thirds of the entire legal membership. As it would be difficult to determine the original intent, the safe and prudent course for a change of this magnitude would be to require support from two-thirds of the entire legal membership. These proposed bylaws should reduce ambiguity, not multiply it. As drafted, they are longer, broader, and in important places even more confusing than the bylaws they are supposed to replace.

Board discussions in recent years have included concerns about the condition and appearance of individual properties, short-term rentals, what is stored in people's yards, and activities occurring on privately owned property. Whether those concerns are justified is not the issue. The issue is whether the Association has the legal authority to regulate those matters.

How far is the Association intended to reach into matters involving privately owned property and the conduct of individual property owners? The concern is not whether a particular current Board intends to use these provisions

aggressively. Bylaws are written for future Boards as well. Once broad authority is placed in the governing document, members should assume that a future Board may attempt to use it to the fullest extent it believes the language permits.

Before granting such authority, members deserve a clear explanation of why these powers are necessary, what limits apply to them, and how they relate to the recorded covenants that govern private property in Hidden Valley. Broad phrases such as "general welfare," combined with expansive rulemaking, enforcement, fines, and litigation authority, deserve careful scrutiny before being permanently placed in our bylaws.

This is not simply modernization. It is a change in the balance of authority between the Board and the membership. Before approving that change, property owners deserve a clear explanation of why these expanded powers are necessary, what limits apply to them, and what protections will prevent future Boards from using expanded rulemaking and enforcement powers in ways the membership never intended.

A property owner who purchased property without deed restrictions governing lawn maintenance, landscaping, what may be stored on private property, activities conducted on private property, or whether short-term rentals are permitted should not later discover that those restrictions have effectively been added through the bylaws rather than through properly adopted and recorded covenants approved by the membership.

The Board should not be the community's complaint department for issues it lacks legal authority to resolve. Its primary responsibility should be to maintain the Association's roads, beaches, marina, tennis courts, and other Association-owned property efficiently and responsibly. Our Association should focus on the responsibilities it was created to perform - not assume responsibilities it was never intended to have.

The proposal also expands the Board's authority to adopt rules while simultaneously expanding the legal protections afforded to Directors and officers. Volunteer Board members deserve reasonable protection when acting in good faith. However, members should carefully consider whether it is appropriate to expand both the Board's authority and its legal protections simultaneously.

The Board's PowerPoint presentation focuses primarily on procedural improvements such as clarifying elections, voting, and modernizing outdated language. Those are worthwhile changes. However, the presentation lacks transparency because it does not fully explain several significant additions to the proposed bylaws, including the expanded purpose of the Association, broader rulemaking authority, expanded common expenses, and enhanced protections for Directors and officers.

Members deserve to understand not only what is being clarified, but also what new powers and responsibilities are being added before they are asked to vote.

How Did a Limited Modernization Become an Expansion of Board Power?

The scope of this rewrite should be compared with what the bylaw review process was originally expected to accomplish. The Board's own presentation identifies nine issues to be addressed: clarifying budget authority; determining when improved-lot billing applies; clarifying how many members of one household may serve on the Board; improving fiduciary and conflict-of-interest procedures; restoring missing officer roles; updating titles; adding covenant awareness; correcting procedural gaps involving meetings, elections, voting, and Board terms; and clarifying the number of votes allowed per membership.

One of those nine objectives was to "add Covenant awareness to the bylaws." But covenant awareness was not missing from the existing bylaws. The current bylaws already require Board policies and procedures to be consistent with deeded-property covenants and expressly make enforcement of those covenants, with litigation if necessary, a duty of the Board.

The proposal does something much broader. Article 11.1 places three fundamentally different sources of obligation into the same compliance-and-enforcement structure: recorded covenants that run with the land, the Bylaws, and future Rules created by the Board. Recorded covenants are part of the legal framework affecting ownership of the land. The proposed Bylaws are a governing document presented to the membership for approval. Future Rules do not even exist yet and may later be written by Boards without a membership vote. Yet Article 11.1 makes violations of all three parallel grounds for damages, injunctive relief, and other court remedies, and Article 11.1(d) similarly groups them together for enforcement through legal proceedings.

That distinction matters. The concern is not that the proposed bylaws literally convert future Board Rules into recorded covenants, but that they place Board-created Rules and broad Bylaw provisions into substantially the same enforcement machinery as recorded land covenants. Why should rules that have not even been written yet, and that future Boards may adopt without membership approval, be put on the same enforcement footing as recorded covenants tied to land ownership?

The nine issues identified in the Board's presentation are reasonable subjects for modernization. But none of them explains why the Association now needs broad new purpose language concerning appearance, community standards,

desirability, and general welfare; broad authority to create future rules concerning vehicles, storage, outside activities, guests, tenants, recreational equipment, and private property maintenance requirements; authority to impose fines and other penalties; and authority to bring legal proceedings to enforce rules created by the Board.

How did a limited project to modernize and clarify specific provisions become a wholesale restructuring of the relationship between the Board and the membership?

The issue is not whether every current Director intends to use these powers aggressively. The issue is why powers of this breadth were added at all when they were not among the specific problems the rewrite was supposed to solve. A modernization project should correct outdated provisions and resolve identified ambiguities. It should not be used to transform a limited road-and-beach association into a Board-centered regulatory organization with authority to write new rules, impose penalties, and pursue property owners in court for violating rules that the membership never voted to adopt. The Board was advised in 2025 that the existing bylaws were too flawed to amend effectively on a piecemeal basis and that a complete rewrite was necessary. Even accepting that explanation, it does not explain why the rewrite substantially expanded the Association's purposes and Board authority. Nor does it explain why proposed Article 12.1 carries forward virtually word for word the very amendment language that now produces differing interpretations among Board members.

That is not modernization. It is a fundamental change in governance.

The presentation repeatedly describes the proposal as a modernization and clarification of the existing bylaws. It also states that the purpose is to "build flexibility for future challenges." At first glance, that may sound reasonable. However, in governing documents, "flexibility" often means broader discretionary authority.

What New Flexibility Is Being Sought, and Why Is It Necessary for a Road-and-Beach Association?

What Should a Revised Proposal Include?

- Modernize outdated procedures and conform the bylaws to current law.
- Clearly define Hidden Valley as a road-and-beach association.
- Limit the Board's authority to owning, maintaining, repairing, and managing Association-owned roads, beaches, marina, tennis courts, and other Association-owned property.
- Limit rulemaking authority to the use, maintenance, protection, and safety of Association-owned property and enforcement of duly recorded covenants.
- Remove language that could reasonably be interpreted as authorizing regulation of privately owned property beyond the recorded covenants.
- Fully explain each substantive change and give members adequate time to review and discuss any revised proposal before voting.

Ultimately, the membership - not the Board - should decide what role the Association is expected to play. The Board should take its direction from the membership, not the other way around. The membership should define the Association's mission; the bylaws should clearly and faithfully state that mission; and the Board should be given the authority reasonably necessary to carry it out.

If the membership wants an Association focused on maintaining our roads, beaches, marina, tennis courts, and other Association-owned property and enforcing applicable recorded covenants, the bylaws should say so clearly. If the membership wants something broader, then the additional purposes, powers, responsibilities, costs, and potential consequences should be fully explained and openly debated before the membership is asked to approve them.

A Board should not be handed an open-ended mission and then left to determine for itself where its authority begins and ends.

Good bylaws should clearly define and limit the authority of the Board - not leave future Boards to decide for themselves where those limits should be.

These bylaws will affect much more than the current Board. Future Boards, homeowners, buyers, lenders, title companies, attorneys, and courts may rely on them when determining the Association's authority and responsibilities. They should accurately reflect Hidden Valley's limited purpose as a road-and-beach association - not create uncertainty about the scope of the Association's authority.

A NO vote is not a vote against updating our bylaws. It is a vote to send this proposal back for revision to modernize procedures, improve governance, and clarify existing authority - without expanding the Association's role beyond its legal authority.

Please read the proposed bylaws - not just the Board's PowerPoint presentation. Compare the presentation with the actual language of the proposed bylaws and decide for yourself whether it provides a transparent and complete explanation of the substantive changes proposed.

If, after reviewing the complete proposal, you believe these issues deserve additional discussion before becoming permanent, I respectfully ask for your NO vote. If you disagree and want them enacted as drafted, I encourage you to vote as well, as this is an important decision that should be made by more than the 20 or 25 regular attendees at meetings. If you are unable to attend and vote in person on August 2, 2026, please request to vote by proxy by emailing: hiddenvalleyassociation@gmail.com

Thank you for your consideration.

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Author's Note: I served on the Hidden Valley Property Owners Association Board of Directors and voted to authorize the expenditure of Association funds to retain legal counsel to update our bylaws. I supported modernizing our governing documents and continue to believe that the current bylaws should be updated. However, other than members of the Bylaw Review Committee, the full Board received little information about the substantive revisions during the nearly two-year drafting process. During that period, Board members repeatedly asked for updates and for draft language to review, but those requests were denied. In my view, the process was unnecessarily secretive and deprived the full Board of a meaningful opportunity to identify and address substantive issues while the document was still being drafted.

The proposed bylaws were not provided to the full Board of Directors until May 13, 2026. Just ten days later, at a closed Board meeting on May 23, 2026 - the first opportunity given to the full Board to discuss the proposal - I voiced my concerns that the proposed bylaws expanded the Association far beyond its traditional role as a road-and-beach association. I was asked to submit my concerns by email for review. I was later informed by David Sharp and Pamela Welton that, apart from a few grammatical corrections, my substantive concerns would not be addressed. When it became clear that the proposal would move forward without meaningful revision, I chose to resign because I could not, in good conscience, serve on a Board recommending these bylaws as drafted to the membership.