

Minutes

Special Board Meeting

Review of By-Law Change Proposals

Meeting Date : April 9, 2014

Meeting Location : 20375 Lockridge, Wissler Ranch

Meeting purpose:

To review proposed changes and updates to the Wissler Ranch HOA By- Laws, bringing them current from the developer document to a working

document to be effective from 2014 forward. Modifications are proposed by the WR HOA Committee on By-Laws chaired by Joe Felchlin, Board Member.

1. Call to Order at 7:09 PM.
2. Attendees: Brian Freese, Jack Windeler, Eric Doremus, Lisa Gilbert, Jim Keefe and Joe Felchlin. Absent was Wayne Gardner. Also present was Treasurer Kathleen McCormick and By-Laws Committee members Barb Doremus and Sandi Maurer.
3. Review of proposed changes and updates presented by the By-Laws Committee for approval by the Board of Directors prior to submission to WR HOA counsel and WR general membership for final approval and vote.

Aside from general housekeeping updates there were five areas where major changes were proposed:

1. Changes to section 1. allowing email voting. Discussion revolved around validation of signatures, quorum rules and budget issues. Three options were considered (1) full email votes on all WR

HOA activities, (2) email voting on all activities except Board Member elections and (3) no change in rules, essentially tabling changes regarding email votes. Straw pole showed an even divide between options (2) and (3). Changes are tabled pending further review.

2. Uncertainty as to whether or not WR HOA is or should consider being governed by CCIOA. Tabled pending opinion from WR HOA counsel.
3. Election of WR HOA Board Members should be staggered to allow continuity in the Board from election to election and allow sitting Board membership to fill vacant Board seats that occur between Annual WR HOA Membership meetings. Vacant seats filled by sitting Board members will have as their terms, the period remaining as the Board member vacating their position.
4. Payment of WR HOA bills and obligations will be countersigned or approved by the WR HOA Board president. Rules requiring annual CPA audits of the WR HOA accounts are eliminated and replaced by rules mandating annual account audits by a committee of one Board member (not the President or Treasurer) and two interested/qualified WR homeowners.
5. Creation of WR HOA annual budget proposals will be completed by a committee consisting of the WR HOA Treasurer and two WR homeowners. The budget will be finalized and proposed by the Treasurer for approval by the board and submission to the WR homeowners for ratification.

4) Significant housekeeping modifications were the alignment of By-Laws quorum rules to correspond with quorum requirements in other WR HOA documents (changed from 75% to 67%) and requirements for BoD Working Meetings in October for budget discussions and December for budget adoption, allowing the BOD developing the budget responsible for finalizing it.

5. Motion by Joe to approve legal fees for review of proposed changes to the By-Laws prior to adoption. Second by Brian. Motion passed by unanimous vote without objection. Committee of Joe, Jack and Eric will discuss the proposals with counsel before they are integrated into this

document and after final Board review. (There is an update to this Motion explained in the April BoD Meeting Minutes)

6. Meeting adjourned at 9:24 PM