

03-Jun-2024

University Park HOA – Bylaws Committee meeting

Prepared by Janelle Lirette as Committee Secretary

Attendees:

Judy Walton

Janet Butts

Linda Sauer

Kathy Dolan (absent 03-Jun)

Chuck Graham

Manny Navarro (absent 28-May)

Janelle Lirette

Location of Meeting:

2 meetings combined:

28-May: Linda Sauer's home

03-Jun: Judy Walton's home

Time Started / Ended:

6:30 pm to 8:30pm

Summary:

During the last two sessions the committee reviewed/reached consensus Bylaws section sections 3 and 4. The committee also revisited parts of section 1 and 2 as per questions from Judy which resulted in additional minor changes as outlined below. Consensus with stated minor additions/changes are outlined below.

Minutes

1. Judy raised a few questions from section 1, 2, and 3:
 - a. The committee agreed to propose to add a new 'b' section under 1.3 "Definitions" to read the following: "Non Profit Act shall mean Colorado Revised Non-Profit Corporations Act".
 - b. The existing section 'b' beginning with "Community" or "University Park Community" or "Planned Community....." shall become a new 'c' under section 1.3 with no changes to that section.

The Committee reached consensus with these revisions to add a new section 'b' as stated above and moving the existing section 'b' to become a new section 'c'.

2. Judy and Janet requested to revisit section 3.3 "Special Meetings" that was previously reviewed as they had both received feedback from a few of their neighbors (approximately 6 neighbors in total). Feedback requested to raise the percentage of Owners from 10% to 20% for petitions to call a special meeting. The

committee had previously reached consensus to the 10% as written by Altitude Law however after further discussion the committee agreed to raise the percentage to 15% based on the discussions following the feedback provided by Judy and Janet.

The Committee reached consensus to this revision to increase to 15% of Owners to sign a petition to call a special meeting.

3. The Committee started reviewing section 3.5 “Place of Meetings”:

The following revisions were proposed:

“Meetings of the Members shall be held in the Community ~~in~~ or any other locations in ~~the El Paso County area Colorado Springs or in any other suitable place convenient to the Members as may be designated by the chair of the meeting.~~”

The Committee reached consensus for this revision as outlined above.

4. Section 3.6 “Quorum of Members”

The Committee reached consensus for section 3.6 as written by Altitude Law.

5. Section 3.7 “Proxies for Members Meetings”:

- a. Sub sections a, b, c, d, e, and g were agreed as written by Altitude Law
- b. Section ‘f’ was modified to read “A proxy shall be valid only for a specific meeting, or upon sale of Lot for which the proxy was issued”.

The Committee reached consensus for section 3.7 as written by Altitude Law with the noted revision to section ‘f’ as stated above.

6. Section 3.8 “Order of Business”:

The Committee reached consensus for section 3.8 as written by Altitude Law.

7. Section 3.9 “Voting Procedures / Secret Balloting”:

- a. Revision to section ‘a’ to read: “Secret ballots must be used ~~if~~when required by law.
- b. Revision to section ‘b’ to read: “All other ~~non secret~~ voting may be by voice, by show of hands, by consent by mail, by electronic means, by proxy, by written ballot, or as otherwise determined by the Board of Directors prior to the meeting or by a majority of the Members present at a meeting.”

The Committee reached consensus for section 3.9 with the included revisions as stated above.

8. Section 3.10 “Voting by Mail Ballot”:

- a. Revisions to section ‘a’ to read: “In any instance where a vote of the Members is required or permitted to be taken at a meeting of the Members, such vote may be taken by written ballot in lieu of a meeting, pursuant to this Section. In case of a vote by written ballot in lieu of a meeting, the secretary shall mail or deliver written notice and a ballot to all Members. The notice shall include: (i) a statement of the proposed actions, (ii) a statement that Members are entitled to vote for or against such proposal, (iii) a date **and time by which ballots must be received by the Association to be counted, the date being** at least 10 days after the date such notice shall have been given **on or before which all ballots must be received by the Association; and** (iv) the number of ballots which must be received to meet the quorum requirement and the percentage of votes received needed to carry the vote. **And (v) state the time by which the ballots must be received by the Association to the counted.** The notice shall also be accompanied by written information sufficient to permit each Person casting such ballot to reach an informed decision on the matter.”

The Committee reached consensus for this section to include the revisions as outlined above.

- b. The Committee reached consensus with this section as written by Altitude Law.
- c. The Committee reached consensus with this section as written by Altitude Law.

9. Section 3.11 “Telephone Or Electronic Communication In Lieu Of Attendance”:

“Members **at the discretion of the Board**, may attend meetings by using an electronic or telephonic communication method whereby the Member may be heard by the other Members and may hear the deliberations of the other Members on any matter properly brought at the meeting. The Member’s vote shall be counted, and the presence noted as of that Member were present in person.”

The Committee reached consensus with section 3.11 to include the revision as outlined above.

10. Section 3.12 “Voting in Elections of Directors/Other Voting”:

“In an election of Directors, candidates receiving the largest number of votes shall be elected. On all other items, the vote of Members holding a majority of the votes cast shall be binding upon all Members for all purposes except where a higher percentage vote is required in the Association Documents, as amended, or by law.

The number of votes cast for and against shall be reported verbally and in the minutes.”

The Committee reached consensus with section 3.12 to include the addition of the last sentence as outlined above.

11. Section 3.13 “Acceptance or Rejection of Individual Votes”:

The Committee reached consensus with section 3.13 as written by Altitude Law.

12. Section 3.14 “Counting of Ballots”:

“All ballots shall be counted by a neutral third party, and/or a committee of volunteers who are Owners and are not Board members and not candidates in a contested election, selected or appointed at an open meeting in a fair manner by the chair of the Board or Person presiding at such meeting or a otherwise required by law and as may be further defined by policy or procedures of the Association.”

The Committee reached consensus with section 3.14 to include adding the word ‘and’ as stated above.

13. Discussion to add a new section labeled 3.15 to address ‘in lieu of’ along with addressing some questions the Committee had around ‘quorum’.

ACTION: Chuck to draft a new section to address these concerns by the committee.

Article 4 – BOARD

14. Section 4.1 “Number”:

“The affairs of the Association shall be governed by a Board of Directors which shall consist of at least 7 members, elected or appointed as provided below. In the case where through removal or resignation, the total number of Board members is less than seven, the Board will be considered properly constituted until such vacancies are filled.”

The Committee reached consensus with section 4.1 to include adding “at least” as outlined above.

15. Section 4.2 “Qualification”:

- a. Sections a, b, c, d, e, g, and h – all reached consensus as written by Altitude Law
- b. Section ‘f’ required removing the phrase “of the association’ as it appeared to be a repetitive type from Altitude Law.
- c. Section ‘i’ was revised to add the word ‘majority’ after affirmation:

“If, by the affirmative **majority** vote of the remaining members of the Board, a director is deemed not qualified to serve on the Board, the director’s position shall be deemed vacant by resignation.

The Committee reached consensus with section 4.2 to include the revisions as outlined above.

16. Section 4.3 “Nominating Committee”:

“Nomination for the election to the Board of Directors may be made by a nominating committee. Nominations may also be made from the floor at the annual meeting **if a nominating committee is to be appointed.** The nominating committee, **if appointed,** shall consist of a chairperson, who shall be a member of the Board of Directors, and two or more Members of the Association. The nominating committee, **if appointed** shall be appointed by the Board of Directors three months prior to each annual meeting of the Members, to serve until the close of the annual meeting. **Nominating committee members, if appointed, shall be announced at each annual meeting.** The nominating committee, **if appointed,** shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine, but no less than the number of vacancies that are to be filled. **Such nominations shall be from among the Members only.**

The Committee reached consensus with section 4.3 as revised above.

17. Section 4.4 “Term of Office for Directors”

- a. The committee had a lengthy discussion to determine whether to add ‘term limits (aka frequency) to the amount of time that Board member can serve. Linda felt strongly that term limits (perhaps two consecutive 3-year terms) should be imposed while the rest of the committee felt that introducing term limits may not be in the best interest of the community. It is often hard to procure volunteers to HOA Board/Committees so imposing term limits may cause an additional hardship to being able to maintain a knowledgeable Board.

The Committee reached consensus with this section as written by Altitude Law without adding anything regarding term limits.

18. Section 4.5 “Resignation of Directors”:

The Committee reached consensus with section 4.5 as written by Altitude Law.

19. Section 4.6 “Removal of Directors”

The Committee reached consensus with section 4.6 as written by Altitude Law.

20. Section 4.7 “Vacancies”:

ACTION: Chuck to modify this section to include “following notification to members of the vacancy and requests for applicants...”

21. Section 4.8 “Compensation”:

The Committee reached consensus with section 4.8 as written by Altitude Law.