

09-Jun-2024

University Park HOA – Bylaws Committee meeting

Prepared by Janelle Lirette as Committee Secretary

Attendees:

Judy Walton
Janet Butts
Linda Sauer
Kathy Dolan
Chuck Graham
Manny Navarro
Janelle Lirette

Community Members in attendance:

Steve Atencio
John Gardner

Date/Location of Meeting:

08-Jul-2024
Janelle's home on Julliard

Time Started / Ended:

6:30 pm to 8:30pm

Summary:

During the meeting, a community member caused delays by being out of order, claiming that the committee is invalid due to neglecting to post meeting notifications on the HOA website. Committee members acknowledged the oversight, apologized, and committed to ensuring compliance with notification procedures in the future. Despite repeated requests to refrain, the same community member continued to interrupt, leading to other committee members addressing these interruptions resulting in unproductive dialog. After several minutes of non-productive discussion, the meeting was finally brought to order.

Chuck reviewed the meeting process as instructed by Altitude Law, which included allowing committee members to provide their comments at the conclusion of each main section of the Bylaw under review. Community members were asked to refrain from interruptions outside their scheduled time. This process was objected to and ignored by the same community member, resulting in multiple interruptions. Despite these disruptions, the committee successfully completed the review of several Bylaw sections.

A reminder was communicated that all committee members are to be working with their neighbors to invite feedback on the DRAFT Bylaws so the representing committee member may appropriately represent their neighbors in these committee sessions. This process

was established at the first meeting to ensure that community members can provide their thoughts/concerns/support to the committee for each Bylaw. Additionally, any/all community members have the option to email their thoughts/concerns/support directly to Chuck at Chuck@grahammail.net if they wish to bypass their community representative.

Minutes

1. Chuck provided a handout of revised wording suggested for Article 3 - subsection 3.15 (a new subsection proposed under Article 3 for Meetings of Members):

“3.15 Combined In-Person Voting and Voting By Mail Ballot

- a) Elections to the Board and **voting** for any other matter may, at the discretion of the Board, be conducted by in-person voting pursuant to section 3.9 combined with voting by mail ballot pursuant to section 3.10. In such case, the date by which mail ballots must be received by the Association shall be the date of the meeting.
- b) For the purpose of such elections, the total number of in-person votes cast and mail votes received shall constitute a quorum **if it equals or exceeds** at least 10% of the votes entitled to be cast.”

The committee reached consensus of updated wording for this section.

2. Chuck provided a handout of revised wording for Article 5 – subsection 5.4:

Chuck updated the wording for this newly proposed section to read:

“a) Notice of Board Meetings to Board Members

Except as provided in these Bylaws above or below, written notice of each meeting of the Board shall be given by, or at the direction of, the secretary, by mailing a copy of the notice, postage prepaid, at least two days before the meeting, or by any other means permitted by the ~~Colorado Revised Nonprofit Corporation Act~~ **Nonprofit Act**, including, but not limited to, personal delivery, facsimile, and e-mail delivery, to each Board member entitled to vote, addressed to the Board member’s address last appearing on the books of the Association, or supplied by a Board member to the Association for the purpose of notice. If a notice for a special meeting demanded pursuant to these Bylaws is not given by the Board within 30 days after the date the written demand or demands are delivered to the Board, the directors signing the demand or demands may set the time and place of the meeting and give notice, pursuant to the above terms of these Bylaws. The notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

b) Notice of Board Meetings to Members

Notice of regularly scheduled board meetings and special meetings shall be posted on the UPHOA website in accordance with the Act and the Nonprofit Act.

Chuck opened the floor for community members to express their comments. One community member continued to comment about the committee requirement to post agendas on the HOA website. Additional comments may have been expressed but not captured for these minutes.

The committee reached consensus of updated wording for this section.

3. Article 7 Officers and Their Duties:
 - a. 7.1 – Enumeration of Offices – no changes proposed for this section.
 - b. 7.2 – Election of Officers – no changes proposed for this section
 - c. 7.3 – Special Appointments – no changes proposed for this section
 - d. 7.4 - Resignation and Removal – no changes proposed for this section
 - e. 7.5 – Vacancies – no changes proposed for this section
 - f. 7.6 – Duties – no changes proposed for this section
 - g. 7.7 – Delegation – no changes proposed for this section
 - h. 7.8 – Limits on Delegation, Requirements for Association Funds and Financial Statements – no changes proposed for this section

Chuck opened the floor for community members to express their comments. Comments may have been expressed but not captured for these minutes.

The committee reached consensus for this section with no proposed changes.

4. Article 8 Committees (newly added section)
 - a. 8.1 Designated Committees – no changes proposed for this section
 - b. 8.2 Open Committee meetings – no changes proposed this section

Chuck opened the floor for community members to express their comments. Comments may have been expressed but not captured for these minutes.

The committee reached consensus for this section with no proposed changes.

5. Article 9 Books and Records (newly added section pursuant to Colorado Law)
 - a. 9.1 - Association Records – no changes proposed for this section
 - b. 9.2 - Minutes and Presumptions under the Minutes – no changes proposed for this section
 - c. 9.3 – Examination – no changes proposed for this section

Chuck opened the floor for community members to express their comments. Comments may have been expressed but not captured for these minutes.

The committee reached consensus for this section with no proposed changes.

6. Article 10 Amendments

10.1 Bylaw Amendments – the committee had lengthy discussion for this section. All committee members reached consensus that only Bylaw changes required by law should be able to be revised by the Board of Directions alone. All other Bylaw changes should require a community vote. Chuck also expressed that we should add some wording about the ‘process’ for how to enact Bylaw changes (i.e. how to propose a change or how to process a change as required by law). Based on this discussion the following section under Article 10 (in red below) was suggested to be removed:

- a) These Bylaws may be amended by:
 - i. ~~The affirmative vote of a majority of the members of the Board of Directors at a duly constituted meeting; provided, however, no amendment shall be made to the quorum requirement, to the qualifications, powers and duties of the Board, or to the terms of the Directors without the affirmative vote of Members holding at least a majority of the votes entitled to be cast in the Association who are present and voting, in person or by proxy, at a regular or special meeting of the Members at which a quorum, as set forth in these Bylaws, is present: or~~
 - ii. The affirmative vote of Members holding at least a majority of the votes entitled to be cast in the Association who are present and voting, in person or by proxy, at a regular or special meeting of the Members called for such purpose at which a quorum is present, provided that notice has been sent to all members pursuant to these Bylaws, and such notice sets forth that the meeting is being conducted for the purpose of amendment.
- b) Notwithstanding anything to the contrary in these Bylaws, these Bylaws may be amended by the Board of Directors, without Member approval, to comply with any statutory or judicial requirements.

Chuck opened the floor for community members to express their comments. Comments may have been expressed but not captured for these minutes.

One Community Member provided comments to include suggesting that the Bylaw Review Committee become a permanent committee chartered with executing the defined process (to be defined). They also suggested that Bylaw changes put forth to the community for a vote should be called out in a separate

category on a ballot with special notation that members are not required to vote on Bylaw amendments as required by a law change.

Action: Chuck to wordsmith a draft of a process for submitting/receiving Bylaw amendments from our community/Board/Law Firm/ and how to process those amendments to ensure the Community has a vote on any/all proposed amendments (excluding only those as required by law which the Board of Directors may action alone).

The Committee reached consensus on this section including the proposed changes as outlined above.

7. Article 11 Indemnification

- a. 11.1 - Obligation to Indemnify – no changes proposed for this section
- b. 11.2 - Determination Required – no changes proposed for this section
- c. 11.3 – Payment in Advance of Final Disposition – no changes proposed for this section
- d. 11.4 - No Limitation of Rights – no changes proposed for this section
- e. 11.5 – Directors and Officers Insurance – no changes proposed for this section

Chuck opened the floor for community members to express their comments. Comments may have been expressed but not captured for these minutes.

The committee reached consensus for this section with no proposed changes.

8. Article 12 Miscellaneous

- a. 12.1 – Fiscal Year – The following sentence was suggested to be added to this section to read as follows:
“The fiscal year of the Association shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December of every year, except that the first fiscal year shall begin on the date of incorporation. The Board has the right to establish and, from time to time, change the fiscal year of the Association.
- b. 12.2 – Notices – no changes proposed for this section
- c. 12.3 – Conflicts – no changes proposed for this section

Chuck opened the floor for community members to express their comments. Comments may have been expressed but not captured for these minutes.

One community member suggested that the Board review “The Declaration” to determine if updates to that document are needed to comply with revised Colorado laws.

Action: Judy/Janet to make note of this and discuss it with the Board.

The committee reached consensus for this section including the proposed changes.