

12-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)  
Chuck Graham  
Manny Navarro  
Janelle Lirette

**Location of Meeting:**

Janelle’s home on Julliard

**Time Started / Ended:**

6:30 pm to 8:30pm

**Summary:**

The committee successfully reviewed articles 5 and 6. Notes and actions are outlined below.

**Minutes**

1. Chuck sent out a revision in section 3 prior to our meeting. He added a new subsection titled 3.15. The committee reviewed this new section at which time Chuck realized that some of the wording was off. He will revise and resubmit to the committee for the next meeting.

(update as of 07/08/2024): Final revision of proposed new subsection 3.15 to read:

“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 case 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 this finalized wording for this section.

2. Article 5 – Meetings of Directors
  - a) Section 5.1 Regular Meetings – no changes

b) Section 5.2 Organizational Meetings – remove the word ‘whole’ – no other changes:

“The first meeting of a newly elected Board of Directors following the annual meeting of the Members shall be held within 10 days thereafter at such place as shall be fixed by the directors at the meeting at which such directors were elected and no notice shall be necessary to the newly elected directors in order to legally constitute such meeting, providing a majority of the ~~whole~~ Board shall be present.”

c) Special Meetings – no changes

d) 5.4 Notice of Board Meetings

Minor revision to the text contained in 5.4 to change the “Colorado Revised Nonprofit Corporation Act” to “Nonprofit Act” to adhere to definition previously documented in the ‘definitions’ section.

Add another section to allow for notification to the ‘members’ – Chuck to wordsmith something for this newly proposed section.

(Update as of 7/8/2024) – Chuck finalized 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 eh Act and the Nonprofit Act.**

On 7/8/2024 The committee reached consensus of this finalized wording for this section.

- e) Section 5.5
  - i. In section (a) make the following revision:  
 “All meetings of the Board of Directors **other than executive sessions** shall be open to attendance by Members, as provided by a applicable Colorado Law.”
  - ii. In section (b) change “El Paso County” to be “Colorado Springs” to be consistent with the changes we proposed for the Members meeting’s location requirements.
  - iii. In section (c) – no changes
  - iv. In section (d) – remove the words “closed or”  
 “Rules and Regulation and amendments of the Articles of Incorporation and Bylaws may not be adopted in **closed or** executive sessions of the Board”.
  - v. In section (e) – remove the words ‘or closed’ and add ‘of the’:  
 “For any executive session **or closed of the** Board meetings, minutes kept for that part of the meeting should only indicate that an executive session was held and the general subject of the executive session.”
- f) In section 5.6 Waiver of Notice – no changes
- g) In section 5.7 Quorum – no changes
- h) In section 5.8 Proxies for Board Meetings – no changes however some lively discussion around how one Board member providing their written vote choice(s) for another Board member to submit in their absence isn’t really a ‘proxy’ because the attending Board member isn’t voting for the absent Board member – instead they are simply turning in their written vote on their behalf. At the conclusion of the discussion the committee agreed not suggest any changes to this section.
- i) 5.9 Consent to Corporate Action – This section became very confusing for the committee. Questions such as “what is a sufficient number of affirmative votes in section (b)”? In the section for ‘verbal’ voting it states unanimous but the written vote doesn’t specify this. Are written votes different than verbal? If so, why?
 

**Action:** Judy/Janet to keep track of this question to ask Derek and Altitude Law to get better clarification this section. No committee on this section until these questions are answered/clarified.
- j) In section 5.10 – no changes
- k) In section 5.11 – no changes

The Committee reached consensus Article 5 with the above documented changes along with holding off on section 5.9 which requires better clarification from Altitude Law.

3. Article 6 Powers and Duties of the Board of Directors

a) In section 6.1 subsection (b) remove “Rules and Regulations” and replace with “Association Documents excluding the Declaration”

“Adopt and amend ~~Rules and Regulations~~ Association Documents, excluding the Declaration, governance policies, procedures and rules and regulations as required by the Act, and including penalties for the infraction thereof.”

The rest of section 6.1 reached consensus by the committee along with sections 6.2 and 6.3.