

24-Jul-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:

Approximately 20

Date/Location of Meeting:

24-Jul-2024
East Library Annex room

Time Started / Ended:

5:45 pm to 7:45 pm

Summary:

Several community members joined as observers. The Annex room was almost filled to capacity (28). Several questions/comments were expressed at the designated allotted times as managed by Chuck. The committee was happy to have the community engagement on the various articles that were covered during the meeting.

Final review of several outstanding articles took place as outlined below. After the meeting a few more members' comments/questions/suggestions were submitted through the designated feedback process (email) which are currently being reviewed independent of a formal committee meeting.

The final item discussed was initiated by one committee member – revisiting the topic of increasing the requirement from 5% to 15% for petitions to hold 'special meetings' (meetings outside of the regularly scheduled and budgeted members meetings). The committee has previously reached consensus that raising the requirement from 5% to 15% better represents the interest of the community. Additionally, requiring at least 15% of the community to sign a petition helps to ensure that a small percentage of community members cannot force extra expenditures affecting the larger community. After some detailed discussion revisiting this topic, the committee remained in consensus to keep it at 15% (one committee member dissented).

Chuck is finalizing the committee recommendations in the master document. Soon, the document will be submitted to Altitude Law by Chuck for final review/comments before forwarding to the Board as the committee's final work product.

Minutes

Chuck opened the meeting welcoming our large group of observers. He read from a prepared statement on our process, our agenda for the evening, and how/when member comments would be welcomed in the forum. He then handed out his prepared documentation to the committee members that the committee would be using for the evening. Member comments were offered at various times throughout the meeting as per the defined process. A couple of members made comments asking why they did not/cannot receive the working documents of the committee prior to the meeting. An explanation was given by the committee secretary that committee working documents are not required nor intended to be dispersed to community members – only the minutes of the meetings followed by any final documentation that will go before the Board are intended to be made publicly available.

Additional comments made throughout the evening are not necessarily captured in these minutes, however their consideration is under review as the final documentation is being prepared.

The following text is a recap of the articles that were reviewed the evening:

(Excerpt from the Committee working document – all of these reached consensus by the committee members)

Provisions in current bylaws not in the proposal.

Section 3.7 Proxies for Member Meetings

(f) Proxy forms provided by the Association shall state that they are valid ~~A proxy shall be valid only~~ for a specific meeting and any adjournments thereof, or upon sale of the Lot for which the proxy was issued, whichever is earlier. Members may amend the proxy form to provide for another termination date. In no event shall a proxy be valid more than eleven months after its date.

See CCIOA 310(2) (b) and Nonprofit act 127-203
Section 3.9 Voting Procedures/Secret Balloting.

- (a) Secret ballots must be used **if when** required by law.

- (b) 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.

See CCIOA 310 (1)(b) (I)(B)

Section 3.13 Acceptance or Rejection of Individual Votes.

The Association has the right to reject a vote, consent, written ballot, waiver, proxy appointment or proxy appointment revocation when it has a reasonable, good faith basis to doubt the validity of the signature or the signatory's authority to sign for the Owner ~~and shall inform the signatory of such rejection.~~ The Association and its officer or agent who accepts or rejects any of the above in good faith is not liable for any damages that may result from the acceptance or rejection. Unless a court decides otherwise, any action taken on the acceptance or rejection of any of the above will be deemed valid.

Section 4.3 Nominating Committee.

We previously approved the following:

Nomination for 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. The nominating committee 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 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. The nominating committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine, but not less than the number of vacancies that are to be filled.

Suggested New Language:

A nominating committee shall be appointed by the Board of Directors at least three months prior to each annual meeting of the Members, to serve until the close of the annual meeting. The nominating committee shall consist of a chairperson, who shall be a member of the Board of Directors, and two or more Members of the Association. The duties of the nominating committee are:

- (a) To receive all applications for the Board of Directors;
- (b) To approve all applications of qualified owners as specified in Section 4.2 of these bylaws;
- (c) If necessary to have a total number of applicants at least as great as the number of vacancies that are to be filled, to recruit applicants; and
- (d) To conduct a candidate forum for members to meet the candidates prior to the election.

Section 4.4 Term of Office For Directors.

The term of office of directors shall be three years The terms of the directors shall be staggered. Two Directors shall be elected one year, two Directors elected the next year and three Directors elected the third year.

Section 4.7 Vacancies.

Vacancies on the Board caused by any reason (other than removal) may be filled by appointment by a majority vote of the remaining Board at any time after the occurrence of the vacancy following notification of the vacancy to the members and a request for

applications, ~~even though the directors present at that meeting may constitute less than a quorum~~. Each Person so appointed shall be a director who shall serve for the remainder of the unexpired term.

ARTICLE 10 AMENDMENTS

Section 10.1 Bylaw Amendments.

(a) These bylaws may be amended by the affirmative vote of a majority of the members voting following:

(i) a proposal to amend the bylaws approved by a majority of the Board of Directors and presented to the members for a vote; or

(ii) a proposal to amend the bylaws presented to the Board of Directors in a petition signed by Owners holding at least 15% of the votes in the Association. The petition shall include the proposed amendments to the bylaws, a statement explaining the amendments, and reasons in support of the amendments. The Board of Directors, in its sole discretion, may seek legal counsel as to the amendments and may edit the wording of the amendments without changing the meaning. When presenting the amendments to the Members for a vote, the Board of Directors may include a statement of reasons against the amendments. The Board of Directors, in its sole discretion, shall determine the time of the vote on the amendments but not later than the next regular meeting of the members at least sixty (60) days after the petition is presented to the Board of Directors.

(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.

Section 3.1 Annual Member Meetings.

The Board of Directors shall schedule at least two regular member meetings each year, one of which shall be designated an "annual meeting." An annual meeting of the Members shall be held during each of the Association's fiscal years, at such time of the year and date as determined by the Board. The directors shall be elected by the Members at the annual meeting, in accordance with the provisions of these Bylaws. The Members may transact other business as may properly come before them at ~~the annual member meetings~~. Failure to hold an annual meeting shall not be considered a forfeiture or dissolution of the Association.

How do we structure the additional meeting? What will be done? We can't have a meeting without a purpose.