

## **Huntingdon POA – Called Meeting September 22, 2009**

### **Opening:**

A special meeting of the Huntingdon Property Owners Association (HPOA) was called to order at 6:00 on September 22, 2009 at Butterfield Trail Elementary by Lee Ann Lawson, HPOA President. Notice of the meeting was officially sent 30 days in advance of the meeting per the requirements of HPOA by-laws.

### **Present:**

Attendees lists were circulated and have been filed.

#### **A. Introduction of Officers**

#### **B. Agenda**

The proposed agenda for the meeting was distributed as follows:

- I. Introduction of current Board Members and Committees  
Lee Ann Lawson, President  
Dave Flynn, Vice President  
Candace McCabe, Secretary  
Keith Glass, Treasurer
- II. The need for a special assessment
- III. By-Laws clarifications and/or amendments, including
  - a. Board of Director positions
  - b. Board member term change
  - c. Board member succession
  - d. Balloting/Voting by proxy
- IV. Board Member Nominations/Elections – based on any by-law amendment changes above

Don Moore made a motion to move the special assessment agenda item until after the by-law changes addressed. Motion was seconded. Unanimously passed.

LeeAnn named Candace as chair of the meeting for the by-laws discussion.

#### **C. By-Laws changes**

Proposed rewording of the by-laws were distributed via email prior to the meeting as well as in hard copies distributed as members arrived. Following are the proposed changes:

Article VII: Board of Directors

##### **1. Current Wording:**

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association.

##### **Recommended Change:**

The affairs of this Association shall be managed by a Board of four elected officers, all of whom must be members of the Association. The elected roles on this Board include President, Vice President, Secretary and Treasurer. Up to three members-at-large may serve on the Board as well, but are considered non-voting members. Additionally, Chairpersons for various committees, including, but not limited to, the

Green Space Committee, the Pool Committee, the Architectural Committee, Hospitality Committee and Historical Committee, will be appointed by the elected Board. Committee Chairs are considering non-voting members of the Board. Additional committees may be added as needed, but must have 2/3 of membership approval in a vote to be conducted at the annual meeting.

Discussion and Outcome:

Discussion was minimal on this item with questions raised regarding the function of some of the committees and voting roles.

Eric Johnson moved and was seconded to accept the proposed wording. The vote for this item was unanimous.

2. Current Wording:

At the first annual meeting of the members three (3) Directors shall be elected to serve a term for six (6) years. Such elected Directors shall not serve as elected Directors for more than one (1) full term, but shall be eligible for re-election.

Recommended Change:

At the annual meeting of the members, four (4) members shall be elected to serve a term of one (1) year. Such elected Officers shall be eligible for re-election each year. Up to three members-at-large may also be approved by voters present to serve on the board. These are considered non-voting roles.

Discussion and Outcome:

The discussion centered primarily on the term of the directors. A proposal was made that the term be for 2 years in order to ensure continuity and allow for a staggered-term. Current and former officers expressed concern that there would be greater commitment fears and reduced willingness to serve in positions if a longer commitment required. A recommended change from the word approved to elected in terms of the members-at-large was also requested.

Denise Cate moved and was seconded to accept the proposed wording, with the change from approved to elected. The vote for this item was unanimous. The approved wording is as follows:

At the annual meeting of the members, four (4) members shall be elected to serve a term of one (1) year. Such elected Officers shall be eligible for re-election each year. Up to three members-at-large may also be elected by voters present to serve on the board. These are considered non-voting roles.

3. Recommended Addition to Article VII:

In the event the President of the Board is no longer able to complete his or her term, the Vice President will automatically resume the role of President until the next annual meeting, when a new election will take place. In the event any of the remaining officers cannot complete their term, the rest of the Board members will resume the responsibilities until the next annual meeting, when a new election will take place.

Discussion and Outcome:

The discussion centered primarily multiple resignations and ramifications. A proposal was made that the members at large fill in as voting members on the board until an annual election should 2 or more officers resign during a term. A recommended change from the word approved to elected in terms of the members-at-large was also requested.

Bob Lentz moved and was seconded to accept the modified wording, as follows:

In the event the President of the Board is no longer able to complete his or her term, the Vice President will automatically assume the role of President until the next annual meeting, when a new election will take place. In the event any of the remaining officers cannot complete their term, the rest of the Board members will assume the responsibilities until the next annual meeting, when a new election will take place. Should two or more board members resign during the term, the elected members-at-large will assume voting responsibilities within the board until the end of the term.

The wording was approved with 1 No vote.

#### 4. Huntingdon POA

##### Declaration Recommended Amendment

##### Article IV: Covenant For Maintenance Assessments

Section 3, ADD (d) The elected board members and approved committee chairs serving on the Board will be exempt from paying the annual dues for the period they serve on the Board only. Any new committees must be approved by a 2/3 of members vote to be conducted at the annual meeting.

##### Discussion and Outcome:

There was discussion regarding the number of people who were not paying dues for their roles within the board and whether committee chairs should also be exempt. Current and former committee members discussed their level of involvement and the time required in order to fulfill their duties. It was suggested that the board members, committee chairs, and members-at-large were traditionally given the break from dues as a nominal fee for their service and to induce others to serve. It was pointed out that the board members, etc, have the ability to pay despite the waiver.

A proposed change to the wording to remove the redundant wording regarding committees, add members-at-large, and clarify special assessments was requested. The revised wording is as follows:

##### Article IV: Covenant For Maintenance Assessments

Section 3, ADD (d) The elected board members, members-at-large, and approved committee chairs serving on the Board will be exempt from paying the annual dues for the period they serve on the Board only. These individuals will not be exempt from any special assessments.

Shannon Servoss moved and was seconded to approve language. Motion unanimously approved.

##### Added Item: Proxy voting

A lively discussion regarding proxy voting was held. Proponents of allowing proxy voting discussed a concern that since proxy voting is mentioned within the existing by-laws, proxy should be allowed. It was also stated that several people were known to have been unable to attend the meeting but had expressed their opposition to the proposed assessment. Opponents of allowing the proxy discussed the precedence of not allowing proxy votes as well as concerns regarding auditing and verification of signatures in the event of a proxy vote. It was requested that Robert Holleman, along with Don Moore and Bob Lentz prepare a proposal to present at the next meeting with the specifics of how a proxy should be handled and how a proxy should be voted upon at that time.

April Rusch moved and was seconded to table proxy voting until the next annual meeting. The motion passed with 14 Yes and 5 No votes.

#### **D. Special Assessment**

Robert Holleman moved and was seconded to table the assessment until the next annual meeting. The motion was denied with 14 No votes and 5 Yes votes.

Keith Glass presented the current account information as follows:

Huntingdon POA  
Ice Storm Damage and Other Major Repairs  
2009

Date	Paid to	Amount	Description
9/24/08	City of Fayetteville	1,635.52	waterbill due to leakage
4/3/09	Mayes Plumbing	993.13	replaced sewer valves and water lines due to freeze up
4/23/09	Main Door Company	500.00	tree damage at pond
2/23/09	At Your Service	1,015.00	tree clean up
5/28/09	Krystal Klear	327.75	leaks in pool due to freeze
3/31/09	At Your Service	160.00	repairs to signs to to freeze

Proposed additions :

TO BE DONE IF APPROVED 5,289.96 Pool Cover

TO BE DONE IF APPROVED 740.90 Pond pump to remove green on top

Total: \$ 10,662.26 Expenses with approved additions

Full Lots payer - 170

163 with houses, 14 without (1/2 price)

historic collection % within 60 days - 75%

Required assessment value to gain historic collection within 60 days - 14,216.35

Total of required assessment per full lot - 83.63

Recommended Special Assessment 85.00

Discussion and outcome:

Last assessment occurred in 1999 due to a 15K pool resurfacing and pond issues that required a loan. Keith explained that almost all expenses were due to ice storm including \$4500 in repairs and the need for a new pool cover at \$5300 due to tears from falling trees. A question was posed regarding repair of the cover which was addressed by Kim Elder, pool committee chair. The cover is not repairable and multiple quotes were given for a replacement. A subsequent question regarding insuring the cover and the structures was posed. It was pointed out that prior investigations of insurance of the assets was not found to be cost-effective but Kim will investigate to see if we might be able to save additional money in the future. The question was raised whether we should fill in the pool and the pond and prevent future expenses. It was pointed out that the cost for filling in the pool was extremely high and that the pond is required as a waterway runoff and that they are our neighborhood's assets.

There was also discussion regarding the general dislike of having to raise the assessment value to cover those residents who do not pay on time. It was stated that the board had raised the dues previously at their discretion and that there should have been money to cover miscellaneous expenses. It was rebutted that for 3 years prior there had been no dues raised and that the last dues raise had not

been made by the board but voted on at the annual meeting by the entire membership.

Bob Lentz informed the meeting that he had gotten a commitment from UA to help us come up with a plan for the pond and that he would work with the green space committee on that.

Shannon Servoss moved and was seconded to remove the pump expenditure from the assessment until the UA study and recommendations are evaluated. The motion passed with 13 Yes votes and 6 no votes.

April Rusch moved and was seconded to approve the assessment. The assessment was approved with 16 in favor and 4 opposed.

Robert Holleman then made a motion and was seconded to reconsider at the next meeting. There was a discussion of what a move to reconsider meant with an explanation of Robert's Rules of Order stipulation that the move would table the assessment until the next meeting and would be entered into the minutes. A request was made to clarify that a No vote would mean that the assessment vote would not be set aside and that a Yes vote would set aside the approval pending further discussion at the next meeting. The motion was denied with 16 No votes and 4 Yes votes.

Robert Holleman and Don Moore stated that they didn't agree with the vote based on the earlier proxy discussion and would challenge the assessment.

#### **E. Election of Officers**

Volunteers were requested for any or all executive board positions. Shannon Servoss moved and it was seconded (individually) that all board members remain in their current positions until the next annual meeting when regular elections would occur.

#### **Adjournment:**

Meeting was adjourned at 19:43 by Lee Ann Lawson.

Minutes submitted by: Candace McCabe

Approved by: Lee Ann Lawson, President