

Centennial Trail HOA – Annual meeting of the association

Tuesday, February 7, 2017

home of Rachel and Randy Doriese (5270 Centennial Trail)

These minutes approved by the Board by email Dec. 18, 2017.

Board

present:

Charles Minter (president)

Lou Supino (vice president)

Andy Edmondson (treasurer)

Dot Jackson (vice president)

Randy Doriese (secretary; recording minutes)

Charles calls us to order at 7:01pm.

Of our 37 homes, 21 are represented in person and 7 by proxy. We have quorum.

Charles gives a brief introduction. He notes that in 2016, the Board met much more often than in years past. These Board meetings are open to all members of CTHOA.

During this meeting, secret ballots are available. By state law, these are required for contested Board elections, and also when more than 20% of voters request them. For this meeting, the Board has elected to set a much lower threshold: if anyone requests a secret ballot to vote on any motion, we will employ a secret ballot.

We discuss the City's presentations at "HOA Days," which Randy, Charles, and Lou attended in the spring of 2016 and Andy attended in the fall. This two-day event was designed to introduce HOA Board members to their roles and responsibility under state law. Randy supplies a general list of items he learned, while Andy summarizes the hierarchy of our governing documents. This review is intended to satisfy the Board's requirement under state law to provide education to the HOA.

At 7:15p, we begin to debate and vote on the various motions that were distributed before the meeting.

1) The proposed motion: *The Membership hereby affirms that CTHOA should continue its longstanding practice of using CTHOA funds to pay to clear snow from the privately owned sidewalks that run along Centennial Trail.*

Discussion: several folks speak in favor. No speakers express opposition.

Vote: the motion passes by unanimous voice vote.

2) The proposed motion: *Whereas the Board has determined that the Covenants and Bylaws are not fully in compliance with modern Colorado law and whereas recommended best practices are to have these types of documents reviewed every 10 years; the Membership hereby empowers the Board to undertake a legal review of our Covenants and Bylaws. CTHOA may incur legal expenses as part of this process. The Board shall form a committee of interested Members to help with this review. The goal will be to understand what in our documents needs to be updated and what costs would be associated with various options to amend, rewrite, or replace these documents.*

Discussion: A lively and lengthy discussion develops, with several speakers opposed and several in favor.

Amendment: An amendment is proposed to add the phrase, “not to exceed \$2,000 in CTHOA’s Fiscal Year 2017” to the end of the second sentence. This amendment is approved unanimously by voice vote.

The amended motion: *Whereas the Board has determined that the Covenants and Bylaws are not fully in compliance with modern Colorado law and whereas recommended best practices are to have these types of documents reviewed every 10 years; the Membership hereby empowers the Board to undertake a legal review of our Covenants and Bylaws. CTHOA may incur legal expenses as part of this process, not to exceed \$2,000 in CTHOA’s Fiscal Year 2017. The Board shall form a committee of interested Members to help with this review. The goal will be to understand what in our documents needs to be updated and what costs would be associated with various options to amend, rewrite, or replace these documents.*

After the amendment, the question is called.

Vote on amended motion: 21 total in favor, 7 total against. The amended motion passes.

- hand vote: 16 in favor, 5 against
- directed proxies: 4 in favor, 0 against
- undirected proxies: 1 in favor, 2 against

The Board will discuss setup of the committee at its next meeting and will solicit volunteers via email.

Next, we discuss CTHOA’s budget. Andy goes through the 2016 (actual) expenditures and the 2017 (projected) budget. The 2017 budget includes raising the annual dues from \$475 to \$500. Hence, the next motion:

3) The proposed motion: *The CTHOA membership dues for the 2017 fiscal year shall be raised from \$475 to \$500 per lot.*

Discussion: There is some discussion, with opinions both for and against expressed.

Vote: 20 in favor, 1 against in hand vote. There are not enough proxies outstanding to make a difference, so we forego counting the proxies. The motion passes. Membership dues will be \$500 in 2017.

4. The proposed motion: *The Membership hereby directs that the Board shall pre-approve, by a majority vote, all CTHOA expenditures. This applies to expenses paid directly by CTHOA to vendors and to expenses incurred first by Board members or other CTHOA Members that are then reimbursed by CTHOA. The Board may deny reimbursement of expenses that are not pre-approved. Recurring expenses (such as electricity, water, mowing and other landscaping, and snow removal) need only be re-approved when there is a new service to be signed up for or a new contract to be negotiated. The Board shall decide what information is needed to pre-approve an expenditure. All new expenditures approved at a Board meeting shall be recorded in the minutes. All new expenditures approved by the Board via email shall require at least three affirmative votes and be recorded in the minutes of the next meeting.*

Discussion: the only question is to ask why the Board is even bringing this motion to the membership, as this is seemingly a measure the Board could adopt by itself. The answer is that the Board is attempting to act transparently and to gain community buy-in.

Vote: The voice vote is unanimously in favor of passage.

Next, we discuss the annual spring cleanup. There are no volunteers to run the cleanup. N.B.: after the annual meeting, David Klamann agrees by email to be the 2017 cleanup head.

Next, we discuss the neighborhood social gatherings (neighborhood picnics and also ice cream/happy hour gatherings a few times during the summer) that Sandy Edmondson and Jean Hauser have been organizing. We decide to continue having these. Sandy and Jean have volunteered to continue organizing them.

Board election: the Board position presently occupied by Dot Jackson (term expiring) is open. Kent Zaitz nominates David Klamann. The nomination is seconded. There are no other nominations. David is elected by unanimous voice vote.

Charles calls the meeting to a close at 8:56pm.