

Mountain Springs Ranch Homeowners Association

Board of Trustees Meeting Minutes

July 20, 2021

Attendance:

Carrie Clark, President
Cyndie Rippy, Treasurer and Vice President
Julie Coy, Co-Treasurer and Secretary
Chris DeSantis, Trustee at Large
Tom Heald, Trustee at Large
Gary Starr, Trustee at Large

Also Present at the meeting:

Peggy Hill
Justyn McGrigor
Bill Slaviniski
Sean Elias

Call to Order:

President Carrie Clark called the meeting to order at 6:05 p.m. MT via Zoom

Approval of 7/14/21 Meeting Minutes:

Deferred

Revised Articles and Bylaws Review:

Chris DeSantis invited comments and questions on the Articles and By-Laws and expressed the hope to move on to the Covenants soon.

Carrie Clark said she and Chris DeSantis met Tuesday to discuss the process for revising the Covenants and determining what would be relevant from among the roughly 10 requirements under CCIOA given that we are a small HOA without significant commonly held infrastructure other than the road. Need to seek alignment and clarity across governing documents and in the nomenclature, with definitions provided for terms not readily understood by laypersons.

Discussion ensued about the use of both "Trustee" and "Director" in the documents to refer to members of the HOA governing board. In CCIOA, the term "Director" is more commonly used but the meaning is roughly the same.

Gary Starr pointed out that all our current documents use the term “Trustee” throughout, and either way, the same term should be used throughout in the new documents.

Julie Coy urged referencing the definitions of the terms in CCIOA and using the term that best matches the function of our governing board’s members.

Chris DeSantis expressed his intention that the new Covenants will not reference earlier versions of the Covenants but will supersede and replace all prior versions.

Carrie Clark clarified that our intent is to honor the current nature of the HOA and not to use this process to make significant changes to the values and operation of our HOA.

Methodical review of the By-Laws began.

Article I and II:

- Need to consistently use the term “Board of Trustees” or “Board of Directors”
- Gary Starr suggested expanding the purpose statement with one of the purposes stated in an earlier version of the by-laws. Chris said that more expansive descriptive content regarding the purpose is more appropriately placed in the Covenants. Gary, Julie, Carrie and Chris agreed.

Article III:

- 3.3. Gary pointed out that our Policies should be referenced in the language regarding rules and regulations. Chris stated that some of our current Policies should become part of the Covenants. Gary disagreed, indicating that the Covenants are very difficult to change or add given the need for 2/3 approval of membership. As a Board, there are times when guidance or policy needs to be set quickly as a function of leadership. If the Board cannot do that, it hampers the Board’s ability to lead and govern. Chris DeSantis said that policy should guide how Covenants are carried out but not change or go beyond what all of Membership wants or does not want, as stated in the Covenants. Carrie Clark also shared that at some point in the process, a member survey will allow input on points such as this.

Article IV:

- 4.1. Carrie pointed out that we are enjoying more participation due to use of Zoom meetings; but indicated it could be challenging to hold in-person meetings while also providing for participation through videoconference. Chris suggested that it is much easier for owners whose primary residence is not local to participate by videoconference and we ought not remove that opportunity. Julie Coy suggested that someone other than the President needs to manage the videoconferencing technology as volunteer IT support to allow the President to focus on facilitation. Julie also pointed out that later in the By-Laws, it says that all committees of the Board also must be

conducted by videoconference. Open Meeting Laws and CCIOA all require committees to post an agenda in advance, announce the meeting 24 hours in advance to all Members, provide for Members to join, and take and post minutes. Tom Heald indicated that videoconferencing an in-person meeting becomes more challenging if the business of the meeting requires decisions/votes from many people rather than simply allowing many people to simply view and comment during a participatory component of a meeting. Can still be done but requires preparation and facility with the conferencing tool.

- 4.2. Julie Coy pointed out that September and October meetings have historically been unpopular because Members wanted to keep weekends free for recreational purposes. Honoring those preferences is what moved our annual meetings to November. Chris DeSantis said using video meetings might make it easier for more people to participate regardless of time of year. Julie Coy suggested this should be a survey question.
- 4.3. Carrie noted the change from 10% to 20%. 10% would be 4 lots, 20% would be 9 lots required to call a special meeting. CCIOA says 20% OR a lower percentage if designated in association documents. Carrie and Gary suggested leaving it at 10% to make the bar lower for bringing issues forward. Chris amended the language to 10%.
- 4.4. Carrie pointed out that “Member Meetings” are meetings of all members of the Association. Member Meetings have different requirement than meetings of the Board or Committee meetings. The proposed language aligns with CCIOA and Title VII, and passed review by the HOA lawyer.
- 4.5. Chris DeSantis clarified that without a quorum at a Membership Meeting, the only business that may be transacted is to establish the next meeting date and time, and vote adjournment. The language “may” allows only those two actions, and not discussion of items on the agenda without decisions made. Julie Coy recommended changing the word “may” to “shall” for clarity. Chris will address.
- 4.6. No issues raised on **4.6a**, **4.6b**. On **4.6c**, all agreed that this clearly states that a dues increase must be approved by 67% of those present in person or by proxy, not by 67% of all Members. Need to be clear in the posted agenda for the meeting that a dues increase is being recommended. **4.6d** addresses restrictions on use of property. Julie raised the concern that this By-law would eliminate the restriction against using properties as rental property for less than a month’s duration. Carrie reminded people that in the By-Laws, the focus is only on the *mechanism* for establishing restrictions and not specific restrictions. CCIOA requires that any restriction to the uses of an owner’s property must be approved by the membership and stated in the Covenants.
- 4.7. **4.7a** raised no issues. **4.7b** raised no issues once duplicative language was removed. **4.7c** raised no issues. **4.7d** Julie Coy asked how long records of all cast ballots in a secret ballot vote must be retained. Chris DeSantis stated they should be retained electronically indefinitely. Carrie stated that all HOA files need to be better organized

and saved digitally in a way that subsequent Boards have full access and can maintain the system. **4.7e** raised no issues.

- 4.8. **4.8a** raised no issues. **4.8b** raised no issues. **4.8c** raised no issues.
- 4.9. raised no issues.
- 4.10 raised no issues.

Article V:

- 5.1. **5.1a** this section may not be needed if “Director”/”Trustee” language is used consistently throughout. **5.1b** Julie Coy suggested adding a reference to Article VIII for information on selection of officers. Reference to Article VIII was added. **5.1c** raised no issues. **5.1d** Carrie Clark expressed concern that current one-year terms potentially cause a lack of continuity in Board work. Discussion ensued about introducing staggered and/or multi-year terms of service so we don’t have the situation where all Directors/Trustees of the Board are new and there is no continuity in addressing issues from one year to the next. Tom Heald indicated that this kind of staggering of multi-year terms is more usual in public governance to preserve organizational memory and continuity of effort, and probably warrants some dialogue. Others said we may have difficulty getting volunteers to commit to serve for more than a year at a time. Agreed to leave as is for now.
- 5.2. no issues raised.
- 5.3 no issues raised.
- 5.4 no issues raised.
- 5.5 Carrie Clark asked that the language regarding notice of meeting be changed to less than 10 days. Carrie recommended 24 hours’ notice to allow the President to convene the Board quickly to address urgent issues. Chris will add a new clause pertaining to emergency meetings that can be convened with only 24 hours’ notice. Regular meetings of the Board will require 48 hours’ notice. The agenda or purpose of the meeting should always be stated.

Next Meeting:

July 26th at 5:00 p.m. – 8:00 p.m. Agenda: complete review of the draft By-Laws.

Meeting Adjourned at 8:06 p.m.

Julie Coy moved adjournment at 8:06 p.m.. Cyndie Rippy seconded the motion. All in favor.