

**Loma Linda Subdivision Homeowner's Association
Minutes of the Special Board of Directors Meeting
June 19, 2017**

Directors present: Bill Trimarco, Don Haywood, Mark Douglass.

Members present: Peggy Beach, Al and Jo Myatt, Dave Parker, Farrell and Barbara Trask, Curt and Donna Grindal, Wen Saunders, Sue Wells, Sharon Jennings.

The meeting was called to order by Mark Douglass at 7:01 pm. This meeting was called for the purpose of addressing Bylaw proposals.

Public Comment: Peggy Beach expressed concern over finding a pile of barbeque coals dumped on San Juan Drive. She will draft up a flyer for the Board to review and post it on the mailstop bulletin board. It will be a reminder to all homeowners, including those allowing vacation rentals, about proper disposal practices (no hazardous materials or other personal property (including trash) can be dumped on public or private property). A notice about Fireworks will also be addressed.

Peggy asked if the Board would consider sponsoring a community chipping rebate program again this year (usually late August or September) as it would be a great FireWise activity for the HOA. There is up to \$1,500.00 available in rebates. There is no cost to the HOA; individual property owners using the service pay the cost. The application was turned over to the Board and this matter will be added as an agenda item at an upcoming meeting.

Nominating Committee: Don Haywood explained the need for a transitional/interim nominating committee to serve until the annual meeting; the prior committee who stayed on until after the recent election is no longer in service. Present Bylaws will be followed which indicate that a member of the Board should be Chairperson and at least two others be part of the committee. Mark Douglass volunteered to serve as Chairperson. Sue Wells, Peggy Beach, and Becky Endres have volunteered as committee members. A motion to accept this transitional nominating committee, made up of the above mentioned volunteers who will serve until the end of the annual meeting on July 30, was made by Bill Trimarco, seconded, and approved by voice vote. A proposal to use members-at-large on the committee in the future, independent of Board members, will be put to vote at the Annual meeting and, if approved, the Bylaws will be changed.

Picnic Committee: Mark asked for a committee of volunteers to head up logistics and organize the picnic. Al Myatt had made contact with Jaime at Shooters and Shenanigans; their facility is updated and has room to handle a group our size. Al shared a current menu; the cost is about \$12 per person; miniature golf may be thrown in. Bill Trimarco volunteered to act as the Board representative on the committee and will follow-up on the menu. Al will contact them to lock in the date of July 30 from 2:00 – 5:00 pm. Sue will assist Al if he needs help.

ACC Appeal Procedures: There was discussion of the current appeals processes: Appeals of ACC decisions must be made to the Board, not to the ACC committee itself; the Board should act as the judge in a proceeding. A copy of the Timber Ridge appeal process was given to Board members noting that it is long and complicated.

Don Haywood read the current section of Loma Linda's CC&Rs:

"In the event that the Architectural Control Committee disapproves any plans and specifications or any portion thereof, submitted to it by any lot owner, said lot owner shall have the right to appeal the decision of the ACC to the Board of Directors of the Association. Said lot owner shall

have 30 days from receipt of the written disapproval of the ACC to bring his appeal to the BOD of the Assoc. Within 30 days of the filing of the appeal by the lot owner, the BOD shall make a decision in writing either affirming or disaffirming the decision of the ACC. The action of the BOD shall be final and binding upon the ACC and the lot owner.”

Interpretations as to the operational procedures of the Board in the appeal process were made. The Board should not take a position without hearing both sides. A special meeting should be called where the topic is only to hear the appeal. The ACC should present their findings first and then the lot owner; the board should ask questions only and not defend or deny any of the issues on the appeal at that special board meeting. The HOA Board will meet, review and conduct research and provide a written response without a further meeting and notify the parties in writing.

Additional member and board discussions were heard stressing the importance of hearing both sides, having the ACC present at the appeal, not arguing, understanding the probability that one party or the other is going to be upset by the ruling, whether the actions should be discussed at a meeting, the timing of the special meeting, doing due diligence before making decisions, whether a written appeal is necessary, etc. This new appeal proposal doesn't change the existing timeline or the CC&Rs; it's the "how-to" process that needs modifying.

The Lot Owner, Sam Pack of 242 La Tierra, submitted on 6-13 an electronic and on 6-15 a written appeal with references made to CC&R Article 9, Section 3 (b) (3). There is no definition of what an attachment is in the CC&Rs. County Assessor defines attachment as 'sharing a common wall'. Archuleta County Building Department considers any breezeway as an attachment and treats the structure as one. The Board can research the issue without going into executive session and respond by July 13th per timeline in the CC&Rs (declarations). The Board can take an action without a meeting per Bylaws, Section 5 by a vote of the directors. Don called for a vote on the decision. A motion to overturn the ACC denial (based on data from two other local agencies that define this arrangement as a single residential dwelling) and consider the house and garage to be one structure if they meet the ACC's harmony of building requirements was made by Bill Trimarco, seconded and approved by voice vote. Bill thanked the ACC committee and commended them for trying to be as accommodating as possible to the homeowners. Mark said that the appeal process should be expanded so someone making an appeal can understand the process and what they have to do.

Procedure for Board Member Elections: Don stated that Bylaws can be amended at a members meeting by a majority vote if a quorum is present. It is necessary to first amend the Bylaws to go through the election process and then go through the election itself. He presented an updated proposal on two points...1) moving the annual members meeting to July/August, which was previously voted on and 2) the process of election to the Board. A Nominating Committee needs to be in place for this meeting (transitional, as previously discussed). Took out requirement that the chairman be a member of the board. Added verbiage that if an unopposed seat (one person running for the office) the vote can be by a show of hands/by acclamation. If two people are running for one seat there would be a written or secret ballot sent out to members after the meeting so new board is elected prior to being seated in January. The Board needs to agree to these changes and convert it into a communication to the membership so they know there will be a vote. This will include proxy forms because some property owners will not be at annual meeting. The notice and proxy form could be sent out with the notice of annual meeting. Bill felt the ideas were great and suggested a couple of changes after comparing the Bylaws with the previous proposal.

Article III – Section 1...change of wording has already been approved by the membership.

Article IV – Section 2...remove the old statement about the first annual meeting which was only pertinent to the beginning of the HOA and modify the statement about the term of office.

Article V – Nomination...basically condensed wording, but leaves the nominating committee active for a year. Board discussion ensued and it was suggested to include that the Nominating committee's work is

terminated at the close of nominations at the members meeting after a verbal majority vote of the members present. The proposal will be amended to include this provision.

Article V – Election... discussion as to wording of the date of the annual meeting and a date for an election and use of proxies. It was agreed that when at the annual meeting if there is a single person the election is handled at the annual meeting by a vote of the members at that meeting. If there are multiple persons running for one seat there is a separate procedure where a secret ballot is mailed to the entire membership; those that mail the ballot back are counted and the new board is then selected. A member suggested that a work session, open to the membership as viewers only, be conducted to go through the wording of the proposals to come up with final, appropriate verbiage.

Don proposed taking Bill's proposal for Articles III, IV, and V with adjustments as presented and Don's proposal for the elections. Don read his proposal pertaining to the elections process. The nominating committee will be selected at a board meeting. The nominating committee will conduct the election. All written ballots will be counted at a special members meeting called solely for that purpose (if a meeting is actually required), but not later than December 1. If no meeting is required, the results should still be reported at a Board meeting.

A motion to accept the merged proposal was made by Bill, seconded, and approved by voice vote.

The meeting was adjourned at 9:01 pm.

Sharon Jennings / Recording Secretary