



The meeting was called to order at 6:35pm with all Directors present:
Jen Barbieri, Gene Niederkleine, Dennis Robertson, Matthew Kifer, & Lacy Smay

Also present: Melissa Owens (via video call) and Gil Pierce of Rockwood Property Management as well as 3 homeowners.

Board Meeting Minutes of 12/13/23 were adopted by unanimous vote.

Financial Reports through December 2023 were approved by unanimous vote. Gil mentioned that the Association has about \$26k in prepaid dues, which looks like an artificial positive cash flow for 2023 when the funds are intended for 2024. In addition to the 2024 income received in 2023, both postage and snow removal were over budget. The postage expense is for coupons, which were ordered in Nov instead of yearend and was thus expensed in 2023 instead of 2024. Snow expense is weather dependent and always a moving target.

Upon a motion duly made and seconded, Acct# MON000202 is authorized for CFS referral. RPM will complete the referral this week.

OLD BUSINESS

Legal Update: *(continued after Executive Session)* upon a motion duly made and seconded, the Board voted unanimously to decline the settlement offer submitted by Perez and move to the hearing, which is scheduled for tomorrow at 3pm.

NEW BUSINESS

Bylaws Amendment: # of Directors + Online Voting: after discussion and by unanimous approval, the Board adopted the attached Bylaws Amendment by unanimous vote. The amendment was signed and will be in effect upon posting to the website.

Summer Party: Gil will provide the Kona Ice budget from last year for comparison. After discussion and much consideration, the Board will remove catering to reduce the overall budget but Kona Ice will be provided at no cost to resident children.

D&O Insurance Proposal: the Board tabled coverage until after the Perez suit is resolved.

Annual Meeting Process & Timeline: the meeting is scheduled for May 15th. A call for candidates will be distributed next week along with the Bylaws Amendment and summer party information.

HOMEOWNER FORUM

When and where will the summer party be? *Details will be distributed by mail, email and posted to the website next week.*

What's the total dollar amount on the lawsuit thus far? How does the HOA come up with that money? *Last year a total of \$14k was spent on attorney fees and approximately \$5k spent so far this year. Attorney fees are paid through the operating budget; absent sufficient funding, the Board can levy a special assessment or borrow from the reserve account then repay the balance over time.*

How long do you have to be a member before you can be a board member? *There is no minimum; the only requirement is that Directors be a homeowner.*

EXECUTIVE SESSION was called to order at 6:06pm. The Board reviewed the settlement offered by Perez and reconvened the open session at 6:16pm. Attending members were invited back to the meeting.

With no other business rightfully brought before the Board, the meeting was adjourned at 6:21pm.

Respectfully submitted,
Melissa Owens, CMCA, AMS



Association Admin, Rockwood PM

Attachment: Bylaws Amendment RE # of Directors + Online Voting

Unless otherwise noted below, new text is **bold and highlighted** and text scheduled for removal by this amendment is denoted by ~~strikethrough~~.

1. Article 2.2 is amended as follows: “2.2 Voting Requirements. Except when otherwise expressly provided in the Declaration, the Articles or these Bylaws, any action by the Association which must have the approval of the Association membership before being undertaken shall require the vote of a majority of a quorum present at any meeting (in person or by proxy) **or by ballot.**”
2. Article 2.3 will be amended as follows: “2.3 Quorum. The presence in person, ~~or~~ by proxy, **or ballot** of at least twenty percent (20%) of the voting power (and the presence of the Declarant, where the Declarant holds at least 15% of the total voting power) shall constitute a quorum...” (The remainder of this section is unchanged.)
3. Article 2.4 is amended as follows: 2.4 Proxies. At all meetings of Members, each Member may vote **by ballot, electronically**, in person or by proxy **as determined by the Board of Directors...**” (The remainder of this section is unchanged.)
4. Article 2.5 current text to be removed by this amendment: “2.5 Annual Meetings. Regular annual meetings of the Members of the Association shall be held on a date selected by the board of directors.”

Article 2.5 new text to replace the above: “**2.5 Annual Meetings. A meeting of the Members shall be held at least annually, the date, time and location for which will be determined by the Board of Directors. Meetings may be held by electronic means provided that all members can hear and participate in real-time.**”

5. Article 3.1 current text to be removed by this amendment: “3.1 Number and Term of Directors. The Board shall consist, initially, of three (3) Directors. At each annual meeting of the Association, the number of Directors shall be adjusted automatically, according to the increase in voting power residing in Members other than the Declarant since the preceding annual meeting, according to the following:

Non-Declarant Votes

<u>As of annual Meeting Date</u>	<u>Number of Directors</u>
Up to 300	3
Up to 500	4
Up to 700	5
Up to 900	6
Up to 1200	7
Up to 1500	8
Over 1500	9

Each Director shall be an Owner of a Lot or an agent of a corporate Owner. The initial Directors shall serve until the first annual meeting of the Association.

Each Director shall be designated as a Category I or Category II Director. The first, third, fifth, seventh, and ninth Director positions shall be Category I Director positions. The second, fourth, sixth, and eighth Director positions shall be Category II Director positions. The Category I Directors shall serve from the date of their election until the annual meeting held in the next odd numbered calendar year, and the Category II Directors shall serve from the date of their election until the annual meeting held in the next even-numbered calendar year. The intent of designating Directors by Category is to preserve the staggering of terms on a two-year basis.”

Article 3.1 new text to replace the above: “3.1 Number and Term of Directors. Association affairs shall be managed by a Board of five (5) Directors. The number of Directors may be increased or decreased from time to time by resolution of the Board but shall not be less than five (5). No decrease in number of Directors shall have the effect of shortening the term of any incumbent Director.

Each Director shall be an Owner of a Lot or an agent of a corporate Owner. The terms of the first Member Directors will be determined by the Declarant to ensure staggered terms. Subsequently elected Directors shall each serve two (2) year terms.”

6. Article 3.2(b) is amended to remove the text denoted by ~~strikethrough~~: “Election of Directors; Declarant Control. Elections of Board members shall be by secret written ballot, with the persons receiving the most votes being elected to serve. ~~If Director positions are available in both Categories described in Paragraph 3.1 above, the Director receiving the most votes shall be designated for the Category providing the longest term.~~ No cumulative voting rights shall be available.”
Notwithstanding the foregoing, the Declarant shall have the right to control the Board by appointing a majority of all Directors (but not less than three Directors), with all remaining Directors being elected by the vote of the Members. The special right of the Declarant to control the Board by appointment of Directors shall cease on the occurrence of any of the following...” (The remainder of this section is unchanged.)

The above stated Bylaws amendments shall go into effect upon distribution of the amended language to the membership.