

DOUGLASS RANCH PROPERTY OWNERS ASSOCIATION

Minutes of the Board of Directors

Call to Order: Meeting called to order at 5:30pm, Monday, July 06, 2020

Location: Meeting was conducted virtually via Zoom

Attendance

Board Members Present:

Aaron Reilly	President	512-769-6400	aaron@avautomation.com
Veris Simms	Vice President	720-220-5631	vcvcsimms@gmail.com
Randy Jensen	Treasurer	303-838-5117	jensen5513@gmail.com
Andréa Swenson	Secretary	612-201-0289	andrea.swenson@outlook.com
Mark Ferguson	Roads & Grounds	720-403-3939	mark.ferguson@me.com

Others Present:

Advisory Committee Member: Tricia Jensen

Members at Large: Dallas Ostrom
Mike Rheinberger.
Cathy Rheinberger
Pam Senjem
Jay Genender
Lore Genender
Doug Benning

Absent: None

- I. **Review and Evaluate the Bylaws of the Douglass Ranch Property Owners Association**
 - All determinations and proposed suggestions for revision, rewrites, or updates will be submitted to the DRPOA Attorney Kim Porter review.
- II. **The following Articles of the Bylaws were Evaluated:**
 - **Article II: Offices** - The address is most likely no longer valid. Submit to DRPOA Attorney for consult on the question.

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- **Article III: Membership, Voting Quorum and Proxies** - Subject of Article III needs to reflect current state law. All references to Member status i.e. “Class A” and “Class B” should be removed and be removed subsequently throughout all governing documents.
- **Article V: Administration –**
 - i. **Section 1, Annual Meeting**: Change designated month from November to October.
 - **Section 2, Special Meeting**: Submit to DRPOA Attorney for consult on the question to modify language for stipulations on calling a Special Meeting.
 - i. **Section 3, Place of Meeting**: Modify language to require that meetings be held locally
 - ii. **Section 4, Notice of Meeting**: Language should be revised to include method of notification sent electronically via personal email but not via social media such as Facebook.
 - 1. “...Shall be delivered personally or by mail...” – modify statement to qualify USPS (United States Postal Service).
 - iii. **Section 6, Voting**: Ask attorney to clarify language and definition to state a Member is an Owner, but qualify each lot has one vote.
- **Article VI: Board of Directors**
 - i. **Section 1, Number, Tenure and Qualifications -**
 - 1. Not more than one individual from the **same lot** may be elected to the Board of Directors
 - 2. Designate term limits to two (2) Years.
 - 3. If the Board Member wishes to continue serving on the Board, then re-election by community vote is required.
 - 4. Mandate staggered terms to insure DRPOA has experienced Board members.
 - 5. An individual who has never served on the DRPOA Board is prohibited from serving as President.
 - 6. Modify language of number of Board members to be consistent with the Articles of Incorporation i.e. no fewer than three (3) and no more than five (5) individuals. And carry through to the CC&Rs.
 - 7. All newly elected Board members shall be required to attend one “hand-off” meeting.
 - **Section 2, Resignations, Vacancies –** Remove member class status, but submit to DRPOA Attorney for consult on the question.
 - i. **Section 4, Additional Powers and Responsibilities –**
 - 1. (j) - **To Borrow Funds** – Revise “Declarant” language but give the Board authority to borrow.

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- ii. **Section 5, Compensation** – Remove statement that any director can be paid a salary but allow reimbursement of reasonable expenses with Members’ approval.
 - iii. **Section 7, Special Meetings** - Keep the place of meeting local, remove “telegraph” and replace with modern communications i.e. email.
 - iv. **Section 9, Waiver of Notice** – Revise attendance of a Director to accommodate modern technology i.e. video/audio conferencing. Ask the attorney to clarify and confirm.
 - v. **Section 11, Meetings by Telephone** – Revise to modern technological standards.
 - vi. **Missing Section 13, Proxy** – Add this section back into the Bylaws but allow for votes via remote/virtual participation as allowed in section 11.
- III. **Article VII: Officers and Agents:**
1. **General** - Align with proposed rewrite to Article VI, 5 - that no Director may vote to pay itself a salary.
 2. **Removal of Officers** - According to DRPOA attorney, Colorado law allows removal of a board member from their office, but still remain as a voting member. Removal of a board member from the Board of Directors entirely requires a recall vote by the community
 - a. Remove “with or without cause”
 3. **Section 6., Subsection (e), The Secretary** - Modify and revised gender status from “him” to “individual”.
 4. **Section 7., Treasurer** - Insert a designated authority to sign checks and use of debits card and reporting thereof.
- IV. Remainder of the Meeting of the Board of Directors reserved for comments from attending members at large.
- V. **Next Regular Meeting** - Wednesday, July 15 at 6:00pm
- VI. **Meeting Moved to Adjourn by Aaron Reilly**
- **Motion Second:** Randy Jensen
 - **Motion Approve Unanimously**
- VII. **Meeting Adjourned**_– Adjourned at 8:31pm

Submitted By: Andréa Swenson, DRPOA Secretary