

DOUGLASS RANCH PROPERTY OWNERS ASSOCIATION

Minutes of Regular Meeting of the Board of Directors

July 15, 2020

Call to Order: Regular meeting of the Board of Directors was called to order on Wednesday, July 15 by President, Aaron Reilly, at 6:04pm.

Location: Meeting conducted via Zoom.

Attendance

Board Members Present:

Aaron Reilly	President	512-769-6400	drpoa.president@gmail.com
Veris Simms	Vice President	720-220-5631	drpoa.vicepresident@gmail.com
Randy Jensen	Treasurer	303-838-5117	drpoa.treasurer2020@gmail.com
Andréa Swenson	Secretary	612-201-0289	drpoa.secretary2020@gmail.com
Mark Ferguson	Roads & Grounds	720-403-3939	drpoa.randg@gmail.com

Others Present:

Advisory Committee Member: Tricia Jensen

Members at Large: Mike Rheinberger.
Cathy Rheinberger
Pam Senjem

Absent: None

- I. **Approval of Minutes** – Aaron Reilly waived the approval of minutes, asked Board of Directors to review and approve via email by the following day.

- II. **Approval of the Agenda**
 - Continue Review and Evaluation of the Bylaws of the Douglass Ranch Property Owners Association.
 - Begin Review and Evaluation of the Covenant, Conditions, and Restrictions (CC&Rs)

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- **Additions to the Agenda**
 - i. Follow-up on the status of the parking violation at the Ostrom residence (Lot 22).
 - ii. Adopt the Model Code of Ethics for Community Association Board Members.
- III. **Parking Violation** – It has been reported that a large trailer has been parked outside for a number of weeks at the Ostrom residence (Lot 22), which is not in compliance with the CC&Rs. Aaron Reilly will contact Dallas Ostrom to advise of the violation.
- IV. **Adopt the Model Code of Ethics for Community Association Board Members** – Upon advise of attorney, Kim A. Porter, it was recommended that, in addition to the required **Conflict of Interest Policy**, a **Code of Ethics** for Board members also be incorporated. This Code of Ethics can be attached as a new Article of the DRPOA Bylaws.
 - **Add New Article** - Request attorney to create a new Article as **Article XIV: Code of Ethics**, to insert after **Article XIII: Amendments**, of the DRPOA Bylaws.
- V. **Review and Evaluate the Remaining Articles of 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 A. Porter, for review. All references stating, “attorney” from this point forward means the DRPOA Attorney, Kim A. Porter.
 - **The Following Articles of the Bylaws were Reviewed and Evaluated:**
 - i. **Article VII: Section 1** – Middle paragraph, “*The salaries of all the officers...*,” currently does not align with recommendation for **Article VI: Section 5 – Compensation**. Request attorney rewrite to the effect that no member of the Board of Directors may pay themselves a salary.
 - ii. **Article VII: Section 2 – Removal of Officers** - Recommend striking “...*with or without cause...*” and change to “with cause.” This will offer a transparent due process as well as be in compliance with Colorado State law concerning removal of an officer or Board member.
 - iii. **Article VII: Section 6. Secretary, sub-section (e)** – Change from “...*assigned to him...*” to “assigned to the individual,” or other such gender neutral reference.
 - iv. **Article VII: Section 7. Treasurer** – Change pronouns from “he” to a gender neutral reference.
 - 1. **Payrolls** – Request attorney add a reference to formally indicate certain authorized signatories as solely being the President and Vice President. Include this change to Section 3.2 of the CC&Rs.
 - v. **Article IX: Assessments. Section 2. Special Assessments** - Strike the word, “class” as class membership as defined no longer applies.

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- vi. **Article IX: Assessments. Section 3. Establishment of Annual Assessment Period** - Request attorney delete, *“except that the first Assessment Period shall commence upon the filling of this Declaration and terminate on December 31 of such year,”* and update.
- vii. **Article IX: Assessments. Section 4. Collection Costs** – The clause, *“The applicable interest rate on delinquent Assessments...”*, is vague. Request attorney determine legal merit of language and ensure calculations of interest rate is clear, concise, and easy to interpret.
- viii. **Article IX: Assessments. Section 6. Limitation on Amendment** – Strike, *“...Class B Member.”*
- ix. **Article X: Evidence and Determination of Membership, Registration of Mailing Address and Lien Holders. Section 1. Evidence of Membership** – Clarify definition of membership to understand a member is the owner of a single lot and not recognized as a collective of individual persons. In other words, that each lot has one owner and one vote.
 - 1. **Vice President** - Create new responsibility for the Vice President to welcome new members and, if the member is renting out their home, welcome renters as well to DRPOA, and collect necessary contact information from both member and renter.
- x. **Article X, Section 2. Determination as to Membership** – Request attorney to update, rewrite, and shorten in more simplified language.
- xi. **Article X, Continued, Section 3. Liens** – Consult with attorney about simplifying this entire section procedurally, yet protect the interest of the DRPOA organization to hold a lien against a delinquent member (unpaid dues or fines) to debit outstanding cost at transaction with lending institutions. Add cross reference similar language in our CC&Rs.
- xii. **Article XI: Security Interest in Membership** - Request attorney to simplify and assist in preventing lienholders, other than the DRPOA, to gain the right to vote upon foreclosure.
- xiii. **Article XII: Design Review Board** - Request attorney to rename this entity to state, **“Design Review Committee.”**
- xiv. **Article XIII: Amendments** – Request attorney to determine, qualify, then remove any and all language that pose a concern with intent to protect the DRPOA community at large from an abusive Board of Directors. Moreover, the Board of Directors unanimously approve that either current or future Board of Directors have authority to amend any aspect of the Bylaws of the Douglass Ranch Property Owners Association as long as it does not conflict with our CC&Rs (See Sections 3.1 and 3.2), nor our Articles of Incorporation.
- xv. **Article XIV: Miscellaneous. Section 1. Seal** – The actual whereabouts of the DRPOA official seal is currently not known. If not found, will request assistance from our attorney to determine whether it beneficial to acquire a digital seal and/or acquire a new physical Seal.

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VI. Future Actions and Steps

- **Aaron Reilly** – An email with the attached finalized review (with annotations) of the Bylaws will be sent to the Board of Directors for final review. To promote transparency, Aaron recommends to send an email with the attached completed review of our Bylaws to the community at large, and communicate with added assurance that this document will be submitted to our attorney for quality control, legal merit, and consistency. A ten (10) day deadline of Sunday, July 26 will be given for review and feedback, then submit to attorney.
- **Randy Jensen** - Recommends setting aside a number of days for the Board to review community feedback, then submit to our attorney the following day. Also that when we send the Bylaws, include the Articles of Incorporation, and communicate to our attorney the Articles of Incorporation will not be changed.
- **Motion I:** Aaron Reilly moves to email completed review of the annotated Bylaws to the community at large, allowing ten (10) days to submit feedback. After which the Board of Director will review feedback before submitting the final annotated Bylaws to our attorney by the day following July 29.
- **Motion Second:** Veris Simms
- **Motion I Passed:** Unanimously.
- **Motion II:** Randy Jensen moves to approve June 29 minutes which included changes he himself provided under, “Randy’s Changes.”
- **Motion Second:** Veris Simms
- **Motion II Passed:** Unanimously.
- **Motion III:** Aaron Reilly moves to table review and evaluation of the Covenants, Conditions, and Restriction to Wednesday, July 22, the next scheduled meeting.
- **Motion Second:** Veris Simms
- **Motion III Passed:** Unanimously.

VII. Questions from the Floor - Member at large, Pam Senjem, asked if there is a formal process to report violations or grievances.

- Although there currently is no formal process or “form” that allows a member to fill out and anonymously submit a formal complaint of violations or grievances to the Board, under our **Policy IV, which was amended March 21, 2018**, does outline the process in which complaints and violations are served, due process, and fines assessed. However, currently the process is informal.
- Randy points out that Hiwan Home Owners Association has a form process that allows a member to submit complaints anonymously, and the language is well constructed. Suggest we adapt that language and allow opportunity for the community to weigh in about whether to include it into our CC&Rs. However, the Board of Directors will take Pam Senjem’s suggestion to create a formal process and create form that allows a community member to anonymously file a complaint to the Board of Directors under advisement.

VIII. Meeting Adjourned at 8:00pm.

- **Motion IV:** Randy Jensen moves to adjourn
- **Motion Seconded:** Aaron Reilly

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- **Motion IV Passed:** Unanimously.
- IX. Board Action without a Meeting** - Minutes for July 15, 2020 was approved unanimously December 02, 2020 (see voting record attached)

Submitted by, Andréa Swenson, Secretary