

Glastonbury Landowners Association, Inc.
Board of Directors Meeting Minutes - Final
December 5, 2016

1. Call to Order, Pledge of Allegiance, Prayer and one minute of silence

The meeting was called to order by Charlotte M. at 7:04 p.m. at Emigrant Hall.

PRESENT: Charlotte M. (President), Dennis R. (Vice President), Charlene M. (Secretary), Rudy P. (Treasurer), Newman B., Ed D. (left at 10pm), Gerald D., Richard J., Dan K., Kevin N., Paul R. (left at 10pm), Mark S. (by phone)

Also attending: Iona Y. (Administrative Assistant)

Landowners: Tim B., John C. (Ombudsman), Claudette D., Dorothy K., Leo K., Jerry L., Chrystal O., Val O., Ron P., Joe T., Linda U., Ia W., Regina W., Walter W.

Guests: Alanah G., Fred C.

2. Set Agenda

3. Visiting Landowner Input Period

Landowners asked why all the roads were not consistently plowed and sanded after the recent snowfall; why ombudsman reports had not been on the agenda for some time; and if landowners would be allowed to speak while the attorney had the floor and during committee reports. During this period, landowner Val also served lawsuit papers to certain board members on behalf of her daughter, Christal.

4. Officer and Committee Reports

4.1 President's Report – CM

4.1.1 Attorney Alanah Griffith will be present for Questions and Answers regarding annual election results and concerns

During the annual election on November 12, one landowner who owned multiple properties and who was entitled to multiple votes was restricted to fewer votes because her assessments were not paid up. It was discovered after her votes were processed that the landowner's assessment check was received the same day as her absentee votes. This raised the issue if the outcome of the election should be accepted despite the association's mistake, or if the association should seek to correct the mistake and have a recount. The board decided on the latter and held a recount of South votes on November 26. Concerning these events and the results of the recount, the attorney explained that many homeowners' associations do not count their votes on the day of an election (also known as the day of record or record date), but wait 3 or 4 more days to do so; that a recount could be done and redone until the board was reasonably satisfied the results were correct; and that the recount results became the results of the day of record.

During the recount on November 26, results determined that George Makris would have been seated as the new director for South instead of Leo Keeler (the result on election day). However, Makris withdrew his candidacy four days after the record date. This brought to question how to properly handle the vacancy. The attorney explained that the board had the flexibility and options of holding an election for the one vacant position; conducting a do-over special election for the whole of South; or appointing a new director by board motion. The board considered these options.

Motion: Kevin motioned and Dennis seconded to accept Leo K. onto the Board because George M. withdrew and Leo was next in line. **Motion carried** (7 in favor, 1 opposed - Gerald, and 2 abstentions - Ed and Paul).

The attorney also addressed concerns about proxies, stating that it was standard for LLCs to designate representatives; that it was not required that the organization specifically put their choice in writing; that individuals designated proxies; and that individual proxies did need to be in writing. Again, according to the attorney, the board had the right to define how they would practice official recognition of these.

Glastonbury Landowners Association, Inc.
Board of Directors Meeting Minutes - Final
December 5, 2016

4.1.2 Board orientation, Conflict of Interest Statement; Confidentiality Agreement

The board decided to seek legal opinion concerning the Conflict of Interest & Confidentiality Agreements; however, board members were welcome to sign. Charlotte asked board members to put concerns in writing and send them to her or Dennis - Tabled.

Action Item - Iona will scan and return any signed statements to directors for their records.

4.1.3 Election of Officers

The following positions were determined by secret ballot:

President: Dennis 7, Charlotte 4, 1 abstention.

Vice President: Dan 7, Kevin 5

Treasurer: Mark Seaver (unopposed)*

Secretary: Charlene 9, Val 2, 1 abstention

*Charlene proposed the idea of a treasurer's team that would consist of a designated Treasurer (Mark) assisted by another director (Dennis) who would assist with duties.

4.1.4 Re-establish committees and chairs

Committees of Directors:

Communications & Technology Committee chair is Newman with Leo, Dan, Charlotte, Charlene, and Mark as members by unanimous agreement.

Legal Committee chair is Dennis with Ed, Leo, and Dan as members by unanimous agreement.

Project Review Committee: Gerald nominated Kevin and Kevin nominated Gerald to be co-chairs of the PR committee with members Ed, Richard, Leo, and Paul by unanimous agreement.

Road Committee: Dan motioned and Charlotte seconded to appoint Ed and Paul as co-chairs. Motion carried unanimously.

Advisory Committees to the Board:

Road and Weed Committee co-chairs are Ed and Paul and members are Newman, Gerald, Richard, Claudette D., Valery O., and Walter W. by unanimous agreement.

Finance Committee chair is Mark and members are Dan, Charlotte, Valery O., Rudy P., and Regina W. by unanimous agreement.

Community Property chair is Charlotte with members Claudette D., Dorothy K., Valery O., Linda U., and Ia W. by unanimous agreement.

Governing Documents Committee chair is Leo and members are Dan, Claudette D., Valery O., Linda U., and Regina W. by unanimous agreement.

Election Committee co-chairs are Charlene M. and Kevin N. with members Ed, Claudette D., Jerry L., Valery O., Wendy R., Andrea S., and Linda U. by unanimous agreement.

4.1.5 Committee Meetings at Liberty Hall Youth Center

The NG Teaching Center asked that committee meetings no longer be held in the Liberty Hall kitchen and offered use of the Youth Center, at \$30 per meeting, as an alternative. **Motion:** Ed motioned and Paul seconded to use the Youth Center for committee meetings. In discussion, Walter W. offered use of Spectec for meetings free of charge and the idea of holding meetings in private homes was mentioned.

Amended motion: Ed amended his motion and Paul seconded to use any of the possible locations: the Youth Center, Spectec, or private homes for community

Glastonbury Landowners Association, Inc.
Board of Directors Meeting Minutes - Final
December 5, 2016

meetings. **Motion carried unanimously.**

4.1.6 Determine meeting dates for 2017

Motion: Charlene motioned and Ed seconded to accept the dates as presented.

Motioned carried unanimously. In discussion, Rudy suggested moving the December 4th meeting to Wednesday, December 6th to allow the treasurer more time to put his report together.

4.1.7 Set 2017 goals

Committee chairs were reminded to work with their committees to establish goals.

4.1.8 Revisit the prayer/no prayer standard for the year

Motion: Ed motioned and Paul seconded to keep the opening prayer. **Motion carried** (8 in favor, 4 opposed - Charlene, Leo, Mark, Dennis). In discussion, it was suggested that an opening officer be designated, and that officer could decide if a prayer, moment of silence, or both be used at each meeting.

4.2 Road and Weed / Management Committee Report – PR / ED/ DR

4.2.1 Snow Plow Contract with Fred Counts

The board established that Fred would be covered by liability insurance and that should a landowner's vehicle get stuck in the snow due to his plowing, Fred had the authorization to do what was needed to assist. It was also suggested he put "caution" signs up at the top and bottom of the hill when plowing in High South.

Motion: Richard motioned and Kevin seconded to accept the contract as presented.

Motion carried (10 in favor, 1 opposed - Ed, 1 abstention - Dan).

Action Item: *The Road Committee will discuss setting the standard of plowing based on safety (i.e. iciness), instead of based on inches of fallen snow.*

4.2.2 Snow Plow Coordinator

Ed was designated as the coordinator for South. Landowners could call Ed at 220-5324 after 6am to report snow conditions and he would convey the information to Fred. Gerald was suggested as the possible coordinator for North.

4.3 Treasurer's Reports – RP

4.3.1 P&L, Balance Sheet, Deposit/Check Details, Customer Bal Summary Nov. 2016

Rudy reported that the overall collection rate on invoiced assessments was higher than last year, which meant more funds for the 2017 budget. The funds, which total \$32,759.87, could be used to cover use of the Liberty Hall Youth Center or a phone account if a phone line was put into Emigrant Hall. No motions were made.

4.3.2 2017 Budget income, increased collection rates, finalized after Dec. 31

4.4 Finance Committee Report – RP

4.4.1 Discuss payment plan NG 48-3

The landowners were seeking legal advice on how to handle their debt to the association, which was complicated by the bankruptcy of their tenant. The landowners' recent payment was considered a step of good faith; however, a payment plan still needed to be established at \$1400 a month.

Action Item: *Rudy will hand off management of the new payment plan to Mark.*

4.4.2 Attorney verbal opinion re: accounts increased after recalculations

The attorney explained that the statute of limitation was five years; that most boards would waive mistakes such as those the association was considering; and that if the membership was ok with it, to just forgive the overages. Further discussion included crediting or waiving the difference on accounts where the landowner was making an effort to make payments (although they may not be on a payment plan). Using the

Glastonbury Landowners Association, Inc.
Board of Directors Meeting Minutes - *Final*
December 5, 2016

term "discount" signified that the landowner owed the amount, but wasn't obligated to pay it. **Motion:** Dan motioned and Kevin seconded to do a discount after the recalculations where there was an overage on parcel NG 28-B, NG 7-A, NG 32-C, SG 93-A, SG 35-C, SG105-B, and NG 47-F. **Motion passed unanimously.**

4.4.3 Collection Procedure, review draft incorporating landowner input

Motion: Charlene motioned and Dan seconded to adopt the procedure. **Motion carried unanimously.** Subsequently, the board discussed the process of demanding payment and that the board should look at cases individually to decide the feasibility of getting money.

4.4.4 Interim interest rate/no compound interest

Move to Unfinished business.

Action Item: *Dan will send Alanah a proposed motion with an interim interest rate as mentioned under 4.10.2 of the October 3 meeting minutes.*

4.5 Secretary's Report – CRM

Charlene provided an overview of what was ahead in terms of mailings – statements, financials, and the January newsletter, and the timing and grouping of what would be sent. Discussion included the necessity of the board to approve the new budget before anything could be sent out.

4.5.1 Annual meeting Nov 12 and recount of SG votes

Action Item: *Charlene will put together an addendum reflecting the recount.*

4.5.2 Election Committee meeting January 2017 re: new/revised procedures

The meeting would be postponed until after the advisory committee met at Jerry L.'s home on January 11th.

4.6 Project Review Committee Report – GD / KN

4.6.1 Review newly completed dwellings and assessments for 2017

NG 28 - The new modular home was now on its foundation, so the additional dwelling assessment would be applied.

SG 68 - Plans to build were rescheduled for 2017. The new assessment was retracted.

NG 61 - Two full dwellings were recognized on the property. The additional assessment would be applied.

Action Item: *Rudy will communicate additional dwelling assessments with Micah.*

The board addressed allegations that director Ed D. circumvented proper project review application procedures and put in an illegal driveway. Dennis requested to put this topic on next month's agenda, as well as all unfinished business, after the first landowner comment period at next month's board meeting.

4.7 Communications & Technology Committee Report – DR / MS

4.7.1 Revised tracking system for landowner communications

4.8 Legal Committee Report – CM / DR

5. Approve Minutes: 11-4-2016; Annual Meeting 11-12-2016; Closed Session 10-3-2016

Motion: Charlene motioned and Kevin seconded to approve the three sets of minutes with an addendum for the November 12 Annual Meeting vote counts from the recount on November 26.

Motion carried (8 in favor, 1 abstention - Leo).

Action Item: *Charlene will compose the addendum and attach it to the November 12 minutes.*

6. UNFINISHED BUSINESS

6.1 Sump on Capricorn Road

6.2 Charging for research time on Document Requests

Glastonbury Landowners Association, Inc.
Board of Directors Meeting Minutes - *Final*
December 5, 2016

7. Visiting Landowner Input Period

8. NEW BUSINESS

9. Adjournment

The meeting was adjourned at 11:03 p.m.

10. Next Board Meeting: January 9, 2017