

**Minutes** – 7<sup>th</sup> tee HOA exec comm meeting by zoom - Tuesday May 10 2022 7:05 meeting started

Attendees: Bruce, Michael, Rollie, Mary, Markus Frick, John, Brooks and Blaine

The purpose of the meeting is to begin the review of three DRAFT documents prepared by Altitude Community Law and develop questions and responses to any items we would like changed.

Michael and Bruce reviewed the background that has led to this point in time and that the scope of the documents reflects the responses to the initial questionnaire and updating for CO law.

?? indicates a question for Altitude Law or for additional member input

??John –questions about definition of members/owners/directors/executive committee – are what is in the drafts determined by CO law? ??Executive committee ? definitions in state law for it ?

Titles of documents – terminology – Amended and Restated – is for all three documents

**First document to review is the Amended and Restated Articles of Incorporation – 6 pages**

Recitals – bold paragraph proposes a change in voting requirements for amendments to Articles of Incorporation to allow adoption by a majority of members at a meeting where a quorum is present, which is consistent with current CO law.

Background

We have 12 owners/members. A quorum of that would be 7 members – 4 would be a majority

Our current requirement is 9 of 12 must approve and amendment- 75%

If we lower it to 2/3rds of total membership – that is 8 members

If we lower it to 67% of total membership -  $.67 \times 12 = 8.04$  – which would require 9 members

?? We will ask Altitude law about how often does the need for judicial or statutory bylaw changes occur

Article 9 Board of Directors

??Number of directors? Minimum of 3 – do we have to be specific – can we say 3-5?

Article 10 Amendment – see Recitals and Background above

**Second document to review is the Amended and Restated Bylaws – 26 pages**

??4.2 d state law implications for budget approval - 9 of 12 - or do we need a lower percentage

??4.4 virtual meetings allowed for special meetings – do we need to add that here or is it covered elsewhere

?? Quorum definition – majority of members present - or majority of total member ship which is 12 so we need 7 to conduct business

??4.8 delete second sentence? Or leave in to protect the Board from challenge on a meeting technicality?

?? 5.1 ??Number of directors? Minimum of 3 – do we have to be specific – can we say 3-5?

?? 5.2 h – are there programs required by law that would make this mandatory? Or not mandatory? does altitude law webinars qualify?

5.3 one year terms are what those at the meeting want in place

7.1 b – affirmed by 9 of 12 or petition to overturn by 9 of 12

?? Rules and regulations – need clarification – does this mean the Declaration of Conditions, covenants, restrictions etc document

7.1 k – loans require a vote of 9 of 12 members or 67%

Add 7.1 r The President or Board will respond to member requests on a timely manner, generally with two weeks unless extenuating circumstances require more time

Add 7.1 s – appeal process for a decision of the board – criteria of voting for a petition to overturn a Board decision

11.1 (a) i the board can propose bylaw changes which can be voted on by the members – proposals would need to be vetted by an attorney – changes would have to comply with state law –

?? 11.1 (b) how often does the need for judicial or statutory bylaw changes occur? Voting requirements ?

See the bolded section for explanation – does this need to be changed to 9 of 12

Certification – how often does the need for judicial or statutory bylaw changes **occur? Voting requirements ?**

**Here is a summary of our questions from John Herzog**

**1) There are three documents in your package now. We've only had two since the 1970s and one title is different. Why and when did the changes occur?**

**2) In 2019 the DORA website defined the elected officers as the "Executive Committee" and the "Board of Directors" as one representative from each of our ownership units. In your nomenclature, you changed that. Why the change and if it did change, when?**

**3) Does the law limit the number of votes needed for adoption of these documents and subsequent changes?.**

**4) Does the law limit the number of votes needed to adopt actions in the A & R Declaration and if appropriate, the Bylaws?**

**5) Does the law specify the number for a quorum?**

**6) Do "Rules and Regulations" encompass all three documents? If not, what do they cover?**

**7) What does "toll" mean (sec. 8.2)?**

**Question was raised about when to send these minutes to Altitude Law and how to process the feedback and also when to review the third document. It was recommended that members provide any additional responses to the first two documents by the end of this week. With that feedback we can proceed to share this with Altitude Law and also plan a meeting to review the third and longest document.**

**Also noted that all input/items received by the executive committee on the first two documents was reviewed during this meeting. Items received on the third document will be considered during that review.**

**8:47 meeting adjourned**

**Submitted**

**Bruce Snead, Secretary – 7<sup>th</sup> TEE HOA Executive committee**