



Silver Springs Masters HOA January 12, 2009 Minutes

Board Members in Attendance: 1) Nancy Samson – Quail Meadows II, 2) Steve Lo Re- South Shore, 3) Jane Hamilton- Park Place, 4) Michael Winer –SSSFHOA (??)

Board Members Not Present: 1) Isa Wright- Willowbend East, 2) Whit Logan-Meadow Springs, 3) Anthony Sands – Quail Meadows, 4) Rosemary Craighill – Meadow Wild

Proxies: Karen Williams-Willowbend West (Robyn Bailey), Jane Washington-Northshore (Robyn Bailey), Phil Tisovec - Silver Meadows (Robyn Bailey), Allen Durfee-Pfarmigan (Robyn Bailey)

[“1990 Silver Springs Master Homeowners Association Bylaws:

Article V. Section 3. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business. In the event a Trustee is not available for a Board Meeting, his written proxy sent to any **trustee** will establish his vote.” ---The above Proxies given to Robyn Bailey are therefore not valid proxies as Bailey is a hired manager without a contract and not an elected trustee. See Section 4. Compensation.]

Guest: Richard Krebbs – SSSFHOA, Bill Noland- SSSFHOA, Bill Gunter-SSSFHOA, Robyn Bailey – Manager

Meting began at 7:10 p.m.

Approval of last meeting Minutes: Steve LoRe noted that he was miss quoted. It stated that he was for, but he noted that he was not for, sinking money into a possibility. It was also noted that the insurance issue at the bottom of the budget needed clarification. With these changes all present approved Novembers minutes.

- 1) 2009 Board and Election:** Michael Winer introduced Bill Gunter as the new rogue Silver Springs Single Family HOA President. Bill Gunter then explained that their board had decided to have Bill Noland serve as their official voting representative (nominee) and authorized Bill Noland to be their Trustee at the Masters. Michael Winer introduced Richard Krebbs as a member of the New SSSFHOA board as well. Michael explained that as of October 13 he was no longer a part of SSSFHOA board. Nancy then said she had a proposal that Michael stay on as President even though he was not on any subdivision board. [against Bylaws rules] Michael Winer declined the offer stating

that he promised his wife this was his last meeting. The observation was made that we didn't have very many attending members present, only three, not even half of a quorum, and maybe we should wait until Feb. meeting for the board elections. It was suggested that many members don't come to this meeting not wanting to be elected. We asked each member present if they would be able to be an officer of our board. [Nomination process was not handled prior to this meeting.] Bill Noland asked if there should be nominating ballots [[see MA Bylaws](http://www.silverspringscommunity.com/wp-content/uploads/by-laws1990-webcopy.pdf) <http://www.silverspringscommunity.com/wp-content/uploads/by-laws1990-webcopy.pdf>] and if we knew of any other member wanting to run as president. Robyn explained that Anthony Sands, QM, had been a president before. Karen Williams WBW, was not interested. Whit Logan, MS, is on a few boards, and Jane Washington NS, has told us several times that she will be leaving the board soon.

Jane Hamilton nominated Bill Noland as President, Nancy Samson seconded the motion. The three board members present were in favor. The motion carried. Nancy Samson nominated Steve Lo Re as Vice President. Jane seconded the motion. All present voted in favor. Steve is the new VP. Jane motioned Nancy Samson as Secretary/Treasurer. Steve seconded the motion and all present voted in favor. This same situation occurred last May 19th when Lucy Archer was nominated and elected to be Master president with five members present and two vote proxies for her election. Then the next month, on June 16, 2008 the board rescinded the election based on Duykers and Samson's actions to have a majority present for an election. Now Nancy and Jane are repeating the same mistake they made eight months ago with even fewer members present. The Bylaws again are being ignored. It should be noted that Robyn Bailey is the paid manager and part of her job description is to do the Secretary / Treasurer duties. Nancy will sign checks and check over minutes that Robyn takes.

2) By-Laws Update: Bill Noland asked who our current attorney was. Michael Winer explained that it was Jim Kennicott. Michael stated that he would contact Jim and tell him that Bill is now the president and all Masters issues should be directed to Bill only. Steve explained that his HOA was looking into a law firm that specializes in HOA's. He asked for permission to look into them for our By-Laws. We talked about November's concerns that the By-Laws permitted the Masters ability to lien individual property. Bill Noland said that our Articles of Incorporation already stated that the Masters can lien property. The group expressed a desire to match the wording in the new By-Laws with the Articles of Incorporation and original By-laws. [On Nov. 12, 2008 Lucy Archer offered to help with the amendment to the MA Bylaws, her email to LoRe stated:

"Also you may want to look at the state of Utah website that has Title 57 the Utah Code that contains the Condominium code that regulates HOA's in our state. This code provides the rules that all HOA's need to include in their Bylaws and CCRs. It would be a good idea for you and your committee to go through these rules and incorporate the ones that apply to the Master Association.

http://le.utah.gov/~code/TITLE57/57_08.htm

<http://le.utah.gov/~code/TITLE57/TITLE57.htm>

Note that each section of Title 57 states when it was amended in a State Legislative session. Look closely at the ones that were amended since 1990"]

Steve said that so much of the wording in the new document by Jim did not pertain to our type of HOA. He was wondering if maybe we should start over with someone who has greater expertise in handling the particular needs of our organization. Bill asked that it be looked at by the new group ASAP. Steve said he would get back to the board when he knows what the expenditures would be.

3) February Meeting date? Water Way Meeting: February 9, the second Monday, will be our meeting date. Feb. Meeting will be devoted to our water areas that are owned by the Masters. We will discuss insurance / liability at the March meeting.

4) Other: Nancy asked if we were still on track for a Masters Annual Meeting in March. We all agreed that an annual meeting will be a great way to communicate with our members but until the By-Laws are finished we will not be effective. Bill asked that it be proactive with information and a controlled agenda. We will end out a mailing with web site information.

Walgreens was discussed [See [Blue Roof](http://www.silverspringscommunity.com/our-community/silver-springs-commercial/blue-roof-rezone-proposal/) http://www.silverspringscommunity.com/our-community/silver-springs-commercial/blue-roof-rezone-proposal/]. Many members were not notified in advance presentation they had at the Elementary School. We will make sure to inform members of any upcoming Snyderville Basin planning meetings that deal with the blue roof corner.

Meeting adjourned at 9:05p.m.

Next Meeting February 9, 2009 7:00p.m.

Minutes by Robyn Bailey