

Westbury Homeowners Association (WHOA)

April 11, 2012

Meeting Minutes

[www.westburyhoa.us](http://www.westburyhoa.us)

Location: 10154 W. Lake Drive

In Attendance: Carl Dennis, Barbara Dennis, Doug Taylor, Stacey Zarn, Drew Zarn, John Gaudio, Madonna Gaudio, Jennifer Ashworth, Sharon Hilderbrant, and Marcelo.

Discussion Points:

1. Introductions and sign-in: completed
2. Agenda approved: motion by Madonna; 2<sup>nd</sup> by Sharon; approved unanimously
3. March 12, 2012 Meeting Minutes approved: motion by Sharon; 2<sup>nd</sup> by Madonna; approved unanimously
4. Financial Report by John Gaudio : Wells Fargo account shows \$5,413.04. There is currently a hold on the account, but it will be removed once the new board is elected and a new treasurer is assigned to the account. Members decided to wait to transfer names on account until after board is elected. Madonna will track down the checks for the account.
5. Old Business:
  - a. Light of the World Project (LOTW): Fr. Michaels from Light of the World published article in the Association Press addressing the new church expansion project. Sharon will inquire with Bruce Osborn about the status of the letter to Jefferson County from Westbury.
  - b. WHOA Re-Incorporation with State: Current status is association is in remiss as it has not paid its dues. Sharon will investigate the benefits and risks associated with re-incorporating since the bank does not require the association to be incorporated. Sharon will also investigate the cost to re-incorporate. She will report back to the group at the next meeting.
  - c. Meeting Signs: Madonna found the WHOA meeting signs. Marcelo will post the signs several days before the meetings. John will show Marcelo where and how to post signs.

6. New Business:

a. Board Elections:

- i. Candidates – Drew (VP or Treasurer), Sharon (VP), Jennifer (President, VP, Secretary), Nick Roberts (Championing Welcoming Packet), Ritchie Family (ok to serve on board), John (past president), Madonna (ok to serve on board), Marcelo (ok to serve on board)
- ii. Election Process- A document (see attached) was handed out for discussion by John Gaudio containing the following discussion points:
  - Proposal for filling vacancies on the WHOA Board of Directors
  - Meetings of the General Membership
  - Meetings of the Board

Sharon suggested making a minor revision to the second-to-last page (see attached). Clarification was made that the board consists of four officers and four members-at-large. Voting was also clarified: one vote per household for general meetings; one vote per board member at board meetings. No one present had any concern with having more than one family member on the board. Sharon moved to make the suggested changes and include the election process document on the agenda for next month. Motion seconded by Drew. Motion passed unanimously.

- iii. Notice of Election - John Gaudio will send the revised Election Process document to Drew who will post it on the Westbury HOA website (<http://www.westburyhoa.us/>). The website will also request a call for additional candidates for board positions. Notice of elections will also be provided for in the Association Press.

b. HOA Membership:

- i. Dues - The newly elected board can discuss implementing dues. Presently, since no dues have been required, all households are current on dues and are therefore members.

c. Bylaw Amendments:

- i. Term Limits – presently no term limits are in effect. Term limits can be addressed by the newly elected board.

d. Website: Many thanks to Drew Zarn for creating a website for the HOA. Discussion was had regarding what to include on the new website, including the following:

i. Calendar of Events:

- General Meetings (Possibly to be held the second Wednesday of each month). This timing is beneficial since it comes before the Association Press deadline.
- Elections in June

ii. Contact Information: can include contact info for new board members.

iii. Community Information:

- Projects in the community (construction, road work, utilities, etc.)

- Link to the Jefferson County Sherriff Department information
  - Welcome Packet to be posted online
  - Orientation Packet for new board members
  - Helpful information on how to work through conflicts with neighbors
  - Meeting Minutes from Board Meetings (Madonna will send Drew March Minutes to post)
  - Send additional ideas to Drew
7. Other: No additional business
8. Assignments:
- Drew will post minutes on website and add contact information
  - Madonna will track down checks for the WHOA bank account
  - Sharon will inquire with Bruce regarding the LOTW expansion letter from Westbury to Jefferson County
  - Sharon will investigate risks/benefits of re-incorporation of WHOA
  - Marcelo will post notice signs prior to next WHOA meeting
9. Next Meeting: Wednesday, May 9, 2012 at 6 pm; meeting to follow community pot-luck at Jennifer Ashworth's house at 10095 W. Arbor Place.
10. Meeting Adjourned: Motion made by Drew; seconded by Jennifer; passed unanimously.

WFOA New Business, April 11, 2012

Proposal for filling vacancies on the WFOA Board of Directors.

In short, with dues temporarily set to zero, all home owners within Westbury have effectively paid their dues in full. Thus, our meetings are General Membership Meetings so long as they are publicized and open to all members who choose to attend, and so long as we have a quorum of at least five home owners. Accordingly, we can conduct business, including the filling of vacancies on the Board of Directors, in a manner agreeable to the majority at said meetings, in accordance with our bylaws. Said bylaws can be found at [www.WestburyHOA.US](http://www.WestburyHOA.US).

Meetings of the General Membership

According to WFOA Bylaws, (rev. 2000), Article III, Section 2, "Each household whose dues are paid and current shall be considered a member in good standing and entitled to one vote on each matter submitted for consideration by the members."

According to Article IV. General Membership Meetings... Sections 2, 3, and 4 allow Members to choose when and where to hold General Membership Meetings, and require only five members in good standing to constitute a quorum for doing business. This meeting tonight, and similar meetings, therefor constitute General Membership Meetings of the Westbury Home Owners Association.

According to Article VI, Section 2, "...The fourth [director] shall be the immediate past president who shall serve for one year or until he/she is replaced by the next retiring President...." All other positions are simply for one year, ending on December 31. Thus, at a minimum we have continuity through John Gaudio, the last retiring President, and a member of the board, until he resigns or is replaced by a retiring president.

Meetings of the Board

Board meetings require a quorum of 5 board members, Article VI, Section 10. We will therefor conduct our business through General Membership Meetings until a new board of directors is selected.

Article VI, section 7 states that "Vacancies on the Board of Directors shall be filled by the remaining Directors from among WFOA members in good standing." As we do not have enough board members to meet the quorum for a board meeting, we will fill the vacancies through elections by the General Membership, at and through General Membership meetings, at the request of the remaining board member.

4 directors/officers (3 elected + past)  
4 at large

currently  
all  
homeowners  
are  
members  
with  
permission  
of owner

Article IV, section 6 states, "New Business items, other than housekeeping or administrative, presented for the first time at a meeting of the general membership may be accepted, discussed and submitted for an advisory, but not final vote." To that end it is proposed as new business, to be publicized in the newsletter, and formally voted on at our May General Membership Meeting, that the General Membership, at the request of the last current board member, fill our existing vacancies by electing a new set of four officers, and three new board members. It is further proposed that the General Membership vote on whether or not to affirm the most recently retired president, John Gaudio, as the 4<sup>th</sup> board member.

It is further proposed as new business, that this election be held at the June meeting of the General Membership of WHOA, by all members either present, or represented by a proxy ballot. Proxy ballots will be sent out with the June newsletter. To be voted, those proxy ballots must arrive at the June General Membership Meeting, before the election is concluded at that meeting.

Short statements of qualifications <sup>vision, interests, mission,</sup> will be accepted from all candidates who provide them by the day after our May, 2012 General Membership Meeting. These statements will be included with the proxy ballot, and a return envelope, to be sent out with the June newsletter.

Newly elected board members and officers will begin serving at the conclusion of the June, 2012 General Membership Meeting, and will serve for the remainder of 2012.