

**MINUTES OF THE WOODMOOR IMPROVEMENT ASSOCIATION
BOARD OF DIRECTORS SPECIAL MEETING**

August 14, 2008

1. Steve Malfatti called the meeting to order at 7:06 PM.

Attendance to meeting

WIA Board Members present:	Steve Malfatti	President
	Terry Holmes	Vice President
	Kevin Weese	Secretary
	Bill Walters	Treasurer
	Anne Stevens-Gountanis	Director Architectural Control
	Gary Marner	Director Common Areas
	Amy Smith	Director Forestry
	George McFadden	Director Covenant Control
Staff in attendance:	Kevin Nielsen	WPS Chief
	Camilla Mottl	WIA Executive Director
Visitors present:	Kim Koy, Attorney	MSEC
	Philip Lebeau	Homeowner
	Ken Shorter	Homeowner
	Bill and Hillary Brendemuhl	Homeowners
	Chris Pollard	Homeowner/OCN
	Jim Wilson	Homeowner
	Pat Newell	Homeowner
	Sharon Marner	Homeowner
	Ed and Judy Barton	Homeowners
	Dona Hildebrand	Homeowner

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2. Approval of the June Meeting Minutes

The June 2008 Meeting minutes were approved as presented.

3. Welcome Visitors

- Malfatti welcomed Kim Koy, Parliamentarian and Attorney, from Mountain States Employers Council. Ms. Koy was invited to attend the meeting as a facilitator.
- Malfatti thanked Hilary Brendemuhl for bringing the need to change the verbiage in the flyer regarding resident presentations to the Board, at the Board meeting, to his attention.
- Malfatti welcomed all visitors. There were no speakers.

4. Approval of Agenda

McFadden moved not to approve the agenda. The motion was seconded by Walters. The vote was four to four. The motion was lost.

Walters moved that motions could be presented and voted on at this meeting. Weese seconded the motion. Smith clarified that the suspension of the five working day rule was for this meeting only. All agreed on the clarification and were in favor of the motion. The motion passed.

McFadden moved to discuss the bookkeeper position in open session. Weese seconded the motion. All were in favor. The motion passed.

McFadden moved to discuss the healthcare option in open session. Marner seconded the motion. McFadden, Walters, Marner and Weese voted for the motion. Smith, Malfatti, Holmes and Stevens-Gountanis voted against. The motion failed.

The agenda was approved as amended.

New Business

5. **Resignation**

Malfatti announced that Jake Shirk resigned from the Board of Directors leaving the Director of Public Safety position vacant. Malfatti thanked Jake for his service to the community.

6. **Procedure for Filling Board Vacancy**

Malfatti opened the discussion on past history of how Board positions were filled when positions became vacant between elections.

McFadden moved that IF there exists excess candidates from the election held in the same calendar year as the resignation, THEN the board will appoint the first person to accept the position, beginning with the candidate with the highest non-winning vote total and ending with the candidate with the lowest non-winning vote total, in order of descending vote totals. This process will continue until all vacant board positions are filled.

OR

IF there exists no excess candidates from the election held in the same calendar year as the resignation, or no candidate was selected utilizing the former process (no person accepted the position from the non-winning candidates from the previous election) THEN the board will send out to all homeowners an announcement of a board vacancy via an announcement on the WIA Website and/or the newsletter (if the timing is right) and will solicit volunteers. This announcement will request candidates to provide a candidate statement to be provided by a certain time and date not later than 1 week prior to the next regular board meeting after the announcement is sent. The candidates will be checked to ensure they are record owners and are not delinquent in the payment of assessments (i.e., are members in good standing as defined by our bylaws) and all statements will be distributed to the remaining board members. At the beginning of the next regular board meeting, in open session, the board will appoint at least 2 neutral vote counters, the Chair will read all the names of the candidates, and the board will then vote by secret ballot for a board member from among the candidates. The neutral vote counters will count the votes and announce the results. The candidate receiving the most number of votes will be considered elected to the board to fulfill the remaining term as specified in the bylaws. The secret ballots will continue until such time as a candidate is selected. If no candidate is selected after 10 such ballots or 30 minutes (whichever comes first), the election of a board member to the vacant position will be turned over to the homeowners and be conducted as in accordance with a regular election process, but by mail in ballot only.

Marner seconded the motion.

Malfatti called the motion. McFadden, Walters, Marner and Weese voted for the motion. Smith, Malfatti, Holmes and Stevens-Gountanis voted against. The motion failed.

7. Select a Board Member to Fill Vacancy

Malfatti invited the following Woodmoor owners to address the Board and the assembly regarding their willingness and qualifications to serve on the Board:

Larry Goad
William Brendemuhl
James Wilson
Michael Johnston
Philip Lebeau
Pat Newell

Since Stephen Steffey was not able to attend the meeting, his written reasons for running for the Board and his background information were read aloud.

Marner moved to appoint Steve Steffey to the Board. McFadden seconded the motion. Smith moved to appoint Mike Johnston to the Board. Holmes seconded the motion. Malfatti called for a vote between the two nominees via secret ballot. The members voted and a summary of the ballots were read aloud by Kim Koy. The vote was a tie with 4 votes for Steffey and 4 votes for Johnston.

Discussion ensued.

Marner again moved to appoint Steve Steffey to the Board. McFadden seconded the motion. Smith again moved to appoint Mike Johnston to the Board. Holmes seconded the motion. Malfatti called for a vote via secret ballot. Kim Koy read a summary of the ballots. There were 4 votes for Steffey and 4 votes for Johnston.

Further discussion was held.

Discussion ensued regarding appointing the person who received the next largest number of votes from the previous annual meeting as being the fairest way to choose the person the homeowners want to serve on the Board.

Marner moved to appoint Steve Steffey to the Board. McFadden seconded the motion. McFadden, Walters, Marner and Weese voted for the motion. Smith, Malfatti, Holmes and Stevens-Gountanis voted against. The motion failed. This motion was then reconsidered and failed.

Holmes moved to table the vote to the August 25 meeting. Stevens-Gountanis seconded the motion. Smith, Stevens-Gountanis, Holmes, and Malfatti voted in favor of the motion. McFadden, Walters, Weese and Marner voted against. The motion failed.

Walters moved, for this time only, to appoint the 4th place vote getter from the annual meeting, Steve Steffey, to the Board. McFadden seconded the motion. Smith, Stevens-Gountanis, Holmes, and Malfatti voted against the motion. McFadden, Walters, Weese and Marner voted in favor. The motion failed.

Discussion ensued.

Smith moved to reconsider Walters motion to appoint the 4th place vote getter at the annual meeting to the Board. Weese seconded the motion. McFadden, Walters, Marner, Weese, Smith and Stevens-Gountanis voted for the motion. Malfatti and Holmes voted against. The motion passed.

8. Bookkeeper

Stevens-Gountanis moved to re-open interviewing for the bookkeeper position. Weese seconded the motion. Stevens-Gountanis voted for the motion. McFadden, Walters, Marner, Weese, Smith and Malfatti voted against. The motion failed.

McFadden moved that we open evaluation of office needs for bookkeeper and/or office personnel. Smith seconded the motion.

Smith moved to amend the motion that Mottl evaluate the needs of the office and hire based on these needs and within the budget. Holmes seconded the motion. Malfatti called the amendment to the motion. Smith, Stevens-Gountanis, Holmes, Malfatti and Weese voted in favor of the amendment. McFadden, Walters and Marner voted against. The motion to amend passed.

Malfatti called the amended motion. Smith, Stevens-Gountanis, Holmes, Malfatti and Weese voted in favor of the motion. McFadden, Walters and Marner voted against. The motion passed.

The Board adjourned to Executive Session to discuss one legal/personnel item.

The Board resumed Regular Session at 11:40 p.m.

McFadden moved to accept Option No. 4 in regards to the HRA and POP Health Plans as outlined on the handout. Stevens-Gountanis seconded the motion. All were in favor. **The motion passed.**

The meeting adjourned at 11:43 p.m.

RESPECTFULLY SUBMITTED:

Date

Kevin Weese, Secretary

Date

Camilla Mottl, E.D.