

Holly Hills HOA Special Meeting of the Membership Minutes
April 10, 2010, 10:00am
Camas Fire Station #42, 4321 NW Parker

Attendance: Board members Marie Page, President, Margaret Tweet, Vice President, Niki Warnell, Board member (acting as Secretary), Sandra Luna, Treasurer

Meeting called to order by President Marie Page at 10:15am

Minutes

The motion was made by Niki Warnell to approve the minutes as amended for the 2010 Annual Meeting held on 2/4/10. Marie Page seconded the motion. Margaret Tweet abstained and the motion was passed.

Proof of Mailing

Proof of mailing of meeting notice was provided by Gregg Denning of Eqwest LLC.

Quorum

Quorum was established at 101 by Eqwest LLC.

Proposed Amendment of Bylaws

- Marie Page read the existing bylaws and the proposed changes (see Attachment #1).
- Marie spoke about the reasons for support.
 - Work volume for the board
 - Concerns about resignations of board members and leaving only two people to make decisions.
- Homeowners gave their input
 - Concerns about the fact that board members are not required to be members of the association. Someone thought that it would be good to change it to at least a majority of the board are required to be members of the association.
 - Concerns brought up about blanket proxy and the fact that no direct mail-in vote was allowed.
 - What happens if there are only four members? (potential deadlock)
 - It was suggested that pro and con statements be allowed for issues such as these.
- Board members addressed some of the concerns brought up by homeowners.
 - The ideas for the proxies and direct voting options will be worked on by the new board.
 - The issue around members not being required to be members of the association is not one of the proposed changes. That exists in the bylaws as they stand today. This issue will also be forwarded to the new board for consideration.
- Vote taken to amend the bylaws as submitted to the homeowners:
 - 92 - For
 - 9 - Against

- A two-thirds majority vote is required for bylaw amendments. The motion passed.

Nominations and Election of New Officers:

- Board Nominations:
 - The following nominations were made for the four open positions.
 - Nirav Dalal
 - Fritz Porter
 - Amy Spanik
 - Niki Warnell
 - A vote was taken by secret ballot and the individuals listed above are the new members of the Holly Hills Homeowners Association Board of Directors.

The meeting was adjourned by Marie Page at 11:17am.

**Attachment #1
Proposed Bylaw Amendment**

ARTICLE IV, SECTION 1, NUMBER. The affairs of this association will be managed by a Board of **three (3)** Directors, who need not be Members of the Association.

BE CHANGED TO READ

ARTICLE IV, SECTION 1, NUMBER. The affairs of this association will be managed by a Board of **not fewer than three (3) and not more than five (5)** Directors, who need not be Members of the Association.

AND

ARTICLE VIII, SECTION 1, ENUMERATION OF OFFICERS. The officers of this Association shall be a **President and Vice President, who shall at all times be members of the Board of Directors, a Secretary/Treasurer,** and such other officers as the Board may from time to time by resolution create.

BE CHANGED TO READ

ARTICLE VIII, SECTION 1, ENUMERATION OF OFFICERS. The officers of this Association shall be a **President, Vice President, Secretary, and Treasurer, who shall at all times be members of the Board of Directors,** and such other officers as the Board may from time to time by resolution create.