



Meeting Minutes  
June 12, 2003

**Opening:**

The Special Board meeting of Quail Hollow-East Homeowners Association was called to order at 7:15 P.M. on June 12, 2003 in Tigard, OR. by Dick Pacholl.

**Present:** Dick Pacholl  
Jess Kriegel  
Nadia Summers  
Tracy Miller absent due to medical reasons submitted her votes by proxy  
Steve Bintliff was absent due to conflict with personal activities

**A. Approval of Agenda**

The agenda was unanimously approved as distributed.

**B. Approval of Minutes**

The reading of the minutes were waived.

**C. Approval of Treasurer's Report**

The treasurer's report was waived.

**D. Open Issues**

1. Potluck Picnic

The committee of Rhonda Bintliff, Kay Wagenhofer and Kathy Gadbery have met and determined the date of the potluck to be one of the first 3 weekends in August. Motion by Dick Pacholl was made and seconded to establish a maximum of \$300 budgeted to the Potluck "Block Party" with the procedure to obtain funds by submission of original receipts for the expenditures and reimbursement will be supplied to committee or board member requesting reimbursement. The vote was called for and the motion passed unanimously.

2. Subdivision Garage Sale

The date for the Subdivision Garage Sale has been set as July 25 through July 27, 2003. Motion by Dick Pacholl was made and seconded to establish a maximum of \$300 budgeted to the Subdivision Garage Sale with the procedure to obtain funds by submission of original receipts for the expenditures and reimbursement will be supplied to committee or board member requesting reimbursement. A portion of the expense was slated for signs that would be able to be used year after year for the event. The vote was called for and the motion passed unanimously.

3. Playground Equipment Report

Rainbow will provide the parts necessary to repair the equipment and a full set of plans and instructions for installation. Motion by Dick Pacholl was made and seconded to authorize the \$638 for the parts. The vote was called for and passed unanimously. Rainbow does not do staining so we will need to find

someone else to do that. The equipment needs to be stained. Motion by Dick Pacholl was made and seconded to authorize up to \$500 for the staining of the equipment with bids requested to secure the work to be done. The vote was called for and passed unanimously.

4. Finalization of the Board of Directors position descriptions.
    - a. Motion by Dick Pacholl was made and seconded to accept the following descriptions as written below:
    - b. Duties and Responsibility Procedures of the Officers to be submitted by each officer for the position held
- A. President**
1. Set meetings date, time and place
    - a. Special meetings - give at least 3 days notice
    - b. Regular meeting - give notice from 7-30 days in advance of meeting
    - c. Executive meetings - give notice at least 3 days in advance of meeting generally to immediately follow a special meeting
  2. Prepare and send agenda with any informational attachments to Board members
    - a. For Special meetings - at least 3 days ahead of meeting
    - b. For regular meetings submit agenda with any informational attachments to Treasurer in sufficient time to be included in monthly billing prior to meeting
  3. Conduct meetings
    - a. Open meeting on time
    - b. Keep discussions on point
    - c. Keeps meetings from becoming unreasonably long
  4. Appoint the nominating committee
  5. Monitor Common Area maintenance contract to ensure sub contractor is performing appropriately
  6. Perform special tasks or assignments as needed
  7. Provide input regarding rules and policies
- B. Vice President**
1. Maintain Association website
    - a. Ensure that website provides information to members of
    - b. Meetings and events scheduled
    - c. Prior meeting minutes, treasurer's reports and newsletters
    - d. Rules and policies
    - e. Ensure email communications from members to Board of Directors
    - f. Provide community information important to our subdivision
    - g. Provide links to areas regarding our community such as City of Tigard, State of Oregon and Washington County
  2. Fill in for President when needed
  3. Monitor Monthly Newsletter content
    - a. Include items requested by the Board of Directors or other homeowners
    - b. Keep the homeowners briefly updated on what is happening
    - c. Point homeowners to website for more information
  4. Perform special tasks or assignments as needed
  5. Provide input regarding agendas, rules and policies
- C. Secretary**
1. Responsible for maintenance of the minutes of all meetings and retention treasurer's reports
  2. Minutes to include
    - a. Type of meeting
    - b. Date and time of meeting

- c. List of attendees
- d. Board Members absent with brief explanation for absence if known
- e. Names of persons present
- f. Actions taken on the minutes of previous meeting
- g. Motions
  - 1). Exact wording of motion
  - 2). Name of person making the motion
  - 3). Eventual action (ie passed, failed or withdrawn)
- h. Hour of adjournment
- 3. Minutes to be distributed to Board members within 3 days following meeting
- 4. Responsible for maintenance of correspondence file
  - a. Includes
  - b. Correspondence to members and others
  - c. Copies of monthly newsletters
  - d. Association survey summaries
  - e. All documentation relating to any litigation
- 5. Perform special tasks or assignments as needed
- 6. Provide input regarding agendas, rules and policies

**D. Treasurer**

- 1. Responsible to maintain financial records
- 2. Provide treasurer's report at meetings
- 3. Report to include
  - a. Current Bank balance(s)
  - b. Outstanding accounts payable balance
  - c. Specifics regarding payments as needed
  - d. Outstanding accounts receivable balance
  - e. Specifics regarding collection of assessments as needed
- 4. Annual Balance Sheet and P&L Statement
- 5. Monitor asset depreciation and reserves status
- 6. Pay Association bills
- 7. Send members billing statements
  - a. Collect and deposit payments
  - b. Copy checks and deposit slip
  - c. Attach to bank receipt to copies
  - d. Make deposits at least once a month
- 8. Complete and file annual tax returns
- 9. Perform special tasks or assignments as needed
- 10. Provide input regarding agendas, rules and policies

**E. Officer at Large**

- 1. Provide input regarding agendas, rules and policies
- 2. Provide a balance to the Board of Directors
- 3. Assist coordinator of neighborhood watch program
- 4. Perform special tasks or assignments as needed

The vote was called for and passed unanimously.

**E. New Business**

- 1. Expense Reimbursement

Motion by Jess Kriegel was made and seconded for continuing approval procedure requiring submission of reimbursement request with original receipts attached to two Board members other than the member requesting reimbursement to sign a check. No single item to exceed \$200. The purpose of the motion is

to eliminate holding meetings simply for the purpose of reimbursement of expenditures and to simplify the reimbursement process. The vote was called for and passed unanimously.

2. The purpose of this motion is to change the Bylaws in order to give all members of the Association an opportunity to vote even if they can not attend the annual meeting wherein the election is held. It provides a means for the members to run for a specific position on the board with full knowledge of what is required to be done in that position. It also requires the members of the Board to be members in good standing in the Association. It mandates the nominating committee to perform tasks in the election process and insures that the nominating committee is not a current member of the Board or in the Board members immediate household. It defines the purpose of an executive session and restricts that session from being open to the public due to the sensitive nature of the business to be discussed. It sets the procedure for electing the officers of the corporation who are the Board of Directors members.

Motion by Dick Pacholl was made and seconded to amend Bylaws - Article IV Board of Directors Section 2 Terms by removing “The number of Directors and their terms of office shall be set by each Board of Directors prior to the annual meeting, except that no”, by adding “No” and “in the same office. Each member of the Board of Directors must be a member in good standing.” so it would read:

ARTICLE IV  
Board of Directors

2. Term: The Directors named in the Articles of Incorporation shall serve until Declarant turns over administrative responsibilities. At the first meeting, after Declarant has turned over the administrative responsibilities to the homeowners, the members shall elect no less than three (3), but not more than five (5) Directors. ~~The number of Directors and their terms of office shall be set by each Board of Directors prior to the annual meeting, except that no~~ **No** Director may serve for more than three (3) consecutive years **in the same office. Each member of the Board of Directors must be a member in good standing within the Association.**

Article IV Board of Directors Section 6 Nomination of Directors by adding “consisting of 3-5 members not related to any current Board member or living in the same household with any current Board member” and “with ballots submitted to the members at that time” and removing “Nominations may also be made from the floor.” so it would read:

6. Nomination of Directors: Nomination for election to the Board of Directors may be made by a Nominating Committee **consisting of 3-5 members not related to any current Board member or living in the same household with any current Board member** appointed by the President prior to each annual meeting. The report of the Nominating Committee shall be included in the notice of the annual meeting **with ballots submitted to the members at that time.** ~~Nominations may also be made from the floor.~~

Article IV Board of Directors Section 7 Election by adding “mailed to members with notice of annual meeting with return envelope to the Nominating Committee. Envelopes not to be opened until the meeting at which time the votes contained within and the written ballots submitted at the meeting will be counted to elect the officers in the new Board of Directors.” so it would read:

7. Election: Election to the Board of Directors shall be written ballot **mailed to members with notice of annual meeting with return envelope to the Nominating Committee. Envelopes not to be opened until the annual meeting at which time the votes contained within and the written ballots submitted at the annual meeting will be counted to elect the officers in the new Board of Directors.** At such election, the voting membership or their proxies may cast in respect to each vacancy the vote they are entitled to exercise. The persons receiving the largest number of votes shall be elected.

Article V Meetings of Board of Directors Section 1 Meetings by removing “electing officers as hereinafter provided and for” and “other” and adding “record turnover and” and “except Executive meetings” so it would read:

## ARTICLE V

### Meetings of Board of Directors

1. Meetings: Within ten (10) days after each annual meeting of the members, the Directors elected at such a meeting, and those holding over, shall hold an organization meeting for the purpose of ***record turnover and electing officers as hereinafter provided*** and for transaction of such ~~other~~ business as may come before the Board. If all Directors are present at the time and place of meeting, no prior notice of such meeting shall be required to be given to the Directors. All other meetings of the Board shall be held at such place and time as directed by the Board of Directors. All meetings of the Board of Directors shall be open to Owners ***except Executive meetings***.

Article V Meetings of Board of Directors add “Section 4 Executive Meetings: Executive meetings of the Board of Directors may be called by the President, or by any two (2) Directors, after not less than three (3) days notice to each Director for the purpose of discussion of financial or legal matters involving a specific member account where privacy is a concern.”

4. Executive Board Meetings: Executive meetings of the Board of Directors may be called by the President, or by any two (2) Directors, after not less than three (3) days notice to each Director for the purpose of discussion of financial or legal matters involving a specific member account where privacy is a concern.

Article IV Board of Directors add “Section 8 Election Procedure A notice will be sent to all members in September prior to the annual meeting. The notice will contain the description of the duties of each office and a request of the member to select any office to which the member may be interested in serving and to give a brief qualifying statement that will be included within a ‘voters pamphlet’. The notice will also ask any member interested in serving on the nominating committee to select that option. By October, the nominating committee will have been appointed by the President. If no one indicates a desire to serve on the nominating committee the President will appoint members at random to serve. In November, the nominating committee will prepare the ballots and ‘voters pamphlet’ for the officer election to be held at the annual meeting. If a position has no one interested in running for a position the Nominating committee may select the incumbent to run for the position even though the incumbent has served in that position the past three (3) consecutive years if the incumbent is willing to run, otherwise the Nominating committee must secure a person willing to run for the office. In December, the ballots and ‘voters pamphlet’ will be mailed to the members with a return envelope addressed to the Nominating Committee. The envelopes are for the sole purpose of the election at the annual meeting and the membership will be advised of that fact. The ballots may be returned in the envelope to the nominating committee or brought to the annual meeting. The returned envelopes will not be opened until the annual meeting at which the votes will be counted. The ballot will contain the names of the parties interested in running for a specific position and an area in which the member may write in any name they chose for that position. The ballots will be counted at the annual meeting and the Board of Directors will be elected to the positions in which they carry the majority of the votes for that position. Should there be a tie vote for any position the nominating committee will set up a run-off election at the annual meeting.” so it would read as follows:

8. Election Procedure A notice will be sent to all members in September prior to the annual meeting. The notice will contain the description of the duties of each office and a request of the member to select any office to which the member may be interested in serving and to give a brief qualifying statement that will be included within a ‘voters pamphlet’. The notice will also ask any member interested in serving on the nominating committee to select that option. By October, the nominating committee will have been appointed by the President. If no one indicates a desire to serve on the nominating committee the President will appoint members at random to serve. In November, the nominating committee will prepare the ballots and ‘voters pamphlet’ for the officer election to be held at the annual meeting. If a position has no one interested in running for a position the Nominating committee may select the incumbent to run for the position even though the incumbent has served in that position the past three (3) consecutive years if the incumbent is willing to run, otherwise the Nominating committee must secure a person willing to run for the office. In December, the ballots and ‘voters pamphlet’ will be mailed to the members with a return envelope addressed to the Nominating Committee. The envelopes are for the sole purpose of the election at the annual meeting and the membership will be advised of that fact.

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The election procedure time line is as follows:

September notifications sent to members including the position descriptions and request for interest in running for the offices - also interest in being a part of the nominating committee.  
October the nominating committee is appointed by the president  
November the ballot is submitted by the nominating committee to the Secretary who will prepare the ballots for mailing  
December the ballots are mailed to the members with a envelope addressed to the nominating committee  
January the annual meeting is held and the election of officers is accomplished by the use of the ballots that were mailed to the members and returned to the nominating committee or brought to the meeting.

The motion was discussed and the vote was called for and passed unanimously.

**Adjournment:**

Meeting was adjourned at 7:55 PM by Dick Pacholl.

Minutes submitted by: Jess Kriegel, Secretary