

SPRING VALLEY MANOR PROPERTY OWNERS ASSOCIATION, INC.

GENERAL MEMBERSHIP MEETING - June 29, 1978

Baker School - Kanis Road - 7:40 p.m.

Roll Call of 74 paid-up members of the Association. 33 present, plus 3 non-members. The President declared it to be an official meeting since the 40% quorum requirements had been met.

General Membership Meeting Minutes of March 15, 1978 accepted as written and mailed to the membership. Motion to accept made by Jim Clack, seconded by Alice Pfeiffer. Motion carried unanimously.

Treasurer's Report made by Margie Serio. Motion to accept by Bob Janes, seconded by Jim Wilks. Motion carried unanimously. Treasurer's report to be mailed to the membership with the next Newsletter.

Census Committee Report given by Beverly Schmidt. She thanked the members of the Association for their cooperation and thanked her committee of Barbara Ford, Lou Janes, Alice Mothershead, Alice Pfeiffer and Shelia Talley for their help.

President Doyle called attention to the printed Certificates of Membership and spoke about plans for the printing and distribution of Individual Membership Cards and ID stickers for use on the back of the rear view mirror of members' vehicles. She noted that the Newcomers Brochure will be printed by mid-July and will be used to encourage new residents to join the Association.

President Doyle called on Board Member Gabe Borkowski to present a prepared statement and motion to amend the Articles of Incorporation to reduce the general membership meeting quorum requirements from 40% of membership to members present and qualified to vote.

Mr. Borkowski offered the following:

"The Officers and Members of the Board of Directors of the Spring Valley Manor Property Owners Association, Inc. have encouraged members of the Association in the participation and discussion of the pros and cons of the merits of retaining or abolishing the current 40% membership attendance quorum as called for in Article V of the Articles of Incorporation of the Association. After several called Board Meetings, which are open to the general membership, and after a great deal of discussion among POA members and among members of the Board, the Board announced its intention to offer a motion to rescind Article V and substitute a more practical and workable quorum recommendation. The rationale for this motion was outlined in brief in the call notice for this meeting. Therefore, Madam President, I move that Article V of the Articles of Incorporation of the Spring Valley Manor Property Owners Association, Inc. be amended to eliminate the phrase 'A quorum at any meeting shall be 40% of the membership' and to substitute the phrase 'A quorum shall be those members in attendance and qualified to vote.' "



Motion seconded by Jim Erwin. The President noted that a simple majority of those present and qualified to vote is needed to pass proposed changes in the By-Laws or Articles of Incorporation. Discussion was called for.

Dr. Craig Borden spoke on the issue and took a position against it, fearing a low quorum would allow for a clique to run the Association. He noted, however, that he would be in favor of the motion as proposed if there were some provision for proxy or absentee voting on all issues proposed by the Board of Directors. He suggested that Article V already allows for this to be accomplished.

Mike Hulen spoke in favor of the motion and cited past meetings where no quorum was present and specifically noted that a quorum had to be declared by last year's president, Phil Cullum, in order to conduct an election of Officers. He pointed out that tonight's attendance indicated that people will turn out to speak on an issue, consequently no clique could disregard the will of the membership or the By-Laws and Articles of Incorporation.

John Peterson spoke in opposition to the motion but said he could support it if it contained provision for a majority of members could take action to rescind action taken by a small number of property owners voting on an issue. His position was that a group less than a majority was not representative of the total membership. John Selig seconded the motion. The President called for a discussion on the amendment.

Dr. Borden repeated his comments made earlier. Vice-president Bob Pfeiffer said that Dr. Borden's request would necessitate a full time secretary.

Gary Haskin pointed out that the By-Laws provides for a check and balance to prevent a clique taking control of the Association. He also made the point that the time has passed for the 40% quorum and that just by getting the names of 15 people on a petition, a general membership meeting could be called. He also noted that the Board must be able to do its work. He further noted that absentee balloting provision was for the election of officers only.

Mrs. Schmidt noted that the Census Committee phone committee of three ladies had each been on the phone for four hours, that day, calling to make sure people would attend the meeting. She stated that the 40% quorum is unworkable. She also pointed out that any proposed changes would have to be on the published agenda and they could not be brought up on the floor for a change at the same meeting, so everyone would be notified in advance as to the time to be discussed and voted on, as required by the Articles of Incorporation.

The President restated the Peterson Motion for the purpose of a vote:

"Any action taken by the membership of the Association at any meeting may be rescinded by a written petition signed by a majority of members. Such majority shall be determined by adding to those who signed the petition those voting in the minority at the membership meeting. Such petition must be presented within 10 days after notice to the membership of the action taken at a meeting, has been given to each and every member of the Association. Notice shall be deemed to have received within two days after mailing notice."



The President asked for further discussion on the amendment, after which the question was called for the vote taken. Those in favor, 13, Opposed, 18. Motion failed.

The President called for further discussion of the original motion to amend Article V of Articles of Incorporation.

Gary Haskin moved that the original motion be amended as follows:

"By-Laws and Articles of Incorporation cannot be changed without two-third vote of members present and voting at membership meeting or called special meeting. A quorum at any meeting shall be those members present and qualified to vote.

Motion seconded by Mike Hulen. Question called. In favor, 22; Opposed, 8. Motion Carried.

The President called for the vote on the original motion, as amended. In favor, 23; Opposed, 9. Motion Carried.

13 "yes" proxy votes were opened and counted.

Total votes in favor, 36; Opposed 9.

Fire Committee Chairman Bob Janes made a report relative to the cost of fire hydrants and installation. He reviewed the several meetings held with both the West Pulaski Fire Department and the Crystal Fire Department, detailing the equipment available in each department, the mileage from each fire house to the Valley. He discussed costs and other matters contained in a re-cap bulleting that will be mailed, along with the questionnaire, to every resident of the Valley. The purpose of the bulletin is to make sure that each person knows what the facts are, relative to fire protection. The questionnaire is to obtain opinions, and advice and guidance for the Fire Committee's use in making a recommendation to the Board and the Membership.

Vice-President Bob Pfeiffer offered a budget recommendation for the 1978-1979 fiscal year. After a discussion, the motion to accept the report was made by Mike Hulen. Larry Puckett seconded. The Vote to accept the report was unanimous.

Mike Hulen read a Board sponsored motion to repeal equity and amend the Articles of Incorporation and the By-Laws:

"So move that: Membership in the Spring Valley Property Owners Association be made available to the owners of property in the subdivision, upon payment of the annual dues which have been established by the Board. Further that the equity assessment condition of the By-Laws of this Association are to be repealed effective immediately and to provide further that any current property owner who is paying any sum to the equity account shall have the opportunity of having that equity value credited to the succeeding years' annual membership dues. The Spring Valley Manor Property Owners Association will notify each eligible property owner of this option in the amount of his equity value, in writing, within 90 days following Notice of Provision. The property owner shall have 30 days to elect to credit his equity value to his membership dues, after which time the property owner will have been deemed to have donated the balance of his equity account to the Property Owners Association general treasury."

Gary Haslin raised a Point of Order having to do with that part of the motion that called for more than the repealing of equity, stating that the motion can not provide for the disposition of equity funds without prior notice to the property owners.

Mike Hulen withdrew the motion and substituted the following:

"Move that the equity provision in the Articles of Incorporation and By-Laws be rescinded."

Seconded by Beverly Schmidt. President Doyle called for discussion.

Jim Ford made a statement relative to equity payments and what they were meant to accomplish. John Peterson asked for clarification as to what was to be changed. John Selig said that unless money was paid back to those who had actually paid money specifically for equity, he was in favor of leaving everything as is. Jeff Bascon stated that if equity were equal, he would be satisfied, but as it is now, it's not equal and had not been fairly and equally administered by the Board, as called for in the Articles of Incorporation. Liz Shelton spoke in defense of the previous Boards and the method of collecting equity. Bob Pfeiffer said he had never been able to understand the logic of equity and no one had ever made it plain what it's supposed to be. He said the Board had talked it over many times as to why some people have paid and some haven't and that's why the issue was being brought up. A long discussion followed revolving around the interpretation of equity and its enforcement as called for.

The President called the question to rescind equity. Those in favor of rescinding, 11; those opposed, 15. Motion to rescind equity failed.

New Business:

Mr. Harry Moore reported he has a gasoline powered pump that develops 90 lbs. pressure and pumps about 140 gallons of water a minute. He said it's a portable pump and great for the folks living close to water. He invited the membership to take a look at it.

Mrs. Pat Whiting, owner of the "point" property asked for information relative to her property being included in Spring Valley Manor. The President noted that the membership had taken action in 1977 on the same request and that all that remained was for Mr. & Mrs. Whiting to give proof to the POA that they had met the requirements set forth by the Membership. The Secretary, Charlie Schmidt, will review the minutes with Mrs. Whiting to reaffirm the POA requirements. Mrs. Whiting asked for information relative to the assessment of her property for sewer improvements. She was referred to the Sewer Improvement District Commissioners.

There being no further business, the meeting was adjourned.

Respectfully: Charlie Schmidt Secretary.