

Winslow Farm Community Association, Inc.
Board of Directors Meeting

Tuesday Feb. 3, 2008

6:00-7:30 pm

Monroe County Library - Room 1C

I. Call to Order 6:05 PM

Board Members present: Allan Franklin, Anita Douglas, Jeff Thomas, and Carol Sylvester

II. Introduction of New Board Members

Introduced Allan and Jeff to homeowners present. Allan gave a brief statement regarding his desire to be fair and impartial.

III. Minutes from December 19, 2008 Board Meeting

Motion to approve: Carol Second: Anita Minutes approved 1-0 with 3 abstentions

Minutes from December 30, 2008 Board Meeting

Motion to approve: Carol Second: Jeff Minutes Approved: 1-0 with 3 abstentions

IV. Financial Report given by Carole Damon

Motion to approve

Maker: Carol Second: Anita Motion passes 4-0

Discuss Annual meeting financial report

Motion made to send out corrected financial statement and explanation for why the report went out the way it did. To be sent out with the first newsletter.

Maker: Carol

Second: Anita

Motion passes 4-0

Carole Damon mentions \$1,000 in budget not allotted to a line item.

Jeff a contingency line item added.

Carol moved to add this line item. Second: Jeff

Motion Passes 4-0

Motion made to return all overpayments of association fees immediately to payer.

Maker: Carol Second: Allan Motion Passes: 4-0

Discussion brought up about Star Electric bill not yet paid by Comcast. This was for a repair to an electric line cut by Comcast employees.

-Tabled until Carole Damon can contact Star, and or Comcast regarding matter.

Questions brought to Carole's attention by Realtor.

Management and board will work on items to respond to.

V. Election of Officers

Carol requested to table election of officers since Tana was not able to come to rescheduled meeting due to earlier time.

Board agreed to table after discussion. Elections will take place at next meeting.

VI. Old Business

Election/Voting Results

Allan Franklin and Jeff Thomas were elected to the board at the annual meeting.

The budget and amended 2007 annual meeting minutes were approved.

No other matters were passed. Vote count attached.

Explanation was given about Quorum at annual meeting. Attached is Parliamentarian's explanation of decision to count votes despite lack of accurate quorum.

Anita moved to change meeting dates to the second Tuesday of each month beginning immediately. Second: Jeff Motion passes 3-1 Carol votes no on the grounds that this should begin in March to give time to book rooms, Check with Tana, and consult schedules.

Jeff brought up by-laws discussion, and moved to record 1999 by-laws as well as all additional amendments to the by-laws. Motion was seconded by Anita. Motion tabled to give new board member time to look over documents. Will vote on this at the next meeting.

IV. Motion to Adjourn 7:28 (Others were there for a 7:30 meeting)

Homeowner asked to ask Carole Damon something.

He was allowed the remaining 2 minutes.

Homeowner concern was given that there is no available enforcement by the board, shouldn't the association be dissolved.

Guy R. Loftman
Attorney at Law

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January 20, 2009

Carol Sylvester
413 Laurelwood Drive
Bloomington, IN 47401

By U.S. Mail and by attachment to email

Re: Quorum, January 15, 2009 meeting

Dear Carol:

You have told me that there was an apparent arithmetic error by the Winslow Farm Property Manager in calculating the number of members present in person or by proxy at the meeting on January 15, 2009. It now appears that there may not have been a quorum present. You have asked me what the appropriate response is to this unfortunate situation.

I have examined the Winslow Farm Community Association, Inc. bylaws and Robert's Rules of Order for guidance. The bylaws do not address the situation, nor do they expressly incorporate Robert's Rules of Order. Robert's Rules of Order is not entirely satisfactory. Nonetheless, I have come to various conclusions.

1. Robert's Rules of Order is generally recognized as authority for conducting meetings of organizations such as your Association and it is appropriate to refer to Robert's as controlling authority when resolving issues.
2. Robert's Rules of Order, 10th Edition, is the current authoritative source.
3. Robert's Rules of Order provides, in Section 4, Quorum, at pages 337-8, Manner of Enforcing the Quorum Requirement, that the presiding officer should determine the presence of a quorum. If no challenge is made to the presiding

officer's determination that a quorum is present, then there is a presumption that a quorum is present and remains present throughout the meeting, and a concomitant presumption that the acts taken by the body are legally effective.

4. You acted as Presiding Officer of the Meeting. You were informed that a quorum was present by the agent responsible for that determination, that being the Property Manager. You announced that, and no challenge was made by any member. (An appropriate challenge would have been to raise a point of order challenging the presence of a quorum.) You then proceeded to conduct the meeting, acting in good faith reliance on the information you received from your professional staff. The meeting subsequently was adjourned, with no challenge to the quorum. I conclude that since no challenge was made to your good faith determination that a quorum was present at the meeting, the actions taken are the effective acts of the membership. Thus I would advise you to proceed as though a quorum was in fact present, and to give full effect to all decisions taken at the January 15, 2009 meeting of the Winslow Farm Community Association, Inc.

Please let me know if I can provide further assistance on these or other matters.

Respectfully yours,

Guy R. Loftman
Attorney at Law
Atty # 8877-53

GRL/ckl

2008 Winslow Farm Community Association, Inc. Annual Meeting Proxy Ballot

Please circle Yes or No to vote from home on the following items on both sides of this proxy ballot. Fill out and sign your proxy ballot identification section. Only signed proxy ballots will be tallied.

Return your proxy ballot to the manager in enclosed (sealed) envelope no later than 5pm January 15, 2009. (Note: Members attending the meeting will be given ballots at the meeting.)

Yes No I vote to approve the proposed 2009 annual budget. **Yes 98 No 86**

Yes No I vote to decrease and maintain water levels in all Winslow Farm Community Association, Inc. ponds below 36 inches to be in compliance with city code 14.36.160. **Yes 68 No 96**

Yes No I vote to approve the enclosed Wet & Dry Pond Standards. **Yes 55 No 107**

Yes No I vote to allow the Winslow Farm Board of Directors to spend up to \$15,300.00 from reserves to contract with Bynum Fanyo & Associates for the engineering required to reconfigure the wet ponds to provide flood control, reduce annual cost of maintenance and improve safety and environmental impact of the WFCA wet detention pond system. **Yes 57 No 105**

Yes No I vote to allow the Winslow Farm Board of Directors to spend \$5,000 from reserves for a design plan from Eco Logic LLC for the redesign of the WFCA wet detention pond system. **Yes 58 No 105**

Yes No I vote to have the Winslow Farm Board of Directors hold a special meeting by July of 2009 to allow homeowners to vote on a proposed contract for redesign of the WFCA wet detention pond system, to provide flood control, to reduce the annual cost of maintenance and improve safety and environmental impact, and to confirm all ponds are in compliance with city code 14.36.160. **Yes 67 No 94**

Yes No I vote to approve the following policy: **Yes 67 No 97**

In order to avoid conflicts of interest in the future, at no time will Winslow Farm Community Association, Inc. employ a management company which represents any of the separate Winslow Farm Condo Associations.

Yes No I vote to approve the Board resolution returning governance of our community association to the original 1992 bylaws. **Yes 61 No 98**

(With advice of legal counsel Board passed resolution to use original, recorded bylaws)

I name the current Winslow Farm Community Association, Inc. Board of Directors

(Tana Nikirk, Carol Sylvester, Anita Douglas) to act as my proxy at the annual meeting and to cast my vote as indicated for those items listed above and on the opposite side of this ballot.

Date _____

Printed Name _____

Signature _____

Winslow Farm Address _____

Mailing Address (if different) _____

Please turn to other side of this paper for the remainder of this proxy ballot

Election of Board Members: (You may vote for two)

Please circle **Yes** to vote for the homeowner you would like to serve on the Winslow Farm Community Association Board of Directors.

Yes Allen Franklin 147 **Yes**

Yes Jeff Thomas 156 **Yes**

Yes NO ADDITIONAL CANDIDATE NOMINATED____(write in additional nominee)

Winslow Farm Community Association Document changes:

Please vote **Yes or No** on the following proposed document changes:

Yes No I vote to amend Article 6 section 6.1 of the Articles of Incorporation to read:

“...the maximum number of directors shall be 8”. **Yes 64 No 93**

Yes No I vote to amend the Bylaws, section 3.1.3, to read:

“...Board shall not be less than 3 in number nor more than 8...” **Yes 69 No 91**

(The above changes are made to allow 1 representative from each WF neighborhood to serve on the Board of Directors of WFCA.)

Yes No I vote to amend section 10.12 of the Declaration of Covenants of Winslow Farm to include the following: **Yes 45 No 113**

“These covenants and restrictions may be enforced by the Winslow Farm Community Board of Directors”. (This change will allow for the Board to take steps to enforce our Covenants which as currently written can be enforced only by a homeowner.)

Yes No I vote to amend the Bylaws, section 2.6.6.4, to read: **Yes 72 No 87**

“...Such nominations must be in writing and presented to the Secretary at least 15 days prior to the date of the annual meeting....

(This change corrects a discrepancy in notice time for annual meeting mailings)

Q1 - **Yes 98** No 86

Q2 - Yes 68 **No 96**

Q3 - Yes 55 **No 107**

Q4 - Yes 57 **No 105**

Q5 - Yes 58 **No 105**

Q6 - Yes 67 **No 94**

Q7 - Yes 67 **No 97**

Q8 - Yes 61 **No 98**

Allan Franklin - 147 yes

Jeff Thomas - 156 yes

Document Changes

Q1 - Yes 64 **No 93**

Q2 - Yes 69 **No 91**

Q3 - Yes 45 **No 113**

Q4 - Yes 72 **No 87**