

February 23, 2016 Annual Meeting Summary

Meeting held in the Library of Totem Falls Elementary

Members present: Betsy and Adam Pechner, Ken Krause, Lori Wituki, Andy Whitman, Sam Grant, Bob Roush, Chris Birchman, Ken and Cynthia Gilmore, Susan Ridley, Janet Church, Tricia Cook, Chris Royak, Rick Keyes, Gloria Woodcook, Denae Bastian, and Michelle Haneberg

Meeting Called to Order at 7:05 pm and members were welcomed by Board President, Denae Bastian.

Determination whether Quorum is met: After counting the number of people present and the number of proxy statements received, Denae Bastian announced that we did not reach quorum of 106 families voting. We were 47 votes short of reaching quorum. Therefore, the business of the annual meeting could not proceed. Since we did not reach quorum at this meeting (February), the Annual Meeting, as previously announced, will be reconvened to Tuesday, March 22, 2016. It will be held in the Totem Falls Elementary Library at 7 pm. **If you cannot attend on March 22nd and have not turned in a proxy statement expressing your vote for that meeting, please fill one out and return it to a board member.**

Introduction of Nominee for Open Board Position: Susan Ridley, who is running for the open position on the board, was welcomed and given time to introduce herself. The board is supportive of her desire to serve on the board.

- Susan has lived in The Falls for 25 years.
- She retired this past summer from Centurylink
- Worked as a Quality Assurance Engineer for 36 years
- An Avid Nature Photographer
- Mother and Grandmother
- Member of Fence Advisory Team
- Current member of CCR Revision Team
- Would like to be on the Board to make sure members questions and concerns continue to be addressed in a timely manner. She will also work on getting our governing documents updated, and ensure the HOA is fiscally responsible.

Note, as of March 2, 2016, 52 of 54 people who have signed a proxy statement have voted for Susan.

If we do not reach quorum at the March meeting date, Denae Bastian will resign from her position on the board and the remaining board members will appoint Susan Ridley to finish out Denae's term. Susan will then serve until we can reach quorum and hold an election at which time your in person or proxy votes will be counted. **With your help, we hope to reach quorum at the March Meeting. Again, we need at least 106 households to vote!** After March 22nd, the next opportunity to have a vote meeting will be Tuesday, May 3rd.

Update from Revision Team Member: Tricia Cooke, a member of the Revision Team, shared an update on what the team has been doing. They are working on developing more relevant, modern, and clear documents for our association. All members are invited to give feedback on what they would like to see in the new documents. Members, please give your suggestions to the board and they will forward them to the team.

Questions from Members: Andy Whitman asked if there was a time limit to the revision process and asked if we were going to be starting from scratch or modifying the current ones. Michelle Haneberg announced that there is not a time limit for the revision--we want to make sure it's done right and that it's something members can and will support. However, *there is a deadline for the first step in this process*--lowering the percentage needed to amend our documents. We have already started this process, but need substantially more support to make it happen. Our current documents require a 75% "yes" vote to make any changes. This threshold is nearly impossible to meet. For this reason, we are in the process of lowering the percentage needed to change our governing documents. ***If we cannot get this change through by June 1st, we will stop the process of updating our CCR's.*** The proxy statements that members have been signing are only good through July 1, 2016, so a vote meeting must be held on or before that date. **Please send in the attached proxy form if you haven't done so already.** If you are not sure if you filled one out, please email us and we will check. Also, if you would be willing to ask two neighbors to fill out a proxy statement, please let us know and we will tell you if we have their form yet or not.

If you are new in our neighborhood, the reason we wish to change our documents is that there have been many instances over the years, involving multiple boards, where the vague nature of our current documents has led to confusion, contention, and

massive legal bills. We hope to avoid those problems in the future by adopting new, clear, and relevant documents. Also, our current documents do not comply with state law in all areas, and we want to change them so that they are consistent with state law.

The Revision Team is using our current documents as the base, and adding, deleting, and/or modifying to make them current for now and in the future and to make them consistent with each other and with state law.

Andy Whitman also asked if we were getting any legal guidance on the update process. The answer is yes: Phil Bastian, a homeowner here and an attorney whose practice emphasizes real estate development and land use, is volunteering his time to help us make these changes. This is another reason why it's so important that we work on this change now. Phil meets with the Revision Team twice a month, and volunteers additional research time behind the scenes. If we can't get the percentage lowered by July 1st, it is not worth his time or the other team members' time to keep working on this project.

Another board position opening up in 2017: Michelle Haneberg announced that her position on the board will be up next year, and invited members to let the board know if they are interested in her position. Since Michelle finished out one year of another person's term in her first year in office, she had to run for another term in 2015, but can only serve 2 of the 3 years of that term since our governing documents only allow 3 consecutive years of service. Therefore, she will need to step down in 2017 and the board will need to appoint a replacement. Please let the board know if you would be interested in being appointed.

Conclusion of Meeting: Dena Bastian thanked everyone for coming and encouraged members who still had questions to stay after and continue talking with the board.

Meeting Adjourned: Meeting adjourned at approximately 7:45 pm.

Our next meeting is Tuesday, March 22, 2016 at 7 pm in the Totem Falls Library. It will be a meeting of the members followed by a short board meeting. Everyone is welcome.