

Catspaw Property Owners Association (POA)

Board Meeting Conference Call

April 17, 2013

7:00 p.m.

Access Info: 1-877-394-5909 Passcode No. 9285366#

The meeting was called to order by Frank Lee, President, Catspaw POA.

- Attending: Randy Aderhold, Billy Dasher, Susan Henderson, Frank Lee, Debbie Mackie, Kice Stone
- Not able to attend: Sid Heidt
- Guest in attendance: Art Trufelli, Chair, bylaws committee

Minutes of last meeting were re-sent to board members from last fall's meeting.

Treasurer's Report. Randy Aderhold reported that operating funds were \$38,152.79 on the last bank statement. Savings/CD \$48344.04. \$10,190.25 The amounts owed in arrears should be reported at each meeting.

Road report. Kice Stone reported that the roads basically are in pretty good condition. He called Wayne Lynch to take a look for spring maintenance and come back with a cost proposal. Kice Stone will email it out to the board members. He has been chairman of the roads and working with Bill (Watts). Kice will be undergoing serious medical procedures. Billy Dasher is not on the road committee, but Bill Watts is. Kice needs support for next few months. Billy would be a good person as he has had contact with Wayne both personally for his property and knows him.

Susan Henderson reported that significant amount of water is flowing across Buckhead Rd just before the bottom after rain and needs work.

Signage Report. Frank Lee reported that Bill Kee and Rodger Mechling are actively working on getting a scale drawing of an entry sign. Frank Lee and Bill Kee are reviewing the necessary signs and will have the board review them before ordering them. Likes Rodger, there is work in progress. Susan Henderson reported that Dennis Graves is a property owner and also a professional sign maker for the Villages and is willing to review the signs or help on the project. Frank Lee requested Dennis Graves contact information. Direction signs are needed according to Billy Dasher. Examples were - "Make a Wide Turn" such as the one that Ross and Susie Henderson put up and "This way out". Susan reported that Dennis Graves states that "There is a fine art to creating signs." Susan Stone and perhaps Anne Aderhold may be on the committee. Frank said he did not know whether Roger Mechling is making the signs or ordering them from somewhere.

Gate Report. Debbie Mackie said that she sent a letter from Kim Coward to Debbie Mackie. The letter was prepared as a favor to Debbie. Kice has not seen it. Kim Coward is not charging Catspaw for the letter. Can't declare a road to the public. We all have unobstructed access to our property and appurtenant easement. It's a question of fact, not statutory. Could give gate fob, but could contest. They would have to take it to court. Put gate at beginning of Catspaw and then don't have to worry

about it. Have never discussed a gate at Sundance Rd. From what Kim Coward says, you must have 100% agreement among Walnut Gap or someone could bring a lawsuit against us. Frank Lee asked what is the likelihood that someone would bring a lawsuit? Debbie Mackie said that it doesn't seem likely, but you never know.

Susie Henderson said that some people have in their deeds unobstructed ingress, egress and regress.

Do we want her to do additional research?

Is a surveillance camera effective? Susie Henderson reported that a nearby community has had no breakins since they put up surveillance signs and cameras. Frank asked who monitors the video. Susie said the homeowners. Frank said what's happened at their house is more nuisance and vandalism. Randy Aderhold said the gate is to protect life and limb not property which can be replaced. He reported that they had people conducting target practice near their house.

Frank Lee said he is not sure what we should do about the gate. We have not yet designed a security system to protect us. Billy Dasher suggested asking the gate committee to consider other options than a gate. The fewer people that there are behind the gate the more it's going to cost us. There are some who are vehemently opposed to the gate in Walnut Gap. I don't see the opposition going away. Frank Lee said that perhaps we should just look at putting a gate on our own property. We don't have the option of putting a gate at the bottom of Walnut Gap Road. Martha Paradeis and the Moors have all said that we should agree on the gate before giving us any property rights. We all have a lot of investment up here and he wants to stop all vehicular traffic. That's the issue. Frank said that he bought his property without a gate and didn't have a problem with not having a gate until we started having problems. Billy Dasher said that any malfunction of the gate is only going to keep upsetting people about the gate. Frank said he doesn't care where we put the gate. Billy said that if 49% of the homeowners are opposed to a gate there will still be headaches. A majority of the property owners association have already said yes. Frank Lee requested some guidance. Digger has done a commendable job and will have to make him get everyone on board with the gate. If we were hell bent, we could...go for a gate, but might get sued. Billy Dasher said to throw it back with Debbie and the gate committee to come up with any reasonable options. What we are doing is not going to work. Sadly, a lot of time has been spent with not much result.

Susie Henderson asked if we were going to advise the gate committee to consider video cameras. Frank Lee said that they can do anything they want to. Billy Dasher said that he was supportive of video surveillance. Susie Henderson suggested that we put up a temporary "Private Road" sign at the entrance to Catspaw as Walnut Gap reports that it is a deterrent. Billy Dasher said that game cameras cost less than \$100. Frank Lee said that we should look at game cameras as we are all interested in security.

By-Laws review and discussion. Frank Lee opened the floor for discussion needed to word the bylaws. Frank Lee invited Randy Aderhold to comment on the bylaws

- 1. Elect officers by name and office**

2. **Quorum vote for membership requirements need to be higher.** Primarily want members to be involved. Ease of now getting proxies by email or internet transfer makes getting proxies easy. Need enough people to vote. Good leadership is to encourage and require voting. High quorum and voting especially such as 67% of all owners to governance or 2/3 of the owners. Otherwise you will have people not support the bylaws. Don't ever want to have a small number defeat the will. We have an obligation to overcome this.

3. **Management of official Catspaw website by committee of the board.** According to Randy Aderhold, there ought to have rules for website use.

Susie agrees that we should elect officers and have an official website. Billy Dasher supports electing officers as did Debbie Mackie.

Quorum issue. Billy Dasher - Problem has been simple operational day to day. High quorum for changes to bylaws of articles of incorporation. Such as ratifying budget, shouldn't have to jump through hoops. Art Trufelli said that in the proposed bylaws incorporated 47F which says that no quorum is required to approve the budget. If there is no quorum, the previous years' budget becomes the budget. When the quorum was 60% never had a quorum until controversy of board appointing board members, not just officers. A quorum can make it possible to thwart the business of the CPOA. Statute that governs us has a 10% requirement. Billy Dasher said that members should indicate their level of interest by attending or proxy. Proposed bylaws require a 40% quorum.

Consensus is that the 4 officers and 3 at large positions should be elected in name and not by a sitting board. Art Trufelli said that officers are by nature subordinate to the board...and convenience. It would be much easier for the board to assign duties on a practical side and appoint and change officers during the course of the term. What if an officer is not doing his/her job? That's why we came down on the side of a non-profit corporation. Frank likes the idea of board and three committees. Randy has suggested language for governance committee that will guarantee quorums, grievance group, arbitration group. This committee shall have members selected by the chair such as suggesting meeting dates. Susie Henderson said that setting meeting dates was not appropriate and should be done by members and Randy agreed.

Quorum – Art Trufelli said we just need to come to a consensus. 40% to do any business and to change a bylaw was 50% and must = at least 50% of all eligible votes.

Susan will create a Doodle Poll to determine annual meeting date based on input from members with the following dates: Sat after July 4th and the Sat before July 4th.

Billy Dasher moved that we adjourn the meeting. And, Debbie Mackie seconded the motion. Meeting adjourned.

Respectfully submitted,



Susan Henderson, Secretary