

**WEST MEADOWS ESTATES HOMEOWNERS ASSOCIATION,  
INC.**  
**ANNUAL MEETING MINUTES**  
**Roth's IGA / Wednesday / June 5, 2013**

Representatives of the Wyant Corporation requested a neutral third party to oversee the election for board of director's positions and the proposed by-law changes. They recommended, and the board agreed, to use attorney Daniel J. Rice as the third-party neutral overseer.

Prior to opening the meeting, members signed in, and when appropriate, proxies which had been submitted were returned along with ballots to each individual in attendance. The process was overseen by attorneys' representing the Wyant Corporation, the attorney for the board and the neutral third-party overseer.

***Call to Order, Confirm Quorum:***

Mike Eastlund called the meeting to Order and confirmed a Quorum (94 persons or proxies present).

Mike Eastlund provided Proof of Notice of Meeting as required by the by-laws.

***Procedural Issues:***

Representatives of the Wyant Corporation requested permission to video tape the meeting.

- A motion and a second from the floor were made to allow a professional videographer retained by the Wyant Corporation to video tape the meeting.
- Discussion was held.
- The vote was called. The motion was voted down by a show of hands.

Board member, Rudy Deswart, requested an opportunity to speak to the members in attendance. The request was granted. While speaking, he accepted a motion and a second from the floor that all ballots be counted, including proxy ballots circulated to some members of the community.

- Discussion was held.
- The vote was called. The motion passed by a show of hands to count all ballots.
  - Points of Order
    - A motion to accept proxy ballots that did not include all candidates for election would be a violation of the by-laws.
    - A motion to accept proxy ballots that were not provided to all members of the association would be a violation of the by-laws.
    - A motion for a vote at a meeting of the members to change or not follow the by-laws requires prior notification to all members. Without the required notification, the motion would be invalid.

***Guest Speaker:***

The guest speaker invited for the evening was unable to attend the meeting.

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### ***Read and Approve Minutes:***

The minutes for the June 6, 2012 Annual Meeting were distributed as members entered the meeting, but no formal approval of the minutes occurred.

### ***Reports from Officers' & Committees:***

- **President's Report:**

Please see the president's message attached\*\*

- **Treasurer's Report:**

Janice Rose reviewed treasurer's report handout\*\*and answered questions from the attendees.

- **Architectural Committee Report:**

Stewart Rose provided the architectural committee report (ACC). He reported the new LED lights and new sprinkler heads has resulted in reduction for both utility and maintenance expenses.

- **Standards Committee:**

Barry Solomon, new to the position, had nothing to report.

- **Welcoming Committee:**

Janice Rose reported the welcoming committee has begun providing a welcome package with a loaf of Great Harvest bread, copies of CC&R's, by-laws and board policies to all new members of the community.

### **Election of Board Members:**

Nominations from the floor were opened with no new nominations.

The ballot contained the names of three incumbents, three challengers and a space for write-in nominations. Each candidate was given three minutes to make a presentation to those in attendance.

Members were asked to vote for only three candidates. As reported\* by Daniel J. Rice, the result of the election was as follows:

- |                           |           |
|---------------------------|-----------|
| 1. Janice Rose            | 144 votes |
| 2. Mike Eastlund          | 129 votes |
| 3. Mike McCluskey         | 128 votes |
| 4. Janet Powell           | 124 votes |
| 5. Alan Chen              | 123 votes |
| 6. Bryan Meredith         | 110 votes |
| 7. No write in candidates |           |

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**Old Business:**

Mike Eastlund reported on the upcoming National Night Out in August.

**New Business:**

As required by (IRS Revenue Ruling 70-604) each year the association must vote to approve that excess income from a previous year is applied to the following year's assessment.

- A motion and a second from the floor were received to apply excess income to the following year's assessment.
- Discussion was held.
- The vote was called and the motion passed by a show of hands.

Board attorney Karna Gustafson and Stewart Rose presented an overview of the proposed by-law change election as proposed by the board of directors. Members in attendance were given the opportunity to ask questions and make positon statements.

The proposed by-law changes were prepared by attorney Karna Gustafson. She was retained by the board to review the by-laws and make recommendations for changes to accomplish the following:

- Clean-up and remove no longer applicable provisions such as reference to the transition of the HOA from the developer to the community that occurred in 2008
- Bring the document into conformance with Oregon State Law
- Eliminate conflicts with the restated declaration of 2008
- Correct typos and misstatements
- Provide for the use of electronic mail, facsimile or other form of electronic communication for notifications to the membership
  - Change items that were of stated concern to the community such as:
    - Residency requirement for board members
    - Scheduling of the annual board meetings in June
    - Change certain timelines in the by-law document

The result of the ballot election as certified by Daniel J. Rice\* showed all measures passed except for the change to section 6.1.2, which was a tie vote and thus went down to defeat. The proposed change would have added the wording as follows:

- The insurance shall cover acts of dishonesty, embezzlement and theft as required by the Oregon Planned Community Act.

There was no member's forum and the meeting was adjourned by the board president. Board members did not meet to identify officers and committee assignments

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\* CERTIFICATION OF ELECTION RESULTS AVAILABLE ON-LINE OR REQUEST

\*\*SEE THE BUDGET REPORT and PRESIDENTS MESSAGE ATTACHED