

Quiet Water Special Meeting September 3, 2011 Minutes
Approved at the June 2012 Annual Meeting

President Wally Orchard called the meeting to order at 9:05 AM.

1. Quorum Established

Secretary Paul Haley announced there was a presence of a quorum. It was determined that there were 26 voting residents signed in and 15 proxies held by members present. This totals 41 votes with 37 needed for a quorum.

2. Wally Orchard began the meeting with a welcome address and an update on the status of QW with emphasis on the changes that have occurred in the past months since the present Board assumed responsibility.

3. Adoption of the 2010 Annual Meeting Minutes

The minutes of this meeting needed to be approved because it was not done in June Annual Meeting. A draft of the minutes was in the packet members received. A motion was made to adopt the minutes, was seconded, but in discussion resident Mari Irwin made a motion to amend the minutes to make specific changes in the wording of the minutes to reflect her recollection of the meeting in regards the path paving decision and vote. The amended change read *“By a show of hands there was a consensus from the members present to obtain information on funding and report back to the membership by August 1st.”* Discussion about the language used ensued but there is no audiotape record of the meeting to help clarify what was said. The members voted on the minutes with the change in language from Mari’s amendment. The minutes as amended were adopted by show of hands vote. (2 abstaining, 29 for, 7 against).

4. Adoption of the 2011 Annual Meeting Minutes

The minutes of the 2011 Annual Meeting were adopted by a voice vote.

5. Bylaw Amendments Vote

The Board brought forward 13 Bylaw amendments. The members had copies in the written packet provided and they were also on a TV screen. Pat Murphy made a motion, seconded by Jim Hudson, to postpone the vote until the June 2012 Meeting to give more time for the members to study the changes.

Discussion ensued and the motion was brought to a vote and defeated by a show of hands. (10 for the motion, 30 against)

Bob Noble described the reasoning behind the each of the amendment and fielded questions. Nan Scott made a motion to vote on the all amendments as a whole. It was seconded and during discussion Nan withdrew the motion to move the vote along. Joan Johnson made a motion, and was seconded to vote on each amendment singularly. Mick Rothbart proposed an amendment to the motion to vote on the Electronic Notification Amendment (2.10) first because this affected how members would vote on some of the other amendments. Mick’s amendment and Joan’s motion were seconded, and adopted on a voice vote.

The voting on the amendments went in an orderly fashion with motions, seconds, and votes either by show of hands or voice. The numbers of the amendments may change but not the content. The results were:

2.10 Electronic Notification and Electronic Voting. The Amendment was adopted on a show of hands vote. (9 votes against, no abstentions, the rest in favor) The Amendment as passed included a change in the meeting notification time to no less than 10 days and no more than 50 days.

2.2.1 New Business Adopted on a voice vote.

2.5 Notice of Meetings Motion to change notification of Annual, and Special meetings to no less than 10 day and no more than 50 day passed by a voice vote. This item previously read no more than 60 days. This change is to align our bylaws with Oregon law. Adopted on a voice vote.

3.1.1a,b&c Matters requiring a vote of the membership All adopted on a voice vote

3.7 Notification to Members Adopted on a voice vote (4 against).

3.12 Reports to Membership Adopted on a voice vote (3 against).

4.3 Removal Motion to give 2 weeks notice to salaried employees adopted on a voice vote after discussion (8 against).

5.1 Budget This item was amended to update the reserve study to occur every year to comply with Oregon law. Adopted on a voice vote (3 against).

5.6 Authorization to Spend Motion adopted on a voice vote after some discussion (3 against).

6.4 Contracts Adopted on a voice vote (4 against).

6. Presentation of the revised 2011-2012 Budget for adoption

Treasurer Nan Scott presented on the budget. This budget represents the finances returning to Quiet Water from NWCM. Nan has reconciled the QW budget with that of NWCM. She went through the budget explaining the differences between the two budgets. Discussion ensued and was focused on the landscape contract that represents a considerable increase over the budget approved in June of this year. Nan also presented a report on the reserves, both general and LCA's. Nan pointed out that our organization is fine for this year but considering the reserves we are spending more than we are taking in. The contract with NWCM is terminated and the control of the finances by our own financial secretary Christine Orchard will be final on September 30, 2011. A motion to adopt the budget presented by Nan was made, seconded, and adopted by a unanimous voice vote.

7. Nomination and Election of Design Review Committee members

Five members accepted nomination for the DRC. They were: JoAn Hunt, Mari Irvin, Loren Dickinson, Lynne Dimmick, and Bob and Rosalinda Case (shared position). Anne Noble consented to be an alternate in the case that someone was unable to serve. A motion was made, and seconded to elect the above members in total by one vote. The motion passed and the entire slate was elected by a unanimous voice vote.

8. General & LCA Reserves and Reserve Study

Bob Noble presented on the LCA Reserves and the Reserve Study conducted by him and Greg Scott. Copies of the study were available in print, on the TV screen, and are on the QW website:

http://yachats.info/qw/finance/Reserve_Studies/Reserve_study-2011_sealcoat.pdf

The reason this issue was brought forward and discussed is that the Reserves Study reflects on the discussion of assessment changes that may be made in the future. It was emphasized that there is no need for change in this year's assessments but there may be need for changes in the near future. The Board wanted to alert the membership to this fact and talked about additional money that will be needed for the general reserve fund in next year's budget. This was a discussion issue with no vote taken. The meeting was adjourned around 12:00 PM.

Prepared by QW Secretary Paul Haley