

## **Edgartown Forest Estates Association Minutes of the Association Member Meeting – 9/20/15**

**Present: Board Members:** Mary Leddy, Cris Mayhew, Kathleen Samways, Dorie Godfrey, Ira Certner, Julie Russell

**Homeowners/Stockholders:** Candy Nichols, Robert & Doreen Morse, Shelley & Richard Lounsbury, Anthony & Christine Mignanelli (2 properties)

**Present by Proxy:** Patrick Grant, Jeff Shaner, Thomas Sharkey, Frank McDermott, Ellen Langreth, Anita Ray, Timothy & Lisa Dacey, Jim Conway, Gertrude Ulmer, Christopher Reynolds, Deborah White, J Scott Gannon, Lorna Chambers-Andrade, Jayne Erlich, Hwa Hsin Hsieh, Sarah Thibault, James Haskell & Anita Stearns Mayo, Kristin Hart Wild, Edward Niejadik, Michael Parker, Gary Daula, Megan & Brian Tucker, Amy & Doug Heil, Valerie Smith, Joy Thoma, Andre Schmdt, Jim Trish, Debra Meyerhoff, Steve Parachini, Steve Richter, Aaron Krakow.

The meeting was called to order by Presiding President, Cris Mayhew, at 4:00 p.m. Dorie Godfrey, Clerk, reported that the number of members/stockholders in attendance represented 10 properties and those present by proxy represented 30 properties. Cris thanked those present at the meeting and commended the 30 members who are participating by proxy and those in attendance noting that this is an improvement over recent years. Not having the required quorum of 50, the meeting was adjourned at 4:03. In accordance with the EFEA by-laws a second meeting was convened and called to order at 4:04. With 40 members/stockholders present by attendance or proxy, a quorum was met.

A question was raised regarding communicating by email. The Clerk reported that we have emails for approximately 25% of homeowners. It was suggested and a homeowner offered to try to obtain more email addresses to facilitate communication.

**Member Election of Directors, Clerk, and Treasurer:** Ballots were distributed for the vote of Directors, Clerk and Treasurer. After a count of the votes and addition of the votes received by proxy, the clerk announced the following results. Elected by a majority vote are:

- Ira Certner, Treasurer
- Dorie Godfrey, Clerk/Secretary
- Julie Russell, Director
- Kathleen Samways, Director
- Cris Mayhew, Director
- Tim Dacey, Director
- Kenny Ivory, Director.

There was one write in candidate who received one vote.

### **Presidents' Report:**

Mary Leddy, who served as Presiding President from September to January, reported the difficulties that the Board faced in September when no quorum was met at the annual meeting resulting in no election of a board. The previous board continued to meet to determine how to proceed and with the advice of our attorney prepared for a special meeting. The board prepared several options for members/stockholders to participate in the meeting: attendance; proxy by email; proxy by mail with the Association providing a stamped, return envelope; or proxy by on-line voting at a website prepared by the Board. The Board decided to use this opportunity to seek the desires of the members regarding retaining covenants or becoming a road association without covenants. And, as suggested by other associations, the board proposed a by-laws amendment that allows for a reduced quorum. At the Special Meeting in December a board was elected and the board proceeded to manage the business of the Association. Mary indicated that she was retiring from the board and received a round of applause for her service.

Kathleen Samways, who presided from January to May, reported that in addition to routine business of managing contracted services and income and expenses of the Association, the Board created a set of protocols for consistent management of recurring business. These protocols are posted on the EFEA website. The Board also engaged in a major effort of organizing the current and historical records of the Association in accordance with our records retention protocol.

Cris Mayhew, who presided from May to September, reported that the Board works diligently to resolve violations of the covenants, noting that for some it takes time to work with the homeowner toward resolution. She noted that the Board is pursuing all legal means to resolve the few violations that cannot be resolved through Board negotiations with the homeowner. She noted again that while it may not look as though progress is being made, the Board is continuing to work with our attorney and the homeowner to resolve the covenant violations. Cris also reported that the Board reviewed all contracts this year and determined that some of our contracts were paid as hourly rates which can be viewed as employees rather than subcontractors by the IRS. Two existing hourly contracts (Administrator and Property Manager) were terminated. The Board determined that an Administrator was not needed on a regular basis and that contract was not rebid. The Property Management contract was rebid as a fee for service contract.

**Treasurer's Report:** Ira Certner distributed copies of the EFEA 2015 annual statement and budgets for the years 2014, 2015, and 2016. He noted that the annual budget for EFEA is generally from \$65,000 to \$70,000 with the highest portion for property maintenance, such as road repair, plowing, road sweeping, and drain maintenance. Another major expense is insurance (directors, liability, workers compensation). Professional fees for web maintenance, accounting, and legal services are also included. He reported that the board places any annual surplus in a reserve account for future anticipated road expenses.

**Maintenance Report:** With the absence of Kenny Ivory, no maintenance report was provided. There was a question about the condition of the road on the spur between Dodgers Hole circle and Island Oaks. Responsibility for the road spur is questionable as the road crosses the private property of an EFEA homeowner. The homeowner was also the original developer of the area now known as Island Oaks and at the time purchased the property and requested a road easement which was granted. The developer went bankrupt and the new developer of Island Oaks paved the road spur.

With no further business, those present were thanked for their participation and the meeting was adjourned at 4:30.

Submitted by Dorie Godfrey, EFEA Clerk