

Milford Highlands Property Owners Association
Milford Highlands POA, PO Box 1038, Milford, PA 18337

Minutes for Milford Highlands Property Owners Association

February 16, 2019

10:00 am

At the home of Martin & Rhonda Evers

Attendees: Voting members in attendance in person: Aguilar (lot 9), Evers (lot 14), Weems (lot 15), Fetzner (lots 21,28,71), Brady (lot 22), Pillar (lot 35), Sharma (lot 40), Wong (lot 48). Wagner (lot 52)
Voting members attendance by Proxy: Arent (lot 1), Pitrelli (lot 11), Singaravelu (lot 16), Rumshinsky (lot 25), Degegorio (lot 29),

Attorney, Eric Hamill

General Introductions:

1. Martin Evers welcomed everyone to the meeting. He announced that, according to the Bylaws at effect of the start of the meeting, 20% of the lots (15/72) were required to be present either in person or by proxy. He announced that 16 lots were represented.
2. Individuals present introduced themselves to those who attended.

Appointing of a Pro-Temp President and Secretary for the meeting:

1. Martin Evers was appointed Pro-Temp President
2. Rhonda Evers was appointed Secretary

Discussion and voting on Bylaws amendments, adaptations and changes:

1. Martin Evers reviewed the proposed changes in the Bylaws, comparing to the original Bylaws created by Walter Behrmann.
 - a. **Section 3.03.** Original Bylaws did not allow voting by US mail. (Only by Proxy or in person). Proposed change recommended to allow mail-in ballots.
 - b. **Section 3.04** Original Bylaws required 20% of the lots to be represented to meet a quorum. Proposed change recommended to make a quorum is 15% of the property holders.
 - c. **Section 4.04** Original Bylaws required 5 days notice for special meetings. Proposed change recommended to meet the State law requirement of 10 days.
 - d. **Section 5.01** Original Bylaws allowed 1-5 directors. Proposed change recommended to meet state law requiring at least 3 directors.
 - e. **Section 5.04** Original Bylaws did not have a provision to fill a vacancy on the board mid-term. Proposed change recommended is to allow replacement of a board member mid-term.
 - f. **Section 7.01** Original Bylaws required 50% of the membership to approve changes to the Bylaws. Proposed change recommended 60%.
 - g. **Article X** Original Bylaws stated that unimproved lots would only pay a 20% assessment with no time limit. Several changes were proposed:
 1. **Section 10.02(a)** Unimproved lots assessed at 50% with a 2 year time limit.
 2. **Section 10.02(b)** Owners of multiple lots pay 50% on all lots after the first lot.

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3. **Section 10.03(a)** Commercial businesses with property within the Association pay an annual access fee equal to 100% of the annual dues as limited by State law.
 4. **Section 10.03(b)** Assessments in arrears pay a penalty of 15% per annum compounded monthly, consistent with State law.
 5. **Section 10.03(c)** Additional special assessments may assessed by lot with no discounts.
 6. **Section 10.04** Capital fund established consistent with state law
2. Question asked:
- a. By Nancy Wong regarding 10 days notice, being calendar or business days. Answer given, calendar days.
 - b. By Torri Fetzner regarding use of virtual meetings by the board. Answer given, yes it is allowed. **(Section 5.07)**
3. Martin Evers requested if there were any motions from the floor. Torri Fetzner made a motion to review the Bylaws section by section as needed to make changes. Seconded by Mark Weems. Discussion ensued.
- a. **Section 3.03** Recommendation made to allow ballots to be sent in by fax or e-mail. Recommendation accepted by the group.
 - b. **Section 5.01** Recommendation to increase the maximum number of potential board members to 7. Sanjiv Sharma recommended we stay at a maximum of 5. A poll of the group was taken, keeping the maximum number of potential board members at 5. Recommendation accepted by the group.
 - c. **Section 5.07** Recommendation made to add verbiage to allow Board meetings to be virtual, using appropriate electronic devices. Recommendation accepted by the group.
 - d. **Article X** Recommendation made to remove all references to discounted dues, requiring all lots to pay an equal assessment, independent of improvement status. Recommendation approved by the group. (This action changes **Section 10.01**, eliminates **Section 10.02**, and modifies **Section 10.03(c)**)
 - e. **Section 10.03(a)** Recommendation made to add verbiage specifying the commercial businesses. Recommendation accepted by the group.
 - f. **Section 10.04** Recommendation to add the definitions of an improved and an unimproved lot. Recommendation accepted by the group.
4. Martin Evers requested a motion from the floor to vote on the entire Bylaws with the changes documented above. Rhonda Evers made the motion. It was seconded by multiple members. A paper ballot was taken. The amended Bylaws were unanimously accepted at the time of this meeting. This amended Bylaws are now to be live and active.

Approval, confirmation and election of Directors:

1. Martin Evers explained that the Bylaws allow the removal of a Board member with a 2/3 majority vote of the assembled group. Eric Hamill confirmed this.
2. Martin Evers asked for a motion to remove Walter from the Board of Directors. Mark Weems made the motion, seconded it by Torri Fetzner.
 - a. A question was raised by Gary Brady as to liability to the association by the removal of Walter Behrmann from the Board of Directors. Eric Hamill stated that while Walter

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- Behrmann has the right to file suit, because we followed the proper protocol and procedure, there is no liability.
- b. The motion to remove Walter Behrmann from the Board of Directors was approved unanimously, with no negative votes and no abstentions. Walter Behrmann is no longer a member of the Board of Directors.
3. Martin Evers opened nominations for the 5 Board of Directors positions available.
 - a. Mark Weems
 - b. Paige Fetzner
 - c. Marty Evers
 - d. Sarah Brady
 - e. Sanjiv Sharma
 4. Martin Evers stated that since there were only as many nominees as positions available, he requested a vote by a show of hands, accepting these nominees. The nominees were elected unanimously, with no negative votes and no abstentions.

Setting the Budget for the fiscal year April 2019-March 2020:

1. Given that the Bylaws charge the Board of Directors to set the budget, a discussion was held by the attendees present to review the originally proposed budget.
2. Martin Evers discussed the expected expenses for the first fiscal year.
3. Martin Evers explained the need for the 20% additional funds to be collected per assessment.
4. The 20% protects the association in the event of a shortfall in collections.
5. Nancy Wong indicated that she was concerned that new members of the community may find it difficult to accept a level of dues higher than what was proposed by Walter Behrmann.
6. Saniv Sharma also presented this same concern.
7. Torri Fetzner stated that Walter Behrmann was in no position to guarantee a set amount of dues. Torri further recommended that we set the dues at \$1,320 per lot per year to create a reserve.

Martin Evers asked for a motion to adjourn the meeting. Rhonda Evers made the motion. Multiple members raised their hand to second the motion. The meeting was officially adjourned.

After the adjournment of the meeting, the Board of Directors met.

Election of Officers:

1. Given that the Bylaws charge the Board of Directors to choose the officers, this portion of the agenda was completed by the newly elected Board in a separate meeting immediately after the adjournment of this special meeting.
2. Minutes of this separate meeting will be distributed by the Secretary of the Board of Directors.