

Kahler Glen Community Association Board of Directors Meeting Minutes  
June 6, 2011 12 PM  
Seattle Public Library NE Branch

Board members present: Mike Wandell, John Bennett, Carol Pierce, John Greiner, Jim Farmer, Carol Billesbach

Board members absent: Bud Olsen

Others present: Lee Foster, Dodie Foster, John Ward

Present by conference speaker phone: Bill Miller, Nancy Miller, Ted LaVigne

The board agreed to allow taping of the meeting for assistance in writing the minutes.

- A. Call to Order: The meeting was called to order by President Mike Wandell at 12:07 PM. A quorum was present for the conduct of business.
- B. Review and Approval of Minutes: John G. moved and John B. seconded a motion to approve the minutes of the May 29, 2011 BOD meeting. The motion passed 6 yes/0 no. Carol P. noted that the minutes of the April 2011 BOD meeting had never been approved. This was a meeting of the previous board. John Greiner moved and Jim Farmer seconded the motion to table discussion of approval of the April board minutes until the board determines the appropriate steps to take concerning these. The motion passed 6 yes/0 no. John Bennett discussed the multiple errors in the annual meeting minutes that are posted on the KGCA website. Carol B. made a motion and Carol P. seconded that the board post a notice on the website stating that we are aware of errors in the annual meeting minutes and plan to post a corrected draft version in the near future. These minutes will not be put up for approval until the next annual owner's meeting in May of 2012. The motion passed 6 yes/0 no.
- C. Old Business:
  - 1. Consider Appointing New Board Members: Mike reported that Ted LaVigne has mentioned interest in a possible board appointment and is present via teleconference phone at today's meeting. He has a business/financial background. He is not ready to join the board at this date and was encouraged to talk to previous board members to answer his questions regarding time commitments and to let the board know if he would like us to consider him for membership to fill one of our open positions. Mike mentioned that Dave Thorbeck has also been contacted and is considering the possibility of board membership. No other volunteers have come forward at this time so no new members were elected.
  - 2. Election of officers: Carol B nominated and Mike W seconded the nomination of Carol P for secretary and communications chairperson. Carol P. was elected, 6 yes/0 no. Jim moved that the KGCA have a co-president position. Carol B. seconded the motion. Mike has discussed this with John Greiner and the idea is that Mike would focus his work on review and revision of the governing documents, particularly as they relate to governance. John G. would take over presidential duties as they relate to the infrastructure duties of the board. After discussion, this motion passed 6 yes/0 no. The areas that John G would coordinate would include water, roads, septic, architecture and a new committee that he is recommending that would address storm water drainage. Mike nominated John Greiner as Co-President of the KGCA and Carol B seconded and John G was elected 6 yes/0 no. Mike

- nominated Jim Farmer as treasurer and Carol P seconded the motion. He was elected 6 yes/0 no.
3. Calendar and Telecom Solutions: John G moved and Jim seconded a general schedule of KGCA board meetings on the second Saturday of each month. The motion passed 6 yes/0 no. Carol B. moved that the next meeting be in Bellevue on July 9 at 9 AM. John G. seconded the motion and it passed 6 yes/0 no. Jim will book a meeting room for us at his offices in Bellevue and we will try to improve on the quality of the teleconference by using a land line and speaker phone. Board members may participate by teleconference if they are unable to attend in person and other community members will be welcome either in person or by teleconference.
  4. John B. mentioned a homeowner who is significantly behind in dues and the need to place a lien on this person's property. Jim, our treasurer will talk with Dave Reynolds, the previous treasurer about the details of this situation.

#### D. New Business

1. Committee Responsibilities and Proposal for Realignment of Committee Function: John Greiner asked Lee Foster to present a recommendation he has developed to access the skills and talents of the community. Lee suggests the development of four standing committees made up of owners with expertise in their committee's area of concern. These committees could then be called upon by the board at such time as their expertise might be deemed necessary. The four committees would be Legal, Financial, Communications and Infrastructure. John G moved and Carol B seconded a motion to develop these four committees and the motion passed, 6 yes/0 no. Lee will work with John B to develop something to put on the website asking for volunteers to join these committees.
2. Discussing Process for Resolving Governance Issue: Mike proposes consulting Foster Pepper (the law firm used by the last board to look at our governing documents) regarding governance issues. He feels that some additional questions need asked and answered regarding what the board can or should do to pursue resolution with the LLC regarding the governance of the KGCA. He would like to know the most expeditious way to accomplish this resolution and what areas of our documents need changed; what are the mechanics of what we need to do to resolve the governance issues? John G. moved and Carol B. seconded a motion to authorize Mike to consult Foster Pepper with a limit of 2 hours of service. Mike would need to present for board approval the questions he proposes to ask prior to any contact with the law firm. The motion passed 6 yes/0 no. Mike would like to have this issue on the agenda of each board meeting this year.
3. Road Maintenance: Carol B volunteered to follow up with Bruce Week and get going on road repairs that are needed this summer. She'll work with the spreadsheet that had already been developed and also talk to the paving contractors, then get back to the board with the scope of the project and estimated costs. Because of the necessity to get this done when the weather allows, she will report back via e-mail and the board will review her findings.
4. Communications: Carol P presented a proposal to perform a survey of community opinions on a variety of subjects. In this way, the board's stated objective of improved communication could be advanced by receiving input not only from the vocal few, but from a wider array of members. She proposed a committee of three persons and hopes to include members who have varied points of view on the current community issues. Carol B moved and Mike W seconded a motion to have Carol P form a subcommittee to plan a

community wide survey. The motion passed 6 yes/0 no. The board then discussed the e-mails that come in to the board and Carol volunteered to review the e-mails and forward them to the appropriate board member(s).

E. Other Business

1. Dody Foster presented some information to the board regarding accounting and finance issues, particularly as regards our presumed status as a 501(c)(7) as no copy of an application for 501 status has been found. She presented additional issues and Jim, as treasurer, was asked to work with Dody to try to clarify these issues and to report back to the board.
2. Open Community Comment Period: Mike opened the floor to comments. John Ward stated that although he had no objection to the Co-President concept, he wasn't sure why we couldn't just have a vice-president who would take over some of the presidential duties and he wondered if our documents actually do support the co-president concept. The board will ask legal counsel about this when we approach them about other issues noted earlier in the meeting. Nancy Miller summarized a letter she had written to register an objection to the manner in which the KGCA Board Members were elected at the annual meeting in May. Due to the poor sound quality of the teleconference the board could not clearly understand all of her statement, but believes she stated she will send the full letter at a later date. Ted LaVigne mentioned that we possibly could use Skype for future meetings or obtain a higher level conference phone. Both Ted and Nancy noted difficulty hearing details of the meeting. Bill Miller asked that the president restate each motion at future meetings for clarity. He also asked that committee reports be posted prior to the meetings for people not in attendance and Mike W stated that he did not believe this was required or necessary but he will clarify with legal counsel.

- F. Adjournment: John G moved and Jim seconded a motion to adjourn the meeting and the motion passed 6 yes/0 no. The meeting was adjourned at 2 PM.

Respectfully submitted,  
Carol Pierce