

**MINUTES OF THE ANNUAL MEETING  
VALHALLA MANAGEMENT ASSOCIATION  
December 18, 2019**

- I. ROLL CALL & CALL TO ORDER: The annual meeting of Valhalla Management Association was held December 18, 2019 at the Valhalla Recreation Center. President Mike Fenske called the meeting to order at 7:00 p.m. List of attendees and proxies is attached.
- II. PROOF OF NOTICE OF MEETING: Attached.
- III. READING OF MINUTES OF PRECEDING MEETING: No prior Valhalla Management Association meeting notes available.
- IV. REPORTS OF OFFICERS:
- President – Mike Fenske. reported on accomplishments during the past year including reviewing and updating the by-laws. Some committees were dissolved and the Recreational Area Management Board was formed. A contract for the General Manager was written. The parking lot project has been an ongoing project over the last year. Tele-entry systems and the website have been updated. A new bobcat has also been purchased.
- Vice President – Mike Chaffee. Report attached.
- Secretary – Jan Kauphusman. Minutes from all meetings are available on the website.
- V. REPORTS OF COMMITTEES – Mike Chaffee, Chair. Report attached.
- VI. REPORT OF MANAGER: Stacy Wilhelm's report was available at each individual building's annual meeting so no additional report given.
- VII. UNFINISHED BUSINESS – None to report
- VIII. NEW BUSINESS :

Building #1 - Delores Robertson asked that a comment time again be available at the Master Board meetings with a time limit for each speaker. There was discussion that the comment time could be before or after the Master Board meeting and scheduled for a certain number of times a year. Mike Fenske indicated that there is currently a system in place for comments to be addressed. Each owner has the option of contacting their building representative who can determine whether the issue should be best handled as a work order, building issue, or Master Board issue. Mike Fenske will take the suggestions under consideration and determine if any changes need to be made to the current system.

Building #5 – Dana Petron asked for clarification regarding the parking lot. Per the lawyer any costs related to maintenance would be divided out among the buildings. Since the parking lot is a capital improvement, cost would be divided out by the property lines.

Building #3 – Brian Kroeger made a motion to allow substitutions at Master Board meetings if the Director is unable to attend. Motion was withdrawn since state statute does not allow proxies at Master Board meetings.

IX. ADJOURNMENT: A motion was made by Mike Chaffee and seconded by Betsie Klopp to adjourn the meeting. Motion carried. The meeting was adjourned at 7:58 pm.

Respectfully submitted,

Jan Kauphusman

These minutes are the unofficial minutes of the December 18, 2019 Valhalla Management Association meeting. The minutes have not been approved and are subject to be amended at the next Valhalla Management Association meeting. These minutes are for information only.

**Valhalla Management Association  
Roll Call**

<b>Name</b>	<b>Building</b>	<b>Present</b>	<b>Proxy</b>
Delores Robertson	#1	1	
Michael Chaffee	#1	1	
Kate DeVries	#1	1	
Mike Fenske	#2	1	
Renee Bailey	#2		
Brian Kroeger	#2	1	
Kathy Schwartz	#3	1	
Brian Kroeger	#3	1	
Russ Boyd	#3	1	
Dubravka Stupar	#4		1
Jacqui Grothe	#4	1	
Marilyn Forsyth	#4		
Dana Petron	#5	1	
Betsie Klopp	#5	1	
Jay Torkelson	#5		
Louis Ohly	#6	1	
Derick Behrends	#6		
Dale Nasby	#6		
Skye Davis	#7	1	
Derick Behrends	#7		
Mary Feuerhelm	#7	1	
Jacob Petersen	#8		
Susanna Ziebarth	#8	1	
Jan Kauphusman	#8	1	
Michael Chaffee	#9	1	
Iris Matthys	#9		
Patricia Chambers	#9		1
Elaine Wiegert	#10	1	
Michael Chaffee	#10	1	
Melinda Aakre	#10	1	
Linda Castiglioni	#11	1	
Pamela Dowd	#11	1	
Chris Robson	#11	1	
Bob Retzlaff	#12	1	
Jim Iverson	#12	1	
Nick Voskoboev	#12	1	
Jan Bailey	#15	1	
Wayne Jasperson	#15	1	
Carol Sabatke	#15		
Grand Total		28	2

Combined Total 30

Quorum Required 20

Do we have quorum? Yep



# Valhalla Management Association

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November 15<sup>th</sup>, 2019

## NOTICE

TO: All Members of Record  
Valhalla Management Assn.  
Rochester, MN

Subject: Annual Meeting 2019  
Valhalla Management Association

**Time/Place: Wednesday December 18<sup>th</sup>, 2019 – 7:00 pm – Valhalla Party Room**

As per the By-Laws of VMA the Annual Meeting is one of the most important functions of your condominium association. It is a time for review and discussion and decision regarding the affairs of management and problems facing our organization.

Please make every effort to attend this meeting.

If, for some reason, you are unable to attend, then sign the enclosed “proxy” vote form, and return it to our office before the appointed time of the meeting. Be sure the individual you designate to vote for you on your proxy will be attending the meeting. It is highly important to have either your attendance or your signed proxy. Also, please be prepared to participate in the issues at hand. The meeting agenda is attached.

Thank you,

Mike Fenske, Master Board President

Enclosure

# Vice President 2019 Annual Report

## I. BUILDING ASSOCIATIONS

There are 13 Building Associations, for example Valhalla Nine Association. For convenience I'll abbreviate the Associations as BLD#, for example BLD9.

Note: Building 12 was originally planned to be two buildings which is why there is no Building 13 and the Office is Building 14.

Condominiums are regulated by Minnesota Chapter 515 Minnesota Condominium Act. Per Statute 515.175 Incorporation of Association, they must adhere to Chapter 317A Nonprofit Corporations. The members of the Building Associations are the owners of the individual units within the building. For comparison, the members (owners) of a corporation are the shareholders. Just like a corporation, the by-laws of the association require an annual meeting of the members. There can also be special meetings of the members. Also like a corporation, Proxies are allowed and often used for the meetings of the members. Per the By-Laws, the BLD12 annual meeting is the third Monday of March or at another date as specified by a majority of the Members. For all other Building Associations, the annual meeting is the first Monday of December.

## II. BUILDING BOARD OF DIRECTORS

It would be difficult to manage the building if every owner had to be consulted for every decision, therefore, just like for corporations, Directors are elected to manage the affairs of the building. All Building Association By-laws, except BLD12, contain the following paragraph.

*2. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association, the operation and maintenance of a first class residential condominium project and the protection and defense of the same.*

The Directors are expected to serve for three years with the terms of each Director expiring in alternate years. BLD12 is required to have a Board of five Directors. For all other Building Associations, the minimum number for its Board of Directors is three and the maximum eleven. All Building Board of Directors, except BLD12 (no minimum), are required to meet at least four times a year. Per Statute 317A.237 Proxy voting is not permitted for Directors. The first

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meeting of the year must be within ten days of the annual meeting of the Members. At that meeting the Directors elect their President, Treasurer and Secretary.

2. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the organization meeting of each new Board and shall hold office at the pleasure of the Board.

### III. VALHALLA MANAGEMENT ASSOCIATION

Valhalla is a unique community made of several Building Associations managed by the Valhalla Management Association, which is an Association of the Associations, established in 1976 by an amendment to each of the Building Association By-Laws. For convenience I'll abbreviate the Valhalla Management Association as VMA. The VMA was formed with the Building Associations as its Members, referred to in the Bylaws as Condominium. To avoid confusion, I'll use BLD Members and VMA Members to distinguish between the different members.

1. Membership. Any Condominium (hereinafter referred to as "Member"), upon an affirmative vote of its Board of Directors, which vote must be authorized by its By-Laws or its Declarations, shall automatically become a member of this Association and be subject to these By-Laws. Any condominium upon becoming a member of this Association automatically grants to this Association the power to perform on its behalf any of the duties and services listed in Article IV, Paragraph 3 and Paragraph 4 of these By-Laws including the hiring of a Manager to perform any of said duties. Such membership shall terminate without any formal Association action if a resolution to withdraw from this Association is first approved by 80% of the members of the Condominium, but such termination shall not relieve or release any such former Condominium from any liability or obligation incurred under or in any way connected with the Association during the period of such membership in this Association, or impair any rights or remedies which the Board of Directors of the Association or others may have against such former member arising out of or in any way connected with such membership and the covenants and obligation incident thereto. No certificates of stock shall be issued by the Association.

Since a Building Association is not an individual that can speak or attend meetings, each Building Board of Directors appoints three of its Directors to represent the Building Association at VMA Member Meetings. Each Building Board of Directors also appoints one of its Directors to serve on the VMA Board of Directors, commonly referred to at Valhalla as the Master Board (abbreviated MB). To avoid confusion, I'll use BLD Directors and MB Directors to distinguish between the different directors.

Per the By-Laws, the VMA Members are required to have an annual meeting on the third Wednesday of December. A Proxy can be used at meetings of VMA Members.

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2. Voting. The Board of Directors of each Condominium shall elect one of the members of its Board to serve upon the Board of Directors of this Association. The Board of Directors of each condominium member shall appoint three of its Directors, having one vote each, in person or by proxy to represent it at any meeting of the members.

### IV. MASTER BOARD

The relationship between the BLD Associations and the VMA is like our government with the BLD Associations being like the states. The BLD Board of Directors is like the state government with the BLD Directors being the representatives of the owners. The MB is like the federal government with the MB Directors being the representatives of each of the states (BLD Associations).

The MB contains a minimum of three and maximum of seventeen Directors. Each BLD Director on the MB is expected to serve three years with one-third of the Director terms expiring each year. In addition to the BLD Directors, the MB may approve a maximum of three additional Directors appointed by the VMA Manager.

The following Building MB Director terms expire in 2019:

THREE, NINE, TEN, ELEVEN and TWELVE

The following Building MB Director terms will expire in 2020:

ONE, FIVE, SIX and SEVEN

The following Building MB Director terms will expire in 2021:

TWO, FOUR, EIGHT and FIFTEEN

The MB is required to meet a minimum of four times a year. Just like with corporation or the government, MB Directors cannot use a Proxy for voting. The first meeting of the newly elected MB Directors must be in December. At that meeting the MB must elect its Officers.

1. Designation. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by and from the Board of Directors.

2. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the organization meeting of each new Board and shall hold office at the pleasure of the Board.

### V. COMMITTEES

The President may appoint Committees to assist in decision making. The Executive Committee and Finance Committee have been long standing Committees at Valhalla. The Executive Committee meets to decide which policy related motions are to be made at MB meetings and is

## Vice President 2019 Annual Report

currently chaired by the President. The Finance Committee meets to review and make motions at MB meetings regarding the finances of Valhalla and is currently chaired by the Treasurer. In prior years there were the Buildings and Grounds Committee and the Pool and Rec Committee. However, the VMA By-laws require the MB to elect from each BLD Board of Directors a Director to serve on the Recreation Area Management Board, abbreviated RAMB. Therefore, RAMB replaced those Committees this year and is currently chaired by the Vice-President.

The most effective way to be involved in what is going on at Valhalla and best place to make an impact is to be on a Committee. At committee meetings, issues can be discussed more thoroughly and with input from multiple people. Sub-committees can also be formed for more detail gathering. These committee and sub-committee meetings are the best time to discover all the options for solving problems. Once a consensus is formed, then the committee can draft motions to be made at a MB meeting.

### VI. GENERAL MANAGER

Per the By-Laws, the MB may hire a Manager to perform the duties of the MB. I'll call that person the General Manger, abbreviated GM. The Bylaws say the GM can be authorized to have most of the same duties as the MB. This year the MB decided to have a contract to define more clearly the responsibilities of the GM.

The Valhalla Office and the website are great sources of information. However, the GM and staff have many things to do daily. The better method for gaining information and voicing concerns at Valhalla is to contact one of your BLD Directors. When the issue is specific to your building, then the BLD President takes it up with the GM. If the issue applies to all of Valhalla, then the MB Director of your building should take it to the MB.

### VII. SALUDOS

It has been my pleasure serving as Vice President this year. Next year I will not be able to serve on the MB, as I will be moving to Spain. Most likely I will continue to serve as a BLD Director for the buildings where I own a unit. Therefore, you can still contact me if you feel I can be of help.



# Vice President 2019 Annual Report

## **Recreation Area Management Board**

The RAMB made decisions regarding the following (in no particular order).

- Discontinue Pool Supervisors
- Self-closing Pool Gate
- Entry Systems Replacement
- Garage Inspections
- Share Garage Caulking Expenses
- County Pool Inspection
- Security Cameras
- Parking Lot Committee
- Garden Club
- Garbage Contract
- National Night Out
- Tree removal contract
- Lawn Care
- Bike Policy
- Repaint Interior Pool

## **HR Committee**

The HR Committee was formed to review the VMA Bylaws and found several areas where the MB was not in compliance.

- Annual VMA Members Meeting
- MB Proxies
- RAMB

The HR Committee then reviewed the GM duties and recommended a written contract. Then worked with the lawyer to draft the contract.

## **Landlord Policy Committee**

The Landlord Policy Committee was formed to address the issues related with renting units at Valhalla and produced the following.

- Article IX Rental Restrictions
- Recommended changes to Move-in/Move-out Policy