

THE RESERVE AT BATTLE CREEK – Master HOA Board

Special Meeting Minutes

December 15, 2024

Called to Order: 3:02 p.m. **Adjourned** 4:32 p.m.

Present: David Oldham – President, Karen Lowen-Ames – Vice President, Brenda Urner – Treasurer, Jason Evans – Director at Large, Elisa Campbell – Director at Large, Mike Love – Director at Large, Lori Gracey – resident

Not Attending:

Location: Battle Creek Clubhouse Grill, Broken Arrow

Next meeting: Wednesday, January 15th, 2025 at 6:00 p.m. @ Stone Mill Restaurant Bar area

Special Meeting called by Karen Ames and Brenda Urner to discuss the following items:

1. **Conducting Business Outside of Meetings** - per By-Laws Article III Section 5

Karen tried to lead the meeting she called as Vice President, but David insisted on leading the meeting as President. Karen pointed out our By-Laws allow the Board to transact business outside of meetings which David disputed that without all members approval we could not. Discussion ensued for over 30 minutes trying to interpret language of our By-Laws stating “approval of directors” meaning everyone must approve **OR** majority vote of directors approves or disapproves an action. Brenda made a motion to allow HOA business to happen outside regular meetings with a quorum of board member votes being allowed just as in a regular meeting, Larry 2nd the motion, Mike 3rd the motion. David objected to the motion stating it was out of order. David based his opinion on a conversation with attorney friend who stated “it’s very clear and it means exactly what was written” in our By-Laws. Karen stated without that opinion in writing from said attorney friend the Board had no choice than to follow our By-Laws which state **directors have the power to take any action in absence of a meeting which they could take at a meeting by obtaining written approval of directors. Any action so approved shall have the same effect as though taken at a duly called meeting of this Board of Directors** David voiced his concerns of legal liability such actions outside of meeting might pose. Mike disagreed that all previous boards have handled business via email and texting. Mike asked for Jason and E’Lisa opinion to which Jason said we were all acting like 5 year olds and E’Lisa stated PMI handled business outside of meetings to manage our HOA. Majority of the board believe the term “approval of directors” means a “vote of directors” otherwise no action could be accomplished if not all are in agreeance to the action. Discussion ended with seeking an attorney to help interpret the By-Law language on this issue as well as other items of our Covenants talked about in previous meetings.

2. **Recording Meetings vs Volunteer Secretary Position**

Karen suggested we record our minutes via an AI Voice Recorder instead of having Lori Gracey as our Volunteer Secretary Position. Several board members feel as if the minutes are bias to not reflect negatively against David on a couple past issues. Brenda volunteered to use the Recorder to record our meetings and hopefully be able to provide acceptable minutes with the use of AI technology of the recorder. Also suggested was a new process of getting draft minutes to Board Members as quickly as possible for approval so that the minutes can be updated to the website hopefully within a week of the meeting. Karen made a motion to remove Lori and replace Brenda as Secretary, Larry 2^{nds} the motion. 5 votes agree, 1 vote disagrees and 1 vote abstain.

3. **Duties of Board Member to Enforce Covenants** per By-Laws Article VI Section 2

Per article VI Section 2 Duties of Officers includes **supervising all officers to see their duties are properly performed. The Board is also to enforce the Protective Covenants.** Disagreement over sending Covenant Violation letters regarding political signs and trash can violations were discussed. All Board Members were not included in the decision to mail letters, but 4 Board Members approved by text giving the majority vote to take action. Two of the three Board Members not reached out to for input were actually guilty themselves of going against the Political sign Covenant Violation. Board members wanted this meeting to remind the President of his expected duties to follow our Covenants and that his position as President does not give him the power to ignore Covenants not agreed with. Also his position does not give him the right to make all choices for the Board, instead the position is one vote of seven. It was mentioned a previous Board had spent HOA funds to get a legal opinion on the Trash Can Covenant language, which was confirmed they couldn't be seen from the street as stated. It was stated this Board doesn't have the right to not enforce our Trash Can Covenant Violation to all homeowners consistently, based on a legal opinion paid for previously. Mike suggested we hire an attorney to get a legal opinion since none of us are qualified to interpret legal language.

4. **Non Member Status Board Members**

Per Declaration of Covenants Article 1 Section 3 and By-Laws Article III Section 1

Karen raised a concern that two Board members, David & Jason did not qualify to be on the Board. She quoted from the Covenants the definition of "Owner" **shall mean the record owner, whether one or more person or an entity of any type, of any undivided interest in the fee simple title to a lot, excluding those person or entities having an interest merely as security for the performance of an obligation.** She then stated per the By-Laws **Board of Directors must be members of the Association.** Per our Covenants Membership is defined as **Every Owner of a Lot shall be a member of the Association.**

Jason thanked the board for bringing this to his attention and planned to file a Quick Claim Deed the next day rectifying this issue.

David stated he was an owner by default as Lori's husband and was in fact not on the deed. He also stated it would be a little while before he was on the deed as they were working on personal legal issues. David also stated he was unaware of this rule as he had sat on previous boards in years past. Karen suggested that David not have a vote until records were provided that he was an Owner. David said that couldn't happen asking where that is stated in the By-Laws you could remove a Board members vote. Brenda read the Covenant Language referencing Voting Rights (Article III Section 2) **Class A members shall be Owners** E'Lisa shared her realtor knowledge that she believes David is an Owner by marriage, because Lori couldn't sell her house without David's signature. Larry made a motion to remove David's voting rights which David disputed as no action allowed per our By-Laws not giving the Board the power to remove his vote. Brenda read language from our By-Laws Article VI Section 1 **The Board of Directors shall have the power to: Suspend the voting rights of a member during any period during which such member shall be in default in the payment of any assessment levied by the Association, or, after notice and hearing, for a period of 60 days for violation of published rules and regulations of the Association.** David stated this meant a director could suspend a member's voting right but not a directors voting right. Discussion continued whether this meeting was in fact notice and hearing to the fact of the violation of published rules and regulations of the Association. Karen presented the option of removing David as President and making him a Member at Large. Brenda presented the option of removing David from the Board since he wasn't a homeowner. Mike discussed a previous Board had actually removed a non-member homeowner from the Board with a vote of the Board and this Board should act consistently as in past Boards. David referenced Article III Section 3 of our By-Laws which state **Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association.** Therefore the Board could not remove him from the Board. It was decided to let David remain as the President position until legal counsel could be obtained to clarify this issue. Mike will search for an attorney to represent the HOA and Brenda will look for old attorney bills for references of attorney's used in the past.

5. **Architectural Committee**

Karen recommends the Board reach out to the Cottages and Villas for one representative from each gated neighborhood to serve on the Architectural Committee and that the decisions made in regards to Architectural Applications should be the Board's decision and not the Committee only David mentioned his researching our Deed of Dedication page 13 Section A.3 which states : **Architectural Committee powers and duties shall be exercised by the board of directors of the master homeowners association** He didn't see any language which allowed small Committee groups and stated previous boards had been handling it wrong and this board just continued as had been done in years past. Discussions continued about working on updating our Covenants to be more current and making Architectural Applications now a Board decision and not just a smaller Committee's decision to be more in line with our Covenant guidelines.

Final Approved