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## Minutes of the Board of Directors Organizational Meeting

10:00AM July 10, 2024

Highland Colony Clubhouse | Mt. Prospect Rd.

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### Board Members

Kate Coupe, President., Troon Terrace Unit 17  
Bob Fitzpatrick, Newly elected 2024-2027  
Annie Hoyer, Director, 41 Wedgewood Dr. Unit 1

Gregg Pitman, Asst. to Pres., 3 Muirfield Ln. Unit 27  
Cindy White, Director, Fairway Dr. Unit 9  
Steve Kelly, Newly elected 2024-2027

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### Association Members

Larry Gooch, Muirfield Ln

Kathy Boyle

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### Minutes

*These minutes were approved by the Board of Directors via email August 14.*

#### 1) Welcome, Call to Order, Purpose of the Meeting<sup>1</sup>

#### 2) Introductions & Welcome to New Board Members

- Kate thanked our departing Treasurer and Director, Jan Panagoulis for her service
- Kate welcomed newest board member, Steve Kelly.
- Kate announced the terms of the newly elected board members:
  - (a) Steve Kelly to serve until 2027
  - (b) Robert Fitzpatrick to serve until 2027

#### 3) Agenda Adjustments

- There were no agenda adjustments.

#### 4) Approval of Minutes of the 2024 Annual Meeting

- Motion to approve received and seconded

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<sup>1</sup> **4-310 Organizational Meetings of the Board of Directors.**

Within thirty (30) days following the annual meeting, the board of directors, now including any newly elected members, will meet for the purpose of orientation including appointing officers and reviewing the duties of each office. At this meeting, the board of directors will also review the minutes of the annual meeting for approval. At least two of the association's non-board members who were present at the annual meeting shall be present to vote with board on approval of the minutes of the annual meeting. "

Approved 8      Opposed 0

- President Coupe declared the minutes approved and gave authority to the secretary to correct scrivener's errors as pointed out by members.
- The Board thanked Gregg Pitman for his valuable contributions as an appointed, non-voting, board member serving as assistant to the president during the past year and easing the transition to the new president.

## 5) Assignment of Officers [Open Offices: Treasurer & Secretary<sup>2</sup>

- As required by the rule regarding the Organizational Meeting, the Board assigned officers and discussed terms of office.
  - a. Kate Coupe accepted continuation in the role of President. (BOD term expires 2025)
  - b. Steve Kelly accepted the role of Treasurer. The role may be renewed 2025 (BOD term expires 2027)
  - c. Robert Fitzpatrick accepted the role of Secretary. The role may be renewed 2025. (term expires 2027)
  - d. Cindy White, Director. (BOD term expires 2026)
  - e. Annie Hoyer, Director. (BOD term expires 2026)

## 6) Discussion of Duties

- As required by the rule regarding the Organizational Meeting, the Board discussed the duties of individual board members.<sup>3</sup>

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### <sup>2</sup> 6-210 Terms of Office.

Directors shall be elected for staggered terms of three (3) years. Terms shall start at the beginning of the board's organizational meeting. Terms shall end at the beginning of the organizational meeting following the third annual meeting of their term. Directors may run for reelection.

(REQUIRED BY RSA): Source: RSA [356-B:35, IV Contents of the Bylaws.](#); 3-300 in 1990 By-Laws Terms of Office

### 6-300 Appointing Executive Officers.

Each year at their annual organizational meeting, the five board members, by majority agreement, shall appoint the roles of president, treasurer, and secretary for the coming year. Appointment decisions may vary: the board members may award the roles to three different persons, or they may award two roles to the same person. However, the same person may not hold the roles of president and treasurer simultaneously. The remaining board members shall serve as directors. Officers shall serve in their appointed role until the beginning of the next organizational meeting.

(REQUIRED BY RSA) Source: [RSA 356-B:35, II, III Contents of the Bylaws](#) 5-100 in 1990 By-Laws Number "The executive officers..."

### 6-400 Advisors.

To assist in their duties, the directors, by majority vote, may elect any willing association member, or their partner sharing the same unit, to serve in an advisory or consulting position based on their experience or knowledge of the association, or their subject expertise (e.g. parliamentary procedure, law, finance, construction, etc.). Partners of board members may not serve as elected advisors, but they may serve as occasional consultants by majority vote of the board. Advisors serve at the pleasure of the board president and have a voice at meetings of the board of directors, but they may not vote.

### <sup>3</sup> 7-200 President's Duties.

The president shall be the chief executive officer of the association. The president shall have general and active management of the business of the condominium and shall see that all orders and resolutions of the board of directors are carried into effect. With the majority vote of the board of directors, any of the powers of the president herein may be designated to a management company or, other designee, although the president shall assume final responsibility for all association actions. The president shall have all the powers and perform all other duties incident to the office of the president of an association.

(REQUIRED BY RSA) Source: [RSA 356-B:35, II, III Contents of the Bylaws](#); 5-200 in 1990 By-Laws "The president shall..."

### 7-300 Treasurer's Duties.

## 7) Discussion of Board Authority

- **The Board reviewed its authority and restraints as described in the Condominium Act and the Highland Colony Instruments.**  
(See Attachment I)

## 8) Code of Ethics

- **The Board reviewed the Highland Colony Board of Directors Code of Ethics.**  
(See Attachment II)

## 9) Familiarity with Condominium Instruments and Condominium Act

- **The Board discussed the importance of being familiar with the HC instruments listed below:**
  1. *Condominium Act RSA [Revised Statutes Annotated] 356-B* This State Law takes precedence over all other condominium instruments.
  2. *Declaration.* The declaration is the most important of the local condominium instruments. The **focus is on the buildings and physical property.** However, ours does include some rules. Many of its articles are required by RSA 356-B. It is the most difficult document to change, requiring a two-thirds positive vote from all members.
  3. *By-Laws.* The By-Laws outline the formal “**governmental**” rules for managing the **association.** The by-laws also require a two-thirds positive vote from all members.
  4. *Rules & Regulations.* The Rules & Regulations may be made and changed by a majority vote of the members of the Board of Directors. They contain behavioral and social requirements of members of the association, their renters, and their guests.

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The treasurer shall maintain the finances of the community, including banking and investments; receiving monies and checks; accounting and maintaining financial records; overseeing collections and monitoring delinquencies of assessments; creating and maintaining the annual budget; and creating financial reports for the board and association members as required by these bylaws and the [Condominium Act](#). As deemed necessary or desirable, and with authorization by majority vote of the board of directors, the treasurer may receive assistance from or delegate duties to the management company or a financial professional. In addition to the functions specified in this section, the treasurer shall have all the powers and perform all other duties incident to the office of treasurer of an association.

(REQUIRED BY RSA) Source: [RSA 356-B:35, II, III Contents of the Bylaws](#); 5-400 in 1990 By-Laws “the treasurer shall...”; 5-401 in 1990 By-Laws “custody of funds...”; 5-402 in 1990 By-Laws “disbursement of funds...”; 5-403 in 1990 By-Laws “collection of assessments...”; 6-100 in 1990 By-Laws “depository. The funds...”

See: [RSA 356-B:37-e Disclosure of Financial Information and Meeting Minutes to Unit Owners](#)

### **7-400 Secretary’s Duties.**

The secretary shall perform the clerical duties required by these bylaws and the [Condominium Act](#), including keeping and publishing the minutes of board meetings and meetings of the association, providing proper notice of meetings, collaborating with the president to develop the agenda for each meeting, keeping official records and documents, maintaining a master list of homeowners, distributing reports and documents during meetings or upon request, keeping track of document deadlines and requirements, and certifying documents that are submitted to third parties or authorities. The secretary or the managing agent shall assist with the preparation of information requested by potential buyers or real estate agents as required by [RSA 356-B:58, Resale by Purchaser](#). The secretary shall have all the powers and perform all other duties incident to the office of secretary of an association.

(REQUIRED BY RSA) Source: [RSA 356-B:35, II, III Contents of the Bylaws](#); 5-300 in 1990 By-Laws “the secretary shall...”; 5-404 in 1990 By-Laws “reports to transferees...”; 12-100 in 1990 By-Laws “in the event of any resale...”; 12-200 in 1990 By-Laws “the principal officer or such other...”

## 10) New Business

- The board discussed:
  - Plans for the 2024-2025 year
    - Special projects: Cosmetic improvements (paint, etc.. ) to the interior of the clubhouse
  - Communication procedure between the Board and the Managing Agent
    - To avoid overlap and confusion by establishing a more officially defined means of communication between the board and the managing agent, i.e. communication between only one member of the board relaying and receiving information.
  - Leases and Rental Agreements of Highland Colony Tenants.
    - The board requested that there be an investigation with our lawyer regarding the possibility and benefit of requiring the use of a standard, official Highland Colony Lease for rental agreements between owners and tenants.
  - Schedules
    - The board agreed upon the creation of a calendar of repeating events, insurance renewals, etc. in order to be prepared or forewarned of actions requiring board approval or knowledge.
  - Website
    - Transfer control of the website from Gregg Pitman to Robert Fitzpatrick and change the address to <https://www.thehighlandcolony.com> (this site is still in progress)

## 11) Motion to adjourn to executive session.

- Motion to adjourn made and seconded.
- The meeting adjourned at 11:31AM

## 12) Executive Session<sup>4</sup>

- The board convened a brief executive session to discuss issues and complaints from several members for which “public knowledge would violate the privacy of any person.”

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<sup>4</sup> 356-B:37-d Executive Session. –

Except in small condominiums governed by RSA 356-B:37, VII, the board of directors and association committees may hold an executive session only during a regular or special meeting of the board or a committee. No final vote or action may be taken during an executive session. An executive session may be held only to:

I. Consult with the association's attorney.

II. Discuss existing or potential litigation or mediation, arbitration, or administrative proceedings.

III. Discuss labor or personnel matters.

IV. Discuss contracts, leases, and other commercial transactions to purchase or provide goods or services currently being negotiated, including the review of bids or proposals, if premature general knowledge of those matters would place the association at a disadvantage or prevent public knowledge of the matter to be discussed if the board of directors or a committee determines that public knowledge would violate the privacy of any person.

- **Respectfully submitted, Robert Fitzpatrick**  
**Special thanks to Cindy White who took the minutes for this meeting.**

## Attachment I

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### Article VIII: Powers and Duties of the Board of Directors

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[The duty of the board of directors is to provide for the day-to-day management and administration of the property. The powers of the board of directors are broad. They have a duty to make sure association members are aware of and can take part in all their decisions as described in these bylaws. Of interest to most association members is that the board oversees the upkeep of the buildings and the property. The board also creates rules and regulations, subject to the approval of the membership, that will specify what is expected of those living in the community. If the rules are not followed, the board has both the obligation and the legal power to enforce them. Section 8-600 gives the board permission to enter individual units should it be necessary to deal with an emergency or to take immediate action to avoid hazards to public health or safety. Finally, the board is the group authorized to deal with financial and legal issues that involve the property.]

#### **8-100 Compliance With Condominium Instruments.**

The board of directors shall have the power to enforce by legal means the provisions of the condominium instruments, the bylaws, the rules and regulations, and the powers stipulated in the Condominium Act for the use of the property in the condominium. The board of directors, every unit owner, and all those entitled to occupy a unit shall comply with all lawful provisions of the Condominium Act and all provisions of the condominium instruments. Any lack of such compliance shall be grounds for an action or suit to recover sums due, for damages or injunctive relief, or for any other remedy available at law or in equity, maintainable by the unit owners' association, or by its board of directors or any managing agent on behalf of such association, or, in any proper case, by one or more aggrieved unit owners on their own behalf or as a class action. The prevailing party shall be entitled to all costs and attorneys' fees incurred in any proceeding under RSA 356-B:15, I.

Source: RSA 356-B:15, I Compliance with Condominium Instruments; 4-100 in 1990 By-Laws "Powers and Duties of the Board of Directors"; 4-105 in 1990 By-Laws "to enforce by legal means..."

#### **8-200 Conflict of Interest.**

Board members shall exercise the degree of care and loyalty to the association required of an officer or director of a corporation and are subject to the conflict-of-interest rules governing directors and officers. Board members must ensure strict compliance with Highland Colony's instruments and state and federal law.

(REQUIRED BY RSA) Source: [RSA 356-B:40, I Members of the Board of Directors; RSA 356-B:35, II Contents of the Bylaws](#)

#### **8-300 Rules and Regulations.**

The board of directors is responsible for creating rules and regulations that promote equity, preserve property values, mitigate nuisances, encourage safety, contribute to the attractive appearance of the property, or any other rules it deems necessary to preserve and promote a congenial communal living environment. The association may, from time to time, adopt and amend previously adopted administrative regulations governing the details of the operation and use of the common area recreation facilities, water systems, and the units in the condominium as provided in the Declaration; Provided, however, that no such Residency Regulations shall conflict with the Declaration, these bylaws, or the provisions of the condominium act, and in the event of any conflict between the said rules and regulations and the foregoing, the latter shall prevail. The association shall have the opportunity to review proposed rules and regulations and may approve them at an annual or special meeting by a majority vote before they are put into effect.

(REQUIRED BY RSA) Source: [RSA 356-B:35, X Contents of the Bylaws; 11-100 in 1990 By-Laws "residency regulations..."](#)

#### **8-400 Upkeep of the Buildings, Common Areas, Unit Doors, and Windows.**

The board of directors shall oversee the maintenance and upkeep of common areas. Together with the managing agent they shall plan for meeting maintenance responsibilities and set priorities. All powers and responsibilities regarding maintenance, repair, renovation, restoration, and replacement of the condominium shall belong:

- (a) to the unit owners' association in the case of the common areas, and
- (b) to the individual unit owner in the case of any unit or any part thereof including the maintenance, repair, and replacement of all their unit's garage doors, doors, or windows and their associated trim.

Source: [RSA 356-B:42 Control of the Common Areas; RSA 356-B:41 Upkeep of the Condominium](#); 4-102 in 1990 By-Laws; 4-104 in 1990 By-Laws; 4-112 in 1990 By-Laws "to provide for such painting..."; 4-115 in 1990 By-Laws "to provide for any other

### **8-500 Control of the Common Areas.**

As permitted by [RSA 356-B:42 Control of the Common Areas](#), “ Except to the extent prohibited by the condominium instruments, and subject to any restrictions and limitations specified therein, the board of directors of the unit owners' association shall have the power to:

- a) employ, dismiss, and replace agents and employees to exercise and discharge the powers and responsibilities of the said association arising under [RSA 356-B:41 - Upkeep of the Condominium](#);
- b) make or cause to be made additional improvements on and as a part of the common areas.
- c) grant or withhold approval of any action by one or more unit owners or other persons entitled to the occupancy of any unit which would change the exterior appearance of any unit or of any other portion of the condominium.”

Source: [RSA 356-B:42 Control of the Common Areas](#); 4-101 in 1990 By-Laws; 4-102 in 1990 By-Laws; 4-103 in 1990 By-Laws  
4-110 in 1990 By-Laws

### **8-600 Unit Access.**

Other than for emergency purposes, the association's agents, or its employees shall not willfully enter the unit of a unit owner without providing prior notice to the owner. No unit owner, tenant, or other person occupying a condominium unit shall willfully refuse the association's agents, or its employees, access to a condominium unit as is necessary to enable them to exercise and discharge their respective powers and responsibilities at a reasonable time after notice which is adequate under the circumstances. But to the extent that damage is inflicted on the common areas or any unit through which access is taken, the unit owner causing the same, or the' association if it caused the same, shall be liable for the prompt repair thereof.

Source: [RSA 356-B:41, I-a, I-b Upkeep of the Condominium](#)

### **8-610 Hazard to Public Health and Safety.**

Any violations which are deemed by the board of directors to be a hazard to public health or safety may be corrected immediately as an emergency matter without meeting.

8-100 in 1990 By-Laws. “Violations which are deemed a hazard...”

### **8-700 Prohibited Acts.**

Except as otherwise provided in the condominium instruments or the [Condominium Act](#), the board of directors does not by itself have the power to amend the bylaws or the declaration, or to terminate the homeowners' association.

Source: [RSA 356-B:40, II Members of the Board of Directors](#)

### **8-800 Right to Contract.**

With the exception of limitations imposed by these bylaws, the board of directors may by majority vote authorize any officer or officers, or the managing agent, to enter into any contract or execute and deliver any instrument<sup>5</sup> in the name of and on behalf of Highland Colony Homeowners Association for all goods, services, and insurance, payment for which is to be made from the common expense fund and such authority may be general or confined to specific instances.

Source: 4-110 in 1990 By-Laws Number; 4-300 in 1990 By-Laws Number “right to contract...”

### **8-900 Execution of Instruments.**

All checks, drafts, notes, deeds, acceptances, conveyances, contracts, or other instruments shall be signed on behalf of the association by: the president, the treasurer, the managing agent's financial officer, or two members of the board of directors. Officers should indicate, next to their signature, that they are an officer or director signing the document on behalf of the Highland Colony Homeowners Association.



## Attachment II

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### Code of Ethics of the Highland Colony Homeowner Association Board of Directors

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#### **Board members should:**

1. Always strive to serve the best interests of the association as a whole regardless of their personal interests.
2. Use sound judgment to make the best possible business decisions for the association, taking into consideration all available information, circumstances, and resources.
3. Act within the boundaries of their authority as defined by law and the governing documents of the association.
4. Provide opportunities for residents to comment on decisions facing the association.
5. Perform their duties without bias for or against any individual or group of owners or non-owner residents.
6. Disclose personal or professional relationships with any company or individual who has or is seeking to have a business relationship with the association.
7. Conduct open, fair, and well-publicized elections.
8. Always speak with one voice, supporting all duly adopted board decisions—even if the board member was in the minority regarding actions that may not have obtained unanimous consent.

#### **Board members should not:**

1. Reveal confidential information provided by contractors or share information with those bidding for association contracts unless specifically authorized by the board.
2. Make unauthorized promises to a contractor or bidder.
3. Advocate or support any action or activity that violates a law or regulatory requirement.
4. Use their positions or decision-making authority for personal gain or to seek advantage over another owner or non-owner resident.
5. Spend unauthorized association funds for their own personal use or benefit.
6. Accept any gifts—directly or indirectly—from owners, residents, contractors or suppliers.
7. Misrepresent known facts in any issue involving association business.
8. Divulge personal information about any association owner, resident or employee that was obtained in the performance of board duties.
9. Make personal attacks on colleagues, staff, or residents.
10. Harass, threaten, or attempt through any means to control or instill fear in any board member, owner, resident, employee, or contractor.
11. Reveal to any owner, resident or other third party the discussions, decisions and comments made at any meeting of the board properly closed or held in executive session.

**Adopted: BOD Meeting 12/20/2020 Source: G2G\_ModelCodeEthics.pdf (caionline.org) [Community Associations Institute]**