

**Minutes of Annual Meeting of the Members of
Somerset Swim & Tennis Club (SSTC)
June 13, 2023
SSTC Pavilion, Niwot CO**

1. Call to Order and Quorum - The meeting was called to order at 7:08 PM.

Board Members Present: Julie Cook, Jim Hemenway, and Steve Lehan,

Active Members present – Marc Arnold, Lee Erb, Heidi Grothus, Paula Hemenway

Active Members represented by proxy – Assigned to Jim Hemenway: Steven and Annagiulia DeWitt, Mark and Diane Jensen, Gayle Becker, William and Anita Harris, Anthony and Wendy Chirikos; Assigned to Paula Hemenway: Mark and Barbara Stager; For quorum purposes only: Megan Macintosh.

Quorum: As of this meeting, there are 57 Active Members. A quorum is 15% or 9 members. A total of 13 members were represented in person or by proxy, meeting the quorum requirements.

2. Financial Update – Steve Lehan, Treasurer, presented the financial picture from January through May 2023. Dues received are \$73,500, of which \$45,000 is from annual passholder (25 sold at \$1800 each; received applications from 28 and selected the 25 by lottery). Expenses YTD are \$16,567. We expect total expenses by the end of the pool season to be about \$50,000. Total cash assets are \$215,369. Agreement to move \$60,000 from the checking account (currently at \$114,919) to a timed interest-bearing CD.

3. Review of 2022 – Member Summary, Projects Completed – Julie Cook reported that we had 59 Active Members in 2022 and cleared arrearages on 7 lots in Somerset Estates, some through home sales and some when owners paid off arrearage. Having pickleball contributed to some members getting current on dues. Projects completed included adding a pergola off the pool decks, adding artificial turf in the pergola area (completed in 2023), installing a Ring-based security system (completed in 2023) and replacing pool deck lounge chairs. We are using a T-Mobile hotspot for internet access for the cameras. There is not enough bandwidth to provide this to members. Lee Erb represents a rescue organization that uses the clubhouse as a communication point and will request payment of \$400 to SSTC to share the internet costs.

4. Outlook for 2023 – Projects Planned, Member Outlook – As of the meeting, we have 57 Active Members. We expect some more may pay. Craig and Pamela Chernick of 8361 Greenwood Dr have informed the Board in writing that they want to terminate their membership, which is possible since it is not in Somerset Estates.

The security cameras have given us a much better picture of fence jumpers, etc., especially after the pool is closed. The sheriff has been called in some instances. Discussion of possible additional projects:

- Consider a metal cover for the hot tub that can be locked.
- Replace light in parking lot and repair or replace a motion-activated light near the hot tub.
- Add furniture to the clubhouse.
- Consider replacing the kiddie pool with a splash zone/water jets.

5. Discussion and Vote on New Articles of Incorporation and Bylaws – The Articles of Incorporation and Bylaws are relics from 1995 of Longview Associates, the builder of SSTC. The Articles of Incorporation have been amended twice but are still out of date. Proposed Amended and Restated Articles of Incorporation were sent to the members with the meeting notice, as were proposed Bylaws.

- Articles of Incorporation: Suggested clarification to Article 5.1 that owner of 8564 and 8580 Strawberry Lane holds one membership as long as single owner. MOTION to approve Amended and Restated Articles of Incorporation, as amended, made by Steve Lehan, seconded by Julie Cook, no future discussion, approved unanimously.
 - Bylaws: Suggested clarification to Section 3.1 that the Board of Directors may only permanently terminate the two memberships outside of Somerset Estates should either become Inactive for a period of three years. Discussion that number of Directors is generally five but must be at least three per Colorado Nonprofit Act. Suggested clarification to Section 6.3 that any use of funds to compensate Directors must only be for non-Board related services. MOTION to approve Bylaws, as amended, made by Steve Lehan, seconded by Julie Cook, no further discussion, approved unanimously.
 - Note: Discussion about the status of the Grothus' membership (8311 Sawtooth Ln). Steve Lehan said that \$1500 was originally paid for this membership instead of the stipulated \$3000 for owners in Somerset Place and Heights in exchange for it being non-transferable to a new owner. Heidi Grothus, current owner, said that her understanding was that the membership was transferable and offered to pay the extra \$1500 to ensure transferability. After the meeting, Heidi reviewed her documents and let Jim Hemenway know that they do say that the membership is non-transferable. This will be reflected in the final version of both the Articles of Incorporation and the Bylaws.
- 6. Election of Board Members** – According to the new Bylaws, the Board of Directors generally consists of five members elected for three-year terms. Julie Cook, Jim Hemenway, Melissa Koller, Marcos Lawson, and Steve Lehan have agreed to stand for election. Jim Hemenway asked for additional nominations and received none. MOTION to elect these five to three-year terms made by Lee Erb, seconded by Heidi Grothus, no further discussion, approved unanimously.
- 7. Open Discussion** – Discussion of whether we could keep the pool open later than 9 PM. Depends on whether Fernando can come later to lock all doors and gates (like 10 PM). Need to check on minor repairs in restrooms. Board to review Officer election.
- 10. Adjourn** - The meeting adjourned at 8:40 PM.

Paula Hemenway

Paula Hemenway, for Marcos Lawson
June 15, 2023