

# **Trapper Creek Glen Homeowners Association, Inc.**

c/o Nancy Schommer  
PO Box 672554  
Chugiak, Alaska, 99567  
907-688-9446

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## **Minutes of the January 3, 2009 Board of Directors Meeting**

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The Trapper Creek Glen Homeowners Association Board of Directors met on January 3, 2009, at the Windbreak restaurant in Wasilla. In attendance were: Ralph Lee, Nancy Schommer, and Jim Hazlett.

Evidence of the Notice of meeting was presented. With the attendance of three Board of Directors, a quorum was present.

The meeting was called to order by Vice President Ralph Lee.

The vacancy of the President position was discussed. It was moved and unanimously decided rather than the Board of Directors temporarily electing a President, the Board of Directors would continue operating under Article VII, Section 2 of the Association Bylaws whereby the Vice President performs duties of the President in the absence of the President. The President position will be filled at the next election of the membership at the 2009 Annual Meeting.

Minutes from the March 22, 2008, Board of Directors Meeting were presented and approved.

The Secretary's Report containing an ownership update and dues collection status was presented. This report, as updated will be presented at the 2009 Annual Meeting.

The Treasurer's Report containing a financial accounting of the 2008 income and expenses as of 12/31/08 was presented. This report, as updated will be presented at the 2009 Annual Meeting.

A 2008 Trail Work Report was presented. This report was discussed along with trail work proposals for 2009. This report as updated to include approved 2009 trail work will be presented at the 2009 Annual Meeting.

The 2009 Operating Budget levels were presented and discussed. A 2009 Spend Plan was developed and approved to include funding for trail work and funding for attorney fees to pursue foreclosure and collection of delinquent dues. This Operating Budget and Spend Plan will be presented at the 2009 Annual Meeting as part of the Treasurer's Report.

The makeup of Board of Directors membership was discussed and a motion made to separate the Secretary and Treasurer positions. Currently these positions are combined as allowed by Article IV, Section 2 of the Association Bylaws. The merits of this motion were discussed to include the benefits of spreading the increased workload as a result of additional membership as well as the benefits of having the collection of monies (Secretary duties) separated from the disbursement of monies (Treasurer duties). The motion was seconded and unanimously approved by the Board of Directors. This change is already allowed under the Association Bylaws and no revisions or updates to the Bylaws are needed. This change will be effective at the next election of the Board of Directors by the membership at the 2009 Annual Meeting.

In addition, a motion was made to propose a change to Article VI, Section I of the Association Bylaws so that Board of Director positions would be staggered so as to prevent complete turnover of all positions at the same time. Currently the Bylaws indicate the term of all directors shall be fixed for one (1) year. The motion proposed a two (2) year term for each officer (President, Vice President, Treasurer, and Secretary) and a one (1) year term for the fifth board member. The motion further proposed that the President and Treasurer be elected in odd years with the Vice President and Secretary being elected in even years. The motion included provisions for the 2009 election to be conducted as usual for all position, but for the 2-year term to begin for the President and Treasurer. The Vice President and Secretary positions would be elected again in 2010 (even year) for a 2-year term. The fifth board position would be elected annually. The merits of this motion were discussed to include the benefits of preventing complete turnover of all positions at the same time thereby providing continuity for Association business. Since this motion involves a change to the Association Bylaws, the Board of Directors approved the proposal to be presented to the membership at the 2009 Annual Meeting for decision as required by Article XI.

In addition, the Board of Directors approved general editorial changes and administrative updates to be incorporated in the proposal to amend the Bylaws. The proposal requires a two-thirds favorable vote of the members present at the meeting, provided a quorum is present. And, a statement of the proposed amendments must accompany the 2009 Annual Meeting notice.

Other discussion of the makeup of the Board of Directors was conducted to include possibly adding a sixth member due to the increased Association membership. This was rejected so as to prevent an even number of Board of Directors positions and possible tied votes.

The process and procedures for conducting the election of the Board of Directors was discussed. The Board of Directors decided that the nominations for Board of Director positions must be made in advance for the first time ever. This will allow for out-of-town members to knowledgeably participate in the election by Proxy. The Trapper Creek Glen HOA website (tcghoa.org) will be used to facilitate receipt and posting of nominees as well as the Proxy process. Proxies must be received in writing in advance of the 2009 Annual Meeting.

The Board of Directors decided to hold the 2009 Annual Meeting in Wasilla, Alaska, at the Windbreak restaurant on March 14<sup>th</sup> at 10am. In addition to date, time, and place, the Annual Meeting notice will include an agenda, call for Board of Director nominations, notice of Proxy procedures, notice of the proposed Bylaw amendment, a reminder of dues payable, and a request to provide an email and phone number. The Board of Directors developed and approved the following agenda for use at the 2009 Annual Meeting:

- Roll Call
- Proof of Notice of Meeting
- Report of Officers
  - Secretary's Report
  - Treasurer's Report
- Registered Agent's Report
- Report of Committees
  - Trail Work Report
- Unfinished Business (if any)
- New Business
  - new trail access
  - open to the membership
  - Bylaw amendment
- Election of Board of Directors