

**TIMBERLINE HOA, INC.  
SPECIAL MEETING – JUNE 9, 2011**

**RE-ELECTION OF BOARD and RATIFICATION OF AMENDMENT TO THE BY-LAWS ON  
REQUIRED QUORUM FOR MEETINGS OF THE MEMBERSHIP**

The Board of Directors of the Timberline HOA, Inc. held a Special meeting of the Membership of THAI on June 9, 2011 at 6:00 PM, at the Seventh Day Adventist Church off Florida Road, Durango, Colorado. Board members present were:

Katie Sturm - President  
Hal Felty - Vice President  
Nic Cofman - Treasurer  
Bruce Moss - Director

Also present were a total of 63 Lots represented out of 86 total lots in THAI. Of the 63 present 48 were in the form of Proxies. Marsha Moreland, Executive Secretary, was also present. The meeting was called to order at 6:00 PM. by the President.

Katie Sturm, President, explained that the meeting was called due to a complaint that was made by Ron Cornelius regarding the validity of the annual election held in Feb. 2011. Board attorney Keith Newbold recommended that we hold this Special Meeting of the Members pursuant to Article II, section 3 of the By-Laws for two purposes: reaching a quorum for elections of Officers and Directors and amendment of the By-Laws going forward so that the number of votes required to reach a quorum in the future will be changed to 20% which is the quorum stated in the Colorado common Interest Act.

The Board will also approve the Resolution to ratify the required number of Members to constitute a quorum at all meeting of the Association. The resolution calls for a 20% quorum requirement of the Membership. Notice was given by mail and e-mail. Proxies were returned by mail, e-mail and fax.

**ELECTION OF BOARD OF DIRECTORS:**

The President asked for nominations from the floor for the BOD. None were received. A motion was made, moved and passed to appoint the following to the BOD:

Katie Sturm as President  
Hal Felty as Vice President  
Diane Calfas as Secretary  
Nic Coffman as Treasurer  
Bruce Moss as Director at Large  
Malaika Mestas – Chairman of the ARC

The slate of Directors was approved with a vote of : **63 - YES** and **0 – NO**. Ron Cornelius was present at the meeting but did not vote.

**AMENDMENT TO THE BY-LAWS:**

Hal Felty and Katie Sturm discussed how the By-Laws currently read that a 2/3<sup>rd</sup>. of the lots be represented out of 86 Lots. The Amendment would drop the quorum required to 20%. Hal informed those present that the State Statues are setting the required quorum to be 20% for the 'suggested required quorum'. The THAI By-Laws are 'grandfathered' in with the BOD changing the quorum. The BOD received an overwhelming amount of feed back with the proxies received and representation of lots present at the meeting.

Katie read aloud the letter from Keith Newbold, Attorney for the Association. It addresses amending the By-Laws in accordance with the State of Colorado's 20% quorum required. Ron Cornelius argued that there is no relevance in the Colorado Common Interest Ownership Act on the THAI By-Laws.

Hal explained **ARTICLE 6, Section 1 – Amendment** of the By-Laws is by a majority of the Board of Directors. The Attorney will revise the By-Laws to reflect the new quorum of 20% (18 Lots represented) and **add** it in ARTICLE II, Section 3 of the By-Laws.

A motion was made , moved and passed to ratify the change to the By-Laws as stated in the Resolution. The vote was **63 in favor** of the Resolution with **NO** opposing votes.

The next meeting will be posted on the web if anyone has an issue to discuss with the Board of Directors. The Board thanked all those in attendance and those who sent in their proxy vote. There being no further business the meeting adjourned at 6:30 PM.

Diane Calfas, Secretary