

WILLOW CREEK PASS VILLAGE ASSOCIATION
BOARD OF DIRECTORS MEETING

Via teleconference

August 16, 2008

Representing the Board:

Lanny Mack, Susan Marshall, Pat Aiello, Dave Hessel, Dave Kliewer (all by phone)

Lanny Mack called the meeting to order at 9:00am.

Annual meeting: Board discussed August 2 failed annual meeting. Lanny reported that the Association's attorney (Alan Keeffe) verified that 50 members are needed to be present for a quorum. Therefore there was no quorum present at that meeting. According to Association's attorney, without a quorum "members in attendance cannot take any action, including electing directors." Therefore, the election is not valid.

Board discussed email received from Roy Powell that included his attorney's opinion that concurs the "election is invalid." Lanny reported that the association's attorney stated he is not aware of any legal support for Roy Powell's statement at the annual meeting that the election is valid since proxies were mailed, and Roy's attorney does not provide any support for that. Board concurs that election is invalid.

Board discussed ramifications. Association attorney states that our "Bylaws defines the end of a term of a board member as the date a successor shall be elected at the annual meeting" and that "if the annual meeting failed for lack of quorum, the board does not change." Roy Powell's attorney stated that "terms expire at about the time of the annual meeting". David Kleiwer stated the Board should follow association's attorney input, given he is most familiar with our community and with controlling documents. Board concurs that the Board remains the same as before the August 2 meeting. Both Lanny and Susan withdrew resignations until further notice.

Board agreed no special meeting would be held, and the current Board would continue and make appointments to fill any vacancies.

Budget: Lanny stated that Alan's opinion is that both the revised 2008 budget and 2009 budget are operational. His opinion is that the Bylaws and statutes require review and opportunity for the budget to be vetoed by membership, but do not specifically require a vote by the membership. Given there was no proposed changes in dues and a properly notified meeting, community had the required opportunity.

Meeting date: Board set next board meeting date for September 11, 5:30 PM

Meeting adjourned at 9:15 am.

Respectfully submitted,

Lanny Mack
President