

WILDWOOD WEST ROAD ASSOCIATION
SPECIAL MEETING MINUTES
NOVEMBER 9, 2022

Meeting held at the Gifford's residence, quorum established and called to order at 4:39.

Board members present: Jesse Ettlin-Road Director, Al Gebhart-Chair, Lauren Rossoovich-Vice Chair, Bob Spier-Treasurer & Karen Gifford.-Secretary

Others attending: Bob Bell, Shizumi Crimi, Donna Gebhart, Paula Hansen, Rob Martello, Patti Parsons, Steve Smith.

Agenda:

Signing of the Bylaws, Secretary Minutes (8/29 & 9/14/2022), Treasurer Report And Recall Petition.

Treasurer Report-Bob Spier

TriWest Bank Statement 10/30/22 Balance	\$19,034.76
Less Payments:	
Attorney Haley & Billheimer	675.00
Reimbursement Karen Gifford-Bylaws Mailing	283.85
Current Balance	\$18,075.91

Two invoices for membership dues outstanding totaling \$400.
Updating authorized signatures at TriWest delayed until 2023.

The Bylaws that received approval by vote and results announced November 1, 2022 (40 ballots-11 NO & 29 YES) officially signed by all the officers present.

Motion: Bob Spier

The Bylaws signed on November 9, 2022 by the board will be given to the County Recorder's Office and stamped with the official corporate seal.

Second: Lauren Rossoovich

All In Favor with no exceptions. Motion carried

Secretary Report-Karen Gifford

In the essence of time, since the minutes are long for both 8/29/22 & 9/14/22 they were distributed before the meeting for review any corrections were requested.

Corrections from the Al Gebhart-Chair:

8/29/22 Notation that the bylaws committee was dismissed.

Haley's letter change date from 3/17 to 3/9.

Haley billing for \$2,085 should be \$1,985 reflecting \$100 discount.

9/14/22 Wanted to listen to the tape to verify content, agreed to do so at a later date. (That was done on 11/16/22.) No changes will be made to the draft cop currently on file.

Motion: Lauren Rossoovich

The minutes were distributed to the board by the secretary, to read prior to this meeting, rather than being read here verbally any corrections noted on 11/9/22 will be made, if there are no further corrections the minutes for 8/29 and 9/14/22 are approved as distributed and reviewed by the board.

Second: Bob Spier

All in favor with no exceptions. Motion carried.

Comments:

Steve Smith wanted it on record that his vote from 9/14 was not accurately recorded, it was changed without his approval. He verified the next with the Chair and Secretary that his vote was recorded as yes but should have been no. He questioned the memorandum from the Chair about the voting process and took objected to the way the vote was conducted.

Al Gebhart- Chair responded that votes were observed, a motion was made to approve and was carried. Any corrections could not be done the next day, only before the meeting was over, according to the Robert's Rules of Order. Sorry for the error and can understand the concern but nothing can be done now.

Patti Parsons wanted her thoughts on record to document what she felt were significant errors made in both procedure and judgment during the 9/14 meeting and days following. A spontaneous proclamation of motion passed from a member of the board doesn't make it so. She also questioned members being disenfranchised from the voting process, if dues were not paid, since bylaws were not enforceable. Felt the bylaws were being used inconsistently. Also questioned the attachments to minutes and questions to Al Haley concerning access points on the road, relative to easement restrictions. Wanted it noted that the chair cannot make a motion under the Robert's Rules of Order, only in the small rules format.

Bob Spier wanted to clarify what the vote was for on 9/14, the motion was read from that meeting. The question was asked If the bylaws were not enforceable perhaps there shouldn't be a vote to approve new ones.

Lauren Rossovich was concerned she had not seen any letters from the attorney directly concerning legal standing for the board.

Al Gebhart indicated that an attorney was consulted on this issue and we were in proper legal standing for the voting process. If anyone wanted to call the attorney, Alan Haley, could do so. The chair needs to declare at the start of a meeting what form of Robert's Rules will be used, only the small form allows the ability for the chair to make a motion. In addition, the chair upon discovery of information, can add documentation to the minutes as a memorandum.

There was a discussion on how Mr. Haley knew Bob Bell, as noted in one the attachments to the meeting minutes of 9/14. It was questioned further why there are attachments that were not a part of the actual meeting. Mr. Bell disagrees with Mr. Haley's statements, he had not represented himself as a board member. He had asked to have a call log checked, but did not receive a response to that request.

Bob Spier started the discussion on the recall of Al Gebhart and what research had been done.

Karen Gifford had found a possible template to use as a guide to create a ballot and referring to California Code 7222 as presented in the original recall petition. Only two choices to vote Recall or Retain.

As the officer being recalled Al Gebhart stated he would defer his opinion. Would look at the draft of a ballot, prepare a response (only the person being recalled under code 7222 can offer comments) and get an opinion from an attorney.

There was further discussion by those attending on how to proceed with any mailing going out to the membership.

Questions:

Could any parcel holders write comments on the recall?

Response: No

Other than listing the definition of code 7222, that states directors may be removed without cause could it include what the petitioner's wrote, not acting in the best interest of the association?

Response: No

Would the secret ballot process in the Bylaws be honored?

Response: Yes

There was a discussion about Section 13 (b, c & d). Donna Gebhart suggested parcel numbers go on return envelopes, Bob Spier indicated it was a valid point. Karen Gifford indicated 46 members is a small number and each ballot does have the corporate seal. In the end agreement to do the same voting procedure as the recent ballot for the bylaws.

Is letter of response necessary with the ballot?

Response: It's up to the officer being recalled.

Motion: Jesse Ettlin

Karen draft a ballot for the board to approve along with Al's letter to be sent out within the next 15 days and on or before December 5th, open the ballots and record.

Second: Bob Spier

All in favor with no exceptions. Motion carried.

Motion: Lauren Rossoovich

Adjourn Meeting 5:32

Second: Karen Gifford

A vote was not taken.

After adjourning Bob Spier brought up the Fire Safe Council, asked if anyone else might be interested in pursuing the idea to contact him.

Prepared by Secretary

Karen Gifford

Safety is a major concern on our road to protect people, pets and property.
Please control your speed and remind your visitors to do the same.