

Meeting Minutes

A REGULAR MEETING OF THE BOARD OF DIRECTORS was called to order at 9:01 AM on October 13, 2022 CE in the Board Room of the Headwaters Arts and Conference Center, 20 Stalnaker St, Dubois, Wyoming by Eriks Goodwin, President.

Quorum Verification:

DIRECTOR	PRESENT	ABSENT
Eriks Goodwin, President	X	
Larry Wilke, Vice President	X	
Peter Tattersall, Treasurer	X	
Mark Bowers, Asst. Treasurer	X	
Dana Griffis, Secretary	X	

Approval of Prior Minutes:

- The Minutes of the Regular Meeting of the Board held on September 8, 2022 were approved by consensus
- The Minutes of the Special Meeting of the Board of Directors on September 27, 2022 were approved by consensus.
- Action Taken Without a Meeting of the Board, completed on October 5, 2022
 - Action Taken: Approve drafts provided by Counsel for “Motion to Dismiss” and “Brief in Support of a Motion to Dismiss”

Officer Reports

- President Report
 - The President reported that he had received word but not confirmation that Mary Kiernan had filed a Motion to Dismiss with the Fremont District Court in the matter of *Mary V. Kiernan vs. Upper Little Warm Springs Association, et al.* Apparently, the Motion was filed by Ms. Kiernan two days after ULWSA Counsel filed a Motion to Dismiss and supporting Brief. He noted that formal notice had not yet been received, but was expected.
 - Due to the success of the Owners’ Forums held recently, a survey is being formulated based on the ideas and suggestions of the Owners. Given the 75% threshold for amending the Covenants, it makes sense to verify general support in advance of formal efforts. The survey will be forthcoming in the future and will be available to all owners.
 - There are still a number of vacancies on Committees and all members are invited to volunteer to serve, if they so desire.
- Treasurer Report
 - The financials for the July and August periods have been amended to show gross instead of netting expenses out against income.
 - The Treasurer provided copies of financial statements for inclusion to the Minutes.
 - Treasurer’s Report accepted by consensus

Director Committee Reports

- Architectural Control Committee
 - Neuerburg :: 19 Green River Dr :: Application for Modification to Exterior Design of Residence Structure (change of siding materials)
 - * Application pending, remains in committee

Standing Committee Reports

- Communications Committee
 - The Communications Committee did not meet last month.
 - Klaus Goodwin, Chair, is requesting the commencement of a search for a new Chair for the Committee due to his work obligations
- Social Committee
 - The Committee is planning an IN-Person meeting of the Social committee next week at the Neuerburg home.
 - The Committee is re-scheduling the Poker Run on ATVs again at our next meeting. It was postponed due to a death in the Neuerburg family.
 - The Committee is also planning to schedule dates for the Fall Chili Cookoff so watch for an e-mail from the Comms Committee with the date for it and other upcoming events including the Christmas Dice Game and this year's Christmas cookie exchange.
 - The Feathered Friends event was postponed by presenter Joan Timchak until Spring when more birds are migrating through our neighborhood. A date has not yet been associated with this event as of this writing.
 - Other "in town" events include the women's Halloween costume event at Headwaters for the Rocky Mountain Elk Foundation on October 29th and the Big Horn Bash also at Headwaters on November 5th.

Old Business

- none

New Business

- Motion to amend the Bylaws, Article III, Section 7 to append as a new paragraph, "All minutes of meetings of the Board of Directors shall be signed by the Secretary and at least one other officer after approval of the Board of Directors; and shall not be deemed final, valid and authoritative until signed by both." Moved by Dana Griffis, Seconded by Mark Bowers,

<i>DIRECTOR</i>	<i>AYE</i>	<i>NAY</i>	<i>ABSTAIN</i>
Eriks Goodwin, President	X		
Larry Wilke, Vice President	X		
Peter Tattersall, Treasurer	X		
Mark Bowers, Asst. Treasurer	X		
Dana Griffis, Secretary	X		

- The Motion is Adopted and Article III, Section 7 of the Bylaws are therefore Amended to append a new paragraph, "All minutes of meetings of the Board of Directors shall be signed by the Secretary and at least one other officer after approval of the Board of Directors; and shall not be deemed final, valid and authoritative until signed by both."
- Motion to amend the Bylaws, Article V by striking "Section 2: Dues" in its entirety and replacing the text with "Repealed by Board, 2022." Moved by Larry Wilkie, Seconded by Dana Griffis

- Motion to Table by Pete Tattersall, seconded by Mark Bowers

<i>DIRECTOR</i>	<i>AYE</i>	<i>NAY</i>	<i>ABSTAIN</i>
Eriks Goodwin, President	X		
Larry Wilke, Vice President		X	
Peter Tattersall, Treasurer	X		
Mark Bowers, Asst. Treasurer	X		
Dana Griffis, Secretary		X	

- The Motion is Tabled

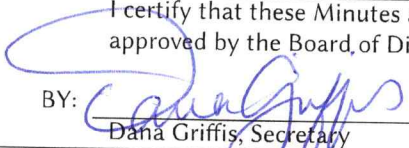
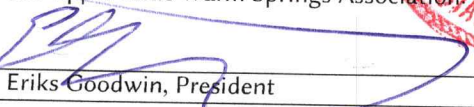
- Motion to amend the Bylaws to replace the word "Declaration" with "Covenants" throughout the Bylaws where it is meant to refer to the "Reservations and Restrictive Covenants." Moved by Larry Wilkie, seconded by Mark Bowers

<i>DIRECTOR</i>	<i>AYE</i>	<i>NAY</i>	<i>ABSTAIN</i>
Eriks Goodwin, President	X		
Larry Wilke, Vice President	X		
Peter Tattersall, Treasurer			X
Mark Bowers, Asst. Treasurer	X		
Dana Griffis, Secretary	X		

- The Motion is Adopted and therefore all instances of the word "Declaration" are replaced with the the word "Covenants" throughout the Bylaws where it is meant to refer to the "Reservations and Restrictive Covenants."

Adjournment

- Motion to Adjourn was made at 11:10 AM by Larry Wilkie, seconded by Dana Griffis, passed by consensus.
- The next Regular Meeting of the Board to be held at 9:00 AM on November 10, 2022 in the Board Room at Headwaters Arts and Conference Center, 20 Stalnaker St, Dubois, Wyoming.

I certify that these Minutes are exactly as approved by the Board, of Directors:	
BY:	 Dana Griffis, Secretary
I attest that these Minutes represent the Official Record of the Board of Directors of the Upper Little Warm Springs Association.	
ATTESTED:	 Eriks Goodwin, President

