

Mariner's Valley Two Maintenance Association Special Meeting

September 2, 2014

Convened at 1803 hours by Acting President James Calhoun. Attending: (see sign-in sheet).

Calhoun introduced the Board.

Monk offered to review last meeting for anyone not attending the last meeting. There were no new members attending who needed a review.

Calhoun asked the Secretary to give the balloting results.

Barry Stieglitz reviewed the need for quorum. Of the 470 households in the Association, 26 are ineligible, leaving 444 eligible. Quorum is a simple majority or 51%, or half of 444 (=222) plus 1 (=223). We received 257 ballots, so we have met quorum for the purposes of completing this business and entertaining new business. A simple majority of the quorum is 129 votes. There were three final proxy votes Item 2 (budget): all were cast Against. The final count was:

Bryant Carvalho: 84 FOR, 123 AGAINST.

Michael Foley: 192 FOR, 10 AGAINST.

Kelly Washino: 93 FOR, 121 AGAINST.

Budget: 216 FOR, 4 AGAINST.

Calhoun opened the meeting to member comments, limited to 2 minutes each.

Member Dave Washino asked if he could discuss the budget. He stated the \$5,000 for bookkeeping seemed exorbitant, and asked the Board what it got for that amount.

Monk explained there are multiple billings per year. The first usually results in a wave of checks. A second billing results in another wave. There are monthly payments to pay the water bills, grounds maintenance, as well as annual audits, etc. He stated that we were getting a CPA for our bookkeeper, but not at CPA prices, and unlikely to match that price elsewhere.

He continued that the Board had explored a professional management firm to handle most of the Association's business, including bookkeeping. D. Washino asked why, and was told about the increasing time requirements of running the Association, including bookkeeping, running elections, etc. (all functions but actual decisionmaking). Monk noted we were actually one of the few planned community associations without a management firm.

Kelly Washino noted Member Ernie Watari, who is also a CPA, thought the \$5,000 was excessive. Calhoun suggested Watari submit a quote, and that the Board would contact him and, with her consent, reference the conversation between K. Washino and E. Watari. K. Washino also suggested the Bylaws require the Vice-President to keep the books. The Board pointed out that the Bylaws do not assign this responsibility to the position of Vice-President. K. Washino was provided a copy of the current Bylaws.

Calhoun asked Monk for a timeline for the remainder of Fiscal Year, which he described.

A Member asked the status of the possible use of a management firm. Calhoun recollected general price ranges from quotes received by the Board and restated some of the benefits of having a professional management firm.

K. Washino noted that under the 1973 Bylaws the Board is required to have 9 members. Monk noted that the 1973 Bylaws were superseded by the revision submitted in 2009. K. Washino stated that “these Bylaws were not done legally” (per her attorney), we should be using the original Bylaws, that there should therefore be 9 Board member positions, and said “I just want it in the record that there are 9 Board member positions available, and, uh, Mr. Calhoun [*sic*] and myself were not elected to the Board when there are Board positions available and there is no other, nobody else offering to serve.” Stieglitz mentioned that under the existing Bylaws the Board must be comprised of an odd number of members between 3 and 9, and that the Association could have elected 1 or 3 of the (3) candidates, but not 2, as that would have resulted in an even number of Board members. However, this was moot as only 1 candidate received enough votes to be elected. K. Washino reiterated “I just want my comments in the meeting minutes.”

Meeting adjourned at 6:30pm by unanimous vote of the Board and membership.