

**MT. HOOD FOREST HOMEOWNERS ASSN.  
Board of Directors Special Meeting  
April 02, 2015  
5665 SW Meadows Road, Suite 350, Lake Oswego**

**Members Present:** President Paula Hoiland, Mark Beckius, Treasurer Michael Halligan, Ken Hoiland, Scott MacCaskill, Jeff Mayhew, Secretary Carolyn Raz, Tom Reynolds, Amelia Wilcox

**Members Absent:** Joel Grayson and Daryl Phillippi

**Guests:** Judy Ervin, Parliamentarian Expert, Norm Goetz, former Board member, Jerry King, new cabin owner, Buz Raz, cabin owner

The meeting was called to order at 7:05 pm followed by round table of introductions and approval of the agenda.

The purpose of the meeting was to review the bylaws to ascertain what needs to be changed or added to be congruent with what the association have been doing the past ten years.

Judy Ervin was introduced as an expert on parliamentary procedure. She gave a review of her resume and background. She has been studying parliamentary procedure for over 30 years. She was a member of the Gladstone City Council, a board member of Clackamas Community College and 30 years as the chair of Bylaws and Policy of the National Forest Homeowners, of which her husband, Bob, was the executive director. She is a consultant to many Oregon Non Profit organizations and helps with the writing of bylaws and policy. She is continuously studying Robert Rules of order.

Prior to inviting Judy Ervin to help us, Paula sent an email to the board stating that Judy's consulting fee was \$75 per hour and asked for the board's consent. There was unanimous consent to spend the monies for her assistance as no one on our board is an expert in the writing or interrupting of bylaws.

## **OLD BUSINESS**

**Webmaster:** Michael gave an overview of the problems to obtain cooperation from the former webmaster to gain administrative rights, for him to stop the use of our domain name and database, which are owned by MHFHA, and cease any further use of the database for his personal agenda.

In review board member Michael Halligan, had agreed at the February 24 meeting, to contact the former webmaster to turn over the administrative user names and passwords to the association's GoDaddy account as well as the website backend

access. Michael contacted Daryl on Wed, Feb 25<sup>th</sup> and left a message. They spoke on Feb 26<sup>th</sup>. Daryl refused to give the information to Michael and Michael let him know that this was the board's decision and not his to make. He asked Daryl to think about it and they would speak again on Friday, the 27<sup>th</sup>. After another long conversation, Daryl reluctantly agreed but said it would take him several days to accomplish. On Sunday late afternoon March 1<sup>st</sup>, an email was received with the supposed information but the login name and password that was set up for Michael to access the website did not work. The website was down. Daryl did supply the correct password for the GoDaddy Account. On Sunday, March 1<sup>st</sup> it was also discovered that Daryl had sent his "Bulletin" to the database and posted it on a blog website owned by the association with an address of [www.mhfha.wordpress.com](http://www.mhfha.wordpress.com). It appears that Daryl purposely delayed releasing the database and domain name so he could send a "Bulletin" of his own disparaging the association and its board members with many false accusations.

Monday, March 2<sup>nd</sup> a website creator, Tom Bristol, was hired to repair the downed website. He was able to restore the website after hours of work. He stated that the website had been intentionally stripped of content and banner etc as he could see the electronic trail.

Due to the apparent malice intent, the board decided to hire an attorney, Mr. Bill Fig to send a Cease and Desist letter dated March 3, 2015 to Daryl Phillippi. To date, the Association has spent over \$500 to hire the website/computer expert to restore the website. It also appears that he has continued to send communications via email, to the database membership with the exception of the board members, they were not on his email list.

A second Cease and Desist letter was sent to Daryl's attorney today, April 02, 2015, further noting the name, database and acronym (MHFHA) belongs to the association - not to an individual.

## **BYLAWS**

Guest Judy Ervin was introduced and provided a review of the association's bylaws. She explained that she is using the Oregon Non Profit guidelines in her comments and recommendations. Discussions included the following:

**Board Elections:** Judy's review noted that our bylaws are actually in very good shape. She did state that the Board has not been in complete compliance during recent years because a vote for board members, by the membership at the annual meeting has not occurred. In studying over 10 years of minutes of our quarterly board meetings and annual meetings, we have not taken a vote by the membership at any annual meeting in the past 10 years. There are no minutes available prior to 2005 although there are newsletters announcing the annual meetings in the late 1990's with no mention of a pending vote. Therefore it was Judy's opinion that although our bylaws state election of board members by a vote of the membership, there is a long precedence of our current

board selection. She states that there is not a problem with the precedence being different than our bylaws but suggests we get our bylaws into agreement with our current practices or change our current practices to fit our bylaws.

**Election Notification:** Judy noted the Bylaws state the membership will be notified at least 21 days before the annual meeting, but, for associations of our type and size, State law requires at least 30 days notification. Accordingly, calendars have been noted to move our notification to be within that deadline.

**Nominating Committee:** Judy suggested that it is a good practice to continue soliciting prospective board members throughout the year as we have in the quarterly newsletters and at the annual meeting. She further stated it would be beneficial to have an established nominating committee composed, preferably, of non-board members, though existing board members could be on the committee. Her discussion also included the possibility of term limits for board members which could provide more opportunities for new members but at the risk of having less experience on the board to provide its management. Also, if potential board members are not readily available, term limits may cause a reduction in board members potentially resulting in less divergent or overall skills for management of the association. She also understands that organizations such as ours can have a difficult time finding enough volunteers to serve.

The President is to assign a nominating committee at the May 4<sup>th</sup> board meeting.

**Grievance Committee:** Judy further noted it is rare for bylaws to include a grievance committee, but associations can have such a committee even if it is not in their bylaws.

**Officer's Duties:** Discussion included the value of clearly defined/assigned responsibilities. Paula suggested that the treasurer's current duties be divided into two positions: A treasurer who would write checks and reconcile the bank accounts, with a second position as Membership/database delegated to oversee the membership database and mail membership cards as dues are received.

**Removal of a Board Member:** Judy explained since board members have been voted on by the board that they can be voted off by the board. There is no definition within our bylaws of how to remove a board member, so it would be beneficial for the bylaws to outline the procedure for removing a board member.

**Motions:** It was noted that associations with fewer than 12 board members do not need a "second" to vote on a motion.

**Definition of Membership:** The existing bylaws state that all cabin owners are automatically considered members, with no mention of dues. The question arose, should a non-dues paying cabin owner be considered a member and allowed to vote?

Discussion included this question of equity especially when the costs of operating/managing an association are increasing and it should be shared by all members. Another closely related question is when including the bylaw provision for only one vote per cabin at the membership meeting. By Forest Service procedure, even if a cabin is owned by many persons, one (and only one) party must be listed as responsible for the cabin or the permit holder. Perhaps the association's database would need to reflect that a person is eligible to be a member upon payment of dues. At best, if one "ballot or voting ticket" was issued to each cabin at the annual meeting we would be in compliance with the one-vote-per-cabin. The ballot could also include definition of "member" and ratification of board actions. It was finally decided to defer discussion to the May board meeting to include more review and how the association complies with Parliamentary procedures. Judy will help draft the definition of a member of MHFHA.

It was agreed that all cabin owners would receive a notice of the annual meeting, but only dues-paying members would have website access and receive other newsletters and notifications.

After a lengthy discussion it was suggested by Scott to hold off on revamping all of the bylaws due to the lack of time. It was suggested to just review the way board members are voted for and the definition of a member of MHFHA and put the complete review of the bylaws after the new board has been elected at the June 27<sup>th</sup> annual meeting.

**Assignment Given:** Judy will draft a revision of the definition of a MHFHA member to be announced at the annual meeting and changed in our current bylaws. The board will review and vote on the wording and definition at the May 4<sup>th</sup> board meeting.

**Motion Made:** Amelia made a motion to move forward to ratify past board practices, redefine "member" and list the current slate of potential board members at the annual meeting on June 27<sup>th</sup>. Motion unanimously approved.

**Next Board Meeting:** May 04 at 6:30 pm, an earlier start to accommodate a demonstration of a potential new website

8:30 pm - meeting adjourned