

MINUTES

of the Special Meeting of the
Village at Pilot Mill Homeowners Association

July 29, 2010

The meeting was called to order at 7:04 pm by Scot Garner upon determination that the quorum requirements were met.

Richard Graham-Yooll requested that the board consider the submission of an expanded agenda. Scot Garner indicated that the request is denied because some of the items were not noticed to the community. Richard Graham-Yooll submitted his proposal as a motion to the members present and Scot Garner again indicated that the motion would not be considered.

Scot Garner gave a chronological synopsis about the history of the scheduling of this special meeting.

Scot Garner then gave an explanation of the 3 different ways in which to view the proposed changes and amendments to the Bylaws.

Richard Graham-Yooll, on behalf of the Bylaws Committee, stated that pursuant to normal rules the Bylaws Committee should have made the presentation to the membership and proposed amending the bylaws submitted by the board to be in accord with those proposed by the committee in respect of Articles V, VII and IX.

Patrick Livingston asked the Bylaws Committee why 5 people would add value and Richard Graham-Yooll, as Chair of the Bylaws Committee, responded by stating that it would provide more representation and wider participation.

Howard Kohn, a member and co-owner of Kohn-Ell Property Management, then spoke regarding parliamentary procedure in order to approve or not approve the amendments and changes to the current Bylaws to avoid confusion by the membership.

Upon conclusion of the parliamentary explanation by Howard Kohn, Richard Graham- Yooll, on behalf of the Bylaws Committee, made a motion to approve the Bylaws as proposed by the committee. In addition, he requested an additional amendment that when a special meeting is called by the membership it be held in accordance to law within 30 days of such request.

Steve Griffin made a motion to move to accept the proposed Bylaws and then move to change them, if necessary.

Howard Kohn then indicated that under Roberts Rules of Order the membership should proceed one amendment at a time to approve or not approve.

John Monti then suggested and made the motion to accept the Bylaws with the exception of Articles 5, 7 and 9 in order to explain them to the membership. Gail McDonald seconded.

With regard to Article 5, Richard Graham Yooll, on behalf of the Bylaws Committee, explained the reasoning of the committee's recommendation regarding increase of board membership and the term change from 3 years to 2 years. It was further explained that the duration of the terms of the initial board members could change during the transition period so that terms expired annually at the general HOA meetings held in November. Steve Griffin made a motion to approve Article 5 as proposed by the committee and was passed by majority vote of the membership.

Richard Graham-Yooll on behalf of the Bylaws Committee then made a motion to amend Article 7 to add the sentence, "Members shall be given notice of such meetings whenever it is practicable to do so". The motion was seconded by Eric Morse. A vote was taken by the membership and the amendment was passed by majority vote.

Richard Graham-Yooll, on behalf of the Bylaws Committee, made a motion to amend Article 9 so that the President may delegate specific

signing decisions to the management company. Patrick Livingston seconded the motion. A vote was taken by the membership and the amendment was passed by majority vote.

Richard Graham-Yooll then stated that he would like to propose two further amendments to the bylaws, amending Article IV, Section 2, to state that a special meeting must be held within 30 days of such request by the membership, and amending Article V, Section 6, to state that Members should have access to board emails whenever a decision was reached by email in lieu of a meeting.

Chris Moutos resigned his position from the board at this time. The resignation allowed for the filling of the board which was conducted under New Business on the agenda.

Nominations were opened to the floor. Gail McDonald was nominated by Terry Henderson. David Hesselbreth was nominated by John Klekner. Chris Yetter was nominated by Penny Graham-Yooll. Linda DeGrand was nominated by Richard Graham-Yooll.

Nominations were closed and vote was taken by secret ballots. Biff Eller and Chris Moutos tallied the votes and Chris Moutos announced his successor would be Gail McDonald.

There being no other business by the membership, the meeting was adjourned at 9:20 pm.