

**SPRING CREEK HOMEOWNERS ASSOCIATION**  
**SCHOA Adjourned Meeting of Members Minutes**  
**October 19, 2011 at 9:00 am MDT at the Ranch Headquarters**

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**I. Call to Order and Establishment of Quorum**

Ron Harris, Vice President of the SCHOA, explained that a minimum of 25% of the members of the Association (as measured by the total number of eligible votes) must be present, in person or by proxy, in order to establish a quorum so that the business of the Adjourned Meeting can be conducted. He reported that Frank Hess, counsel for the SCHOA, has determined that there are 98 member votes recorded as present (in person or by proxy), exceeding the minimum 47 votes (out of a total number of eligible votes of 185) needed to achieve a quorum for the 2011 Adjourned Meeting. With a quorum present, Ron called the meeting to order.

**II. Introduction and Procedural Matters**

Ron noted for the record that this Adjourned Meeting was being held because a quorum was not present at the 2011 Annual Meeting held on October 8, 2011. He indicated that the date and time for this Adjourned Meeting (October 19, 2011 at 9:00 am MDT) were determined at the New Board Meeting held at 1:00 pm MDT on October 8, 2011. At the direction of the New Board, notice of this Adjourned Meeting was sent to all members of the Association on that same day following the close of the New Board Meeting.

Because a quorum was not reached at the scheduled Annual Meeting on October 8<sup>th</sup>, it was explained to those Homeowners then present that an "informal" meeting (Informal Meeting) was going to be held in place of the formal Annual Meeting, using the agenda distributed for the Annual Meeting and conducting all business (votes, motions, adoption of resolutions, etc.) as if it were the formal Annual Meeting. All actions taken were recorded in minutes of the Informal Meeting. Prior to the closing of the Informal Meeting, proxies were solicited using a Special Proxy Form suitable for conducting the Adjourned Meeting. The Special Proxy Form included an optional instruction to a Homeowner member's new proxyholder which would direct him or her to vote at the Adjourned Meeting to adopt all of the actions taken at the Informal Meeting as if it had been the formal Annual Meeting. This instruction was optional, at the discretion of the Homeowner when designating his or her new proxyholder.

### **III. Review and Correction of Minutes for October 8, 2011 Informal Meeting**

A draft of the minutes for the Informal Meeting on October 8<sup>th</sup> was distributed to those present at the Adjourned Meeting for review and correction. Approval does not occur until the time of the 2012 Annual Meeting. There were no additions or corrections suggested.

### **IV. Adoption of Actions & Decisions at Informal Meeting on October 8, 2011**

Motion to adopt all of the actions and decisions from the Informal Meeting of the SCHOA members on October 8, 2011, as recorded in the minutes of that meeting, as the actions and decisions of this Adjourned Meeting; and to attach the agenda and minutes of that Informal Meeting to the minutes of this Adjourned Meeting as evidence of these actions and decisions. M/S/U

### **V. Other Business** – None was raised.

### **VI. Conclusion**

- A. Date for Next Annual Meeting of the Members** – The New Board, at its meeting at on October 8<sup>th</sup>, 2011 (following the Annual Meeting) established October 6, 2012 as the date of the next Annual Meeting of the SCHOA members.
- B. Adjournment** – Upon completion of the business at hand, the meeting was adjourned.

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