

# Cedar Mesa Ranches Homeowners Association, Inc.

---

P.O. Box 62  
Mancos, Colorado 81328  
www.cmrhoa.org

President: Allen Giannakopoulos, Ph.D.  
Phone: (561) 389.4436

## Board of Directors' Special Meeting Minutes

July 28, 2021, 7:00 p.m.

In-person Location: Mancos Library

Out of Town: Virtual Meeting (Zoom)

**Board of Directors Present:** Allen Giannakopoulos, Paul Ruatti, Roy Wilkinson, Diane Cherbak, Steve Beh.

**HOA members in attendance (22):** Maria Giannakopoulos, Tim Bolyard, Donna Bolyard, Dan Galliano, Stephanie Morton, Steve Campbell, Nan Campbell, Terry Wheeler, Susan Whitt, Tim Pargee, Carol Stout, Stan Welborn, Elder Welborn, Bob Fetterman, Dana Fetterman, Julie Horton, Louis Horton, Gary Broadhagen, Cheryl Broadhagen, Greg Pope, Julie Pope & Judi Wilkinson.

**Call to Order:** The meeting was called to order at 7:02 p.m.

**Special Meeting Announcement** (Email from Diane Cherbak, dated July 26, 2021):

- *"Please send a general email to all members and directors that Paul Ruatti, Vice President of CMRHOA is calling a special meeting on Wednesday, July 28 at the Mancos Public Library, 211 W. First St, Mancos from 7:00-9:00pm. The general nature of the meeting will be to announce that a single director position will be open and there is a call for nominations for 30 days. In addition, an announcement will be made that a new insurance policy is being reviewed. On behalf of Paul, thank you"*

### Agenda Items:

1. By-Laws review.
  2. Nominations for balloting.
  3. Insurance.
- **By-Laws Review (By-Laws provided to meeting attendees):**
    - It was 2005 By-Laws are the current By-Laws for CMRHOA, Inc.
    - Article III.: Membership and Voting Rights, Section 3:
      - *"Every member of the Association shall be subject to the provisions of the Articles of Incorporation and these By-Laws. The foregoing is not intended to include persons or entities who held an interest merely as security of the performance of an obligation."*
      - These are the By-Laws for CMRHOA, Inc., as noted in Article III, Section 3.
    - Article V.: Directors, Section 1—Powers:
      - *"Subject to the limitation of the Articles of Incorporation, these By-Laws, and of the Colorado Corporation Code as to action to the authorized or approved by the members, and subject to the duties of the directors as prescribed by these By-Laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by the Board of Directors..."*

# Cedar Mesa Ranches Homeowners Association, Inc.

---

P.O. Box 62  
Mancos, Colorado 81328  
www.cmrhoa.org

President: Allen Giannakopoulos, Ph.D.  
Phone: (561) 389.4436

- After Allen's discussion with the CMRHOA attorney in Durango, it was noted that the By-Laws had not been adhered to in the past, as noted in past Board of Directors' meeting minutes.
- Article IV.: Meeting of Members, Section 2 was noted as one of the By-Laws.
  - *"The annual meeting of members of the Association shall be held on the second Saturday of January of each year at 3:00 p.m. of said day, provided, however, that annual meeting of members shall be held at the same time and place on the next succeeding day which is not a legal holiday."*
- Article IV.: Meeting of Members, Section 6 was noted for discussion.
  - *"The presence in person or by proxy of the holders of a majority of the membership then in existence shall be requisite and shall constitute a quorum for the transaction of all business at any annual or special meeting..."*
  - A quorum must be present for a meeting to occur.
  - Discussed quorum of annual meeting, which needs to be attended by 71, members and proxies of those not attending, in order to hold the annual meeting. If 71 do not attend, then a "special meeting" must be held.
- Per the attorney's instructions, the next annual meeting must be held in January 2022, per the current By-Laws.
- **Nominations for balloting.**
  - Article IV.: Meeting of Members, Section 4 was noted for discussion.
    - *"Written notice of meetings, annual or special shall be given to each member entitled to vote, either personally or by sending a copy of the notice through the mail, postage pre-paid, or e-mail to his address appearing on the books of the Association or supplied by him to the Association for the purpose of notice. All such notices shall be sent to each member entitled thereto not less than (10) days nor more than (60) days before each meeting, and shall specify the place, the day and the hour of such meeting, and in case of special meetings, the general nature of the business to be transacted."*
    - Ballots will be sent out in October 2021 for the upcoming elections to be held in January 2022.
  - Article V.: Directors, Section 2 - Number and Qualifications of Directors:
    - *"The number of directors of this Corporation shall be seven provided that the number of members on the Board of Directors may be changed from time to time by a majority vote of the membership. A director must be a land owner in the subdivision and not be delinquent in the payment of any annual dues or assessments."*
  - Per the attorney's instructions, the January 2022 election will provide seven (7) Board of Directors, as noted in the By-Laws.
  - Board vacancies were discussed with the attorney and it was determined that the vacancies are due to error and per the By-Laws, the membership must vote for the nominees. This can only be done at the annual meeting.
  - The 2019 election was discussed with the attorney regarding the election tie between Steve Beh and Roy Wilkinson. Per the attorney, either a discussion should have occurred between each to

# Cedar Mesa Ranches Homeowners Association, Inc.

---

P.O. Box 62  
Mancos, Colorado 81328  
www.cmrhoa.org

President: Allen Giannakopoulos, Ph.D.  
Phone: (561) 389.4436

determine the outcome or have a run-off election. Per the minutes, neither occurred. The By-Laws note that if a position opens on the Board of Directors, the Directors must meet.

- In November 2019, the CMR Secretary resigned. The By-Laws state, “...*the Board shall elect a successor to take office at such time as the resignation shall become effective.*”
  - There is no mention of a Board of Directors’ meeting in any minutes.
- Per the attorney’s instructions:
  - Allow the current Board to exist until January 2022, at which time the election will rectify the error regarding the tie.
  - Cedar Mesa Ranches’ Board of Directors MUST accept the fact that errors occurred in the past and must move forward and take steps to make sure errors do not occur in the future.
- Discussion of agenda item #1, including historical information.
- **Insurance.**
  - (Diane Cherbak): Indicated that Cedar Mesa Ranches has an opportunity for a new insurance policy which would save the HOA \$3,200 per year and double the coverage. She had no confidence that the President (Allen) would review the policy due to his response to the By-Laws’ updates being tabled until 2022.
  - (Paul Ruatti): Indicated that the new insurance would allow for the use of ATV’s and weed spraying by the HOA.
  - (Allen Giannakopoulos): Indicated that the Board voted to prohibit the use of ATV’s and weed spraying at a previous meeting. The Board unanimously voted to have a professional spray for weeds in another vote. Allen sent an e-mail indicating that he would like to review the new policy, but has only received the invoice of the new insurance, not the policy to compare “Apples-to-Apples”.
  - (Allen Giannakopoulos): Asked if the current insurance bill had been paid since he received a call from the insurance company indicating non-receipt of payment.
  - (Diane Cherbak / Dana Fetterman): They had not received a bill, as of the date of the meeting.
  - (Allen Giannakopoulos): A call will be made to the insurance company to have an invoice sent.
  - (Allen Giannakopoulos): Asked, “Besides the invoices from the roads’ work, what is the highest invoice received each year?”
  - (Diane Cherbak): It’s the insurance bill.
  - (Allen Giannakopoulos): The Liability insurance and the Directors and Officers’ insurance are what allows CMR to be an HOA. Upon payment of the insurance bill, notification of payment of the insurance is to be sent to the CMR Secretary so notification of payment can be sent to the membership.
  - (Diane Cherbak): Indicated that she wanted to have to have the opportunity to explore other insurance companies to find better rates and coverage.
  - (Allen Giannakopoulos): Would be willing to set up a committee to review insurance policies. CMR has been with the current insurance since 2014. Reviewed CMR’s current liability and directors’ insurance coverage.

# Cedar Mesa Ranches Homeowners Association, Inc.

---

P.O. Box 62  
Mancos, Colorado 81328  
www.cmrhoa.org

President: Allen Giannakopoulos, Ph.D.  
Phone: (561) 389.4436

- (Paul Ruatti): A recommended insurance agent provided information on a policy that would enable CMR to spray weeds and use UTV's, so that was to be brought before the Board and membership during the special meeting.
- (Allen Giannakopoulos): Per the underwriter, the new policy would be an "exclusion" policy, meaning the insurance company would cover the HOA, but not the activities of weed spraying and UTV operation.
- Discussion on mitigation of members' properties which is not an HOA sanctioned event.
- (Diane Cherbak): CMRHOA membership e-mail addresses should not be used to notify the membership of non-HOA sanctioned mitigation efforts. It is better to use NextDoor for non-HOA sanctioned events.
- (Allen Giannakopoulos): Members should send Allen an e-mail to opt in, allowing their e-mail address to be seen by others.
- Discussion

## Adjournment:

- The meeting was adjourned at 8:57 p.m.

Respectfully Submitted,

Roy Wilkinson | *Secretary*  
Cedar Mesa Ranches HOA, Inc.