

FRIENDS OF TWIN LAKES  
June 5, 2016--MEMBER MEETING

Board of directors in attendance: President John Kester, Vice-President/Treasurer Anita Mason, Secretary Kelly Sweeney and at Large Representatives: Ahmad Ghais and Joan Weber.

**Minutes:** Kelly moved that the minutes be approved; Susie Kester seconded the motion and they were approved.

**Reminder:** dues of \$20 per voting member are due.

**By-law proposed changes to three provisions with major changes in red:**

**Old Article II B. with troublesome language dictating our regular meetings to specified months:**

B. Annual and Regular Meetings of Members. An annual meeting of the members shall be held in conjunction with the annual meeting of Directors within **ten (10) days of Memorial Day**. At the annual meeting, voting members shall elect Directors and transact other business put to a vote of the membership. In the event that a quorum of the voting membership is not present at the annual meeting of members, the duty of electing Directors shall fall to the Board of Directors. **Regular meetings of members shall be held in January, March, July, August and November.**

**NEW VERSION**

B. Annual and Regular Meetings of Members. An annual meeting of members shall be **held within forty-five (45) days after May 1**. At the annual meeting, voting members shall elect Directors and transact other business put to a vote of the membership. In the event that a quorum of the voting membership is not present at the annual meeting of members, the duty of electing Directors shall fall to the Board of Directors. **Regular meetings of members shall be held at least five times each calendar year.**

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**Old Article III. C. provision with very limited power to expend money on non-routine matters without prior concurrence of voting members:**

C. Powers and Duties. It shall be the duty of the Board of Directors, **with the prior concurrence of the voting members when practicable on non-ministerial matters, to direct the management of the property and affairs of the Corporation and to exercise all corporate powers.** The Board of Directors shall appoint from among its own Directors, the officers of the Corporation. Generally and without limitation, other than as set forth above, the Board shall have the power and shall operate the business of the corporation in a prudent and careful manner consistent with the limitations and restrictions imposed by the Articles of Incorporation of the Corporation and under the powers granted to it by the laws of the State of Colorado.

C. Powers and Duties. It shall be the duty of the Board of Directors to direct the management of the property and affairs of the Corporation and to exercise all corporate powers. **On matters not in the course of ordinary business operations, the Board shall seek the prior concurrence of the voting members when practicable, but shall be authorized to commit or expend up to \$250 on such matters that have not already been considered with direction provided by the voting members.** The Board of Directors shall appoint from among its own Directors, the officers of the Corporation. Generally and without limitation, other than as set forth above, the Board shall have the power and shall operate the business of the corporation in a prudent and careful manner consistent with the limitations and restrictions imposed by the Articles of Incorporation of the Corporation and under the powers granted to it by the laws of the State of Colorado.

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**Article III Old with troublesome language regarding timing and number of Board meetings. The change reduces the number of required Board meetings, but has a number of regular meetings that corresponds to the total number of member meetings for the year (annual and regular).**

Annual and Regular Meeting of Directors. An annual meeting of the Directors shall be held in conjunction with the annual meeting of members within **ten (10) days** of Memorial Day. At such meeting, the Board of Directors shall elect new Officers and transact other business as necessary. The Board of Directors will hold regular meetings at **least nine other** times each calendar year at such place and time as may be designated by the Board of Directors. All meetings of the Board of Directors shall be open to the public. During any meeting, the Board of Directors may choose to enter "executive session," at which time only the members of the Board of Directors and any invited guests will be allowed in the session. If available, Board members may participate by electronic means. Such participation shall constitute presence in person at the meeting.

Annual and Regular Meetings of Directors. An annual meeting of Directors shall be held **as soon as practicable after** the annual meeting of members. At such meeting, the Board of Directors shall elect new Officers and transact other business as necessary. The Board of Directors shall hold regular meetings at least **six times each** calendar year at such place and time as may be designated by the Board of Directors. All meetings of the Board of Directors shall be open to the public. During any meeting, the Board of Directors may choose to enter "executive session," at which time only the members of the Board of Directors and any invited guests will be allowed in the session. If available, Board members may participate by electronic means. Such participation shall constitute presence in person at the meeting.

Ahmad moved that the new provisions be adopted as drafted; Steve Erickson seconded the motion and it passed.

**Acknowledgment of John Kester.** On behalf of the FoTL board and members, Kelly thanked John for 5 years in the formation of and leadership of the organization. His efforts led us into agreements with the Forest Service, School District for use of the Schoolhouse, obtaining the Clarion Historic Assessment grant, being heard on fire protection issues, training and involvement of our community to preserve and improve the quality of life for visitors and residents. The board contributed for a gift certificate at the Blue Spruce Inn in Frisco.

**Nominations and voting on 3 board positions.** John King nominated Kelly; Kelly nominated John King and Judy Leaming; Diana Slifka nominated Ahmad. Kelly, John and Judy accepted their nominations; Ahmad declined the nomination to allow an opportunity for someone with new energy and ideas to become involved. There were no further nominations. John moved that the slate be approved by acclamation and Dennis Couture seconded the motion and it passed.

**Native Nations Seminars.** Information was passed out about the free seminars open to the public that begin on June 11<sup>th</sup> from 9-10 AM and run the second Saturday of each month through October. Handouts for each session will be available on our website under meetings and events.

**Update on projects being done in the Historic Park.** The trail to Mt. Bump was resurfaced and packed by the prisoners; stain was provided for the Red Rooster Doors; weather stripping will be affixed; an ADA picnic table has been build and will be placed; new posts and signs have been placed; efforts are being made to having a computer display inside the Red Rooster of photos and geology; the parking lot will be swept, striped, new handicap signs and new wheel stops will be added sometime the week after 7/4; in fall of 2016 or early 2017, improvements will be made to restrooms: painted on interior, exterior stained, new roof to be installed; we were allowed to post another flag; in July they will bring an engineer to look at building a boardwalk from the Red Rooster parking lot to the lake; and per Allison Stewart, our Forest Service volunteer coordinator, we will work later this summer (likely with boy scouts helping) to improve the base of the Willis Gulch trailhead.

**Trees around the Clarion:** there has been much confusion and miscommunications on this topic. The present stance of the Forest Service is that we can trim the wind sail on the trees and they will not do it. The arborist has said that it is not a guarantee that they trees will not fall down with this done, but it will reduce the likelihood as the trees are healthy. The Forest Service has not made a commitment to preserve the Clarion and they do not want us to touch it, however, they are hiring a new archeologist this June who should be able to tell us what sort of study and Environmental Assessment needs to be done for them to even begin work on a project when it gets on their project list. There was much discussion about whether we should trim the trees to try to protect the Clarion and power lines or not do it unless we have a commitment from the Forest Service to start preservation on the Clarion or let us start it. Kelly made a motion that FoTL expend up to \$3000 to pay an arborist to trim the wind sail; Ahmad seconded the motion and it passed by majority with four opposing votes.

**Report on Fire Planning Board.** John reported on the recent Fire Planning Board meeting on 6/1 to discuss elimination of \$1 million of construction costs on the \$2.3 million proposal by reducing the large storage areas in the original design, among other things (since the rent to store the equipment is currently only \$19,000 per year). He talked about the SAFER grant to get firemen to train at CMC and stay in Lake County in exchange for the training. Much frustration was expressed by members about the lack of progress on a fire station, we are committed to keeping this issue in front of the County. We will post on our website contact information for individuals to reach out to elected officials and the Fire Chief to provide better protection to Southern Lake County.

**Independence Pass Foundation Classic Car Event 6/18.** We continue to foster a working relationship with the Independence Pass Foundation and encourage people to come to the Village around noon on the 18<sup>th</sup> to enjoy this event as the classic car drivers stop for lunch here and to provide directions or information to the visitors.

**Schoolhouse projects and clean up.** Ahmad reported that his project group has met to outline painting, building shutters, residing/roofing the pump house etc., and that we need help today with cleanup of the grounds and inside.

**Treasurer's Report.** There is \$847.63 balance in the People's Bank Trust account holding the Schoolhouse grant funds that will go toward shutters and platform/steps; the Pueblo Trust account has \$15,589 which contains set asides of \$4750 and \$2500 for the fire station when built; much of the remaining funds are from prior set asides for the Historic District and Historic Park.

**Question about two grow operations in Twin Lakes.** We were asked to confirm if there were two grow operations in Twin Lakes, one in the Village and one in Gordon Acres. We confirmed that we believed that was true and that the Sheriff was aware. Residents and visitors should be good neighbors and contact dispatch at 1249 or 911 if they believe there are illegal activities, many activities may now be legal related to growing. Paul Clarkson at Building and Land Use should know if growers have all proper permits and well usage requirements.

**Meeting adjourned.**