

BOARD MEETING MINUTES
SHHA Monthly Board Meeting January 8, 2025, at 6:30 PM
SHHA OFFICE IN-PERSON MEETING AND VIA TEAMS

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Meeting ID: 286 252 418 451

Passcode: RZ2Gy9ti

Prepared by Trish Lovato

1. **CALL TO ORDER:** The monthly SHHA Board Meeting was called to order by the President at 6:30 PM.

2. **ROLL CALL:** A quorum was present. **P: Present; E: Excused; A: Absent**

| Officers | | Members | | Members | |
|--------------------------------|---|--------------------|---|------------------|---|
| President – Jim Stewart | P | Larry Dragan | P | Claudia Mitchell | P |
| Vice President – Eric Faulring | P | Elizabeth Edgren | P | Art Romero | P |
| Secretary – Martin Kirk | P | Joel Jordan | E | Randy Tripp | E |
| Treasurer – Charles Ewing | P | Heidi Komkov | P | Terry Walker | P |
| ACC Chair - Phil Krehbiel | P | Anderson Kressy | p | Cathy Yandell | P |
| CSC Chair - Stan Davis | P | Kathleen McCaughey | P | | |

Staff:

Trish Lovato - Present
Anna Levchuk - Present

Guest(s):

Diane Barney-Present
Marsha Thole-Present
Warren and Nancy Kinney-Present
Kindred and Michael Murillo-Present
Todd Criel-Present
Larry Layne-Present
Bob Gough-Present

3. **APPROVAL OF AGENDA FOR January 8, 2025**

a. Motion to approve Meeting Agenda and Consent Agenda - APPROVED

4. **CONSENT AGENDA APPROVAL: APPROVED**

- E&S- n/a
- C&P- 1/7/25
- CS&M- n/a
- ACC- n/a
- CSC- n/a

5. OFFICER REPORTS

- a. **President (Jim Stewart): N/A**
- b. **Vice President (Eric Faulring): N/A**
- c. **Treasurer (Charles Ewing):**
 - Will be ready to submit paperwork to accountant for 2024 Tax preparation soon
- d. **Secretary (Martin Kirk): N/A**
 - 1/2024 GRIT approved

6. GUESTS COMMENTS

7. COMMITTEE REPORTS:

- a. **Architectural Control Committee** (Phil Krehbiel, Chair)
 - (1) **Highlights of activity since the last Board meeting:** N/A
 - (2) **Requests for Board Action:** N/A
- b. **Bylaws Revision Special Committee** (Elizabeth Edgren, Chair)
 - (1) **Highlights of activity since the last Board meeting:** N/A
 - (2) **Requests for Board Action:** N/A
- c. **Covenant Support Committee** (Stan Davis, Chair)
 - (1) **Highlights of activity since the last Board meeting:**
 - CSC complaints review- Received 1, Closed 4 (3 vegetation, 1 RV), Currently open 10 for the month of December
 - (2) **Requests for Board Action:** N/A
- d. **Community Service & Membership Committee** (Elizabeth Edgren, Chair)
 - (1) **Highlights of activity since the last Board meeting:**
 - Resuming welcome packets
 - Shredding event in April/May
 - (2) **Requests for Board Action:** N/A
- e. **Communications & Publications Committee** (Claudia Mitchell, Chair)
 - (1) **Highlights of activity since the last Board meeting:**
 - Real Estate info cards complete
 - IT improvements on the website
 - Working on Clickable map on website
 - 2025 Directory will go to the printer next week
 - C&P function and charter updates
 - Annual report due Feb 10 for March GRIT
 - Art display in the lobby
 - (2) **Requests for Board Action:** N/A
- f. **Environment and Safety Committee** (Kathleen McCaughey, Chair)
 - (1) **Highlights of activity since the last Board meeting:**
 - E&S did not have a meeting in December
 - We tried to schedule a meeting with BernCo/EM for our December meeting but were not successful
 - Speed bumps removed and updated on San Rafael, completed 1/3/25

- Radar trailer positioned on Live Oak
- Appeal made to City of Albuquerque regarding electrical infrastructure update to Elena Gallegos. Since changed to appeal to PNM to inform of project details within Sandia Heights/Bernalillo County

(2) Requests for Board Action: N/A

g. **Executive Committee**

(1) Highlights of activity since the last Board meeting: N/A

(2) Request for Board Action: N/A

h. **Finance Committee** (Charles Ewing, Chair)

(1) Highlights of activity since the last Board meeting:

- Renewal of \$121,710.17 Certificate of Deposit maturing January 8, 2025 at Bank of Albuquerque. Shorter renewal period has a higher interest rate - 120 day @ 4.35%

(2) Requests for Board Action:

- Motion to appoint finance committee members at the 2025 Annual meeting. APPROVED

i. **IT Committee** (Heidi Komkov, Chair)

(1) Highlights of activity since the last Board meeting:

- Instructions for wirelessly connecting to the conference room displays and using public SHHA laptops during meetings are now on the side table in the conference room.
- An SHHA Google calendar and a link for conference room reservations are located at sandiahomeowners.org/calendar
- Upcoming:
 - Shared folders for every committee (at least read-only)-Heidi will coordinate 1:1 with all holders of @sandiahomeowners.org addresses to assist with setup
 - Migration to a helpdesk-type system to handle CSC violations. This will allow for all notes and correspondence to be in one place

(2) Requests for Board Action: N/A

j. **Nominating Committee** (Eric Faulring, Chair)

(1) Highlights of activity since the last Board meeting:

- Tom Davis – will serve on the ACC
- Larry Layne will meet with him tomorrow

(2) Requests for Board Action: N/A

8. UNFINISHED BUSINESS:

- Upcoming Special meeting, January 23, 2025 6:30 pm
- We are working on the agenda for the Special Meeting
- Reminder emails will go out
- The EC is working with an attorney to get help with answering questions
- Mediator will be present

9. NEW BUSINESS:

- Motion to Propose changes to the Articles of Incorporation and be voted on by the membership.
 - Postpone consideration of this Motion by Phil, seconded by Kathleen

- Sub Motion to Propose changes to the Articles of Incorporation and be voted on by the membership. Discussion.
 - Why was this not brought to the Bylaws committee
 - Should this be considered by the ByLaws committee?
 - Can the Bylaws committee be part of the changes
 - Are Articles of incorporation able to be amended, yes per Phil
 - Why now?
 - Primary goal to get us into compliance with the law
 - Bylaws need to match the Articles
 - Clean up the inconsistencies in the Bylaws
 - Try to amend the articles, broader authorities needed to enforce the covenants
 - Have a 3rd party legal counsel give advice about inconsistencies
 - Have we had any legal counsel say we are out of compliance?
 - 2 years ago, review performed by Scott Turner

- Motion to Propose changes to the Bylaws and be voted on by the membership. Seconded by Kathleen. Discussion.
 - Definition of terms needed – maybe the Bylaws committee can work this
 - Defining non-members
 - Substitute volunteer for non-member, definition?
 - Is Ex officio defined?
 - Ex officio is the President
 - Ex officio is by virtue of the office
 - What does “insuring compliance” mean?
 - Changes should be made in Article 3 then this will be changed in the whole document
 - Allowing non-members to be involved
 - Can we wait another year to correct this?
 - Seek legal opinion, task the Bylaws committee to pursue and complete
 - Amend motion to include item #6 submitted to the Bylaws Committee for review before the SHHA attorney. By January 25th

- Voting on the proposed changes to take to the Association.
 - Changes to the Articles of Incorporation. Voting Yes Unanimous.
 - Changes to Bylaws VI Board of Directors 6.2. Voted 13 Yes
 - Changes to Bylaws VI Board of Directors 6.7. Seconded by Charles Voted 12 Yes
 - Changes to Bylaws VI Board of Directors 6.7.1. Seconded by Kathleen Voted 14 Yes
 - Changes to Bylaws VI Indemnification. Seconded by Kathleen. Definition of terms needs to be reviewed and consistent. Motion tabled.
 - Changes to Bylaws VII Committees. Put back in 7.1.1 accidentally removed. Seconded by Elizabeth. Voted 15 Yes
 - Changes to Bylaws VII Committees 7.1.1.1 Committee Appointment and Removals. Seconded by Kathleen Voted 14 Yes, 1 Abstain.

- Changes to Bylaws VII Committees 7.1.3. ACC Composition Special Status. Seconded by Kathleen Voted 8 Yes, 8 Oppose. Fails.
- Changes to Bylaws VII Committees 7.2.8 Governance Committee. Amendment #8. Withdrawn.
- Changes to Bylaws VII Committees 7.2.8 Governance Committee. Amendment #9. Seconded by Kathleen Voted 13 Yes, 1 Abstain.
- Changes to Bylaws VII Committees 7.6 Special Tasks. Withdrawn.
- Motion to Adopt a Resolution to Rename the Nominating Committee to the Governance Committee and Approve a New Committee Charter. Seconded by Kathleen. Discussion.
 - Is it limiting to mandate the VP as Chair? Phil
 - Governance Committee is very important. Combining it with the Nominating Committee was questioned since they represent two totally different functions- Kathleen
 - Renaming NC, Chair would still be the Chair. Charles
 - VP should be the Chair of the Governance committee. Eric
 - NC would still exist
 - Charter for Governance Committee, can be read to give unlimited authority for spending, needs to be kept within budget
- Call for vote on Motion to Adopt a Resolution to Rename the Nominating Committee to the Governance Committee and Approve a New Committee Charter. Seconded by Kathleen. Voted 12 Yes, 1 Opposed, and 1 Abstain. Passed.
- Jim Stewart’s motion was taken from a guest. At the 2025 Annual meeting, the membership will vote on the 2023 Board members that were elected by the Board prior to the 2024 Annual meeting but were not ratified by the membership. Voting: yes 13.
 - (1) Bylaws 6.6 align with Non-profit organization 53-8-19 Vacancy.
 - (2) New directors can be elected by the Board to fill the remaining term.

10. **ANNOUNCEMENTS:**

None.

11. **NEXT MEETING:** The next Board meeting is scheduled for February 12, 2025.

12. **Executive session at 9:27 pm:** Topic: Board member nominee. Exit Executive session at 9:32 pm

13. **ADJOURNMENT:** 9:33 pm