

**HUGUENOT HUNDRED COMMUNITY ASSOCIATION AND HHCA, INC.
MINUTES OF BOTH BOARDS OF DIRECTORS**

August 26, 2014
7:00 p.m. to 9:25 p.m.
Palmore Residence

PRESENT:	President	Barb Zedler
	Secretary	Nancy Wood
	Treasurer	Wendy Austin
	Directors	Fred Palmore, Walter Wilson, Seth Roberts
ABSENT:	Vice President	Bill Brock

Meeting called to order by the President and Minutes from the July 10, 2014 meeting approved.

TOPIC – LEGAL REVIEW

- Fred and Walter spearheaded a review of the HHCA core organizational and governance documents, with the following findings:
 - HHCA is a non-member, non-stock, non-profit corporation incorporated in June 1978 to manage the Recreational Area property which was deeded to the Corporation in June 1978
 - The Corp is managed by the Board alone (referred to in Articles of Incorporation as the ‘Board of Trustees’).
 - Individual property owners do not have deeded rights to the Recreational Area property or have a direct role in its management
- At the first organizational meeting in Oct 1978, HHCA created an unincorporated association with the same name as the corp., which has operated alongside the corp. The unincorporated association is a voluntary association which has members and is governed by the by-laws. The members elect a Board of Directors
 - The member elected Board of Directors is also the Board of Directors (or ‘Trustees’) of HHCA, Inc.
 - Immediately after the annual HHCA members’ election of a new Board of Directors, the outgoing HHCA Board of Directors should formally elect the new Board as the next Board of HHCA, Inc.
- The Board agreed to accept Fred’s offer to serve as the registered agent for HHCA, Inc. for the annual SCC filing which includes the names of the current Board.
- Liability of the Board was discussed briefly and will be continued at the next Board meeting after a review of the HHCA insurance status and needs
 - Virginia law regarding liability of Boards of non-profit corporations has changed substantially since 1978, with significant limitations on liability of Directors and Officers in managing the affairs of such a corporation

INSURANCE

- Walter will spearhead a review of HHCA’s insurance coverage and needs and present his findings at the next Board meeting.

COMMUNICATIONS

- Mike Meacham has agreed to operate the website and handle updates

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- The Board agreed to accept Mike's offer to host the site on his server which has the level of security required for typical commercial websites.
- The Board would like to publish a newsletter which would be sent to members by email and have members use the website for updates, information, rules, and forms such as reservations, etc.
- The Board will propose going paperless to the membership, using the HHCA website and email for official communications
 - It plans to publish an electronic newsletter on the website in the next couple of months, updating members on recent developments and activities
 - Nancy will work on creating a complete and updated email contact list that includes all members

FINANCIAL/TAXES

- Wendy presented the current financial status of HHCA
 - Two payments (June/July) for the portapotty (\$75.00 per month)
 - \$10598.80 in Checking, \$5024.53 in CD – Total of \$16,623.33
- HHCA does not meet the requirements to continue to file an annual tax return. The Board decided not to continue filing.

ARCHITECTURAL REVIEW COMMITTEE

- The Board will review the role of the ARC in the context of current law regarding similar corporations/community associations
- Nancy will draft an operating procedure for the ARC and present for review/discussion at the next Board meeting

RECREATIONAL AREA MAINTENANCE COMMITTEE

- Jay Austin sprayed for poison ivy in July at no charge to HHCA
- Tim Timberlake is willing to continue mowing the area on a monthly or as-needed basis in exchange for gas reimbursement
- Seth volunteered to get 3 bids from authorized contractors for repair of the concrete ramp/bulkhead within the next 30 days to be presented to the Board

NEXT MEETING

The next meeting will be September 21, at 7:00 p.m. at Barb's residence.

Meeting adjourned.

Nancy Wood, Secretary
August 28, 2014

APPROVED:

Date:

Nancy Wood
Sept 30, 2014