

Glastonbury Landowners Association

Newsletter ❧ October 2015

Update on Board Progress

As we head down the home stretch to the Membership Meeting in November, we can look back and see that, thanks to many volunteers, it has been a busy and productive year.

As you will see in this mailing, the Governing Documents Committee tackled elements of the Bylaws, Covenants and Master Plan and sent proposals to the Board that would clarify language in these documents, eliminate areas that are governed by a higher authority than the Board, such as the Montana DEQ and county regulations, and reduce areas of potential liability. The Board ran the proposed changes by the attorneys for legal review and further input in reducing liability and aligning language to Montana law for even greater clarification.

With advice from the attorneys and a request from a landowner, this has been a year of creating and updating policies, procedures and criteria. This is a slow process that gathers landowner feedback, researches best practices, and incorporates attorney input. This process will continue into 2016 as we proceed to fill in the blanks and bring all the policies and procedures up-to-date. This year we have approved the following:

- Privacy Policy
- Conduct of Meeting Policy
- Criteria for Closed Board Meetings

And, in our November board meeting, we look forward to passing the following policies:

- Updated Conflict of Interest Policy
- Record Retention Policy

Steps to Improve Communications

We have begun implementing a “ticketing system” for tracking and answering communications from landowners. With so many things going on at once, letters and e-mails can fall through the cracks and not get answered. This is an ongoing process that is getting the bugs worked out, but in the end we feel the system will help this and future boards handle the communications in a more timely fashion.

We have also embarked upon our e-mail notification program that allows members to receive official notices and/or unofficial information via e-mail. Please bear with us as we process the many consent forms, some of which were submitted incomplete or require clarification, and finish the necessary steps for authorization. This program will both save on physical mailing expenses as well as get information out faster.

Board Meetings by Phone and In-Person

We are no longer meeting in the lovely Vestry at St. John’s in Emigrant due to our inability to adhere to their rules of conduct. Currently we are trying a balance between phone meetings and in-person meetings at the more expensive Emigrant Hall. We have heard from both board members and landowners on the pluses and minuses to both arrangements.

Regarding phone meetings, the minuses are that they aren’t face-to-face and therefore seem more sterile (and it is harder to tell jokes on the phone). Just lacks that “something.” Also, the spontaneity of interactions between the board and landowners is missing. The plus side is that out-of-town landowners can attend

the meetings, and the board is better able to maintain order in the meeting. Some local landowners have also expressed the desire to attend Board meetings, but chose not to due to the behavior and tenor they have experienced at the in-person meetings in the past. Additionally, we have invested in a paid phone service so the sound quality and ability to connect is better than the free conference call service.

Regarding physical meetings, the minuses include interruptions in the proceedings that range from background buzz to loud shouting, and the ability to slam doors upon leaving. The board can strive to set ground rules for an in-person meeting, but it does not entertain the illusion that it can control anyone’s behavior, especially when they know, per the Conduct of Meeting Policy, they have three outbursts before threat of expulsion from the meeting. During winter months we have had many positive face-to-face meetings where members discussed items from opposite positions and respected each others’ points of view. In these meetings we often found we could arrive at better solutions together rather than following any one person’s idea or perspective presented at the beginning of the discussion. The committee meetings often work in this way, possibly due to the smaller setting where it is more conducive to each person being heard and having a sense of team effort.

In the end, we hope to fashion a way of holding meetings that satisfies the primary reason for the meetings – fulfilling the duties of the board as outlined in the Bylaws and secondarily as one way of getting input from landowners.

New Board Members

This has also been a year of the board filling in open positions, as per the Bylaws, for board members who have resigned for various reasons. At the end of last year, Scott McBride moved on, opening up a position representing South Glastonbury that was filled by Kevin Newby. Jim Kozlik resigned in March and the board appointed Pouwel Gelderloos to fill the position. Pouwel was only a few votes behind Jim in the November election. Following Pouwel’s resignation in August the Board appointed Charlene Murphy to fill the position. Charlene has been active over the years as a volunteer on the Road Committee and former board member and Treasurer.

Earlier this year, the board appointed longtime resident Rudy Parker to the Board to fill Catherine Fitzgerald’s position. Rudy has since been elected to fill the Treasurer’s position.

The board and landowners greatly regretted losing our board member and Treasurer Janice McCann when she and her husband moved from the area for greater adventures. Janice’s position is now filled by longtime resident, Newman Brozovsky, who used to work with the Forest Service and has years of experience combating invasive weed species.

Looking Forward

Though sometimes it seems like we take one step forward and two steps back, we think the future of Glastonbury is still bright, with our best times ahead of us. We all look forward to making our always-tight budget improve our roads and reduce the weed infestations. Moving to a place where we have our

The GLA’s Official website is: www.glamontana.org

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governing documents updated to better meet the needs of the community and continuing to find ways to improve communications are all ahead of us.

Who Can Run For the Board?

Due to concerns expressed by landowners recently, the following is a clarification received from our attorney regarding the issue of conflict-of-interest and candidacy for the election of Board Members.

GLA Bylaws reference “qualifying candidates” in Article VI-A and members in “good-standing” as the only qualifications for directors. Covenants Section 3.19 defines a member in good standing as a member who is current in assessments and not in violation of the covenants. Montana law allows a nonprofit to set its own qualifications for directors and has no additional restrictions.

However, if a landowner suing the Board were elected to the board, we would need to examine the conflict of interest from an attorney standpoint and form an information wall between the suing party and the rest of the board in regards to litigation matters. The GLA as an entity still would have its right to attorney-client privilege and so that would exclude the suing party from the privilege.

Also, the GLA insurer would not provide a defense on an earlier suit against the GLA when the suing party was on the board since the insurance policy excluded lawsuits by GLA board members. It is likely that the insurer would cite that exclusion again and stop providing a defense to the GLA, Inc. if a suing party were elected to the board. The GLA would then have to pay an attorney from member assessments to continue fighting the lawsuit.

Can someone run for the Board with the declared intent of dismantling the GLA?

Even though this intent can be seen as not a “bona fide interest” as it would not be in the best interests of the corporation to cease to exist, the attorneys think that a Court would likely let that person run and pursue their goal.

The Covenants address amendments and removal of property from the GLA so dissolution isn’t something that is out of the ordinary. Since the GLA is a member-driven organization, if enough members vote someone into office on the dissolution platform, and the steps in the Bylaws and Covenants are followed, a Court would likely determine the director has a right to serve on the board and pursue action through the Covenants and Bylaws.

So the safer course of action, one that would not expose the GLA to liability, is to allow members to run if they are in good standing (and want to run), regardless of their intent.

Lawsuit Update

We have recently brought the website up-to-date with 42 documents spanning Sept 2014 to the Sept 2015 court order granting the GLA motion for a protective order. It is a lot to digest if you haven’t been following the case. The fastest way to get up to speed is to start with document 43 “Defendant’s Brief in Support of its Motion for Summary Judgment” from August 4, 2014. Document D13 “GLA Response to Plaintiff’s Interrogatories” from December 31, 2014 is another snapshot of the case as of the end of last year. The judge’s orders have also been highlighted with a larger font size to make them easier to find and read.

Some recent questions the board has been asked regarding the suit are addressed as follows: **1) What are the additional expenses incurred by the GLA with the filing of a protective motion at the end of July?** This case is currently covered by the insurance company and no expenses are incurred by the GLA.

2) Why aren’t members allowed to vote on what steps the GLA board directs the attorneys to take to handle this case?

First, the lawsuit is against the GLA Board. Montana statutes (MCA 35-2-416) dictate that “In discharging the duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: ... (b) attorneys, ...” The board, relying on the expertise of the attorneys, as is reasonable and prudent, takes the lawyers advice as to next steps.

The timing of the case rests with the judge, so we cannot give a time when we expect it to be decided.

GLA Dedicated Parkland

The GLA owns four pieces of property. In North Glastonbury, NG 16A is the 20-acre Dedicated Parkland where the soccer fields are located. NG Parcel 1 is the 14-acre land where Sirius Road and the Quonset Hut are located. In South Glastonbury there are 2 areas of common land in High South: Parcel SG 102, a very steep 64-acre area accessible from Hercules Drive and 97-acre Parcel SG 96 which borders National Forest land at the end of Sagittarius Skyway.

At the Community Property Committee meeting on September 17, it was discussed that some landowners may not be aware of these areas of Common Land and the Dedicated Parkland. The Dedicated Parkland was deeded to the Glastonbury Landowners Association by Church Universal and Triumphant in 2001 “expressly for the purpose of providing land for the community recreation and sports activities within the Community of Glastonbury and whereas, this parcel will be used for soccer fields, baseball fields, playground and other recreational and sports activities designated by the GLA for the benefit of residents of Glastonbury and the surrounding Emigrant area.”

At the present time there is a minimal budget that pays the electricity for watering the soccer fields, and mowing has been done by volunteers using the GLA mower. The small building with bathrooms, changing areas and a snack area is in need of maintenance and repair. Vandalism has caused about \$1500 damage to the doors and doorframes. There is some rotted wood to be replaced and paint is also needed. These repairs will be discussed and possibly added to the 2016 budget. Do you have ideas about this? Are you able to volunteer to help with repairs?

Any future development of the Parkland would be a community-wide effort. Please contact the committee chair, Charlotte Mizzi, at info@glamontana.org if you have ideas or desire to volunteer your time and talents.

Call for Volunteers

Do you have a desire to serve? If so, please consider lending a hand as a GLA volunteer. Every few months we send out mailings to the membership and need help collating and stuffing.

At the annual meeting this year, November 14th, we will need help early morning at 8:00 a.m. to set up coffee, tea and snacks and again at 11:00 a.m. for setting up beverages and finger food. Volunteers for kitchen cleanup are needed at the end of the meeting.

Please contact Karleen at info@glamontana.org if you would like to volunteer.