

# Woodland Springs Voice

January 2009

2009

## Board of Directors

**John Hurlburt**

President - (317) 575-8666  
jhurlburt@indy.rr.com

**Kevin Smith**

Treasurer - (317) 571-9857  
kevin\_smith@conseco.com

**Lori Baldwin**

Social - (317) 848-0209

**Bob Spolyar**

Pool - (317) 582-1962  
bspolyar@cs.com

**David Litzkow**

Lake - dlitz5@hotmail.com

**Bruce Snyder**

Clubhouse - bsnyder@indy.rr.com

**Sonia Bangs**

Grounds - sonia@thebangs.net

**Caitlin Intermill**

Secretary

**Kim Peterson**

Tennis - (317) 402-1605

## CLUBHOUSE RENTALS:

802-8805

Lesa Riczo is the Clubhouse  
Reservations Agent.

Clubhouse address for  
guest maps:

3535 East 116th Street  
Carmel, IN 46033

No mail is received at this  
address.

Check the website for  
rental form or email

[reservations@  
woodlandspringsneighbor-  
hood.com](mailto:reservations@woodlandspringsneighborhood.com)

For all inquires regarding  
the neighborhood web  
site, or to request a user name  
and password,  
contact Matt Rummel at:  
[mrummel@indy.rr.com](mailto:mrummel@indy.rr.com)

## Annual Home Owners Meeting Saturday, February 28 at 9:00 am

Please mark your calendars now for the neighborhood annual meeting at the Clubhouse. This is a great opportunity to meet new neighbors and talk with ones you haven't seen in a while. The board will be providing an overview of accomplishments and future direction and more importantly, want to make sure we hear your voice. We'll also be voting on new board members and are looking forward to an exciting year.

We need your vote or proxy at the Annual Meeting!

## 2009 Woodland Springs Association Dues

Neighborhood dues, as always, will be mailed in April and due the first week of May. The amount due this year is \$415.00. Feel free to contact **Kevin Smith** at 571-9857 with any questions.

## New neighborhood directory forthcoming

Residents please forward any changes to the directory to **Michelle Ball** at 580-9040 or michelle-ball@asdequipment.com. New residents, birth of children, children leaving the nest should all be taken into consideration when making updates.

## B I N G O !!

Family Bingo Party....fun for all ages on Saturday, February 21 at 6:30pm at the clubhouse. Prizes and snacks for everyone! RSVP helpful but walk-ins welcome...call **Lori Baldwin** at 848-0209. We still need volunteers for this event, simple stuff: purchase snacks, set-up, clean-up. Please join in the fun.

## Annual Easter Egg Hunt!!! Sunday, March 29th, 4pm

Easter Egg Hunt...on the common grounds around the clubhouse on Sunday, March 29 at 4pm. Bring your baskets to collect goodies and a camera to take photos with the Easter Bunny. Please contact **Kristin Holforty** to help prepare for this event...848.6800.

\*\*\*A volunteer opportunity... someone is needed to plan the 2nd-5th grade kids activity...call **Lori Baldwin** if you are interested, 848-0209. \*\*\*

New social activity ideas are always welcome, as well as new social volunteers! Please call **Lori Baldwin** if you have anything to share.

### Lap Around The Lake- Planning Committee Meeting

The planning committee will be meeting on Tuesday, March 10 at 7:30 pm at **Linda Firenze's** house, 11318 Lakeshore Drive East. If you enjoy planning events, encouraging fitness, soliciting donations, or would just enjoy working on a very worthwhile project with your neighbors, this committee is for you! Please plan on attending the meeting, no RSVP needed. There are many small jobs that need coordinators. This year's event has big potential...be a part of it! Call **Linda Firenze** with any questions, 564-4711

### Lap Around the Lake

Lap Around the Lake--Saturday, June 13 Short cross country runs for all ages on the common grounds. This is a charitable event promoting health and wellness among our residents and friends. Look for more information on the neighborhood website and in a newsletter this spring.

#### Visit Our Woodland Springs Web Site

<http://www.woodlandspringsneighborhood.com>

Please thank Matt Rummel for maintaining our web site. See more news, photos and up-to-date calendar. Post your help wanted and for sale items. Matt has posted a neighborhood map, bylaws, archives of prior newsletters and other useful information. Do you have ideas for the web site? email: [webdude@woodlandspringsneighborhood.com](mailto:webdude@woodlandspringsneighborhood.com)

#### Send articles or information for the newsletter to:

[newsletter@woodlandspringsneighborhood.com](mailto:newsletter@woodlandspringsneighborhood.com)

Other new email addresses:

[clubhouse@woodlandspringsneighborhood.com](mailto:clubhouse@woodlandspringsneighborhood.com)

[poolboy@woodlandspringsneighborhood.com](mailto:poolboy@woodlandspringsneighborhood.com)

[reservations@woodlandspringsneighborhood.com](mailto:reservations@woodlandspringsneighborhood.com)

[mail@woodlandspringsneighborhood.com](mailto:mail@woodlandspringsneighborhood.com)

### E-Mail Addresses

The neighborhood association sends out email notices of neighborhood social events, special crime watch information and other important information that is time sensitive. The newsletter is also emailed as well as mailed. Since our newsletters only go out four times a year there are times that emails are the best method for us to communicate with our members. For those who are snowbirds we have seen difficulty in the mailed communications getting to you. We would appreciate you providing us your email address. We will not provide this to any outside parties and will only send out notices pertinent to our members. Please send your email address and name to [mrummel@indy.rr.com](mailto:mrummel@indy.rr.com)

### Neighborhood Watch

The City of Carmel is continuing to see an increase in burglaries. Many of these have been the result of houses being left unsecured. The access door to the garage has been a primary entry point. Please remember to lock all entry doors to your home. Remember to call and report any suspicious activity. For non-emergencies call 571-2580. Emergency dial 911.

### Indiana Road Conditions

Call: 232-8298 (December 1st through April 1st)

## Updating our Neighborhood Documents

If you've attended an annual meeting in the last couple years, you'll recall there has been some conversation and interest in updating the rules that govern the neighborhood. When you moved into the neighborhood, you may remember seeing several legal documents when you closed on your home. These documents were created when the neighborhood was established over 40 years ago and they haven't been updated in quite some time.

The Board of Directors listened to this input and put into action a process to make them more current. Starting approximately 18 months ago, the Board solicited neighborhood residents to see who would be interested in volunteering to provide input. A sub-committee was created and they met numerous times to provide input into what they would like to see updated. The Board has then spent the last several months reviewing these suggestions and working with an attorney who specializes in neighborhood associations. We are now at the point in the process where the suggested changes need to be approved, which requires a formal vote by residents.

There are 3 legal documents that define the Woodland Springs neighborhood. These are the Articles of Incorporation, By-Laws and our Covenants.

The Articles of Incorporation contain the primary rules governing the management of the neighborhood. It declares Woodland Springs, Inc. as a not-for-profit entity as a neighborhood association. This document defined the official address and it also indicates that it will be run by a board of directors.

The By-Laws typically provide procedures for electing boards of directors and officers, the structure of meetings including how meetings are run, agendas set and what is a quorum, delegation of officer duties and sub-committees, and how the bylaws are amended.

Covenants are the rules that protect each homeowner's investment. The over-arching purpose is to keep our home values strong and to keep our neighborhood looking nice. This document defines what kind of updates and changes we can make to our homes and property.

The Board would like to make this a 2-step voting process. The first vote is planned for the May timeframe and it will be to approve the Articles of Incorporation and By-Laws only. The second vote would be in the Fall to approve the Covenants. We believe this will allow residents the time needed to read, understand, and ask questions about the suggested changes. The overall timeframe looks like this:

January - Introduction in this newsletter

February 28 at 9am (clubhouse) - Overview of Articles of Incorporation and By-Laws at the Annual Meeting

March 14 at 9am (clubhouse)- Neighborhood Town Hall meeting to discuss Articles of Incorporation and By-Laws

May 30 at 9am (clubhouse) – Vote on Articles of Incorporation and By-Laws

June, July, Aug – Series of neighborhood Town Hall meetings to review suggested changes to Covenants

Fall – Vote on Covenants

On the website (<http://www.woodlandspringsneighborhood.com/>) you will find the original and suggested updates to the Articles of Incorporation and By-Laws. Please feel free to go to our website and get familiar with these two documents.

In the meantime, we hope to see you at the annual meeting on Saturday Feb 28. One of our agenda items at this meeting is to discuss the proposed changes. You will see another article in this newsletter that summarizes the changes you will see in those two documents. That article should provide a good introduction to you.

*To help in your review process of the Articles of Incorporation and By-Laws, a summary of the changes has been prepared to each document below. It may be helpful to visit the neighborhood website (<http://www.woodlandspringsneighborhood.com>) and review the documents as you review this article.*

## ARTICLES OF INCORPORATION

The Articles of Incorporation (A of I) was first written in December 1968. There have been several amendments the last of which occurred in October 1975. No amendments have been made since then.

The amendments previously made to the A of I were incorporated into a restated document and then the following changes have been proposed.

**Art. V** – Removed section on initial directors and their respective initial terms. Not required.

**Art. VI** – Removed section defining two classes of members as there are no longer two classes.

**Art VII** (original document) – removed section on initial incorporators as this section is no longer required.

**Art VII** (new document) – simply states that the restated Articles does not change the real and personal properties of the Corporation.

**Art VIII** (original document) – not needed as it only pertains to the original incorporation.

**Art IX** (now Article 8) – Eliminated section which defines how by-laws may be amended as this is already covered in the by-laws.

At the recommendation of the attorney a section was added that defines the terms under which the Corporation could be dissolved and the distribution of the net assets of the Corporation.

Due to changes described above, the entire document was renumbered.

## BY-LAWS

The latest document we have been able to locate is dated February 16, 1989. We have not been able to locate any other prior documents or amendments.

**Art I** – Eliminated name, location and seal as not necessary since they are covered in the A or I.

**Art II** – We deleted references to members getting membership certificates as we have not provided these in years and are not necessary.

**Art III** – Meeting of Members

- a. Changed the meeting place to be the clubhouse and the annual meeting date to be in February rather than a specific day and time. This allows for more flexibility for scheduling the meeting.
- b. Changed the number of individuals that can call a special meeting from 50 to 10% of all members (41) as this would correspond to what we are suggesting be considered a quorum at the annual meeting. From what I have seen, we would not have had a quorum in years past under the original standards and this should make it easier to get a quorum. We also added that a quorum would include those voting by proxy.
- c. As stated above, we are suggesting that a quorum be considered to be 10% of the members in good standing (dues paid in full) in person at a meeting or by proxy. Please note that that it is not the number of persons attending the meeting but the number of households that attend the meeting.

**Art IV – Powers of Board**

- a. Removed the section which states that the board can't contract with a non-member for use of the properties without majority approval of the Members. Although we did not have a specific reason to remove this we felt this provided no flexibility to the board if such an opportunity arose.
- b. Changed this section so that a quorum of the board goes to a majority rather than a hard number of six. The A of I allows for the board to consist of a minimum of three members so this would be a direct conflict with that provision.
- c. We also eliminated the provision that if there are less than nine appointed board members that the only business that can be conducted by the board is to elect a new member. We felt that this did not allow for proper time to find a new member and tied the hands of the board if there was any time lapse in between the time a member resigns and a new one is appointed.

**Art V – Officers**

- a. Eliminated requirement to have a 2<sup>nd</sup> VP.
- b. Eliminated need of Secretary to maintain seal and to sign membership certificates.

**Art VII – Indemnification** – this section was updated by a paragraph from the attorney. We requested this be updated as we were concerned that the existing paragraph did not hold the board adequately harmless as they carried out their duties.

**Art VIII – Powers Reserved to Members**

- a. Eliminated need to appoint an auditor and to vote on expansion of the area of the properties.
- b. Changed the requirements to increase dues by simply getting a majority of the votes at a meeting called for such purpose rather than a majority of all members.

**Art IX – Implementation of Powers of Members.** Updated who can vote to provide for what happens with multiple owners in disagreement and deleted absentee ballots as we allow for proxies.

**Art X –Amendments to By-laws.** Previously, there were three levels in which by-laws could be amended:

- A) The board had the ability on their own to modify certain sections of the by-laws;
- B) Those sections covered in A above plus certain other sections could be approved by a majority of members voting at a meeting called for the amendment of by-laws; and
- C) There were also certain sections that had to be approved by a majority of all members in the association.

The changes proposed for this section eliminates the need to have a majority of all members approve any sections. Instead, these sections can be approved by a majority of those members present at a meeting with a quorum being present, or by a majority vote by the board of directors.

Woodland Springs, Inc.  
P.O. Box 171  
Carmel, IN 46082

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PROXY BALLOT – Feb 28, 2009 Annual Meeting

Should you be unable to attend the Annual Meeting on Saturday, February 28th, please submit this proxy to one of the board members: John Hurlburt, Kevin Smith, Lori Baldwin, David Litzkow, Bruce Snyder, Sonia Bangs, Kim Peterson, Caitlin Intermill, Bob Spolyar.

I hereby appoint \_\_\_\_\_ as my proxy, with full power of substitution, to vote in my stead at the Annual Meeting of Woodland Springs, Inc to be held Saturday February 28, 2009.

\_\_\_\_ With full power to exercise his/her discretion with respect to all matters properly before the meeting

\_\_\_\_ With power to vote for the following Board Members (but no other explicit power) – VOTE FOR THREE

\_\_\_\_ Bob Spolyar (Re-Elect)

\_\_\_\_ Kim Peterson (Re-Elect)

\_\_\_\_ Steve Tofaute

\_\_\_\_ Other: \_\_\_\_\_

\_\_\_\_ With power to (fully describe) \_\_\_\_\_

NOTE: Only one proxy vote per address is acceptable. Conflicting proxies will be invalid:

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Address: \_\_\_\_\_

Date: \_\_\_\_\_