



**Final Minutes of the Board Meeting
held on September 28, 2023
via Google Meet, 6:00 p.m.**

1. **Call to Order:** The president opened the meeting at 6:04 p.m. and asked for roll call.
2. **Attendees:** All board members were present: N. Ceccarelli, D. McFarland, D. Vlastic, C. Peachey, J. Levin, K. Whitmire, G. Barton, P. McCawley, and RW. Barfield. The president reported that C. Barney sold his HLRPOA lots and resigned from the board. Roll call of other attendees was not taken; several other POs were in attendance by phone and video. The meeting was recorded using Google Meet.
3. **Approval of minutes of the August 17 meeting:** Draft minutes were sent to the board, no comments or changes were received. J. Levin **moved to accept the minutes as written**. D. McFarland seconded. RW Barfield commented that the minutes represent what was said and done at the meeting, but what was said is not necessarily accurate. Such matters can be discussed at another time with notice. No further comments. By voice vote, **the motion carried with no objections**.
4. **Officer Reports**
 - a. **President's report**
 - i. In late October, there will be a hearing to decide on the awarding of attorney's fees in the recent suit, with attorneys for the plaintiffs and for the association arguing for and against awarding them. There will be no testimony, no presentation of new information. Association's attorney(s) will be present in person.
 - ii. The Association's corporate attorney is retrieving and reviewing all documents related to the association for the past few years. Regarding an inquiry as to whether bylaws changes have been legally reviewed, he is not aware that the Association has ever asked for an analysis of our governing documents.
 - iii. Some members mentioned that use of emojis during meetings was an unwelcome distraction. There is a way to turn them off; instructions were briefly presented and are available upon request.
 - iv. The president requested that board members provide feedback when requested, such as for the recent election-related documents presented to the board.
 - v. Update on reconstructing missing minutes from 2022. K. Whitmire reported that she has listened to recordings of some meetings and compared these to minutes reconstructed by volunteers. Various meeting dates were mentioned. See attached

list. Ideas were expressed regarding the value of creating these minutes. We can put out a request to membership to send any recordings and notes members might have of these meetings.

- vi. Update on roads: As previously announced, there will be a full grade of the ranch roads in the third week of October.

b. **Vice President's report.** The VP read a prepared report, attached.

c. **Treasurer's report.** The treasurer read an updated financial report, attached. Question regarding amount of possible attorney's fees. The amount being debated is approx. \$16K as available in public documents. It is unknown if there will be a cost for legal review of our governing docs.

d. **Secretary's report**

- i. **Insurance.** Our general liability policy will be renewed in October, the price is a few dollars lower than last year. For our Directors and Officers policy, we received a Notice of Policy Conditional Renewal stating our premium would be increased due to four claims received since 2/2022. These claims represent actions by three different sets of property owners. The new premium price is not known yet. Looking for a new provider might not result in a better price.
- ii. **PO contact info.** We are preparing a mailing to ask POs to confirm their contact information.
- iii. **Agendas.** We're still not getting our agenda out in good time, secretary requested timely submission and review of agenda items and read-ahead documents.
- iv. **Officer meeting** was held on August 31, topics were mainly those discussed tonight.

5. **Member Comments.** Several POs presented comments. In brief, the following topics/opinions were presented:

- Our elections should be conducted by a third party.
- We do need election procedures. We do need an election committee.
- We don't need election procedures. We don't need an election committee.
- Support and opposition for the proposed draft election procedures.
- We need both electronic and paper ballots.
- Difference of opinion on supporting nonbinding procedures and what the term means.
- Removing secret ballot would simplify things.
- We should keep the secret ballot.
- Elections should be run by officers.
- Elections should not be run by officers.

- Can members speak after board discussion and before votes.
- Disagree with going back to old bylaws.
- Members should have input and voting rights into bylaws changes.
- Do a survey regarding bylaws changes.

6. Active Agenda

- a. **Consideration and discussion of a resolution providing the sense of the board of directors on elections and voting.** Attached. Board discussion grouped into general topics:
 - We need to provide access for members to vote by paper and electronically. We must ensure access to voting for all members.
 - We need a third party to conduct our elections. We can have Election Buddy do all online and mail-in ballots and the League of Women Voters for in-person voting. Lack of trust in the association, don't need more member involvement.
 - We can have procedures, what if people don't follow them. We need consistent procedures, not the flexibility to interpret, apply, or ignore rules differently from one PO to the next.
 - Elections are not merely an administrative task. Elections are important to members, needs to be member participation, not an administrative task only for officers. We need a nominating committee of engaged members.
 - Officers can work with a third party then come up with instructions. Volunteer members can't be expected to be experts in election procedure, leave it to third party.
 - We have a system of review after every election. Procedures are approved by the board, not by the committee.
 - There is no privacy issue, financial standing is not made public.
 - Disagree with changing bylaws regarding elections.
 - We can have an election committee, procedures, and a third party, don't need to choose only one of the proposals, find best points and put them together.
 - Barbs exchanged regarding who is attacking whom in the association.
- b. There were proposals to table the rest of the agenda and to set up a working board meeting to further work on election ideas and procedures.

7. **Adjourned at 8:17 p.m.** D. McFarland **moved to adjourn and postpone the remaining agenda items to the next regularly scheduled meeting on October 19.** D. Vlasic seconded. **All in favor, no objections.** The board can agree offline on a date for an additional work meeting.

Submitted by C. Peachey, HLRPOA Secretary

Approved Nov. 16, 2023



Board Meeting Agenda
Thursday, September 28, 2023, 6:00 p.m.
via Google Meet

1. Call to order
2. Roll call
3. Approval of minutes of the August 17 meeting
4. Reports
 - a. President's report (legal update, road update, missing minutes update, board member activities and working projects, participant behaviors during meetings)
 - b. Vice President's report
 - c. Treasurer's report
 - d. Secretary's report
 - e. Committee reports
5. Member comments
 - a. Limited to 3 minutes.
 - b. Must directly relate to action items of the Board previously considered and published or on the agenda this evening.
6. Active Agenda
 - a. Consideration and discussion of a resolution providing the sense of the board of directors on elections and voting.
 - b. Consideration and discussion of a motion to Affirm the Revised Bylaws of HLRPOA dated 25 October 2021 as recorded in Cochise County, Arizona are the currently effective and governing bylaws of this association.
 - i. Consideration and discussion of Dependent Motion: Submit the proposed amendments and revisions of the bylaws dated 26 January 2022 to association's legal counsel to review for legal sufficiency and compliance with the Association's other governing documents.
 - ii. Consideration and discussion of Dependent Motion: After legal review, submit the proposed amendments and revisions of the bylaws dated 26 January 2022 to the membership for approval in the manner required by Article 15.1 of the Revised Bylaws dated 25 October 2021.
 - c. Consideration and decision to approve, adopt, and implement the Election Committee Procedures dated 5 September 2023 (as amended following Aug. 2023 board meeting).
7. Comments from board members
8. Next meeting date
9. Adjourn

Submitted by K Whitmire

I've been working on listening to the recordings of the missing minutes from last year and here is where I'm at:

3-12-22 - Minutes on Website. These have been verified

3-18-22 - Minutes on Website. These have been verified

3-28-22 - MISSING audio & minutes

5-8-22 - Minutes prepared by Becky. No audio available to verify.

5-16-22 - Minutes prepared by Becky. This recording was just over 3 hours...I'm halfway through, but won't have time to verify by the board meeting later today because of my work schedule.

6-9-22 - Minutes prepared by Becky. Working on locating a copy of the audio to verify.

7-1-22 - MISSING audio & minutes

09/28/2023 HLRPOA.org VP Statement

We have actions before us today that merit discussion, but do not merit any legal action. I have tried to use the VP statement as an opportunity to provide “food for thought” about our processes and procedures. This evening is a bit different.

First of all, I apologize for the ARR formflow process. In my efforts to improve it, I actually broke it. Sadly, nobody brought it to my attention until today when Mark finally contacted Nancy. It is now put back and I will start the three that are pending through the formflow process. It would have been very helpful if people who had submitted those ARRs had contacted us after not getting any response in 48-72 hours.

Second, a prior board approved the creation of a members-only site where owners and directors could propose, discuss, and debate topics of interest for the association. To date, we have only four directors who are active on the site. Right now, I have control over it, as co-webmaster with my husband. It is a secured, private site that is really still under development. We have added a page for “Association Communications” where the officers can post items for proposed legal actions by directors for the community to see and have a chance to communicate their thoughts and concerns over any action. This is a way to gather insights into what the community wants. It is designed to be a democratic, transparent, and just way of soliciting input before action. This paired with the idea of doing first reading, second readings and then the final third reading before taking any substantial action that is outside of the routine, I believe, are steps we can take to improve our community.

We have a couple of suggestions for bylaws revisions and a set of elections procedures that are in direct violation of our current bylaws, which may not be perfect, but they are what we have and Jason, our attorney, already reviewed them. Some of the proposals will create more conflict, by forcing the removal of four members of the board, further violating our community

documents, and likely taking the Association back into court. I cannot believe that any of us want to go there.

The officers have already started doing the required administrative preparations for the elections. I have already contacted both Election Buddy and the League of Women Voters in gathering information about third-party processing to present to the community and the directors. Claire has already begun the review and revision of our owners' contact info. David is on top of the fees collections so we will know who is and is not eligible to run or vote. We do not need nor should we want anything resembling those 2021 procedures.

The reality is that we are a rural HOA whose mandate should be common areas maintenance, some basic rules about no junkyards, lot sizes, and perhaps nothing more. 40 acres per lot should be enough to have your neighbors leave you alone. Instead, we have an oligarchy that wants to bend or create rules that will benefit "them and theirs" and then deny the same to others. This has not played well in history and it makes me sick to my stomach when I have to think of it. We have all of the time we want to propose, discuss, and process the changes to the existing bylaws. There is no rush, and as we have seen, rushing and getting it wrong will certainly land us back in court. We are not even done with this last episode, yet.

TREASURER REPORT FOR 28 SEPTEMBER 2023 BOARD MEETING

Checking account activity for 2023

Starting balance	\$5,278.09
Deposits	\$30,915.86
Withdrawals	\$2,633.46
End balance	\$33,560.49

Handwritten in red:
31,131.86
33,776.49

Checks paid	1. \$600.00 Smith & Wamsley	5. \$82.00 PO Box rental
	2. \$180.00 Jacob Throckmorton	6. \$596.46 Bernardo Espinoza
	3. \$50.00 Arizona income tax	7. \$1000.00 Attorney's fees
	4. \$125.00 CNJ bookkeeping	

OUTSTANDING ASSESSMENTS 2022 AND PRIOR

2 members have a total of \$530.80 owed. Includes assessments and interest.

* This amount does not include interest or late fees for 2023.

OUTSTANDING ASSESSMENTS FOR 2023

4 members have paid no assessments for 2023, total owed \$872.50

2 4 members have paid 1/2 assessments for 2023, total owed ~~\$432.00~~ *216.00*

* Of the 4 members who have paid nothing, this includes the 2 previous mentioned members
1 of which have had \$8.50 added to their accounts for the mailing of the certified letters.

Total assessments still outstanding is ~~\$1853.53~~ *1637.53* this does not include any current interest or late fees.

All members who have any monies outstanding for 2023 and prior were invoiced in June with a due date of 07-15-2023. All outstanding amounts now will have interest and late fees added to their accounts.

The 1 members with outstanding amounts for 2022 and prior that have not been turned over for collection will be turned over to our attorney of record of collection.

For discussion at 9/28/2023 board meeting.

A Resolution Providing the Sense of the Board of Directors on Elections and Voting:

Whereas, with the adoption of online voting as the primary method of voting for the Association and the attendant simplification or elimination of several tasks previously performed by Association members, and,

Whereas it is an Association requirement to control access to member information, and,

Whereas it is a priority of the Association to conduct fair, open, honest, and cost-effective member meetings,

Be it resolved that, it is the sense of the board that the running of elections is an administrative task best left to the Officers of the Corporation and the third party contractor or contractors and any volunteers they select to assist with the elections. It is further resolved that the nonbinding administrative instructions for the election, that will serve to assist the officers and directors in the conduct of the elections, will be determined once the third party contractor has been decided upon by the officers.

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**Explanation:** This resolution conforms with the posted bylaws prioritization of the electronic online voting process in order to encourage wide participation, including the resident and the non-resident owners. It also will ensure the privacy of the ballots by ensuring that the use of the objective third-party contractor. Finally, it removes the community neighbors from having access to other community members' private information. The directors are directed to follow ARS requirements for the elections by the community document and by state law, but it is an acknowledgement that elections are an administrative tasking overseen by the community-elected directors. Transparency is ensured by the use of the objective, non-partisan

third-party contractor. Integrity is ensured by the use of the objective third-party contractor. While simplifying the process to allow for flexibility in the future, this resolution will allow the directors to organize and plan future elections in a timely manner while encompassing whatever variables may arise in the community.