



HIGH LONESOME RANCH ESTATES PROPERTY OWNERS ASSOCIATION

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Board of Directors Meeting, 17 April 2018 Minutes

The meeting convened at the Wm. Brown Holster Co. in Tombstone at 3:30 pm. Present were Board members Joe Alberti, Barbara Brown, Margaret Baxter, Emilie Switzer and Joel Levin; also in attendance were Association members Greg Briner and Dave Kelley.

Under the auspices of the Architectural Review Committee, an issue brought up by three ARRs submitted together for the identical purpose: for grubbing mesquite and aerating land on their respective lots. As neither the county nor the Bureau of Land Management consider mesquite to be native growth but rather an invasive species, no objection would be raised by any government agency. Also, under the ARR guidelines and the CCRs, it does not appear to the Committee that this sort of activity requires approval of an ARR by the Board. There was sentiment to amend the ARR form to add this type of landscape work to ARRs and to require submission of ARRs for it. Mr. Levin argued that the current form was adequate and that the ARR form and requirements are sufficient to the CCRs. A vote was held on a motion to change the ARR form to include such items as grubbing unwanted shrubs and trees would be included; it passed 4-1, Mr. Levin voting against. Mr. Levin then moved, and Ms. Baxter seconded, that the three associated ARRs be approved. This motion passed unanimously.

Under new business, Ms. Brown reported that an unidentified person was spotted taking water from the windmill. Upon being approached and asked this person to identify herself, a reasonable request on the part of the Windmill Committee chair and a Board member, or for that matter any member of the Association, this person, who turned out to be an Association member, nevertheless became quite abusive toward Ms. Brown. The Board agreed that this is completely inappropriate behavior on the part of a member in the face of a reasonable query.

The next item of business was a question of some changes with respect to the Bylaws.

Item 1: a conflict between the Bylaws, paragraph 15.1 and Article XIII of the Articles of Incorporation. The Bylaws, as revised in 2014, state that the Board may change the Bylaws *subject to the approval of 67% of total votes* held by members. The Articles state that the Board may change the Bylaws, *unless rescinded by 75% of total votes* of members. It was the opinion of the Board's attorney consulted at that time that both the Articles and the Bylaws needed to be revised for the first version of this rule to be valid. An appropriate change to the Articles was submitted to the membership shortly after the Bylaws were so revised, but the change never received the votes to be adopted; hence the two versions of this rule are in conflict and the version in the Articles takes precedence per Bylaws paragraph 15.2. Mr. Alberti would like to have the paragraph 15.1 removed.

Item 2: Term limits, paragraph 4.2. Due to the difficulty in recent elections of finding candidates, term limits compound the problem by possibly blocking willing volunteers from taking part. We can't remove the paragraph, but we should consult older versions of the Bylaws.

Item 3: Complaints (Rules and Procedures 8). Requiring neighbors to talk to other neighbors before they are allowed to make complaints to the Board is going too far; we should recommend it as a procedure but not require it. Complaints should be allowed directly to the Board; however will never be permitted to be anonymous. Hearings are only required when financial issues are considered.

Item 4: Bylaw 7.2(G). Should the first paragraph be changed, as to what the Board can do in the face of harassment or abuse of an Owner by another, or by a Board member, or of a Board member. At least the Board can start by sending a letter.

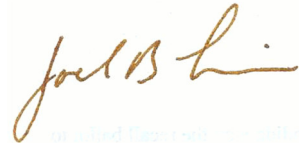
Item 5: Bylaw 12. Is the maximum late fee too small to encourage timely payment?

When members press the Board to take some action, the CCRs and Bylaws emphasize that the members of the Board have the right, not the duty, to take action to enforce any particular regulation (Bylaws 7.1). The Board are not cops; but if there is a blatant violation or if safety is affected, the Board should take action.

No motion was made; once new language addressing the above items is presented and reviewed it can be voted on in a subsequent meeting.

The meeting was adjourned at 4:50pm.

Respectfully submitted,

A handwritten signature in blue ink that reads "Joel B Levin". The signature is written in a cursive style.

Joel B Levin, Secretary