



**Minutes for
Special Session of HLR BOD
on January 23, 2022, at 1 pm
Schieffelin Hall, Tombstone Az.**

Call to Order by: Mr. Barfield President with board members Mr. McFarland VP call in, Mr. Kling Treasurer, Ms. Crouch Secretary call in, Mr. Smith Member at Large

HLR Property Owners in attendance: Eileen Ahearn, Joel Levin, Jim Browning

Video call: Becky Hilgart, Chuck Crouch, Margaret Shelburne Judy Rossbach, Nance Ceccarelli, Amanda and Todd Miller, Corinthea Pangelinan, George and Sam Barton, Steve Crosby, Karen Tribby, Jeff Knox, Andrea Jardine, Debra McFarland, Rhonda Buesgens, Judy & Tony Rossbach meeting convened at 1 pm.

Opening Statements:

Mr. McFarland start off with announcing this is a board of directors meeting not a members meeting. Members may have the right to speak on measures after the directors completed their discussions, debates and before the board votes on it, at no other time members will not be recognized to speak. Members has the right to call member meetings which member may transact association business as they are the highest members of the association. I hope member meeting will become the norm and the board meeting will only execute legal representatives. There is a little more ground to cover before we get to that point. For that provision to prevail we need to have a reliable quorum of members who personally to commit to participating and the tools in place to take that interaction includes vertical meetings. In hope the horror of the HLR directors will shortly end.

Today we are not a committee we are in normal order. Each speaker is recognized during the discussion of an item once for three minutes, please organize your thoughts, all comments are directed to the chair with no cross talk or inquiries' are to be made between the directors and later for the members discussion this also applies. The compelling inquiry is made the chair may recognize a member who previously spoke to clarify a point to require a full understanding of the matter.

A point was made how to present information to members of the association to make it easier to increase the efficacy in getting more done in less time. There is an assumption that a PDF on the website is some how more secure less prone to change then the web sharing like the google doc's we are having using for this meeting, that could not be more wrong. The underline google doc you see through the web share have a complete audit log astatic PDF on the website on the other hand can be substitute with significant use and leave not audit trail. I turned off the auto update feature for now which required a manual unpublished and republished step for no reason other than to satisfy a couple reply's. The complaints about the agenda the read-ahead are not formally part of the agenda the directors are volunteers that bend over backwards to keep the other members informed and our volunteer members work extremely hard on the associations behalf. The agenda felt it has enough information for members to determine their interested in attending. Additionally there has never been an outreach to the association that I been able to detect, Mr. McFarland remembers when he bought into the association there was never information on the website for example and we are constantly improving.

One of the measures under consideration today to provide a quantum leap in providing additional transparency to members and approve for ongoing platform to allow easy rapid accurate secure and cheaper for matters to directly to the members. These changes if approved will change the association from a remote unresponsive and historically petty and vindictive local club of residents into something that represents an involved ninety-four owners then the historical few that dominated.

Business Agenda

~~Remove RWB from presidency~~ Motion mooted by Mr. Barfield's resignation on 01/20/2022

Board to choose new officers

Appointments: Mr. Smith 2nd Ms. Crouch as Treasurer **four in favor one abstained**
Ms. Crouch 2nd Mr. Smith as VP **two in favor two nay one abstained**

Appointments of new Directors Mr. Smith 2nd

In accordance with the Bylaws provision expanding the Board to nine directors, the Board resolves to appoint Association members to the Board subject to acceptance of those invited. This is driven, among other reasons, by the recent resignation of the Association Treasurer and the inability to fill this key officer position from existing members.

Be it resolved that the following members are invited to join the Association Board of Directors effective immediately upon their written acceptance, following adoption of this resolution.

1. Margaret Shelburne
2. Corinthea Pangelinan
3. Amanda Miller
4. Ethan Wise

Board to choose new officers Mr. Smith 2nd

Margaret Shelburne - Decline

Amanda Miller – Vp Submitted an written acceptance to the board. **Passed four to one**

Ethan Wise - Decline

Corinthea Pangelinan – President Submitted an written acceptance to the board. **Passed three to two**

Ms. Crouch for Secretary/Treasurer Mr. Smith 2nd **all in favor**

Randy K and Eileen A responded that the responsibility of adding the Treasurer may cause a strain on the Secretary and should be added on the ballot for March election.

Mr. Browning mentioned we may be in violation of Title 38 chapter 3

Resolution on Weighted Voting Mr. Smith 2nd

In weighted voting, each voter will receive just one ballot. The voter decides which candidate or motion to support. That individual receives the weighted vote of that voter.

Let's take the case of an owner with just one lot. Two individuals are running for one position. The voter chooses a candidate, and that candidate receives one vote.

Contrast that with an owner who has three lots. The voter chooses a candidate, and that candidate receives three votes.

In the case of three candidates running for two vacancies, voters choose two candidates. Each candidate receives the weighted vote.

The current system is confusing, bulky, and some ballots are spoiled and require potentially partisan NEC members in the past to make judgment calls. No such requirement or discretion should be required.

All voting software systems explored have the feature of automatically counting the vote with no shenanigans or discretionary judgements and the ballots are much simpler and faster for voters to vote.

The afore mentioned gaming that takes place among the "large" lot owners will be more difficult and the outcomes will be more representative of the owners' collective vision.

Mr. Barfield amended the motion for a delay Mr. Kling 2nd **two in favor five opposed motion failed**

Board Response to Removal Petition Ms. Miller 2nd

The Board acknowledges receipt.

The meeting will be called for February 18, 2022, at a special meeting to allow remote members and those affected the maximum time available to respond.

The Board declines to allocate Association funds for any mailing your group may initiate. It also declines providing any additional support to this member action beyond that which is legally required. It would be unfair to the many owners who do not support your effort to spend their resources on this effort.

Nothing in the statute or the bylaws requires any support to your effort beyond this, quoted from the Statute:

“(c) The special meeting shall be called, noticed and held within thirty days after receipt of the petition.”

The Board is or will undertake these required actions in a timely fashion.

You will note that the board has complied with this through conspicuous posting on the Association’s website and will send a mass email notifying members as soon as this message is approved.

A second mass email notification reminder will be sent to the membership inviting one response from your committee and one response from each of the two directors facing removal.

The Board draws your attention to the recent Bylaws changes and clarifications to voting methods. As the Association uses weighted voting now and you have two candidates for removal on your ballot, you will need to ensure the ballot complies with the requirements to avoid nullification of the meeting and its result.

Motion passed four to three

Electronic Balloting Mr. Smith 2nd

Whereas the draft Bylaws may have been adopted and mandate electronic voting as the primary method of conducting elections and voting on other items of the Association, and,

Whereas the Bylaws Section 5.2 of the January 19 version of the Bylaws includes this text:

“Section 5.2 All ballots for election to the Board of Directors, either for the annual election, a special election, or a recall vote, shall comply with [ARS 33-1812](#). Ballots will be secret. Elections will be conducted in a manner to incur the minimum cost to the Association, using online voting to the maximum extent possible. Only members specifically requesting paper ballots will be sent one and the cost of returning it will be at the member’s expense.” and,

Whereas electronic balloting will decrease the cost of elections and will facilitate more frequent member-driven actions, thereby increasing the quality of Association decision-making, and,

Be it resolved that HLRPOA will use electronic, online voting software in the conduct of the upcoming election and all further membership voting and that appropriate modifications be made and approved in the Elections Committee internal procedures document(s).

Mr. Barfield amended the motion that we issue one ballot per lot with one vote per item.

Four in favor two opposed one abstained motion passed

Bylaws Revisions in PDF Ms., Crouch 2nd

Be it resolved that the Association hereby adopts these Bylaws and the text below the Caption “REVISED BYLAWS OF HIGH LONESOME RANCH ESTATES PROPERTY OWNERS ASSOCIATION” will be published in PDF form and posted on the Association Website and emailed to the members who have provided email addresses to the Association. The secretary is granted the Authority to correct formatting, errors in grammar, obvious errors and typographical errors in the document before so publishing and will notify the Association directors of all such changes. Highlighted changes and strikethrough text will be removed prior to publishing.

Revised Association Rules This link was corrected on 1/21/2022 at 7:57 PM.

Five in favor two opposed motion passed

Revised Association Rules Mr. Smith 2nd

The following rules and procedures were adopted on the dates indicated below in accordance with paragraph 5.3 of our CCR. Association Rules are defined as: “5.3 Association Rules By a majority vote of the Board, the Association may, from time to time and subject to the provisions of this Declaration, adopt, amend and repeal the Association Rules. The Association Rules may, among other things, restrict and govern the use of the Common Areas; provided, however, that the Association Rules shall not discriminate among Owners and occupants and shall not be inconsistent with this Declaration, the Articles, or the Bylaws. The Association Rules shall be intended to enhance the preservation and development of the Properties and the Common Areas. Upon adoption, the Association Rules shall have the same force and effect as if they were set forth in this Declaration. A copy of the Association Rules, as adopted, or amended, shall be available for inspection at the office of the Association.” In

the future, some provisions will be incorporated into the Bylaws as they involve the operation of the Association, leaving the Association Rules to focus on their primary purpose, regulation of the common areas.

Five in favor two opposed motion passed

Resolution on how members provide input to the board for topics not on the agenda Mr. Smith 2nd

Whereas previously Board agendas includes a section prior to the end of the meeting calling for comments from the floor, and those comments were frequently little more than ungrounded rants against fellow owners inviting conflict and without the opportunity to address the ungrounded assertions frequently made, Be it resolved that meeting will no longer provide this opportunity and that owner input to meetings will be invited through an online form on the Association website and the Secretary will provide summaries of input calling for action at each meeting. The Board, forming a committee of the whole for this section of the meeting, will address and discuss these calls for action and dispose of them through assigning a board member to develop a resolution or to close each issue. Owners are reminded that they may approach any board member for assistance in developing a resolution for board consideration.

Motion failed 4 to 3

Resolution on Committee Communications Sent to Members Mr. Smith 2nd

Whereas the various committees of the High Lonesome Ranch Estates Property Owners Association are creatures of the board, and, whereas there have been instances in which the authority of the various committees to communicate directly with the membership has been interpreted by committee members to allow them to determine the content of those communications without gaining approval of the board, Be it resolved that all committee communications will be approved by the board through board action prior to being transmitted by any means to the owners. Nothing in this resolution will be construed to affect owner participation in committee meetings in accordance with ARS 33-1804. Committees will modify their internal procedures and submit revised mission and procedure documents to the board for review within 60 days of this resolution if this resolution affects their mission and procedures, but the resolution is in force immediately.

Four in favor two opposed one abstained motion passed

Resolution Authorizing Insurance Committee to Act on the Association's Behalf – Mr. Smith 2nd

Whereas the Board previously authorized an ad hoc committee to investigate insurance issues known as the HLRPOA Insurance Committee, and,

Whereas the Committee held an initial meeting on 12/20/2021 to establish the committee's scope and workplan, and, Whereas the committee's scope was decided to be, "To investigate existing coverage after obtaining and reviewing the policy, to interact with the insurer to clarify coverages and to investigate if different coverages and insurers might be necessary.", and,

Whereas the committee's work plan was decided to be:

"Project plan:

1. Review Policy
2. Review GDs for specifications
3. Discussion with insurer to identify the policy's coverage given context and existing provisions in contracts and other documents outside the contract between the Association and the insurer.
4. Develop and communicate to the GDC insurance related procedures
5. Collect and compare coverage documents of similar associations and solicit other insurers to present or to offer quotes.
6. Develop Options of coverages and potential self-insurance
7. Compile a recommendation", and,

Whereas the committee requires additional information from the Association including a complete copy of the policy rather than just a renewal as has been provided and the limited authority to approach insurance agents and others on behalf of the Association,

Be it resolved that the Association grants the limited authority to approach agents and others for discussion purposes only but without any authority to contract to the Insurance Committee and agrees to provide a complete copy of the existing policy to the Committee. The Board approves the scope and project plan.

All in favor motion passed

Resolution Recognizing HLRPOA.org as the Owners Website Mr. Smith 2nd

Whereas the Association corporation identified in the document titled ARTICLES OF INCORPORATION OF SOME RANCH ESTATES PROPERTY OWNERS ASSOCIATION currently maintains a website at www.hlrpoa.com, and,

Whereas this site lacks the functionality required to be an effective communications platform for property owners, Be it resolved that the Association recognizes the site at www.hlrpoa.org as its official owner website. This site will have a prominent hyperlink and explanation placed on the site at hlrpoa.com. The Board acknowledges that it has no oversight over this website as the owners at large are a superior authority to the Board of Directors.

Five in favor one opposed one abstained motion passed

Motion to extend the meeting Ms. Pangelinan 2nd

Motion to extend the meeting

Mr. Kling asked for a 5-minute recess Mr. Barfield 2nd

Motion to extend the meeting

Motion to extend the meeting by Ms. Pangelinan Ms. Crouch 2nd

Ms. Pangelinan motion to adjourn. Mr. Smith 2nd

five in favor two opposed

all in favor

all in favor

four in favor three opposed

all in favor

Special meeting for the 28th of Jan at 1pm

Minutes by, Barbara Crouch Board Secretary for January 23,2022 – *Barbara Crouch*