

Minutes of the POATRI Board of Directors Meeting July 30, 2011

The July 30, 2011 meeting of the Board of Directors was called to order at 10:00 am.

Present were: Jeff Daly, Frank Oxsheer, Tanya Phillips, Marbert Moore, Dori Ramsay, Randolph Williford, Paul Burger.
Absent were Charlie Oaks and Vern Stump.

Public service announcements –

Tom Ramsay reported that the first meeting of Movies at the Bunkhouse will be August 9, 2011. 7 pm. First movie is The Girl with the Dragon Tattoo. He and Diana Wysocki hope to present movies at least once a month.

Minutes from the April meeting were accepted. Motion Tanya Phillips, seconded by Frank O. Approved with Randall abstaining.

Treasurers Report Marbert Moore gave the treasurer's report. The P & L report shows that we are on budget, a bit over but that is due to pre-payment of insurance and billing from lawsuits that were budgeted over 12 months.

Manager's Report and Road Report Marbert recapped all of our employees and commented on the great job that all are doing.

Committee and Task Force Reports

Audit –No report. Dan Patchin has had pressing personal issues and hopes to return.

Budget and Finance-Marbert introduced his committee including new members Matt Mathews and John Grey. Marbert presented the Audit for 2010 from the external auditor. It says draft but is the final. The new auditor has asked for a slightly different reporting method for revenue which we will comply.

As of July 15, 2011 we have 2240 assessments, again ahead of last year. We hope eventually to get to 4,400 paying members.

Hunt –Delayed until after the Game Warden presentation.

Airport-No report

Road Issues Task Force-Charlie is not here but Dori reported that we have a permission form for owners who are willing to have road material taken from their property for road work. Dennis and Chris have been stockpiling material along the roads in anticipation of rain. Forms can be gotten at the office. We appreciate those owners who have already volunteered material. It makes it much cheaper to be able to get material near work to be done.

Unfinished Business

Minutes from the Executive Session of June 10, 2011 were reported. There is an amendment to the Executive Session minutes read at the meeting. On June 16 and on June 18, 2011, there were two electronic meetings of the BOD in Executive Session. The result of the meetings was to substitute Mr Jeffrey Thomason for David Moore in all lawsuits.

New Business

Tanya introduced the 3 candidates for Manager that were being interviewed. David Hancock, Vanessa Boyd and Yvonne Diaz.

Newsletters and Property Owner Updates

Communications - The first newsletter was well received. We have gotten a number of new email addresses from owners. Cost of the first newsletter was about \$2200.00. The next newsletter will be published in August, we have moved the publication dates to after BOD meetings.

We have purchased an electronic reservation program to replace the tedious hand reservation system. The front desk has been open 7 days a week, thanks to the willingness of the staff to adjust their hours with no additional staffing.

The interim billing and the voluntary pay letters went out last month. So far we have received \$1275 in donations from the June mailing.

New Well Status

Waiting for a well house decision—we have cost estimates for material. Once the system is complete, it will be completely automated and in case of power failure, would be able to gravity feed. Status of leaks was discussed also. Frank O mentioned that we have worked mostly inhouse, and saved a great deal of money. Cost of water has been raised to 4 cents per gallon to pay for the pump that has been purchased for the non potable water. Estimated time to repay is several months. Some discussion ensued regarding old wells. No decision made.

Lawsuit updates- Update on the Suber lawsuit. A new attorney has been hired, Jeffrey Thomason who is writing the brief which is due August 12. Around October 25th is the tentative date if it were to go to trial. There are no new updates to report on the K. Mead lawsuit.

Microphones—Our microphones need some fixing—Randy McLaughlin will work with staff to get some cordless microphones.

Texas Game Warden Presentation

Jeff introduced the Game Wardens, who made a one hour presentation on the rules and regulations of Hunting in Brewster County and on Terlingua Ranch. Tanya obtained the presentation and will be putting it on the POATRI website for all to view. The Game Wardens will again be present at our October meeting. As chair of the Hunt committee, Jeff will be at the ranch the 2 primary weeks of hunt season to work with everyone.

Dark Skies presentation report. Bill Wren from The McDonald Observatory made an hour long presentation to the Friday Workshop. There is a new law that takes effect January 1, 2012 and affects communities within 57 miles of McDonald Observatory. Bill left us with 10 “dark sky” lights to put around the lodge area. He also made mention that any owner who needs a cover for the big night lights can get them free from him at McDonald Observatory, and RGE is to install them for no cost.

Participation by Property Owners

Barbara Trammel requested Article 3 be presented for a vote with language that exists and also the proposed change to make the vote clear. She also requested how many owners who only owe SAC charges, and concern over Article 6 being removed.

Linda Shank offered that the actual wording of the Ballot could be done before the October Board meeting so everyone would be familiar with it. She also reminded Board members that when they have questions they have a duty to offer solutions and alternatives, not wait for someone else to do their job.

Julianne Braun expressed concern over the late changes to the proposed bylaws on the website. She asked for a review period.

Resolutions-

1. WHEREAS: a Task Force was established in January 2010 to review the ByLaws of POATRI, and whereas said Task Force, POATRI corporate attorneys, Owners and a sub-task force established in April 2011 have offered input and worked diligently for a year and a half to review, revise and compile such ByLaws in accordance with state law and other governing documents of POATRI, with a resulting document updating the ByLaws based on the objectives of meeting state law and being in the best interests of the Owners and the Organization, and

WHEREAS: The economic impact to POATRI is neutral to positive as there is no request for increased expenses to POATRI in this motion.

BE IT HEREBY RESOLVED: that the Board approve all revisions to all Articles of POATRI Bylaws as stated below and to become effective 5 days after an affirmative vote of a majority of Board members; with the exception of Article 3 which will be put forth to the members by a ballot in the next Director Election Packet, scheduled for a vote at the end of January 2012.

(in the interest of space-go to www.poatri.org and click the link that has the actual bylaws adopted)

Motion By: ___ Paul Burger _____

Second: ___ Dori Ramsay _____

Ayes: __6__ Nays: _0_ Abstain: 1 Absent: 2

Record of voting:

J.Daly __Y_ R. Williford __Abstain_ M. Moore ___Y___ P. Burger ___Y_____

C. Oakes __Absent F. Oxsheer ___Y___ D. Ramsay __Y_ V Stump __Absent T. Phillips __Y_____

2. Resolution : WHEREAS, it is in the best interest of Terlingua Ranch and POATRI to provide a benefit to our employees in case of extreme illness or accident.

therefore;

BE IT HEREBY RESOLVED:

That POATRI will pay for an annual subscription to Carestar (flight for life) for all employees and their families upon completion of the employee probation period, for such time as they are employed by POATRI. This coverage can be terminated at such point that POATRI is unable to provide for it financially.

Motion By: ___ Dori Ramsay _____

Second: ___ Tanya _____

Ayes: __7__ Nays: _____0_ Abstain: Absent: 2

Record of voting:

J.Daly __Y_ R. Williford __Y___ M. Moore ___Y___ P. Burger ___Y_____

C. Oakes __Absent F. Oxsheer ___Y___ D. Ramsay __Y_ V Stump __Absent T. Phillips __Y_____

Does this item have a financial impact to POATRI? ___Yes_____

If yes, please include a cost analysis and define where this item will fit into the budget.

\$50 per employee, \$5 for a second family member and \$5 for any more than 2. It would be provided for any employee working 20 hours a week or more. It would be a cost of \$1,000 or less per year, and would be an employee benefit.

3. Resolution

WHEREAS, the Bylaws adopted at the July 30, 2011 Board of Directors meeting refers to the Code of Ethics and the Standard of Conduct for Directors, and

WHEREAS, this document has been reviewed with recommendations for revision

THEREFORE,

BE IT HEREBY RESOLVED: That the Code of Ethics and Standards of Conduct for Directors be revised immediately to read:

Director Code of EthicsThe Board of Directors for the Property Owners Association of Terlingua Ranch, Inc. (POATRI) is committed to ensuring that its role and responsibilities are well defined and that expectations of the Board and of individual Directors are clear regarding standards of ethical conduct.

Therefore, we shall conduct ourselves in a professional manner, commit to teamwork and cooperation, and demonstrate behaviors that uphold the values of honesty, integrity, trust and respectfulness. More specifically, we the POATRI Board of Directors and we as individual Directors shall adhere to the following Code of Ethics & Standards of Conduct.

Code of Ethics & Standards of Conduct

- Conduct ourselves in a manner consistent with sound business and ethical practices to ensure and maintain owner confidence in the integrity of POATRI.
- Conduct POATRI business in a manner that ensures management and personnel are free from any internal or external pressures that may adversely affect the quality of their work..
- Support the Bylaws and Policies & Procedures that are constructed to ensure sound business and ethical practices and behavior.
- Attempt to reconcile conflicts or differences with honesty and respect.
- Avoid the perception of conflict of interest which may arise whenever the personal or professional interests of a board member are potentially at odds with the best interest of POATRI.
- Be aware, as representatives of POATRI, that the well being and interest of the membership as a whole is paramount in all POATRI actions.
- Abide by and support final decisions made by a majority of the Directors.
- Treat confidential information with the greatest level of fiduciary responsibility, including not releasing or allowing access to confidential information (as defined below) without prior authorization from the entire Board of Directors and the corporation attorney.

CONFIDENTIAL INFORMATION:

The Board and its individual Directors agree that confidential information shall include, but is not limited to, information considered to be confidential by law, either constitutional, statutory, or by judicial decision. Examples of such confidential information include:

- Any information that could constitute an invasion of privacy, employment records, job related testing scores, disciplinary actions, wage history, employment background checks, medical records, as regards both current and former employees of POATRI
- Third party financial or proprietary information,
- Pending or past legal investigations or employee grievances,
- Attorney-client privileged information

Confidential information shall also include, but is not limited to, minutes from executive meetings, attorney-Board and auditor-Board privileged information

I, the undersigned Director of the POATRI Board of Directors, do hereby acknowledge my understanding and acceptance of the stated Code of Ethics and Standards of Conduct.

Date: _____

Signature

Printed Name: _____

ATTEST:

Corporation Secretary

Motion By: _____Dori Ramsay_____

Second: _____Tanya Phillips_____

Ayes: ___4___ Nays: ___1___ Abstain: 2 Absent: 2

Record of voting:

J.Daly ___N___ R. Williford ___Abstain___ M. Moore ___Y___ P. Burger ___Y___

C. Oaks ___Absent___ F. Oxsheer ___Abstain___ D. Ramsay ___Y___ V Stump ___Absent___ T. Phillips ___Y___

Does this item have a financial impact to POATRI? ___NO___

If yes, please include a cost analysis and define where this item will fit into the budget.

4. Resolution :

WHEREAS, The Bylaws of POATRI require that any changes made to Article 3 be voted and approved by the membership,

And **WHEREAS**, changes have been proposed to Article 3 of the Bylaws

Therefore;

BE IT HEREBY RESOLVED: That I motion the changes proposed at the July 30, 2011 Board of Directors meeting be submitted to the membership for a vote with the January 2012 Ballot.

Motion By: Dori Ramsay

Second: Jeff Daly _____

Ayes: ____7__ Nays: __0____ Abstain: 0 Absent: 2

Record of voting:

J.Daly ____Y R. Williford ____Y____ M. Moore ____Y__ P. Burger ____Y____

C. Oaks__Absent_F. Oxsheer __Y__ D. Ramsay _Y__ V Stump ____Absent T. Phillips _Y____

Does this item have a financial impact to POATRI? _____No_____

If yes, please include a cost analysis and define where this item will fit into the budget.

5. Resolution : WHEREAS, The Board of Directors in its quarterly meeting on July 30, 2011, agreed by majority vote to offer to the Owners/Members a revised Article 3 to the Bylaws, for a vote at the next scheduled annual election in January 2012, and,

WHEREAS: such proposed Bylaws includes a revision of 3.03 "Members in Good Standing Defined", to read:

3.03. MEMBERS IN GOOD STANDING DEFINED.

A POATRI Member in Good Standing has the right to vote in any POATRI election, and the right to use and enjoy POATRI facilities and property. The Board of Directors shall have sole responsibility and authority for determining the good standing status of any Member. A Member in Good Standing is any Member who:

a. For the purposes of exercising their right to vote, has, not less than sixty (60) days prior to the taking of any POATRI vote, fully paid all POATRI assessments due under the Maintenance Agreement and/or any amendments thereto.

b. For all other purposes, has fully paid all POATRI assessments due under the Maintenance Agreement and/or any amendments thereto.

c. Any Member not conforming to the provisions of this section shall be disqualified from voting on POATRI matters.

And, **WHEREAS:** the Board agrees that it is in the best interest of POATRI and Owners for voting rights to be contingent upon payment of regular assessment fees, not including service & late fees, interest and special assessments:

THEREFORE: I make the motion to suspend the requirements per currently written Bylaw Article 3.03 for payment of the Special assessments for the January 2012 election so that all otherwise qualified members who have fully paid all POATRI assessments due under the Maintenance Agreement and/or any amendments thereto can be allowed to vote on Article 3 changes and also participate in the election of Directors for 2012.

Motion By: __Marbert Moore

Second: _____Randall Williford_____

Ayes: __6__ Nays: __1__ Abstain: 0 Absent: 2

Record of voting:

J.Daly __Y_ R. Williford ____Y__ M. Moore __Y____ P. Burger ____Y__

C. Oaks__absent F. Oxsheer ____N_ D. Ramsay __Y__ V Stump absent____ T. Phillips _Y_____

Does this item have a financial impact to POATRI? ____Neutral_____

If yes, please include a cost analysis and define where this item will fit into the budget.

6. Whereas,

In the best interest of property owners and board members to be fully informed on issues and resolutions to be presented during Quarterly board meetings,

Be it hereby resolved:

I make a motion that all resolutions from board members be read and discussed at one board meeting, but will be tabled and voted on at the next meeting, with the exception of impending management issues, day to day operational issues and other items of urgent need. This motion does not impact issues that require voting in executive session. To take effect October 2011.

Motion By: Tanya Phillips

Second: Jeff Daly_

Ayes: ____1__ Nays: __6__ Abstain: 0 Absent: 2

Record of voting:

J.Daly __N_ R. Williford ____N____ M. Moore __N_ P. Burger __N

C. Oaks__Absent_F. Oxsheer __N__ D. Ramsay _N__ V Stump _Absent T. Phillips _Y_____

Does this item have a financial impact to POATRI? ____No_____

If yes, please include a cost analysis and define where this item will fit into the budget.

Motion failed.

Jeff moved that the meeting be adjourned and Tanya seconded.

Respectfully submitted

Dori Ramsay

Secretary