

# **SECTION I – BOARD POLICIES & PROCEDURES**

## **Board of Directors Executive Sessions**

1. From time to time the Board of Directors may find it necessary or desirable to retire to executive session. Such sessions may be called by the presiding officer under the following circumstances:
  - a. Consideration of personnel matters, particularly relating to POATRI employees or Board Members, current or former,
  - b. Discussion of legal matters,
  - c. Discussion of any other matter where, in the opinion of a majority of the Board, discretion will benefit the Association as a whole.
2. In general, executive sessions should not be utilized when the subject of the session involves matters of concern to all property owners.
3. The presiding officer will announce the purpose of the executive session before the Board retires to executive session.
4. If the appropriateness of the subject of an executive session is brought to question, a majority of the Board of Directors will decide the issue.

### **Reserve Capital Asset Replacement Fund**

1. This special fund shall be of greatest priority to the Board of Directors.
2. The fund will be used only for capital asset replacement, emergency situations, or such other purposes as a majority of the Board may decide.
3. In no case may monies be withdrawn from the fund without a favorable majority vote of the Board.
4. Access to the fund shall be by the signature of the President of the Board and two other officers of the Board. In no case shall telephone or electronic withdrawals be authorized.
5. The fund shall be established at a minimum of \$50,000.00. Any time the monies available in the fund are less than the minimum a major priority of the Board will be to restore the funds as soon as possible.
6. Any time the level of the fund is below \$50,000 regular monthly deposits to the account must be made unless a majority of the Board has voted to suspend funding.
7. The Board, in voting to suspend deposits to the fund, shall specify a time frame for the suspension. Depositing to the fund shall automatically resume after the suspension date has passed.

### **Issue Resolution Procedure Guidelines**

The Issue Resolution Procedure (IRP) addresses three types of issues: Management issues, Policy issues, and Board of Directors issues. For all three types of issues, the Member must first contact and work with the GM in an attempt to resolve the issue. If informal resolution is not reached between the GM and the Member, either the GM or the Member may initiate this formal procedure by proceeding with the following:

1. A Member having an issue regarding Management of Terlingua Ranch, a Policy issue, or a Board of Directors issue, shall provide the GM with a detailed written description of the issue including the relief requested. Any and all supporting documentation, including photographs if applicable, should also be submitted with the written description of the issue. This written description shall also contain the Member's tract number, current address, phone number, and e-mail address, and will be date stamped by the GM on the date it is received by the GM.
  - a. Definition of a Management issue: any issue involving the Management of Terlingua Ranch Operations including, but not limited to, management or operations staff, road issues, lodge issues, assessment accounts & collections, or any area referred to Management under POATRI governing documents and specifically Section III of the Board Policies & Procedures Manual.
  - b. Definition of a Policy issue: any issue involving POATRI existing policy, as found in the current POATRI governing documents, and specifically Section II of the Board Policies & Procedures Manual
  - c. Definition of Board of Directors issues: any issue directly related to board functions, responsibilities, or the manner in which Board meetings are conducted under POATRI governing documents and specifically Section I of the Board Policies & Procedures Manual.
2. The Member and GM shall meet within a reasonable time to discuss the Member's issue. The meeting may be in person at the Terlingua Ranch offices or by telephone.
3. The process is ended when a consensus of opinion has been reached, even if the consensus is one of disagreement. If however, the issue addresses matters beyond the authority of the GM, the GM shall refer the matter to the Board for its consideration. In all events of a formal IRP, the GM shall submit to the Board the Member's written description of the issue, a summary of the meeting with the Member and the result(s) of the meeting with the Member.
4. If the GM refers a matter to the Board for review, the Board shall address the matter via telephone conference, in executive session or at the next regularly scheduled Board meeting, at the sole discretion of the Board. The Board may, at its sole discretion, ask the Member to attend a meeting to discuss and explain the issue presented. In any case, the Member shall receive a written report from the Board regarding their review of the issue. Such report from the Board shall be delivered to the Member's address on file within a reasonable period of time.

*Revised April, 2008*

## **Election Procedure**

There are a number of phases to conducting an election for Terlingua Ranch. This document will illustrate the phases and actions that need to be taken to ensure an impartial and fair process for candidates and the membership as a whole.

### **The Phases are:**

- Ongoing activities to identify and maintain a Member's in Good Standing Database
- Dates for election process
- Voters list
- Corrections to the Voters List
- Ballot printing
- Independent Vote Counter's Procedures
- Election
- Canvassing of Votes
- Election Recount

### **Ongoing activities:**

Under POATRI Bylaws, Art 3.02, buyers of property on Terlingua Ranch are ultimately responsible for their inclusion in the Membership rolls. It is also every owner's responsibility to maintain a current address with POATRI. Additionally however, management and staff assist in this process by research through the Brewster County tax and deed records for new owners and/or changed addresses. Addresses are updated when notification from the postal service is received.

### **Dates for Election Process:**

The dates for the election process are announced at the July Directors meeting, the application process starts in accordance with Article 4.04 of the Bylaws with applications for board candidates being accepted starting on September 1 of each calendar year. Candidates for the board will have their ballot position determined by a blind drawing at the October board meeting. Candidates for the board are reminded that they must be in compliance with Article 4.03 and Article 6.02(e) in order to run for the board of Directors. It is the applicant's responsibility to ensure that they are a Member in Good Standing as defined in Article 3.02 and that proof of ownership in the candidate's name must be provided no later than the October Board meeting in order to ensure that a position on the ballot be obtained.

### **Reminders:**

In the July and October newsletters the following check list will be posted to remind members of their rights and obligations to vote.

The following information will be posted:

Check the following to ensure that you can vote in the upcoming (list date) election:

- Is my address correct?
- If I am a new property owner, have I completed the process necessary to be included as an owner in the POATRI database?
- Am I current on all my fees and assessments?
- Make sure that to complete the ballot and mail it back to the address listed on the ballot for receipt no later than (list date).
- Remember that mail delivery is not consistent during the Christmas season so mail early to ensure receipt.
- Ballots can only be received at the address printed on the ballot. Receipt at any other address will invalidate your ballot.
- If you have not received an official ballot from POATRI by (list date), call or contact the Ranch office.
- Make sure that your friends who own property here have received their ballots, encourage everyone to VOTE.

**Voters List:**

Prior to the Voters list being run (60 days prior to the date of the election as per POATRI Bylaws), the following actions must be undertaken by management staff.

1. On the day before a Voters List is to be created management staff inputs all received payments and owner changes in possession.
2. A special trip to the Post Office in Terlingua, Texas is made to ensure that all payments and other applicable paperwork, such as deed changes, are obtained.
3. The annual assessment for the upcoming year must be applied to all accounts prior to the creation of the Voters List.

**A. Running the Voters List:**

1. The Voters List is created by a designated Director or other Board designee on the date that is 60 days prior to any election date, as per POATRI Bylaws. The Voters List is created by choosing that option in TRIPOD (the property owner's computer database). This list is comprised of all owners in Members in Good Standing status (MIGS) as outlined in articles 3.02 and 3.03 of the bylaws as of the date that the Voters List is created. The Voters List database is maintained separately in a static form for the purposes of the election for which it is created.
2. Two copies of the Voters List are printed. One copy is placed in a binder that is kept at the office reception desk for review by owners. The second copy is placed in the envelope for the Independent Vote counter. A fixed content copy of the owners eligible to vote will be posted on [www.poatri.org](http://www.poatri.org).
3. On the same day, and before any additional payments or owner changes are input into TRIPOD, a ballot is created in TRIPOD listing either the candidates or amendments or both from the static, current election Voters List database. The Voters List database and the ballot database are the same.
4. A two part ballot is created with a randomly assigned ballot number applied to each of the two parts. The two part ballot consists of an Owner Identifier portion listing owner name, POATRI account number and one tract number plus a signature line. The second portion of the ballot contains the ballot information upon which a vote is being taken.
5. The voters/ballot database is copied to a memory stick, which is locked so that data cannot be added or deleted. These databases are then deleted from the POATRI computers.
6. The memory stick and one printed copy of the voters/ballot database are packaged for delivery by a Sheriff's deputy or other authorized person to the Independent Vote Counter (IVC). The package is taped and signed (so that tampering would be evident) by the designated Director or other Board designee. A receipt is given to the deputy or other authorized person to be countersigned by the Independent Vote Counter and returned to POATRI.
7. If delivery is not made immediately the sealed package is kept in the POATRI safe and when the package is picked up for delivery the receipt is signed by the deputy, to be countersigned by the Independent Vote Counter (IVC) and returned to POATRI.

**B. Corrections to the Voters List:**

All corrections to the voters list from the date the database is frozen are made manually by the Independent Vote Counter (IVC). The process is as follows:

Per Article 3.07 of the POATRI Bylaws: "If a Member is omitted from the Voter's [sic] List in error, such Member may appeal to the General Manager by submitting valid written proof of property ownership, and proof of payments of POATRI assessments and other charges, at least fifty (50) days prior to the date of the election. The General Manager shall then make corrections to the Voters' List."

When conditions set forth in Art. 3.07 are met, a letter is generated to the IVC by the General Manager listing the name(s), address and tract number and owner account number of the account to be added to the voters/ballot list. A copy of the letter sent to the IVC is placed in the folder in the reception area and the information is manually entered into the printed list. The General Manager shall correct any errors discovered by POATRI staff during the election process by use of the same procedures.

**Ballot Printing:**

1. Within 5 (five) days of the ballots being created, a copy of the ballots is sent to the printer for printing and mailing of the ballots.
2. The printer is responsible for ensuring that all ballots are mailed no later than 3 days prior to the 45 day cutoff. POATRI will receive a copy of the proof of mailing statement from the printer. This receipt will be kept with the official Board records of POATRI.
3. The Ranch office will retain a fixed content copy of the ballots for the purpose of sending copies to owners who do not receive their ballots through the mail. This fixed content copy shall be deleted from the Ranch computers by a designated Director or Board designee prior to the close of the election.

**Returned Ballots:**

If ballots are returned for incorrect addresses they will be remailed immediately up to 15 days prior to the close of the election. If a ballot is returned within 15 days of the close of the election, it will NOT be remailed. Missing ballots (not received or misaddressed) may be emailed or faxed by POATRI staff using the static fixed content copies of the officially created ballots.

**Other Ballot information:**

Ballots MAY NOT be hand delivered or emailed or faxed to the ranch office. Ballots may not be delivered to the IVC prior to the day of the January Board meeting. The official ballot posting is the address printed on the ballot. A ballot is not considered to be cast unless it is received at the address printed on the ballot, or hand delivered by the property owner to the IVC on the day of the January Board meeting, prior to the start of the board meeting.

**Independent Vote Counter (IVC) Procedures:**

Prior to the start of the election, one printed copy of the approved Voters List, one copy of the voter/ballot database on a computer memory stick, and the post office box key are delivered in a sealed package to the IVC by a Sheriff's deputy or other authorized persons. The IVC signs a receipt for the package at the time of delivery.

During the Election the IVC performs the following duties:

1. Collects ballots from the post office box (the last collection is to be after 5 PM on the date prior to the last day of the election).
2. Validates each ballot by using the ballot number to search the voter/ballot database.
3. Enters the ballot information, as ballots are received, into the voters/ballot database on the computer memory stick, using the automated input process provided in the database package.
4. The database contains member in good standing status and no voting information is entered for accounts not in good standing.
5. A vote/ballot is not entered or counted if the ballot does not have the signature of the listed owner or if it has been submitted by a person other than the listed owner.
6. The IVC will receive letters from the General Manager listing the name(s), address and tract number of persons to be added to the voters/ballot list and will enter this information manually into the printed voters/ballot list.
7. The IVC is instructed to mark any invalid or uncounted ballots received manually as to the reason for invalidation.
8. Separates the Owner Identifier portion of the ballot from the Vote portion of the ballot and retain the Owner Identifier separately from the vote portion. The Owner Identifier portion of the ballot is not returned to the Board or the POATRI office.

**Final Election Day process:**

On the final day of the election, the IVC will bring all election materials delivered to her/him to the Ranch office, and arrive at the appropriate time for the following duties to be exercised:

1. Prior to the beginning of the annual meeting, the IVC will collect any ballots provided by property owners in person, and enter the ballot information following the same procedures previously described.

2. The secretary for POATRI, or Board designee, will be available on the date and time to witness the finalization of the election by the IVC and to receive the official results.
3. When all valid ballots have been entered, and under the supervision of the Secretary of the Board of Directors, or other Board designee, the IVC will tabulate the ballots using the automated program provided in the database package, and the results of the election will be turned over to the Secretary or other Board designee.
4. The POATRI secretary, or Board designee, will deliver the final election results to the seated BOARD for a resolution ratifying the election. The ratification of the election will be automatic once the 72 hour deadline for a recount has passed.
5. The Directors elected at the Annual Meeting of Members will be seated immediately following that meeting.
6. After turning over the election results, the IVC will then seal the ballots, the printed Voters List, and any manual update letters from the General Manager into a box, which the IVC will hold for a period of 72 hours which is the required deadline for a request for a recount. The IVC will retain the memory stick.
7. The IVC will continue to collect any late ballots from the post office for three days following the final election day, and deliver the post office key and these ballots in a marked and sealed envelope to POATRI General Manager or designee at the time that other election materials are returned to POATRI.
8. The IVC will keep control of the election materials during the 72 hour recount request period and if no recount is requested, then at a time convenient for all parties will return the sealed package to the POATRI office for storage via a Sheriff's deputy or other authorized persons. The package will be appropriately taped and signed by both the IVC and the deputy to maintain security.
9. If no recount is requested, the IVC will seal the Owner Identifier portion of the received ballots and the memory stick on which the election was tabulated and forward the sealed materials to the POATRI corporate counsel, who will retain the material for a period of three years.
10. If no recount is requested, a list of owners who voted will be posted on the owner web site in a fixed content format.

#### **Canvassing of Ballots:**

1. Any member in good standing may request to canvass the election reports.
2. Election reports are created using only the randomly assigned ballot number. No owner identifier information will be provided.
3. Canvassing of the election results will not occur until 72 hours after the date of the Election.
4. Review of the vote portion of the ballot will be supervised by a POATRI designee. The cost of such supervision is the responsibility of the requesting party. No photocopying or scanning of ballots is allowed. No owner identifier information will be provided.
5. Requests for canvassing or review of the vote portion of the ballots must be made in writing and include a list of all members in good standing who will be present for the canvassing.

#### **Election Recounts:**

1. A recount of the election of Directors will automatically occur if the difference between the total votes for the person elected with the least number of votes and the total votes for the person not elected who has the most number of votes of those not elected is two percent (2%) or less of the votes cast for the person who was elected. If the losing candidate so requests, no automatic recount will be held.
2. A request for a recount of the election of Directors or any other issue voted upon by the entire Membership must be made in writing to the President of the POATRI Board or the General Manager of POATRI within 72 hours of the announcement of the results of the vote. During this period the ballots and other election materials shall remain in the possession of the IVC in charge of conducting the election.
3. If after 72 hours from the announcement of the results of the election no request for a recount or other challenge to the election is made, the election materials shall be returned to the Corporate office where they will be properly stored by the General Manager for at least three years. All items undertaken by the Board after that point will be considered to be final. Items considered by the

board up to the 72 hour period will be subject to the Procedures applying to the Board of Directors during and after an election recount listed below.

4. Should a request for a recount be made or the election otherwise challenged, the ballots and other election materials shall remain in the possession of the IVC conducting the election until the recount is complete or the challenge resolved.

**Recount Procedures:**

1. Any election recount shall be held in Brewster County, Texas.
2. The requesting party is responsible for the cost of the recount unless the procedure changes the result of the vote. If the result of the vote is changed (or the recount is automatic because of the small difference in votes cast for winning and losing candidates) the Corporation will be responsible for the cost of the recount.
3. The requesting party shall be required to make a deposit equal to the estimated cost for the recount. A minimum deposit of \$500.00 shall be required, with additional amounts being determined by the Board of Directors on an annual basis. This annual review shall take into consideration the costs incurred by the IVC to recount the election. This amount will be refunded if the recount changes the result in favor of the requesting party.
4. The process for a recount will be as follows:
  - a) The recount shall occur in the Ranch Office within 30 days after the request and the deposit are received, depending on the availability of the supervising Board members, the IVC and the representative(s) for the person(s) requesting the recount.
  - b) Two Board members, or Board designees, shall be chosen by majority vote of the Board to oversee the entire recount process. These board members cannot be officers up for reelection.
  - c) A representative(s) of the person(s) requesting the recount must be present to oversee the entire recount process.
  - d) The recount will be performed by the current IVC under the supervision of the overseers as described above.
  - e) The sealed envelopes containing the election materials shall be opened by the IVC.
  - f) The IVC will set up a new ballot input process using the same database and reenter each ballot.
  - g) Once all ballots have been reentered, they will be tabulated, and the results recorded and turned over to the supervising Board members, or Board designees, who will then notify the rest of the Board to complete the election process.
  - h) The results of the recount will be final.
  - i) The IVC will again place all election materials in a box, seal the box, and turn it over to the POATRI General Manager or designee for storage.

**Procedures applying to the Board of Directors during and after an election recount:**

1. All Board decisions and actions shall be suspended from the time a request for a recount is received to the time the recount is completed, except for those decisions and actions required to address emergency situations or that are required for POATRI to continue daily operation.
2. During a recount the Board will continue to respond to emergency situations and take appropriate action as required for the best interests of POATRI and property owners.
3. When the recount is completed the Board will resume its normal activities. If the recount results in different Directors being seated, any decisions or actions taken between the seating of new Directors at the Board meeting and the recount request being received will be put aside and shall be redone by the Directors seated after the recount.

*Revised April, 2008*

## **FILLING VACANCIES DUE TO RESIGNATION OF A DIRECTOR OF THE POATRI BOARD**

Within three (3) days after the acceptance of the resignation of a Director, the President will instruct the nominating committee to post a request on the POATRI web site, barring technical difficulties, asking for applications for the position. The applications will be returned to the General Manager, who will forward them to the nominating committee.

The posting shall contain the standard director's application created by the nominating committee and a time frame for returning the completed application. If the vacancy occurs no earlier than 45 days preceding the next regularly scheduled quarterly meeting, the deadline for receipt of applications will be no later than seven (7) days prior to the quarterly meeting. If the vacancy occurs earlier than 45 days preceding the next regularly scheduled quarterly meeting the deadline will be thirty (30) days from the posting of the vacancy. If the timing is appropriate, the request will be placed in the quarterly newsletter.

After reviewing the applications, the nominating committee will forward their recommendations to the president who will then disseminate them to the entire board for review and comment.

The applicants will be required to attend and review their applications with the board. The candidate then selected will be able to complete the required orientation at the next regularly scheduled quarterly meeting.

If no applications meeting the Board qualifications as stated in Article 4.03 are received during the specified time frame, the notice will be removed. Following the next regularly scheduled meeting, the notice will be posted again. If the resigning director has less than six (6) months remaining on the term, the seat may then be filled at the next election. The replacement will serve the remainder of the unexpired term.

*(Added 10/05)*

## **COMMITTEE & TASK FORCE CONFIDENTIALITY REQUIREMENTS**

Because Committee Members and Task Force Members often become privy to confidential information it is necessary that before any Member of POATRI may participate in committee or task force work that Member must sign the POATRI Committee & Task Force Code of Ethics & Standards of Conduct agreement.

### **Code of Ethics & Standards of Conduct POATRI Committee & Task Force Members**

The Board of Directors for the Property Owners Association of Terlingua Ranch, Inc. (POATRI) is committed to ensuring that the role and responsibilities of any appointed committee or task member are well defined and that expectations of such members are clear regarding standards of ethical conduct.

Therefore, we ask that these members shall conduct themselves in a professional manner, commit to teamwork and cooperation, and demonstrate behaviors that uphold the values of honesty, integrity, trust and respect for all of the policies and persons involved with POATRI.

More specifically, all appointed committee and task force members shall adhere to the following Code of Ethics & Standards of Conduct.

#### **Code of Ethics & Standards of Conduct**

4. Conduct themselves in a manner consistent with sound business and ethical practices to ensure and maintain owner confidence in the integrity of POATRI.
5. Conduct POATRI business in a manner that ensures a) management and personnel are free from any internal or external pressures that may adversely affect the quality of their work; and b) the integrity of POATRI is maintained.
6. Diligently support the Bylaws and Policies & Procedures that are constructed to ensure sound business and ethical practices and behavior.
7. Avoid involvement in any activities that would diminish stakeholder confidence in the committee or task force's competence, impartiality, judgment, or integrity.
8. Attempt to reconcile conflicts or differences with honesty and respect.
9. Avoid activities that create undue stress which may impact decisions and actions.
10. Avoid the perception of conflict of interest which may arise whenever the personal or professional interests of a member are potentially at odds with the best interest of POATRI.
11. Be aware, as representatives of POATRI, that the wellbeing and interest of the membership as a whole is paramount in all POATRI actions.
12. Abide by and support final decisions made by a majority of the Committee or task force.

Specifically, no individual shall engage in the following conduct:

8. Discuss any confidential information (as defined below) with persons other than the POATRI Officers, Directors, General Manager, Accountant, Attorney or Auditors
9. Release or allow access to confidential information (as defined below) without prior authorization from the entire Board of Directors and the corporation attorney.

#### **CONFIDENTIAL INFORMATION:**

At times Committee & Task member may engage in discussions and, in some cases, may suggest policy decisions concerning the financial position of POATRI, owner accounts, owner files, future plans for POATRI, and other confidential and sensitive information. To make prudent decisions that serve the best interest of POATRI, and to intelligently consider all options in making recommendations, the Committee & Task Force members may need to evaluate confidential, sensitive and proprietary information.

Therefore, all appointed committee and task force members 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:

4. 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
5. Information that disclosure of or unauthorized use of which has the potential to harm POATRI
6. Third party financial or proprietary information,
7. Pending or past legal investigations or employee grievances,
8. Attorney-client privileged information

Confidential information shall also include, but is not limited to, information considered to be confidential by the POATRI attorney or auditor, or POATRI policies and governing documents. Examples include, but are not limited to, minutes from executive meetings, attorney-Board and auditor-Board privileged information, confidentiality agreements, or proprietary information obtained for POATRI business.

I, the undersigned Appointed Committee or Task Force member, do hereby acknowledge my understanding and acceptance of the stated Code of Ethics and Standards of Conduct.

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

\_\_\_\_\_  
Signature

ATTEST:

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

\_\_\_\_\_  
Corporation Secretary

## POATRI Communications Policy

The POATRI Board of Directors and Management have a responsibility to Terlingua Ranch property owners to communicate information related to the operation of the POATRI organization. This responsibility includes the following definitions and guidelines:

- a) The primary methods of communication, and the specific items to which this policy applies, include the POATRI web site, newsletter, the election ballot package, and information given to property owners at the Terlingua Ranch office.
- b) Information is to be provided in at least one of the above channels on all appropriate topics as defined in the Topics Guideline, included below.
- c) All information is to be presented with complete accuracy which includes
  - i) Correctness of the individual facts,
  - ii) Accuracy of the context of the message,
  - iii) A clear statement as to how the information affects property owners.
- d) Information and reports are to be provided in a manner that is easy to access, understand, and that can be utilized by property owners to stay informed.
- e) Information is to be provided in a timely manner that is appropriate for each specific topic with general timeframe guidelines provided in the Topics Guideline below, including specific references to other documents, such as the By-laws and the Board of Directors Procedural Manual, that provide guidelines for the ballot and meeting processes, and board meetings.
- f) Reasonable efforts are to be taken to provide specific accurate information through one or more of the channels in section a) above to respond to situations where property owners and prospective property owners have received inaccurate information about Terlingua Ranch or the POATRI organization.

Topics Guideline related to section b/ and section e/ above:

The following list of topics is to be used as a guideline to ensure that property owners are provided all relevant information and that information is provided on a timely basis. This list may be updated by the board and management at any time to add and delete topics as appropriate to keep the topics list current. These topics are guidelines and the specific content of each topic is to be determined by the board or management depending on who is responsible for the information.

1/ Corporate reports and policy documents:

- a/ All financial statements, budgets and audit reports produced by the corporation, contract accounting staff and independent auditors (to be provided to property owners via the web site within two weeks after each quarterly board meeting).
- b/ All corporate documents that govern the POATRI organization to include the Terlingua Ranch Maintenance Association document, By-laws, and Policy and Procedures Manual (to be provided via the web site within two weeks after changes to specific documents are approved by the Board and or membership vote, and are filed with appropriate external authorities where required).

2/ Board Meeting Information:

- a/ A schedule of meetings and the location (specific responsibilities and timelines are provided in the By-laws).
- b/ Board meeting synopsis and board meeting minutes to include a summary of all decisions made and actions taken by the board (to be provided per the guidelines in the Board of Directors Procedural Manual).

3/ Operations Information (to be provided via the web site within two weeks after the board meeting following the close of each quarter and to be included in the next published newsletter):

- a/ Road maintenance accomplishments.
- b/ Availability and schedule of services from the restaurant, pool and lodge accommodations.
- c/ Current financial information to include revenue collection, overall expenses, cash flow position, revenue and expenses related to the resort, and any special circumstances or events that affect the financial condition of the ranch.
- c/ Planned accomplishments for the next calendar period, as this information is available.

4/ Strategic Plan Information (to be provide via the web site within four weeks after significant accomplishments are achieved or major changes are made):

- a/ Events and accomplishment that contribute toward achieving the goals outlined in each of the four vision areas of the Strategic Plan.
- b/ Any changes made to the Strategic Plan the affect the priorities and direction of the ranch.

5/ Election, ballot process, candidate information, member meetings, election results:

- a/ All guidelines and timelines related to the election, ballot process and meetings are contained in the By-laws.
- b/ All candidate information available (to be provided via the web site as soon as practical after being approved and provided by the nominating committee).

*(Added 10/06)*

## **PARTICIPATION BY MEMBERS AT POATRI BOARD MEETINGS & WORKSHOPS**

In order to assure that persons who wish to make public comment regarding proposed actions by the Board may be heard, and at the same time, conduct its meetings properly and efficiently, the Board adopts as policy the following procedures and rules pertaining to Participation by Members at Board meetings.

- Public Service Announcements, being of general interest to the Board and those present, will be at the pleasure of the President of the Board. Time will be set aside prior to the commencement of the official Board meeting. Speakers are limited to three minutes.
- Before the meeting begins any individual wishing to speak shall list their name and tract number on a sign up sheet provided by the Secretary of the Board
- Speakers must use the centrally located microphone for taping of official proceedings.
- The Public Participation by Members is to be placed on the Agenda following Committee Reports and Announcement of Actions, so they have an opportunity to express their views prior to any votes.
- Any speaker shall confine their questions and comments to the issues under discussion by the Board and shall not extend to any other matter.
- Speakers will not be allowed to repeat points already made by previous speakers. If there are several individuals concerned with the same issue, they shall select a spokesperson to address their views.
- Speakers for and against an issue before the Board may be recognized alternately by the presiding officer, with the desire of there being an equal number representing the pros and cons.
- Speakers are limited to three (3) minutes and shall not yield any portion to another speaker.
- The total time allowable for Participation by Members is 30 minutes.
- It is expected that speakers will observe the commonly accepted rules of courtesy, decorum, dignity and good taste. Resorting to personalities will be ruled out of order, as will the use of intemperate, abusive and defamatory language.
- The Board and/or Chair of the meeting will have authority to terminate any and all participatory discussion that is not on point to issues currently under consideration by the Board and for any other inappropriate behavior as noted in this document.
- **Any person making impertinent or slanderous remarks or who becomes boisterous while addressing the Board may be barred from further audience by the presiding officer, unless permission to continue or again address the Board is granted by the Majority vote of the Board members present.**

**Above all, all public participation at any POATRI meetings will be conducted according to the guidelines set forth in the Statement on Personal Conduct adopted by the Board of Directors.**

**Statement on Personal Conduct**

**It is POATRI's policy that all POATRI employees and members of the Board strive to conduct POATRI business in a courteous and professional manner. POATRI Members are held to the same standard in addressing POATRI's affairs and in their interaction with POATRI employees and Directors. Accordingly, rude, obnoxious, threatening and/or uncivil behavior will not be tolerated and is justifiable reason to immediately cease any and all discussions with the Member(s) regarding any and all issues or concerns of the Member. However, the Member will be given an opportunity to continue the discussion in an appropriate manner at a later time. The cooperation of all regarding this matter is appreciated.**

### **Use of Terlingua Ranch Logo**

The Terlingua Ranch logo, or any part of the logo, is reserved for the personal use only of members of the Property Owners Association of Terlingua Ranch, Inc. No commercial use of the logo will be allowed except in the promotion of Terlingua Ranch Lodge/Resort or other sanctioned activities of POATRI.

*(Added 10/06)*

### **Polling of Votes by Board**

Voting on all future issues should be done by polling each director and publishing the results of the vote in the minutes.

*(Added 10/09)*

## **FUNCTION & ORGANIZATION OF POATRI**

### **A. Hours of Operation and Function of POATRI**

1. The POATRI Administrative offices are open 9:00 AM to 5:00 PM, Monday through Saturday to the extent the budget allows. Management has the authority to adjust these hours of operation as necessary. Administrative functions include the maintenance and repair of roads and Ranch-owned buildings and equipment, property owner services and assessment collection, as well as the financial management of all aspects of POATRI and Terlingua Ranch Lodge.
2. The Terlingua Ranch Lodge offices are open 8:00 AM to 5:00 PM, seven days per week, 365 days per year to the extent the budget allows. Management has the authority to adjust these hours of operation as necessary. Its functions include the reservations system, motel; RV and campsite rental; tourist promotional activities (both individual and groups) and housekeeping functions associated with the motel, bathhouse facilities and swimming pool.
3. The Restaurant is open seven days per week, 365 days per year to the extent the budget allows. Management has the authority to adjust these hours of operation as necessary. Hours of operation are flexible and will be determined by the General Manager, depending on the number of guests expected. The Restaurant's functions include the preparation and serving of meals; coordination and oversight of POATRI parties and other POATRI functions, with the assistance of the Lodge Operations if needed; and the administrative functions associated with such food service.