

TONTO HILLS IMPROVEMENT ASSOCIATION

BOARD MEETING MINUTES

6:30 PM, Feb. 17, 2015

Christ the Lord Lutheran Church

9205 E. Cave Creek Rd, Carefree, AZ

- I. Call to Order – Vice-President, Cheryl Kaufman, called the meeting to order at 6:30
- II. Roll Call
 - a. Members Present – Jackie Hoagland, Richard Grady, Cheryl Kaufman, Dick Mocny, Keith Pierce, Diana Cole, Rick Nelson.
 - b. Members Absent - Rick Leach
 - c. Guests – Steve Rensel, Ralph Spurgin, Charlie Hoagland, Michelle Waller, Bill Victor
- III. Open Forum –
 - a. Michelle Waller expressed her concern that pet waste not being picked up in the community. Rick said it would be discussed as a future agenda item.
 - b. Ralph Spurgin asked exactly how much money the THIA has in the bank. Dick answered \$114,883.83
- IV. Consent Agenda Items:
 - a. Acceptance of Meeting Agenda – Rick N. made a motion to approve, Dick 2nd. The motion passed.
 - b. Approval of Minutes of 1/21/2015 and Executive Session of 1/28/2015
 - i. Keith made a motion to approve minutes of 1/21/2015, Cheryl 2nd. The motion passed.
 - ii. Rick made a motion to approve Executive Session minutes of 1/28/2015, with the stipulation that they be posted publically on the THIA website. Diana 2nd. The motion passed.
- V. Reports
 - a. Treasurer's Report –
 - i. Dick presented the THIA Profit and Loss and Balance Sheets through Jan, 2015. Cheryl made a motion to approve, Keith 2nd. The motion passed.
 - b. Environmental Report –
 - i. Rick reported on a conversation he had with the Dept. of Transportation regarding chip seal and Tonto Hills' roads. He was told that all discussions regarding Tonto Hills are being referred to Mr. Mitch Wagner, liaison between MCDPT and MCBoS.
 - c. ACC Liaison Report –
 - i. Cheryl had nothing to report. Richard questioned the absence of some months of ACC minutes on our website. Cheryl said she would follow-up.
 - d. THVFD Liaison Report –
 - i. Dick had nothing to report.
- VI. Unfinished Business

- a. Code of Conduct –
 - i. All THIA board members have now signed the Code of Conduct. Since our legal counsel has stated that signatures are not mandatory according to our bylaws, and the next board is being elected in a month, the board agreed to table the issue of ACC signatures pending the next election.

- b. Survey on roads update –
 - i. Rick reported on the surveys received to date and resident questions. Rick will present the information at the AGM.

- c. Admin passwords for website to Secretary –
 - i. Richard reported that the DWID has asked to have their website broken out from the THIA website. Following completion of this, Richard will provide all admin passwords to the THIA Secretary. Diana expressed concern over out of date documents being on the website that she cannot remove due to lack of access. She will send a list to Richard for him to archive.

- d. AGM Preparation –
 - i. Review THVFD financial/recommend amount THIA contribution –
 - Dick presented the proposed THVFD budget given to him and the impact on the impact on the 2015-2016 THIA budget. Dick will invite a member of the THVFD to attend the first meeting of the new board for a Q and A regarding their proposed budget.
 - The board discussed accepting the cost of landscape maintenance of the kachina area which would require an increase in the Landscaping expense line of the budget to approx. \$5400 from \$3000.
 - Cheryl made a motion to accept the THIA 2013-2015 budgets for addition to the AGM mailing with the Annual Assessments line being corrected to \$34,800 and the Landscaping budget line being increased to \$5400. Richard 2nd. The motion passed 5 to 2.
 - ii. Develop and approve AGM agenda
 - The agenda was reviewed. Jacki made a motion to accept the AGM agenda with the word “Update” added to two areas, and “DWID meeting to follow” added after Adjournment. Rick 2nd. The motion passed.
 - iii. AGM letter and Ballot Approval
 - The AGM letter was reviewed. The DWID will be providing 2 pieces to add to the mailing. Diana made a motion to accept the letter with DWID wording change from agenda to “materials”. Keith 2nd. The motion passed.
 - Ballot Approval – Diana stated she was withdrawing her candidacy for re-election. She also stated that Eric Hovland was withdrawing his candidacy and read a statement he had provided regarding his withdrawal.
 - Rick brought up a concern that Ron Phillips was not qualified to be a board member according to the THIA D of R's. Cheryl affirmed on his behalf that he is qualified.
 - Jacki is formatting the ballot and will send out to the board for review.

- iv. Return envelopes for voting – the board felt these should not be included in the mailing.
 - v. Labels for mailing – Dick will get from Lois
 - vi. Purchase envelopes – Cheryl will get 200 bi-fold white envelopes
 - vii. 2 sided copies at printers – Rick volunteered to make copies of all materials
 - viii. Get Postage – Rick will get postage
 - ix. Set date for Folding/Mailing/Assignment of AGM tasks - The board set the next meeting date for Thursday, Feb. 26 at 6:30.
- e. Bylaws of the THIA dated 5/22/2014 -
- i. Rick made a motion to accept all verbiage corrections originally presented by Tom Cagliotti. Richard 2nd. The motion passed. The changes are:
 - Article Two, Section 1: “a” to “as”
 - Article Three, Section 3. (Changes in blue): Section 3. Notice of Meetings: Handwritten or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail (for purposes of this document, the term “mail” is inclusive of eMail), to each member entitled to a vote at such meeting, not less than five nor more than thirty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation with postage thereon prepaid. If electronic mail is used, the notice of a meeting shall be deemed to be delivered as indicated in the email record of date sent to the email address of the member as it appears on the records of the corporation.
 - Article Four, Section 2: addition of word “be”
 - Article Five, Section 1: (changes in blue): Any two offices may be filled by the same person with the exception that the two offices of President and Secretary cannot be held by the same person.
 - Article Five Section 3: Addition of “Board Member” before Removal and/or Replacement.
 - Article Five, Section 4: Addition of “Officer” before Vacancies.
 - Article Six, Section 4, Architectural Violations, #1: Addition of “who will forward the complaint information to the ACC for their evaluation” at the end of the paragraph,
 - Article Nine, Section 2: (change in blue): Dues shall be payable in advance no later than the fifteenth day of May in each year.
 - ii. Rick made a motion to amend Article Four of the THIA Bylaws- Board of Directors, Section 2 - Number, Tenure, and Qualifications to add a new sentence to the end of the section which reads as follows: "No member shall serve on the Board and ACC simultaneously." Richard 2nd. The motion did not pass with a vote of 4 in favor to 3 opposed.

VII. New Business

- a. Plan and Order Yard Waste Dumpsters –

- i. Keith offered to take this over since Rick L was absent with a goal of having dumpsters available in mid-March.
- b. Bid contract for landscaping services –
 - i. Keith will get bids with and without Kachina maintenance
- c. Petition process for Hillside Ordinance Change –
 - i. The board discussed that the petition should have pro and con arguments per legal counsel. Rick will put together the con argument and Cheryl will work with the ACC on the pro argument.
- d. Cheat Sheet for Email guidelines –
 - i. Cheryl reviewed the new Technology Guidelines developed by our attorney. The board reaffirmed their commitment to the AZ Open Meeting Laws.
- e. Realtor form –
 - i. Rick reviewed the HOA Condo/Planned Community Addendum form for possible inclusion on our website. BoD decided not to include it on the Web page since it is mainly for HOAs and title companies send out a similar form when escrow opens.

VIII. Announcements

- a. Future Meeting Dates – The date of 2/26/2015 at 6:30 was selected for the next BOD meeting and AGM envelope stuffing.
- b. Future Board Agenda Items –
 - i. Pet Waste management on Tonto Hills' roads.

IX. Executive Session – not needed

X. Adjournment – Richard made a motion to adjourn at 9:37; Cheryl. -2nd. The motion passed.

Diana Cole Approved 2/26/2015
 Diana Cole, Secretary

Action Items	Responsible Person	Due Date
Past ACC Minutes to Secretary for website posting	Cheryl	Feb. 28
Out of date document list to Richard for archiving	Diana	Feb. 28
Invite THVFD to First meeting of new board for Q and A	Dick	First meeting of new board
Contact attorney regarding applicability of new Bylaw to current election	Cheryl	Feb. 24
Dumpsters	Keith	Mid-March
Landscaping bids	Keith	First meeting of new board
Petition Pros and Cons	Cheryl and Rick	First meeting of new board
All AGM Mailing Tasks	THIA board	Feb. 26