

## WILLOW VALLEY CLUB ASSOCIATION

### BOARD OF DIRECTORS MEETING

MEETING HELD AT: 549 E. GORDON DR, MOHAVE VALLEY, AZ 86440

MEETING HELD March 4th, 2023 @ 9:00 AM

The Board of Directors meeting was called to order at 9:00AM by Andrea Pewsey.

Mark Aery led the Pledge of Allegiance. 8 out of 12 board members were present making it a quorum.

1. Present: Dee Adcox-Kimberlin, Mark Aery, Randy Burton, Bob McMahon, Andrea Pewsey, Bob Slater, Sue Steeber, Karen Summitt.
2. Absent: Mark Bestwick, Ed Peters, Michelle Stevens, Eric Villalobos.
3. Number of General Members attending: 27

#### **CURRENT 2023 VEHICLE AND BOAT STICKERS**

Andrea Pewsey reminded everyone that they need to have their current 2023 stickers on their vehicles and boats. Caretaker Mike Wilke was giving friendly reminders until the end of February, but he will not be giving any more reminders. Please do not waste the office's time having to mail out reminder letters. Andrea showed a stack of letters that have gone out to members using the beach or marina without current stickers. A member asked if it is possible to fax or email your registration and driver's license information to the office in advance, and the office can set aside the stickers to hold for pick up. Yes that is possible and would hopefully reduce long lines and waiting time on busy weekends. **Motion to Approve** faxing or emailing registration and driver's license information to the office in advance for sticker pick up was made by Andrea Pewsey, 2<sup>nd</sup> by Sue Steeber, and carried. As of March 1<sup>st</sup>, everyone should have their current stickers. People who continue to use the marina and beach without current stickers are getting a warning letter. After a warning letter, if it happens again their gate card will be shut off until they get current stickers. **Motion to Approve** shutting off a member's gate card after a warning letter and further incident was made by Andrea Pewsey, 2<sup>nd</sup> by Mark Aery, and carried.

#### **2023 ELECTION RESULTS**

Mark Aery presented the election results, there were 394 votes cast. Replacement of the clubhouse roof passed. Preventing board members involved with the marina project from running for future office passed. Chris Young was elected Director, District 1. Brian Osborne was elected Director, District 3. Ken Koch was elected Director, District 5. Chris Everett was elected Director at Large. Karen Summitt was elected Director at Large. Andrea Pewsey was elected Secretary, and Dee Adcox-Kimberlain was elected Treasurer. Bob McMahon commented that the action of preventing past board members from running is a direct conflict with our current Bylaws and we should get a legal opinion on this before making any binding decision. **Motion to Approve** contacting our attorney concerning the ballot measure preventing board members from running was made by Bob Slater, 2<sup>nd</sup> by Andrea Pewsey, and carried.

A member asked why the ballots were counted before 5:00 PM. Dee Adcox-Kimberlain replied that the mail-in ballots were counted and the volunteers stayed at the clubhouse until 5:30 PM. Another member asked why a political flyer was included with the ballot. Andrea Pewsey replied it was a bio on a write-in candidate. Karen Summitt commented it was not the same for everyone in the community. Bob McMahon remarked it seemed on the surface that candidate was trying to get her information out there as a write-in, but it was after the fact as most of the ballots had already been mailed.

#### **MEETING MINUTES FROM February 4<sup>th</sup>, 2023**

The meeting minutes are sent to the Board to review prior to the meeting. Copies were provided to members at the meeting and are available on the website and in the office. **Motion to Approve** February 4<sup>th</sup>, 2023, meeting minutes as presented was made by Andrea Pewsey, 2<sup>nd</sup> by Mark Aery, and carried.

## TREASURY REPORT

The treasury report for January 2023 was sent to the Board prior to the meeting. Copies were provided to members at the meeting for review and are also available at the office. **Motion to Approve** the January 2023 treasury report as presented was made by Andrea Pewsey, 2<sup>nd</sup> by Mark Aery, and carried.

Dee Adcox-Kimberlain explained the financial review process by an independent bookkeeper. The financial reports are audited monthly. The office matches expenses to the penny and the bank statements are reconciled, then double-checked by Dee. Then they are sent to a CPA for outside analysis. To clarify the process for everyone's information, we are not embezzling anything. Bob Slater asked if any vendors are paid with gift cards, Dee replied no.

## BUILDING AND MAINTENANCE

Randy Burton advised that they have 3 quotes to fix the exit gate fence (damage caused by high-speed crash through the gate and into the caretaker residence). Mark Aery has taken the lead on this project and is waiting to hear from the insurance adjuster about the caretaker residence. We can't fix the fence until we know the status of the residence; i.e., is it a total loss or not. The 3 quotes for the fence repair are Cal-Zon, \$1,800; Eagle Fence, \$1,891; and Superior Fence, \$3,300. We will go with Cal-Zon and schedule the fence repair as soon as possible.

Caretaker Mike Wilke reported that Baron has sprayed the properties for pests and still needs to come back to spray for weeds. Mike proposed having an emergency fund set aside for things like plumbing, electrical, A/C repairs. This fund would be for emergency breakdowns, suggest \$1,000 - \$3,000 and avoid getting 3 bids. We found out after the fact, that Family Man Plumbing, who recently came to fix the leaking emergency pressure backflow valve was not licensed. No one else would come out and it was an emergency. We could not get 3 bids. The Board did approve it after the fact, and it cost \$2,100. A member suggested we put together an emergency contact list for emergency repairs. Bob McMahon suggested we get contracts with certain vendors for emergency repairs; plumbers, electrician, A/C, etc. The Board agreed. Randy Stewart suggested we create a maintenance budget line item expense fund set aside for emergencies. Karen Summitt stated we should clarify in the Bylaws that anything over \$10,000 needs 3 bids, otherwise 3 bids are not required. A member suggested getting a bank card with a set amount on it. Mike said the current system does work, he goes to the clubhouse for the debit card. Someone crashing through the fence was an extenuating circumstance, but we should have an emergency fund. Tabled for further discussion when new board members are installed at the next meeting.

## PUBLICITY AND COMMUNICATION

Dee Adcox-Kimberlain reported there are 662 members on the WV Association Facebook page.

## RECREATION AND ENTERTAINMENT

Andrea Pewsey advised the community pancake breakfast is scheduled for tomorrow, March 5<sup>th</sup> from 8-11:00 AM at the clubhouse. It is the last pancake breakfast for the season.

## STRATEGIC PLANNING COMMITTEE

Karen Summitt advised that the draft strategic plan will be reviewed after today's board meeting and invited the community to attend. The committee has included all ideas submitted and has attempted to prioritize them in the plan with a timeline.

## ARTICLES OF INCORPORATION COMMITTEE

**New Lots in Cimarron Lakes:** Andrea Pewsey advised that Michelle Stevens is still working on this. Tabled for the next meeting.

**Articles of Incorporation and Bylaws final drafts:** Bob McMahon advised that he was elected chairman of the Bylaws and Articles of Incorporation Committee in June 2018. He has spent 4 years working on the updates. He said he has been accused of writing the changes himself, but all the changes were discussed in public, open meetings. He has held 2 town hall meetings with a handful of people attending, less than 10. Andrea Pewsey added that we need to start advertising on social media about the importance of these documents and getting them approved in the upcoming special election. Bob Slater stated we have done our due diligence to spread the word,

some people don't read the material and then come back later and complain. Bob McMahon read from his notes about a few outstanding items in the Bylaws:

There is a conflict about the annual meeting between the Bylaws and Articles, one says it's March and the other says April. We would have to change our fiscal year so we will keep the annual meeting in April, "a Saturday in April." Also, the Articles say lessen the number of board members from 9 to 7 and from 15 to 12, we will keep as 9 to 15 board members. A 10% annual increase of the building fund is recommended, we need to build a mechanism for future expansion. We will increase the \$10,000 spending limit to \$20,000, plus a 10% annual increase. Bob discussed eliminating the honorary member classification. Dee added that there are very few honorary members, such as the homeowners behind Chase Bank. Bob recommends keeping honorary member classification for now, when those properties are sold, their honorary memberships are non-transferrable. We will not grant any new honorary memberships and we'll keep that as is.

Bob continued; we are raising the one-time assessment for new properties to \$25,000. Bob wants to check with the attorney to confirm this is defensible in court. If not, then what amount can we charge? Another change to the Bylaws prevents 2 family members from serving on the Board at the same time. It was also brought up that no family member of a Board member should work in the office or be employed by the association. No, that is okay we will leave it as is. Also, it was suggested the Secretary and Treasurer should not hold the Chairperson or Vice-Chairperson office. Andrea has done a great job as Chairperson and has volunteered countless hours for the association. Andrea was elected Secretary but Sue Steeber is doing that job since Andrea is Chairperson. People feel that you should do the job you were elected to do. A member asked why the community doesn't vote for Director of Recreation & Entertainment. Bob replied that position, as well as Director of Building & Maintenance, and Publicity and Communication, are appointed by the Board, Bob has discussed this with the attorney and we've been doing it wrong for so long, we think we're doing it right. At the annual April meeting, we go through the process of nominating the committee chairs and they are appointed for a 1-year term. They have a vote on the Board. People feel they should not have a vote. Karen Summitt and Randy Stewart feel that the committee chairs should be voted on / elected. A member feels that a husband and wife both on a parcel should have 2 votes. No, there is 1 vote per parcel per the Bylaws. Bob recommends keeping the appointment of the committee chairs as is. Karen Summitt feels they should be elected directors and could appoint a non-voting co-chair. Some of the Board agrees the chairs should be voted on and some want to keep the current process of appointment. Karen feels the chairs must be appointed from the current, elected directors and they can get help if needed. We will continue the discussion when the new Board members are seated next month.

Bob discussed Roberts Rules of Order, a classic work on parliamentary procedure, which is a guideline for running meetings. He would like the Board meetings to be run in accordance with Roberts Rules.

Bob clarified from earlier discussion about getting 3 bids on projects, the Bylaws state "The Board should obtain 3 bids if possible for undertaking approved projects" (i.e., over \$10,000).

A member suggested stating the rules of a meeting at the beginning of the meeting, and ask for respect from the members.

A member asked to print the director's district # and position on the name cards so the audience knows who is who.

Discussion about the Building and Maintenance budget continued, the yearly budget for equipment maintenance is \$2,000, and \$1,000 for the marina. We've had several non-budgeted emergency expenses like A/C, water heater, plumbing. We should budget an emergency line-item fund. Andrea asked Mike to meet with Debbie Pewsey and go back through 5 years of maintenance expenses to get an average so we can set up an emergency budget.

## **OLD BUSINESS**

- A. **Tri-State WIFI Projected Timeline.** Andrea Pewsey reported we are waiting for an electrical bid from their contractor and then can place the shed.
- B. **Error & Omission Insurance Policy.** Andrea discussed filing a claim on the WVCA error & omission insurance policy. The insurance company told her we would have to start a class-action lawsuit, the community would need to join in the lawsuit and sue the association (ourselves) to recoup some of the money spent on the ramp. Karen Summitt cautioned that if we do this, we will lose Board members. Discussion tabled.

## **NEW BUSINESS**

- A. **Trailer Damage.** Andrea Pewsey discussed the damage to the marina fence, carport and residence caused by Richard Alvarado. He works for a security company, he was in a company car speeding down King St, crashed through the fence by the exit gate, and crashed the vehicle into the carport and the residence. We have limited information at this time. Mark Aery said an insurance inspector came out from Mesa, AZ and we are not sure if the mobile can be fixed or if it will be replaced with a similar mobile. The inspector took a lot of pictures. We may be able to fix the bent frame. An engineer is coming to look at the frame damage. Bob Slater said he has looked at the frame and the chassis rail is totaled. Bob will be present when the engineer comes out.
- B. **MVIDD Water Allocation.** Karen Summitt discussed recent changes made by the MVIDD, stopping water allocation allotments to certain areas. Some new subdivisions may not have any water. Lake Havasu, Bullhead City, Mohave Valley, and the AZ Board of Realtors are working hard to change this for better allocation for residents. The MVIDD board is made up of all farmers and they have the majority of water allocation. For information only.
- C. **Cornhole Tournament.** Brian Osborne announced a cornhole tournament is scheduled for Saturday, March 18<sup>th</sup> at 2:30 PM in the marina picnic area. Andrea asked Brian to get a dollar amount for the food and beer, give it to Dee for expense reimbursement from the recreation and entertainment funds.
- D. **Non-Member Entry to Summer's Point.** Andrea will add this topic to next month's agenda.

The next regular meeting will be held Saturday, April 15<sup>th</sup>, 2023, at 9 AM.

Meeting Adjourned: 11:15 AM.