

Minutes, Directors' Meeting, January 2015

Eagle Rock HOA

Following the election of Directors by the Members of the HOA at the Annual General Meeting of January 20, 2015, Peter Flynn (President) called a Directors Meeting for 5 PM January 20, 2015, at 750 Rhapsody Rd., Sedona. Members were notified of the meeting able to attend if interested.

The following Board Members were in attendance:

David Brushwood

John Cantello

Peter Flynn

Paolo Scardina

Steve West

The following motions were considered by the Directors:

Motion 1. The Directors make the following appointments:

Officers:

President	Peter Flynn
Vice President	John Cantello
Secretary	Carsten Holm
Treasurer	Steve West

Architectural Review Committee:

Chair	Paolo Scardina
Member	Carsten Holm
Member	Steve West
Alternate	Peter Flynn (only votes if one of the above steps down due to a conflict)

Nominating Committee:

Chair	Peter Flynn
Member	Steve West

Motion 2. The Directors set the size of the Board at Five (5) Members effective March 1, 2015, reflecting the announced resignation of Rob Bonner and David Brushwood as Directors.

Motion 3. The Directors approve a change in Section 3 of the Bylaws to read:

“Article 3 Meeting of Members

3.1 Annual Meetings. An annual meeting of the Members of the Association shall be held at least once every fourteen (14) months at a date and time determined by the Board of Directors for the purpose of electing or announcing the results of the election of Directors and transacting such other business as may properly come before the meeting.

3.2 Special Meetings. Special meetings of the Members may be called at any time by the president, by the Board of Directors, or by a request submitted to the president in writing by two (2) Members.

3.3 Notice of Meeting. Written notice stating the place, day and hour of the annual meeting of Members or a special meeting of Members shall be hand delivered or delivered by first-class U.S. Mail to all Members, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the Secretary. The notice of the meeting shall be deemed to be delivered when left with a person of suitable age and discretion at the address that appears on the records of the Association or when deposited, postage prepaid, in the United States Mail and addressed to the Member at the address that appears on the records of the Association. In the case of special meetings, the purpose for which the special meeting is called shall be stated in the notice and no business shall be transacted at such special meeting except as stated in the notice.

3.4 Quorum. The presence in person or by absentee ballot at a properly noticed meeting of Members entitled to cast at least fifty-one percent (51%) of the votes of the Members that may be cast at such meeting shall constitute a quorum at all meetings of the Members.

3.5 Absentee Ballots. At all meetings of Members, each Member entitled to vote at such meeting may vote by absentee ballot in accordance with applicable Arizona statutes.”

In discussion the Directors noted that the change corrects a mis-numbering in the March 2013 Bylaws, which had two sections numbered 3.2, and also provides for up to 14 months between annual meetings, in order to provide a schedule less rigid than the previous provision of 12 months that would have the effect of requiring slightly earlier meetings each year. The Directors noted the merit of continuing to have an annual meeting in the late November to January time frame.

Motion 4. The Directors delegate their responsibility to set the date and location of the Annual General Meeting to the President of the HOA, provided that the date reflects the requirement for notice period outlined in Section 3.3 of the Bylaws.

In discussion the Directors noted that this delegation could be reversed by a motion of the Board of Directors at any time, giving the Directors the power to set the timing of the Annual General Meeting.

Motion 5. The Directors set the annual Assessment at \$200 per Member (Lot), due March 1, 2015.

Motion 6. The Directors approve the 2014 Financial Statements submitted by the Treasurer, David Brushwood, and requested that they be posted on the HOA website.

In discussion the Directors noted that the mailbox project approved in April 2014 is completed: pad poured, cluster mailboxes still to be ordered and installed. This expense occurred in January 2015, and hence will be reflected in the 2015 financial statements. John Cantello and Peter Flynn will meet with the postmaster to initiate mail service to the boxes.

Motion 7. The Directors, in recognition of a unique problem in Tract O (a dirt roadway between parcel 18 and parcels 19/20), authorize the ARC to develop and approve a landscaping repair of the roadway to include up to six trees and related underbrush.

In discussion the Directors noted that this repair is to address a unique issue of prior damage to Tract O, and that this does not create a precedent for any other repair of damage to Tract O. The Bylaws note that repair of damage to Tract O arising from construction activity is the responsibility of the Member, not the HOA.

The above seven motions were passed unanimously.

There being no further business, the meeting was adjourned.

Prepared by: Peter Flynn
January 20, 2015