

## Buckskin Artists Community, Inc.

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### **Board of Directors Meeting Minutes November 4, 2023 10:08 am - 12:25 pm**

#### Attending

##### Board Members

Steve Stearns

Gary Martin

Kelly Fletcher

Maggie Dahlgren

Shawn Barbetta

Joe Kemp

Mark Allen

Tanner Perkins (via phone)

##### Unable to Attend

Jim Albu

Brian Kennison

Secretary/Treasurer: Denise Stearns

##### Called to order at 10:08am – Steve

- Steve spoke of his appreciation to all for attending and noted that this was the first meeting for the new Board members since the brief meeting after the annual picnic.

##### Secretary/Treasurer Report – Denise

- Denise read the minutes from the 3:00 pm meeting on May 27. There were no questions or comments.
- Denise reviewed the QuickBooks Balance and Profit and Loss reports from May 27 to November 2.
- Denise and Steve briefly discussed several items on the reports: BAC's asset values and depreciation; the checkbook balance and Edward Jones CD which show BAC's finances to be in good order. Steve mentioned that detailed QB reports such as these have not been used before and we will prepare more detailed explanations for future meetings.
- Denise and Steve explained the QuickBooks Balance Summary of member accounts, money currently owed to BAC and the ongoing efforts to collect it.
- There was some discussion of removing one auxiliary member's account from BAC's water service area. Steve will discuss it with Jim. Also, comments were made on the success over the last few years of BAC's late dues collection.

Motion to accept reports: Maggie.

Second: Kelly.

Unanimous approval.

#### Water Committee Report – Steve for Jim

- Steve read a report prepared by Jim for the meeting.
- Minimal downtime on the system through the summer and fall. A County equipment operator broke our 6” main that crosses Buckskin Wash. The area had not been Blue Staked, and the County paid for the repair. A 2” line was broken by a homeowner’s equipment operator, again without a Blue Stake, causing a small disruption. The homeowner has been invoiced on the repair costs.
- Two new water services have been installed since the May meeting, making a total of 135 active services in BAC.
- Monthly bacterial testing continues with no violations.
- We completed testing for lead and copper in the water of 5 homes that is required once every 3 years. The testing indicates the water quality in the homes and does not reflect on our system. 4 of the 5 tested well below acceptable limits. One sample, exceeded the standard for lead. The plumbing in the home was old and the homeowner has done some replumbing. We will do an additional test soon to verify that lead is no longer an issue.
- Steve discussed the camera video and sound and temperature transmitter information we now receive from the well sites. Since Jim has developed, programmed and completed the internet installation, the information has improved water system monitoring and troubleshooting.

#### Road Committee Report – Steve for Brian

- Brian is working on road improvement ideas.
- Crushed concrete spread on Ridge Rd. has stayed in place well.
- Potholing for underground electric and phone lines on Ansel Rd. was explained.
- Arizona 811 and the Arizona Corporation Commission (AZ 811’s enforcement arm) and public service disruptions was briefly mentioned along with Steve’s attending a State sponsored AZ 811 class.
- One dust sign we installed last summer on Deer Hill Rd. was taken. We have ordered more and Brian has sign posts that we will use and concrete in place.
- Bob Piazza will be cleaning out some bar ditches for us on several roads as he has done the last couple of years.

#### Architecture Committee Report – Gary

- The Architecture Committee has been very busy recently.
- 6 new homes are completed or nearing completion
- Another 6 are in the planning stages and in the early stages of construction.
- Several prefabricated sheds, porches and a gazebo have been approved, along with a couple of garage/shop builds.
- Gary emphasized how people are working well and communicating with BAC.
- It was noted that the approved new construction is adding property value for all of us.

Motion to accept committee reports: Joe    Second: Kelly    Unanimous approval.

## Old Business

- After a very brief discussion, it was agreed upon by the Board that “we did what we had to do” at last May’s Annual Meeting and picnic.

## New Business

### Board Tenure and Elections

- The spreadsheet was reviewed by Steve. As was discussed and approved at the annual meeting, in an attempt to try and have one third of the Board up for election every year, Gary and Mark are up for reelection in 2024, Shawn, Tanner and Joe in 2025 and Maggie, Kelly and Brian up for reelection in 2026. Jim and Steve’s Board tenure will be decided by the Board at the next Board meeting.

### Board Committee Responsibilities

- It was decided that Architecture and Road Committee members would remain the same. With his experience and expertise, Shawn will join the Water Committee and that the Document Revision Committee naming and Board members would be tabled pending Gary’s communication committee discussion and actions related to improving communication with BAC members.
- Joe would be willing to work with Sue on the website.
- Steve will send Sue the changes for the website posting.

### Discussion of The Articles of Incorporation

- Steve started the discussion by speaking about the Articles of Incorporation (A of I) that we now operate under not being the same as the 1963 original document currently on file with the Arizona Corporation Commission (ACC). He has researched and has documentation that on at least two occasions, amendments were made to the A of I by previous BAC Boards. We have no existing records of membership votes to approve the amendments. We also have no records of approved amendments being filed with the ACC. Records of amendment votes were probably burned up in the Rodeo-Chediski fire when a previous president’s home (and BAC records) were destroyed 2002.
- All Board members present (and Jim and Brian by proxy) voted that the Board should proceed with changes to the A of I and bring it up to date, in order to better operate BAC, Inc. not only presently, but in the future. It was emphasized that this is our (BAC’s) document and should accurately and fairly represent how we want to operate going forward. Prior to today’s meeting, Steve had emailed to all Board members copies of suggested changes to A of I, Articles 4, 6 and 9 for today’s discussion.
- It was explained that David Iwanski, an attorney friend of Jim’s, who has had years of personal experience on the State level with Arizona water and ACC issues was willing to help us with the A of I amendments. Following approval of the changes by more than fifty percent of BAC,s eligible membership, he has volunteered to prepare a completed mailing packet, at no cost, for filing with the ACC.
- Following discussion and comments from all in the meeting, the suggested changes to Articles 4, 6 and 9 on the worksheets handed out in the meeting were approved to emphasize the following:

- Better delineation and consistent inclusion of “regular” and “auxiliary” members in the document;
- The document must clearly define and state that voting can only be done by “eligible/in good standing” regular and auxiliary members;
- The number of directors should be reduced from three (3) to no more than (10) in the A of I;
- Define membership voting for A of I’s and CC&R amendments and Board voting for Bylaws, Water and Road policies.
- Voting on amendments, etc., required of regular and auxiliary members will first be presented to the entire membership by mail, email and/or other Board approved method within a communicated time frame. If a defined vote result of over fifty percent (50%) of the membership is not obtained within the specified time frame, the amendment, etc. will then become an agenda item at the next annual or special meeting called for that purpose where fifteen percent (15%) of the membership will constitute a quorum.
- Steve emphasized that suggested changes were not being made and voted on in this meeting, that this was only a discussion to help the Board understand the thinking and input needed. The input today will be incorporated in the suggested amendments and resent to Board members. The final draft of changes pending Board approval will be sent out before the next meeting when the final draft for voting and the communication timing and method to all members will be decided.
- The suggested amendments by Dave Iwanski and Steve will be emailed to all Board members for their input and approval before the next Board meeting.
- Denise asked for all to sign a thank-you card for Dave and also asked if a Harry & David thank-you gift basket could be sent to him. All approved.

#### Member Communication Processes and Improvements

- Steve started the discussion by reviewing BAC membership communication history venues and complaints from some BAC members and new Board members related to the snail mail, email and website methods presently being used. He asked for ideas and input to improve. He commented on the demographics of BAC members and the need with new communication strategies to make sure that all members are considered.
- Gary asked to lead a temporary committee with Tanner and Joe related to communication and voting with the goal of reaching as many of BAC members as possible. Gary wants the committee members to brainstorm and explore better communication methods.

Motion to approve the committee with Gary leading it – Steve. Joe seconded. Unanimous approval.

#### Other New Business

- Maggie asked Denise to speak of allowing members to pay dues, etc. using Zelle, as she (Maggie) has heard from some that they want to pay by Zelle. Joe stated that Az National Bank uses Zelle as a payment method and he would be willing to help Denise get it set up for BAC. Board members present agreed for Denise to go forward with the Zelle payment setup.

- Denise and Steve spoke of one member's non-payment of late fees charged on his properties and another member's dues waiver during his long-term dealing with the County on a road abandonment. After discussion, the Board agreed to charge the late fees and to communicate an end date for the abandonment dues waiver to occur on the next billing cycle.

#### Next Board Meeting

- The next Board meeting is tentatively being scheduled for February 10 or 17, 2024. Gary will be in charge of setting the meeting up using Zoom.

#### Senior Center Donation

- Steve asked the Board members for a vote to donate \$50.00 to the Senior Center. Joe made the motion. Gary seconded. Unanimous approval.

#### Adjourn

- Gary made a motion to adjourn. Steve seconded. Adjourned at 12:25 pm.