

Minutes of the meeting of the Board of TPRA held at the Brubaker/Shaw residence on Saturday, August 26, 2006, at 11.00 am.

Present: Board members; Beth Brubaker, Sandra Hagan, Malcolm Shaw, Dennis Kist. Absent: Ed Schade.

Call to Order.

The meeting began at 11.10 am.

Minutes of Prior Board Meeting and AGM

On motion from the vice-president, the Minutes from the Board meeting of July 22 were unanimously approved as amended, and those of the Annual Meeting likewise, on motion and second from the president.

Cattle Lease

1. In the absence of Mr. Schade, the president suggested contacting him to see if he had succeeded in obtaining a copy of the interim lease under which Wagner-Meyer enterprises is grazing cattle on the Ranch. An attempt to contact him by phone failed, since the number of record gave a message that service was disconnected.

2. The president had undertaken the redrafting of an official lease. Motion to approve same as a working document, made by the vice-president and seconded, was carried unanimously.

New Board Matters – Terms of Office and Officer Obligations

On review of the existing by-laws, consensus was reached that no official term limits exist. The vice-president therefore moved that the statutory term for all offices should be considered as being one year only, and that new elections should be held at each annual meeting. Motion carried unanimously.

The vice-president also moved to accept an understanding that a failure to appear at two successive meetings without cause acceptable to Board members be considered an abandonment of the office, and subject to discipline as outlined in the existing by-laws. Motion carried after second.

Litigation in re. Wagner-Meyer

The Treasurer has contacted the Powell office regarding the status of litigation by lienholders disputing Vern Wagner's ownership of the former Lucky Rose lots; there appears to be, as yet, no outcome.

Corporate Status

The vice-president accessed the website of the Secretary of State. The Association is in good standing.

Audit – Treasurer's Report

The Treasurer has contacted the Larry King office; the quotation for a review is around \$3,000. The vice-president suggested that the Treasurer seek two further quotations, as well as a quotation for "full" audit. She also suggested the practice, henceforward, of having Association checks signed by both members with signing power. Foreclosure letters have been sent to Butler (lots 11/12) and Muath (185.) The Treasurer will research further outstanding liens at the offices of the County Clerk. The Treasurer submitted bills from M&M Enterprises for construction of the Reinecker and Prairie Trail approaches, in addition to general maintenance work approved by the previous Board. Similarly, a bill for \$165.50 was submitted from Greg Powell's office, for services including the foreclosure letters above. Motion to approve these by the vice-president was carried unanimously after second.

Roads

All road works approved by the previous Board are now complete. In response to the vice-president's query from the previous meeting, the Secretary has checked with the Mundts, to find that they carry a liability policy in the amount of \$1 million, and that both are fully licensed for the operation of light and heavy equipment. The president commented that the roads of the Ranch are now in excellent condition.

By-Laws

The Board was requested by the president to review the by-laws in detail for discussion of points in need of change, at the next ordinary meeting.

Website

In the absence of Mr. Schade, and news of his success or failure at persuading the prior president to surrender rights to www.tpra.info, the president voiced a motion that the Secretary be directed to establish a new website, with an appropriate name, after approval. Motion, on second, was carried unanimously.

Weeds and Grass Condition On The Ranch

Joanne Mills accompanied the Treasurer on a tour of the Ranch, to see what types and quantities of noxious weeds are present. There are critical quantities of Russian and Canadian thistle present, which demand massive control measures, beyond the capabilities of individual landholders. The Secretary moved to empower the Treasurer to request Teller/Park Weed control to spray infestations of noxious weeds along the roads on the Ranch. On second, the motion was carried unanimously.

Foreclosure notices have been served on Butler and Muath, though the latter's mail is regularly returned. The Treasurer will contact the county Treasurer for the most recent tax information.

Other Business

The Board heard a letter from the prior president, disputing the validity of the election held at the Annual Meeting, at which the prior president was not re-elected. In response, the president suggested that Greg Powell's office be asked to compose a reply to Sandmeier, demanding the return of all TPRA-pertinent materials, plus rights to the old website. The president recited the following points pertinent to the matter:

As to Sandmeier's challenge regarding a "lack of quorum:" it is the presiding officer's responsibility, prior to declaring the meeting open, to determine the presence or absence of a quorum. If the president determines that no quorum is present, he must postpone the meeting. The prior president, as presiding officer, must perforce have determined that an appropriate representation was present to constitute a quorum, since he opened the meeting for business. The election is valid, since no quorum count was called by the then president or any other member present, in accordance with Roberts' Rules, with which the then president repeatedly claimed to be familiar, and to be conducting the meeting. The then president made no objection to the electoral process at the time, nor during the rest of the meeting, which he abandoned after completion of the elections.

The proxies used in the voting were delivered to the TPRA mailbox prior to the meeting, addressed to the Board as a whole. They were in the possession of the Treasurer, rather than the then Secretary, since the latter resides in Colorado Springs, and his access to the mailbox is sporadic. Nonetheless, the proxies were in the room for inspection, if desired, but no such desire was expressed by any past or present Board member, nor any other member present. Additionally, the then Secretary was delinquent in the payment of his dues at the time the meeting was opened. It was, therefore, appropriate that any and all proxies be delivered to the Treasurer, on behalf of the Board, rather than the delinquent Secretary. In fact, not only proxies received by mail were in the hands of the Treasurer, but a written proxy was delivered to the

Treasurer prior to the opening of the meeting, with the knowledge and consent of the then Secretary. Last; a number questionable proxies were solicited during the meeting by Lynn Glasser who, based upon comments and activities, cast votes in favor of Sandmeier and Graham. Given the results, these had no effect on the election process, such as to invalidate it.

The then Secretary (Mr. Schade) was, in fact, delinquent in dues at the meeting's inception, and therefore, not qualified to vote; this situation was hurriedly remedied during the actual election, though the funds were not actually in the possession of TPRA at the time. The then vice-president (Mr. Graham) was absent from the meeting without excuse, and was also delinquent. An attempt to obtain Mr. Graham's proxy by telephone, by the then Secretary, was adjudged null and void because of this circumstance. The Board's position has at all times been, throughout its history, that delinquent members have no vote at meetings. Most pointedly, the then president, in fact, took part in the voting, which demonstrates his acceptance de facto of the election as valid.

Ms. Hagan, exercising her rights as a TPRA member in good standing, had raised the objection to the validity of the voting at the 2005 Annual Meeting at the time, based on the fact that Vern Wagner was delinquent in dues, and attempted to use votes to which he was therefore not entitled. (This situation still, in fact, persists.) The then president (Steve Graham at the time) took no action on the objection.

By the terms of the by-laws, there are no set terms for any or all offices. This, then, does not preclude yearly elections for these, and the practice of removal and election of the entire Board is, therefore, a valid one. The present Board feels that this is, in fact, desirable.

The vice-president moved, based on these findings of fact, that the Sandmeier challenge to the election be denied. Motion was carried. A secondary motion, that Greg Powell be instructed to advise Sandmeier of the denial of his challenge to the election and to demand return of all TPRA records in his possession, was also made part of the vice-president's motion, and carried.

Next Meeting

Set for Sep. 23, at 11.00 am, at the Brubaker-Shaw residence.

There being no other business before the Board, the session was adjourned at 11.00 am, on seconded motion from the vice-president.

Respectfully submitted:

Malcolm Shaw
TPRA Secretary