

The ASSOCIATION of ANGEL FIRE PROPERTY OWNERS

Board of Directors Meeting Minutes June 15, 2011

Mike Woolley called the meeting to order at 5:01 p.m. June 15, 2011 in the Resort Hotel Executive Conference Room.

Roll Call

Michael Woolley, President, present
Chuck Verry, Vice-President, present
Bonnie Bowles, Treasurer, present by conference call
Drew Maxwell, Secretary, present
Lovellette Upton, Director, present
Jack Fuehr, Director, present by conference call
Sara Culbreth, Director, present
Linda Wier, Director, present by conference call
Daniel Martin, Director, present
Nine members present, quorum established

Introduction of Guests and Audience Comments

B.U. Terry, E/ACC Committee Chair
Maren Smith, Member Services Director, Angel Fire Resort
Lynn Heafey, Administrative Director of Membership and Country Club, Angel Fire Resort
Russ Coyle, AAFPO Board Administrative Assistant (BAA)

Approval of Agenda

Mike Woolley stated John Kitts was invited to the meeting to address the new Board members and needed to be added to the agenda. Lovellette Upton motioned to approve the 6/15/11 agenda with the one update of adding John Kitts to the agenda. Chuck Verry seconded, the motion carried.

Guest Speaker John Kitts

John Kitts said he wanted to come to this meeting to meet the new Board members. John acknowledged knowing several of the new Board members. John stated that he did not have an update prepared for this meeting. John said he would have an update by the next Board meeting. John went on to say that both he and the Resort were committed to doing a better job of communicating with the AAFPO Board and with our membership. John Kitts went on to say it was his personal goal that one year from now at the next AAFPO Annual Meeting that Mike Woolley will stand up and say that this is the best communications with the Resort that I can ever remember. John added that he wanted to help in any way that he can and to be as transparent as he can and to have the Board share in the excitement that he has because it is a great time to be here in Angel Fire.

Lovelle Upton thanked John Kitts for what he felt was the best Resort presentation ever made at an Annual Meeting. John said the Resort can do better and will do better next year.

Approval of Minutes

May 11, 2011 – Lovelle Upton motioned to approve the minutes of the 5/11/2011 Board meeting. Drew Maxwell seconded, the motion carried.

June 8, 2011 – Chuck Verry motioned to approve the minutes of the 6/8/2011 Board meeting. Daniel Martin seconded, the motion carried.

New Business

Election Certification – Mike Woolley called for a motion to certify the election. Daniel Martin motioned to certify the election, Chuck Verry seconded, with no objections heard the motion carried. Jack Fuehr had some concern regarding the appointment of Daniel Martin to the Board. Daniel Martin replaced Ted Hardy as Director after Ted Hardy submitted his letter of resignation. Jack Fuehr suggested that the By-Laws state that when an appointment is made to the Board after a vacancy that appointment lasts until the next election. Being that the election was on June 11th, Jack felt as if this Board would have to appoint someone until next June's elections. Due to Jack's concerns, Chuck Verry called for an opinion from Carol Neelley, AAFPO legal counsel. Chuck read the opinion letter from Carol Neelley. The opinion letter stated that in article 6 section 1 states in pertinent part, not less than six weeks prior to each annual meeting; the Board of Directors shall determine the number of Directors to be elected. Section 2 states in pertinent part, candidates for election shall file a petition for candidacy signed by no less than 10 members in good standing with the election committee at least 5 weeks before the annual meeting. Section 5 states in the event of death, resignation or removal of an elected Director, his successor shall be selected by the remaining elected Directors and shall serve until the next election of Directors. The letter goes on to say that in her view (Carol Neelley) after reviewing the By-Laws again, I still believe that the best interpretation of this document is that upon the resignation of the Board member, his successor shall be selected by the remaining elected Directors. The Board member serves until the next election. The next election at which the replacement Director can be elected consistent with the By-Laws is the annual meeting of 2012. The view expressed by some that a losing candidate in the election should serve to replace the Board member selected by the remaining elected Directors is not supported by the By-Laws. In addition, it seems inconsistent with the purpose of the By-Laws which is the representation of the members on the Board with those that are elected or those who are selected by those who are elected. Mike recapped by saying that it is Carol's opinion that the Board was within their authority to select and appoint Daniel Martin to serve the remainder of Ted Hardy's term because it was within that five week period. Lovelle Upton asked Jack Fuehr if he knew how long an individual could serve once appointed to fill a vacated position on the Board. Jack replied, if you are appointed you can serve one year and then serve two consecutive three year terms if elected.

Nomination/Election of Officers – Mike Woolley stated that the open positions to be filled are President, Vice-President, Secretary, and Treasurer. Mike Woolley proposed leaving Bonnie Bowles as Treasurer and for her to work closely with Linda Wier on the Finance Committee. Mike Woolley opened the nominations for President. Chuck Verry nominated Mike Woolley for the position of President. Daniel Martin seconded. After hearing no other nominations, Lovelle Upton motioned to close the nominations for President. Chuck Verry called for a vote for Mike Woolley as President. With no objections, Mike Woolley was voted as President. Mike Woolley then called for nominations for Vice-President. Lovelle Upton nominated Chuck Verry. With no other nominations

for Vice-President, Mike Woolley called for a vote. With no objections, Chuck Verry was voted as Vice-President. Mike Woolley then called for nominations for Secretary. Jack Fuehr nominated himself as Secretary and Daniel Martin seconded. Lovelle Upton nominated Drew Maxwell as Secretary and Chuck Verry seconded. Mike Woolley called for a vote for Secretary. The vote was 5 to 3 in favor of Drew Maxwell. Drew Maxwell was voted as Secretary. Mike Woolley called for nominations for Treasurer. Lovelle Upton nominated Bonnie Bowles for Treasurer. Chuck Verry seconded. With no other nominations for Treasurer, Mike Woolley called for a vote. With no objections, Bonnie Bowles was voted as Treasurer.

Directors Handbook – Mike Woolley stated that we are still missing some of the Directors Handbooks. Once we have received them from the prior Board members we will update them and distribute to the new members. Mike also told the new Board members that all the information regarding the handbooks could be found on the AAFPO website.

Election Committee Reports – Mike Woolley stated this has already been covered earlier in the meeting and asked if the Board had specific questions for Lynn or Maren about the election itself. No other questions were asked.

AAFPO Weekend Committee Report – Mike Woolley said everything went very smoothly. The event at the Chronicle was well attended once again. Maren and Lynn did a great job at the luncheon at Olympic Park. Maren reported that we were right on track with last year's numbers. Mike Woolley estimated about 230 were in attendance at the Annual Meeting. Mike said that he heard no negative comments about any part of the meeting. Chuck Verry suggested rather than having a barbeque at 12:00 and then The Taste of Angel Fire at 1:30, we should split it up with perhaps a breakfast rather than the barbeque. Jack Fuehr commented that the picnic should have been held on Sunday (2010 precedent to encourage visitors to stay in Angel Fire for another day) to avoid completion with "The Taste of Angel Fire" and was told that the Resort did not want to have the event on Sunday. Mike felt as if the exhibitors did well. Mike also reported the reason for not being able to do fireworks was due to the dry conditions.

Meeting Schedule for 2011-2012 – Mike Woolley stated the regular (mandatory) quarterly meeting dates would be September 14th, December 14th, March 14th, and June 13th. He added that the Board will call special meetings as needed throughout the summer.

Goals/Action Items – Lovelle Upton explained the purpose of the report and its importance. He went on to say we must start by identifying the items that are necessary to complete within specific time frames. Jack Fuehr suggested that we must assign responsibilities for both AAFPO and the Resort. Lovelle adds we can use the report that was passed out as a starting point at the next meeting. Lovelle recommended that all Board members be tasked with reviewing the report and coming up with suggestions, additions, or comments to be brought forward at the next Board meeting.

Committees for 2011-12 – Lovelle Upton suggested that we begin with the Finance Committee. He then asked Linda Wier for confirmation from her to chair this committee. Linda agreed to be chairperson for the Finance Committee. Lovelle then recommended the Board appoint a chair to the Amenities Committee. Drew Maxwell expressed interest in the position and would chair this committee. Chuck Verry asked if anyone else had any interest in chairing either of the two committees, Finance or Amenities. After hearing no additional comments or volunteers, Lovelle

Upton then asked Jack Fuehr if he would be interested in co-chairing the By-Laws Committee. Jack Fuehr agreed. After a brief discussion regarding the responsibilities of the Communications Committee, Sara Culbreth agreed to chair it. Daniel Martin and Mike Woolley agreed to co-chair the Appeals Committee, while Chuck Verry agreed to continue as the Board liaison to the E/ACC. Chuck Verry nominated B.U. Terry to chair the E/ACC and Mike Woolley asked him if he would serve and B.U. agreed. Drew Maxwell seconded and the motion carried with one nay vote. Lovelle Upton asked Jack Fuehr to serve on the Election Steering committee. Jack agreed to serve on the Election Steering committee. Mike Woolley asked all that agreed to chair a committee to begin recruiting members for their particular committees. He asked them to then bring back the names of the recommended new members and the Board would then vote those nominations during the July 13th Board of Directors meeting.

Social Events – Mike Woolley asked the Board for their opinions on whether or not to have socials. Lovelle Upton stated he feels we should have socials and that the timing should be once a quarter. He added we need to try and schedule them so that the out-of-towners have an opportunity to participate. After further discussion regarding the various activities that could be done, it was determined that Daniel Martin and Sara Culbreth would co-chair the Social Committee that was charged with putting a calendar together of the number of events for the upcoming year and the types of events they would like to have.

Waiver Request Letter – Mike Woolley suggested that this letter was not necessary. This was regarding the PID. Mike added that the email response from both Jack Fuehr and Bonnie Bowles would be the position of the Board. Due to the way it was written, the Board has no reason to address this request. If they write another letter, should it be worded correctly, it will be turned over to the Appeals Committee.

Shuter Library – Lovelle Upton expressed concern regarding the Shuter Library and a young man trying to earn his Eagle Scout rank. This young man put a civic project together of putting an American Flag on a flag pole in front of the library. The young man got a flag donated that has flown over the U.S. Capitol. He got the flag pole donated, the concrete donated and Kit Carson donated the light. When the young man presented the project to the library they had a number of concerns. Lovelle went on to say that he had a conversation with the outgoing President of the library Board where he conveyed his displeasure as a citizen and was very dissatisfied with the President's ability to defend that decision. Lovelle said he was told that the library had no one to raise or lower the flag. In addition, Lovelle advised the library that he, as an AAFPO member, **not as a Board member**, would be bringing this to the attention of AAFPO for discussion as to how much or if AAFPO should continue to contribute to the library. Jack Fuehr mentioned that AAFPO is contractually obligated to pay the library \$500 in perpetuity each year to maintain AAFPO's records on their server. After further discussion, it was determined the Board would take a wait and see approach and determine options in a follow-up meeting.

Resort Report

Maren Smith had no additional updates from Saturday's annual meeting.

Lovelle Upton motioned to move the meeting to Executive Session, Chuck Verry seconded, the motion carried.

The meeting was moved to Executive Session at 6:28 p.m.

The Board came out of Executive Session at 6:47 p.m. with no action items to be taken.

Lovelle Upton motioned to adjourn the meeting, Chuck Verry seconded, the motion carried.

The meeting was adjourned at 6:48 p.m.

Respectfully submitted, June 15, 2011

Russ Coyle

Mike Woolley – President

Date