



MINUTES
of the
July 11th, 2023 GENERAL MEMBERSHIP MEETING
of
VERDE VILLAGE PROPERTY OWNERS' ASSOCIATION
a nonprofit corporation

Directors in attendance and constituting a quorum were:

Aislinn Maldonado, Brad Sutton (Virtually Present), Jeff Raible, Daniel Maldonado, Marian O'Donnell, Cathy Foley, Tia (Sylvia) Martinez, Cheryl Kasdorf, Sarah White, Wendy McCants, Sylvia Yost

Directors Absent:

Jessica Walczak, Joan Ottersen, David Hoover

Procedural Notes:

The Meeting was called to order at 7:09pm by Aislinn Maldonado

Minutes for the June General Meeting were not presented for approval; this will be done in the August meeting.

Treasurer's Update

Treasurer Jeff Raible provided copies of the drafted June Treasurer's Report to all members present. He provided a verbal Appendix: June 2023 Treasurer's Report summary, which is summarized as an Appendix, below.

Articles of Incorporation Review/Vote

On behalf of Governance Committee members (led by Brad Sutton, Vice-President, and including Cheryl Kasdorf, Public Relations Chair), Treasurer Jeff Raible led the discussion regarding the effort to update the Articles of Incorporation. Copies of the proposed amendment to the Articles were provided to all members present. (*Note: as Voting Members arrived at this evening's meeting, they were provided the opportunity to pick up a ballot, with which they could express support or opposition to the proposed amendment.*) He provided a verbal Appendix: Articles of Incorporation Review/Vote Update, which is summarized as an Appendix, below. He and Brad fielded a few questions from Members present, after which he asked that ballots be returned

to the volunteers who had issued the ballots.
(Thanks to Karen Saelens and Ross Ferretti for staffing the ballot table!)

As the meeting drew to a close, a final call for ballots to be returned. They were tallied by the volunteers, and provided to Jeff, who announced the proposal had passed.

Final vote results were:

Ballot Type	# ballots issued	Returned ballots:			
		# "Do" support	# "Do NOT" support	# no response	# not returned
Non-provisional	15	13	0	0	2
Provisional	2	1	0	0	1
Total	17	14	0	0	3

A two-thirds majority of votes in support of the amendment was required: that threshold was easily surpassed (13 fully qualified non-provisional ballots in support, out of 17 total members present).

Director Updates

Pool

Chair Marian O'Donnell provided the update.

Pool has been open since early June. Repairs were completed, and post-repair chemical re-balancing has been achieved. Now we are using less chemicals than last year.

A pool cover has been purchased; pool water is 83 degrees.

Guest volume is the same as last year.

In August, plan to have extended hours 2 days/week [Marian, my notes were sketchy for this]

Nature Preserve

President Aislinn provided an update. The nature preserve had a Chair, who has since stepped down. We are looking for volunteers, to continue to maintain pathways, general cleanup, etc.

An issue has lately arisen: visitors parking near the Preserve entrance at Comanche & Cayuse have been parking on private property. The County owns parcel along Cayuse, through which the end of the wash runs (on the south side of Comanche, just east of the bridge over the wash); we have permission to park there, but there are no formal parking spaces evident. Patti Greeniltch offered the Board a County contact to follow up with regarding possible parking solutions.

A Member asked about the status of walkways through the Preserve; Aislinn indicated efforts were still ongoing to refurbish pathways, given the damage caused by this spring's flooding.

Pond

Chair Sylvia Yost provided an update.

We are still evaluating whether we can drill a well onsite and provide power (APS) to a well pump.

Volunteer John Diehl is been cleaning up the ditch along UVX road. Steve Yost has assisted with debris removal (35+ truckloads removed to date). Appear to be halfway done. Local neighbors are highly supportive of the effort.

Social Activities

Chair Wendy McCants provided an update.

Many events are planned for July & August, as noted on the flyers provided in the Member welcome bags (*Note: as Members arrived at this evening's meeting, they were provided with a Member welcome bag*).

Bingo is planned for 1st and 3rd Fridays.

Health Classes are planned for 10am and 6pm Thursdays.

Youth Gathering are held Saturdays 2-4pm.

Talent Show is planned for Friday, Aug 11th.

Hula Classes are also held regularly.

Facebook: the more 'likes' the better, on both the main page & on any/all comments.

Sarah challenged Directors with accessing & liking. Aislinn texted the link to our mobile phones.

Membership

Chair Sarah White provided an update.

Facebook: On the VVCC Facebook page, there will be a daily posting of the VVCC Board Members ("Meet Our Board"), sharing a short bio of each person.

Membership: Membership bags are available for distribution to all Members. In the bags are a Membership Card, flyers advertising Events, and more. Unit Directors will be reaching out to all Members.

There were about 40 expiring members in June; will reach out to re-engage them.

Local Business Advertising Opportunity: This program is a re-vamp of the previous Banner Sponsorship program. Businesses can advertise through VVCC, with a physical banner placed in the pool area and an electronic banner or ad space on the VVCC website. So far, 14 businesses have committed (30 total businesses may participate).

Verde Village Member Discount Program: At early stages of developing this program, which will provide Members with discounts or freebies with local businesses. Members would just need to show their VVCC Member Card.

Sewer Feasibility Study Update

President Aislinn advised that the Board had received an update by HDR Engineering, the firm performing the Study, at its June 28 Board meeting. The general solutions are narrowed to three treatment location alternatives: City of Cottonwood, the Yavapai-Apache Nation, and within the Verde Village itself. A public update/townhall event is expected in September, at which Verde Village community input/feedback will be solicited.

Open Q&A

A question was asked about efforts to incorporate the Verde Village within the City of Cottonwood. There is no current activity, although some residents have expressed interest. Patti Greeneltch has sent President Aislinn an email on the topic; Aislinn will follow up.

Adjournment

Marian O'Donnell made a motion to adjourn, Daniel Maldonado seconded; motion passed unanimously. Meeting adjourned at 8:05pm.

Jeff Raible, on behalf of Jessica Walczak, Secretary

Appendix: June 2023 Treasurer's Report summary

- a. Account balances
 - Core Ops: \$2,300 increase in June (not reflective of all \$\$\$)
 - ARPA Grant for Sewer
 - Received \$40K more to cover upcoming invoices
 - + paid 1 invoice for nearly \$10K
- b. Monthly Surplus/Deficit
 - Core Ops: \$2,200 surplus for year, reflective of changes in VVCC social & financial priorities
 - \$4K increase from EOMay
 - Released Caretaker (expense of \$650/mo)
 - Began renting Apartment (income of \$1,000/mo)
 - \$2500 income in June, but only \$1000 attributable
- c. Memberships
 - 30 memberships (23 Owner; 7 Renter), for \$1660
 - 12 of which were online
 - (~5 add'l members from Re-Opening, not counted in June)
- d. Re-Opening & Luau Dinner
 - Netted approximately \$500
 - Breakouts on back page
 - Omit incidental income, e.g., add'l memberships, 1 sponsorship
- e. Pool
 - Opened June
 - \$2,343 income (entry + food)
 - \$2,330 expenses (R&M, Supplies = chemicals, electricity)
 - YTD \$3,340 total R&M
 - Remaining expenses: chemicals + electricity
- f. Misc Income
 - Advertisement Partners: \$2,080 (\$2,000 'banner' partners)
 - Plan for 30 partners @ \$250/partner = \$7,500
- g. Misc expenses
 - Caretaker: \$0 as of June!
 - Print/Copy: \$460 for advertisers; \$63 for community signage
 - R&M/Apartment: \$342 to fix up for renter
 - R&M/Community Hall ("exterior"): \$250 to rekey locks
 - R&M/Other misc: negative expense due to return of items purchased in May
 - Software/Collaboration SW:
includes \$105 MS Office charge we expect to be reimbursed
 - Supplies/Community Events: non-food items for luau
 - Other misc exp / Bank fees: \$59, to cover charges made online (memberships, advertising, dinner); these bank fee charges will become ongoing expenses

Appendix: Articles of Incorporation Review/Vote Update

The Governance Committee presents to the Board and to the Voting Members present a set of proposed changes to the current Articles of Incorporation.

The Articles were first created in 1972. The Articles describe

1. Name of the organization
2. Incorporators (who began the organization) **[REMOVED]**
3. Location
4. Commencement and renewal of the organization [Amended 1997; *no change*]
5. Board of Directors
6. Debt limit
7. Statement of indemnity for Directors and Officers [Amended 1976; *no change*]
8. That Directors' and Officers' personal property are exempt from that of the organization's debt [*no change*]
9. Statutory Agent **[REMOVED]**
10. Corporate seal
11. How to amend the Articles
12. [Added 1976] How to distribute the organization's assets upon dissolution

Articles 2 and 9 are no longer relevant and have been removed.

A formal vote on the proposed amendments will be held; only Voting Members may participate.

The proposed amendments simplify and clarify language, and will better position the organization for its future. A high-level summary of the proposed amendments:

- 1 - reworded to mirror the original Articles and allow the use of tradenames (e.g., VVCC)
 - Added a simple statement of Purpose to this section: "Name and Purpose"
- 3 - reworded with no substantive change
- 5 - clarifies that the Bylaws will set forth how governance works
- 6 - the Bylaws will set forth the debt limit
- 10 - deletes the need for a corporate seal
- 11 - changed to mirror Arizona's Nonprofit Act
- 12 - replaces current Article 12, clarifies that VVPOA has Members and the Bylaws describe Membership

We issued notice of this vote via our newsletter will be posting this Vote in the local newspapers, and will email a notice of the meeting to Voting Members for whom we have a valid email address.

All Articles, current and proposed, are posted for you to view on VVPOA.net.