

San Ignacio Vistas, Inc.
Homeowners Association
Minutes Special Board Meeting
May 22, 2006

Approved by the Board: September 11 2006

Present: Board Members: Marianne Bishop, Bob Christensen, Linda Gregory; and by phone, Roger Mikusek, Absent: Gorman Fisher. A quorum was present. The meeting was called to order at 8:10 AM. There were no additions or corrections to the agenda.

1. Reading of the Minutes

The minutes of the May 1 board meeting, as distributed by email, were reviewed and approved as written.

2. Resignation of Treasurer

Linda Gregory presented a letter of resignation "Attachment A" effective May 31, 2006. Roger Mikusek made a motion to accept the resignation, seconded by Bob Christensen. All were in favor.

3. Election of New Treasurer

Linda Gregory nominated Marianne Bishop for the position of Treasurer. Roger Mikusek seconded, none opposed.

4. Committee Report on Ballot Results

Although there have been 151 ballots returned so far, with 5 more days before the deadline to vote, Bob Christensen made a motion that the board invalidate the ballot because it was discovered that the wrong reference as to quorum requirements was presented to homeowners. Roger Mikusek seconded, Linda Gregory voted yes, Marianne Bishop abstained.

Of the 149 valid ballots received, 140 favored amending the bylaws to permit compensating a board member; therefore Roger Mikusek made a motion, based upon advice from counsel (Attachment B") that the board amend the bylaws so that the secretary can be paid \$400 a month, effective June 1, 2006. Linda Gregory seconded, Bob Christensen voted yes, Marianne Bishop abstained.

5. Resolution to Amend Bylaws

Roger Mikusek made the following Resolution

RESOLVED that the first sentence of Article IV, Section 8 of the bylaws be and the same hereby is amended to read in its entirety as follows:

"No director will receive compensation for any services rendered to the Association as a director."

RESOLVED FURTHER, that the first sentence of Article VIII, Section 8 of the bylaws be and the same hereby is amended to read in its entirety:

"No officer will receive compensation for any services rendered to the Association, except that the Board may, in its discretion, compensate an officer who serves as the secretary (beyond the mere recording of minutes of meetings of the Board and Members) and/or Treasurer in such amounts and at such times as the Board may from time to time determine."

Linda Gregory seconded the motion; Bob Christensen voted yes, Marianne Bishop abstained.

6. Execute Agreement with Reliable Secretary Services

Linda Gregory made a motion that San Ignacio Vistas, Inc. enter into an agreement with Reliable Secretary Services ("Attachment C") for services rendered by Marianne Bishop in the capacity of secretary. Payment is to be made on the last day of each month commencing with June, 2006. Bob Christensen seconded, Roger Mikusek voted yes, Marianne Bishop abstained.

7. Announcement to Homeowners

After considering several versions of the announcement to be included in a June newsletter, Bob Christensen presented the following for consideration:

Thanks to all Homeowners who returned the Ballot which included a proposal to amend the bylaws. The official tally follows:

- Question #1: 0 responses (no one volunteered)
- Question #2: 2 votes FOR and 2 votes AGAINST
- Question #3: 149 votes FOR and 9 votes AGAINST

Unfortunately, after mailing, the Ballot was proven to be defective because the wrong article for determining a quorum and voting requirements was cited.

Given that the vote was so overwhelmingly in favor of compensating Marianne Bishop, the Association's secretary, for performing services previously provided by LMR but at a substantial savings to the Association, the Board decided, based upon the advice of counsel, to treat the vote as a straw poll of the Homeowners.

Accordingly the Board amended Article IV, Section 8 and Article VIII, Section 8 of the bylaws at a Special Meeting held on May 22nd. Such amendments are set forth in the revised pages enclosed with this Newsletter. They should be substituted for existing pages behind the bylaws tab of the recently distributed Governing Documents booklet.

All board members were in favor of using this language and, after the May 25 deadline; the final vote should be substituted.

In reviewing various articles presented for insertion in the June issue of the SIV View, the secretary brought before the board an article prepared by the Architectural Committee containing a statement that appears to be in conflict with the Governing Documents.

After a lengthy discussion Linda Gregory made the following motion:

Move that the following two sentences be deleted from the AC article to be published in the June edition of the SIV View:

“When necessary, there can also be a review of a new submitted color.
If found appropriate by the AC and the SIV board, the color can be added to the list of approved colors.”

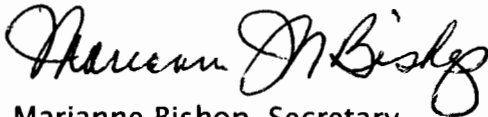
Seconded by Bob Christensen, Roger Mikusek and Marianne Bishop voted yes.

The Architectural Committee will be advised that the board has reviewed their suggestions and voted that colors cannot be added at a homeowner's whim and without full approval of the board. Rules cannot be amended without action of the board as the paint colors are part of the rules. Any decision to the contrary by approving colors that are not published in our rules is invalid.

8. Adjournment

The meeting was adjourned at 9:15 a.m.

Respectfully submitted,



Marianne Bishop, Secretary

ATTACHMENT 'A'

1788 Wes Vista Ridge Drive
Green Valley, AZ 85614
May 18, 2006

Gorman Fisher
San Ignacio Vistas, Inc.
P.O. Box 1150
Green Valley, AZ 85622

Dear Gorman:

I hereby resign my position as Treasurer of the San Ignacio Vistas, Inc. Homeowners association effective May 31, 2006.

I will be available to answer any questions that the Board may have pertaining to the Treasurer's position.

Sincerely,



Linda Gregory

cc: Marianne Bishop, Secretary

ATTACHMENT 'B'

From: David A. McEvoy, Esq.
McEvoy, Daniels & Darcy, P.

Friday, May 12, 2006

To: Ron Sorenson

Subject: San Ignacio Vistas, Inc. / General

In response to your question regarding amending the bylaws:

1. Since the Bylaws allows either the Board or the Members (3/4ths vote) to amend the Bylaws, the Board alone can amend the Bylaws by a majority vote of a quorum of the Board at a duly called and held Board meeting.
2. You can treat the Member vote as a straw poll.
3. Under the Arizona conflict of interest statutes applicable to non-profit corporations generally (ARS Section 10-3860 through -3864) and HOAs specifically (ARS Section 33-1811), the transaction with Ms. Bishop creates a conflict of interest for her as a director. Although ARS Section 33-1811 provides that if such conflict is declared in an open Board meeting before the Board may discuss or take action on it, the conflicted director may vote on the issue. ARS Section 10-3862 suggests that a conflicted director may not vote on the action taken by the Board. I suggest that Ms. Bishop not vote on the action.

ATTACHMENT 'C'

AGREEMENT

Reliable Secretary Service hereby agrees to perform the duties of Executive Secretary for San Ignacio Vistas, Inc., by providing those services contracted to Lewis Management Resources under agreement executed on February 18, 2003 as well as those of the Recording Secretary.

San Ignacio Vistas, Inc. agrees to pay Reliable Secretary Service the sum of \$400 per month, beginning on June 1, 2006.

TERM AND TERMINATION

Modifications of this Agreement require the mutual written consent of both parties and will continue until terminated as herein provided:

Either party may terminate this agreement (1) without cause upon ninety (90) days written notice to the other party or (2) upon thirty (30) days written notice in the event of a breach hereof by the other party unless such breach is cured within the 30-day period.

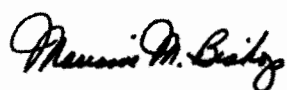
ACCEPTANCE

RELIABLE SECRETARY SERVICE

SAN IGNACIO VISTAS. INC.

By

By



Owner

Vice President

Date: May 22, 2006

Date: May 22, 2006

Green Valley News
Sunday, May 21, 2006

HOA's: love 'em or leave 'em

If you are fortunate enough to live in a neighborhood with an effective and diligent HOA you should consider yourself lucky. Take the time to call your board members or buy them lunch and tell them how much you appreciate them doing a difficult job well.

It's generally a difficult and thankless job. The temptation is always there to be a "good guy" and make an exception for someone who has a "unique" need. Once done, the door is open and you have taken the first step down an increasingly steep and slippery slope.

I live in Fairways I, sharing the same board with Fairways II and III, and already a long way down that slope. Last month, my morning nap was interrupted by a knock at the door which I opened to a gentleman who very politely informed me that I was in violation of the CC&R's which I had agreed to when buying my house.

Utility trailer

I have a utility trailer which I thought was discreetly hidden from view. He suggested that I reread that section and invited me to show up at the next HOA Board meeting where it would be taken up along with other business.

Guest Comment

By Bill Clark

I reread that section and there was no doubt that I was in violation but I did decide to accept his invitation and showed up at the appointed time. I was very pleased at their efforts to find an inventive interpretation to allow me to keep my utility trailer in it's "mostly" hidden position despite being in direct violation.

After all, I thought, there were much more blatant violations than mine all up and down the street. We are always more comfortable with our own dirt rather than someone else's.

The next order of business was a new neighbor's patio roof type structure that he had added to the side of his one-car garage to shelter his golf cart. This new neighbor is a very likable person and it was apparent that he wasn't trying to be offensive but he could point to similar structures in the neighborhood and logically decided that there could be no objection to his.

Wrong! The board decided that they would put a stop to this practice beginning with his and congratulated

themselves on issuing a "Cease and Desist" order and taking a hard line.

Now, less than three weeks later, they relented and gave him their blessing (couldn't do anything else) but get this..... only if he converted it to a shed! Now the next person to buy this house will have a large shed to store their debris of a lifetime and their golf cart will reside in the front yard.

Now anyone who wants to collect and store "stuff" can build a shed in their side yard. Seven years ago, sheds were strictly forbidden, a few slipped in and later approved by a board that wanted to be liked, then others could point to those to justify those they wanted to install, and now the HOA insists that you build a shed! Not even guidelines!

While up on the roof, readying my swamp cooler for the hot weather ahead, I decided that I would have a blow out view if I added a second story and later asked an architect friend if he could draw plans that would satisfy county code.

Truly blighted

Answer: Without question but you would have to get it past the HOA. No problem, I said, everything gets past the HOA. I predict that Fairways One will become

Green Valley's first truly blighted neighborhood. Eight or ten years ago we were probably just starting down the slope. We are now starting free fall. To be fair to our present board, they inherited an impossible job.

We were much too far gone to ever get the genie back in the bottle well before they took over, although recent decisions, like insisting that my neighbor turn his patio roof into a shed, are hastening our fall. The board has admitted they no longer have any say over exterior paint schemes resulting in blue painted driveways and plastic pink flamingos.

So, if you have a board that is doing it's job, show them some appreciation and don't ask for some special consideration for your utility trailer that you had mostly hidden away in violation of known rules designed for your neighborhood's own good. If exterior schemes are out of date suggest that the CC&R's be updated rather than ignoring them.

Bill Clark is retired from United Airlines and has lived in Green Valley for seven years after moving here from California. The opinions expressed above are the author's own and not necessarily those of this newspaper.