

**SCOTTSDALE RANCH COMMUNITY ASSOCIATION  
BOARD OF DIRECTORS' MEETING**

**August 22, 2017**

Held at the Scottsdale Ranch Community Association Conference Room  
10585 N. 100th Street, Scottsdale, AZ 85258

**Members**

|                 |                 |                |
|-----------------|-----------------|----------------|
| <b>Present:</b> | Michael Breslin | President      |
|                 | Matt Metz       | Vice President |
|                 | Mike Nelson     | Treasurer      |
|                 | Barbara Sarwar  | Secretary      |
|                 | Joe Dawson      | Director       |
|                 | Aarash Daroodi  | Director       |

Members Absent: Brian Munson Director

**Staff Present:** Kathe Barnes Executive Director  
Sonja Perez Homeowner Liaison

**Others Present:** Gregory Wojak 9060 N. 106th Pl.  
Dave Carmichael 10584 E. Bella Vista Dr.  
Bill Carmichael 10584 E. Bella Vista Dr.

**Call to Order:** Mike Breslin called the regular meeting to order at 4:30 p.m. and called the roll of the Directors. A quorum of Directors was present.

**Homeowner's Forum:** None

**Approval of Minutes:** **MOTION:** It was moved and seconded to approve the open session minutes from the June 27, 2017 board meeting as presented. Motion passed.

**President's Report:** Mike Breslin discussed social media posting as it pertains to the Board. It was advised that Board members not respond to social media postings regarding the community.

**Action Items:**

**Architectural:**

Flagpole Appeal - 10591 E. Mission Ln.

**MOTION:** It was moved and seconded to uphold the Architectural Committee's decision to deny the current display based on the size of the pole in proportion to the flag being displayed. Motion passed.

Edison Bulb Guideline Language & Homeowner Appeal of Edison Light Violation – 9060 N. 106th Pl.

The Board discussed the current language and the challenges of adopting new language. Mr. Wojak provided an alternative to direct the light downwards and to camouflage the lighting wires.

**MOTION:** It was moved and seconded to concur with the Architectural Committee's recommendation to keep the language as currently written to not allow Edison Bulb lighting. Motion passed.

**MOTION:** It was moved and seconded to deny the lighting appeal as presented with the modifications. Motion passed. Joe Dawson and Mike Nelson voted against.

(Mr. Greg Wojak, Mr. David Carmichael and Mr. Bill Carmichael left the meeting.)

Holiday Lighting Language

**MOTION:** It was moved and seconded to approve the holiday lighting language as provided by SRCA legal counsel. (Exhibit A). Motion passed.

Staff Level Approval Addition

**MOTION:** It was moved and seconded to approve the Architectural Committee recommendation to allow staff level approval of security camera submittals. Motion passed.

**Finance:**

June & July 2017 Financial

**MOTION:** It was moved and seconded to accept the June and July 2017 financials as presented and file for audit. Motion passed.

**Management  
Operations:**

116<sup>th</sup>/Shea Self Storage Facility

**MOTION:** It was moved and seconded to have Executive Director, Kathe Barnes, send a letter to Rose Law Group stating SRCA's opposition to the project as neighborhood protection should be upheld. Motion passed.

Meeting Protocol Policy Review

Kathe Barnes clarified that SRCA providing an audiotape cannot override a homeowner wanting to videotape the meeting.

**MOTION:** It was moved and seconded to approve the Meeting Protocol Policy as presented. (Exhibit B). Motion passed.

SRCA Magazine Advertising Neutrality

The Board concurred that they did not see any issue with the current advertisers nor did they endorse any one. SRCA will add a disclaimer regarding advertisers. However, SRCA will continue to encourage residents to use Mercado merchants.

Potential Fines – Lots 101-0049/102-0077/102-0052/120-0018

**MOTION:** It was moved and seconded to assess fines to each property every 14 days beginning with \$25.00 fine, increasing to \$50.00 and then to \$100.00 for non-compliance issues per the policy. Motion passed.

**Committee  
Reports:**

Election Committee – Matt Metz stated the next meeting is scheduled for August 28<sup>th</sup>. The committee will be discussing electronic voting.

Finance Committee- Mike Nelson stated the next meeting is scheduled for August 31<sup>st</sup> to review the 2018 annual budget draft.

Community Leadership Group – Barbara Sarwar stated the next meeting will be held August 31<sup>st</sup> to discuss upcoming educational events for the sub-associations.

**Adjournment:**

**MOTION:** It was moved and seconded to adjourn the meeting at 5:38 p.m. Motion passed.

## EXHIBIT A

### Adopted Language for Paragraphs 3 and 4 under "Lighting":

“3. Lights and decorations intended to celebrate an identifiable religious or cultural holiday are allowed to be temporarily placed without prior written approval from the Architectural Committee so long as the following standards are followed, as determined in the sole discretion of the Architectural Committee. Holiday decorations and lights shall be of reasonable design and magnitude so as not to disrupt neighboring residences and property. Holiday lights and decorations may be installed no more than thirty (30) days prior to the identified holiday and must be taken down within fifteen (15) days after that same holiday. Seasonal decorative flags must be house mounted below the roof line. Decorations must be maintained in good repair and not be allowed to encroach on neighboring properties. Decorations shall not contain offensive language. No amplified music or amplified sound devices where the music or sound can be heard from outside of the Lot is allowed. Furthermore, installation shall not take place prior to 7:00 a.m. or after 10:00 p.m. Additionally, any blinking lights and music within displays shall not be left on after 10:00 p.m. each evening. Edison-style string lighting is not considered holiday lighting and is never allowed.

4. Apart from the temporary placement of lighting intended to celebrate an identifiable religious or cultural holiday (as discussed above), string or rope lighting that is Visible From Neighboring Property, the street, or Common Areas is not permitted. Edison-style string lighting is never allowed.

**Board Resolution**  
**Scottsdale Ranch Community Association**  
**Amended and Restated Rules Governing Protocol at Board Meetings**

The Board of Directors of the Scottsdale Ranch Community Association (SRCA) adopts the following resolution, which replaces and supersedes those prior Board resolutions entitled “Rules Governing Protocol at Board Meetings” and “Rules Governing the Keeping of Audio/Video Tapes of Board Meetings”:

The Board of Directors (Board) was elected by the members to carry on the business of the Association. As such, the Board wishes to hold meetings in the most efficient and effective manner possible, to help the Association function smoothly. To that end, the Board has adopted the following protocol for how Board meetings are to be conducted.

1. **Open Meetings.** Pursuant to the SRCA Bylaws and ARS 33-1804, the meetings of the Board will only be open to the Members of SRCA or to any person designated in writing as the Member’s representative unless such meeting is appropriately convened in executive session. The term “meeting”, as used in this Resolution, does not include executive sessions of the Board.
2. **Notice.** Notice of each Board meeting shall include the time, date, and place of the meeting, and in the case of special meetings, the purpose(s) of the meeting and be placed on the Association website and the bulletin Board outside the Association offices. When possible, notice may also be given in the Association magazine.
  - a. Pursuant to Arizona law, notice shall be given at least 48 hours in advance of a meeting’s scheduled date, except for emergency meetings, in which case prior notice will be given as is reasonable under the circumstances.
  - b. The notice for any closed executive sessions of the Board shall be given at least 48 hours in advance of its scheduled date, except for emergency closed executive sessions, and shall include the time, date, and place of the closed executive session, as well as listing the paragraphs under ARS 33-1804(A) that authorize the Board to hold a closed executive session.
  - c. Each Director on the Board will be given notice either in writing or orally, by mail, telephone, facsimile transmission, e-mail, or other wire or wireless communication.
3. **Agenda Packets and Materials.** Agendas and packet material shall be provided to the Board at least five days prior to the date of each regular Board meeting. The agenda and packet material for the open portion of a regular Board meeting shall also be available for review by Owners at the Association office upon request at least one day prior to the date the Owner wishes to review.
4. **Telephone or Video Conference.** If a meeting is held by telephone or videoconference, or similar electronic means, at least a staff member shall be physically present at the meeting place indicated in the meeting notice. The audio equipment being used during the

conference must be sufficient for anyone attending the meeting to hear what is said by any Board member who is not physically present but is participating in the meeting.

5. **Videotaping and Audiotaping the Meeting.** All videotaping or audiotaping of meetings shall be in accordance with the following rules.
  - a. Only those with a legal right to attend the meeting may record the meeting.
  - b. No advance notice is required for an attendee to audio or video record a meeting. However, the attendee must notify the Board that he or she will be recording the meeting at the beginning of the meeting.
  - c. The Board has the right, at any time, to decide to undertake its own audio or video recording of a meeting. If the Board elects to make an audio recording, then it may also prohibit any other person from making an audio recording of that meeting, so long as the Board makes its unedited recording of the meeting available to those with a legal right to attend the meeting upon request. Similarly, if the Board elects to make a video recording, then it may also prohibit any other person from making a video recording of that meeting, so long as the Board makes its unedited recording of the meeting available to those with a legal right to attend the meeting upon request. Such requests must be made within fourteen (14) days of the date of the meeting.
  - d. If the Board determines that it will undertake its own audio or video recording of a meeting prior to the time that notice for that meeting has been provided, then the notice shall notify members that the Board is making an audio or video recording of the meeting and that any other person is prohibited from making a recording of the same type(s) being made by the Board.
  - e. Any person recording a meeting must not interfere with the meeting or the view of the meeting by any attendees. Any person recording must remain a reasonable distance from the Board or any other attendee.
  - f. The Board does not guarantee that any power source will be available.
  - g. No recording of a meeting may be published, via internet, website or any other means, to people that did not have a right to attend the meeting, without prior written Board consent. Notwithstanding the foregoing, a member may use the recording of a meeting as evidence in any dispute resolution process without first obtaining the consent of the Board.
  - h. Any audio and/or video tapes of Scottsdale Ranch Board of Directors meetings made by the Association will only be kept for a period of 21 days, unless the Board requests that tapes from specific meetings be kept on file.
6. **Voting by Secret or Written Ballot.** Voting by secret or written ballot in an open meeting shall not be allowed, except for the election of officers.

7. **Executive Sessions.** In addition to calling and noticing an executive session, as set forth above, the Board may convene in executive session from an open Board meeting, upon affirmative vote in an open meeting to do so. The motion to convene in executive session shall state specifically the paragraphs under ARS 33-1804(A) that authorize the Board to convene in executive session. Reference to the motion and the executive session's stated purpose shall be included in the minutes.
- a. Pursuant to ARS 33-1804, Executive sessions may be convened only for the following purposes:
    - (1) Legal advice from an attorney for the Board or the Association;
    - (2) Pending or contemplated litigation;
    - (3) Personal, health and financial information, including records of the Association directly related to this information, about an individual Member of the Association, an employee of the Association or an individual employee of a contractor of the Association; or
    - (4) Matters relating to the job performance of, compensation of, health records of or specific complaints against an employee /of the Association or an individual employee of a contractor of the Association who works under the direction of the Association.
    - (5) Discussion of an owner's appeal of any violation cited or penalty imposed by the Association except on request of the affected owner that the meeting be held in open session.
  - b. Executive session meeting minutes shall be kept separate from regular meeting minutes and not open for inspection by Members.
8. **Actions Without Meeting.** Pursuant to Article IV, Section 5 of the Bylaws, the Board shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written approval of all Directors. However, an action without a meeting shall only be used if the matter cannot be delayed until the next regularly scheduled Board meeting.
- a. Such written consent shall have the same force and effect as a unanimous vote and shall be filed with the minutes of the Board.
  - b. For actions taken without a meeting, the Board may conduct Association business by any written communication, to include but not limited to mail, telephone, facsimile transmission, and e-mail.
  - c. Any copy, facsimile transmission, computer printout, or other reliable reproduction of the written consent required by this Section may be substituted or used in lieu of the original written consent for any and all purposes for which the original written consent could be used, provided that such copy or other reproduction shall be a complete reproduction of the entire original written consent.

- d. The written consent shall be deemed “signed” by a Board member if that Board member affixes his or her signature on the written consent document or, in cases where e-mail is used to conduct business, if that Board member’s e-mail contains an electronic signature.
- e. For purpose of this Section, the term “electronic signature” means an electronic symbol attached to, or associated with, the e-mail that is executed or adopted by the Board member with the intent to sign the e-mail.
- f. Documentation evidencing any such action shall be attached to the meeting minutes, ratified by the Board, and announced to the Members at the next Board meeting.

**9. Meetings.**

- a. The Board will go through the agenda for the meeting. Agendas will be available for Members to review during the meeting.
- b. No Member shall speak at any meeting unless recognized by the President or presiding chair.
- c. Prior to moving on to the regular business of the meeting, the Board will open up the meeting to allow Members or Member’s designated representative to speak on any other non-agenda topic of concern to them and will last no more than 30 minutes. Each Member will be allowed 3 minutes to speak. Depending on the number of Members wishing to speak, the President may adjust the time allotted for each Member. A Member may not yield his/her allotted time to any other person.
- d. The President may address a Member’s comments, or allow another Board member or staff to address the comments as appropriate. While some discussion between the Member and the Board may take place, a lengthy dialogue will be avoided and dialogue must not become a debate.
- e. The Board may refer comments made during the aforementioned Members’ time to staff for review or action, or to be placed on a future Board agenda for discussion and/or action.
- f. Unless comments relate to matters already on agenda, or the Board adds the matter to the agenda, the Board will not address the topic at the Board meeting.
- g. For each action item on the agenda that is to be voted upon, a Board member will make a motion, which must be seconded by another Board member before discussion takes place.
- h. Once the motion has been made and seconded, the Board will discuss the matter that is up for vote.

- i. After the Board has had an opportunity to discuss the matter, the Board will allow Members to speak on the matter. The Board may limit the time allowed for Members to speak to three (3) minutes, and may limit the number of Members speaking on the matter.
- j. Once Members have been allowed to speak on the matter, the Board will determine if it needs any further discussion on the matter. If so, the Board will discuss the matter again prior to taking a vote. If not, the Board will vote on the matter.
- k. All Members shall treat each other and the Board in general, with courtesy and respect. No harsh words, yelling, arguing, abusive language, finger pointing, or swearing will be allowed at any time. Improper or disrespectful conduct shall result in the immediate expiration of the Member's allotted time and may result in the Member's expulsion from the meeting.

This resolution was adopted by the Board of Directors at the Board meeting held on \_\_\_\_\_ August 22 \_\_\_\_\_, 2017.

Scottsdale Ranch Community Association,  
an Arizona nonprofit corporation

By: \_\_\_\_\_  
Its: Secretary