

# **DRAFT**

## Minutes of the 1/1/18 First Regular Meeting of the 2018 Board of Directors of the Mountain Valley Association

Held at Quail Valley Water District, 24750 Sand Canyon Road, Tehachapi, CA

Meeting opened at 1:06 p.m. Quorum met.

**Board members present:** Pat Birley, Randy Hardenbrook, Audrey Johnston, Rita Leonard, Joan Tyer.

### *Discussions and actions taken:*

#### **1. Appointment of Officers:**

Motion by Hardenbrook that Tyer remain in the position of Secretary. 2<sup>nd</sup> by Leonard.

Motion carried 5-0.

Motion by Hardenbrook that Leonard be appointed to the position of Treasurer. 2<sup>nd</sup> by Birley. Motion carried 5-0. Tyer will assist Leonard as needed in assuming the tasks of the position.

Motion by Leonard that Hardenbrook be appointed to the position of President. 2<sup>nd</sup> by Birley.

Motion carried 5-0

Motion by Tyer that Birley be appointed to the position of Vice President. 2<sup>nd</sup> by Johnston.

Motion carried 5-0

President – Randy Hardenbrook

Vice- President – Pat Birley

Secretary – Joan Tyer

Treasurer – Rita Leonard

#### **2. Signers on the Checking and Reserve accounts held at Union Bank to be updated:**

Per Article 8, Section 8.5 of the Bylaws the President and Treasurer signatures are required on all withdrawals (checks) from the accounts; or two such other Directors/Officers as authorized by the Board. Benefits of having four signers, two as “back up” discussed.

Hardenbrook motioned that the President and Treasurer be the primary signers with the Vice-President and Secretary to sign in the case of need. 2<sup>nd</sup> by Tyer. Motion carried 5-0.

Hardenbrook and Leonard to be primary signers. Birley and Tyer to be secondary signers.

Hardenbrook suggested a Resolution be made to present to the bank rather than wait for approved minutes of this meeting.

#### **3. Rules of Conduct for Board Meetings, Board Members/Officers:**

Motion by Hardenbrook to table Item 3 in order to give the Board members time to read/review documents provided by Hardenbrook and Tyer on the subject. 2<sup>nd</sup> by Leonard.

Motion carried 5-0. To be placed on Agenda for next meeting for discussion and action.

#### **4. Road Committee Appointments:**

Road committee to consist of five members, two of which can be Directors. The purpose of the committee is to assess the maintenance needs for the roads and present their findings to the Board. The road committee should meet a few days prior to regular Board meetings in order to have a presentation prepared. Birley volunteered to serve on the committee.

Hardenbrook motioned to appoint Birley to the committee. 2<sup>nd</sup> by Tyer. Motion carried 5-0. Tyer

motioned to appoint Leonard to the committee. 2<sup>nd</sup> by Hardenbrook. Motion carried 5-0. Discussed

appointing members to serve in the three remaining positions on the committee. Bill Gerring, Fran Smith and Karl Schlitz suggested. Hardenbrook motioned that those three be appointed. 2<sup>nd</sup> by Tyler. Motion carried 5-0. If any one of the three decline the appointment, they will be replaced.

**5. Establishing Association website:** A website for the Association would serve the purpose of reaching more membership and ease the need to do mass mailings as such. Scheduled meetings, Minutes, rules and regulations, financials and various other Association business could be posted and available for review at any time. Hardenbrook purchased the URL “www.mymva.org” for the Association's use. He will transfer ownership to the Association when it is time for renewal. Motion by Tyler to accept the website for Association use. 2<sup>nd</sup> by Birley. Motion carried 5-0.

**6. Establish email accounts for Board Members:** Through the website. Initially, two to begin with: President@mymva.org and Secretary@mymva.org. Not name specific, the emails would be used by each President and Secretary of each new board. Motion by Hardenbrook to set up these first two email accounts. 2<sup>nd</sup> by Birley. Motion approved by unanimous consent. At a later date, email accounts may be offered to membership for purchase.

**7. Establish various ways to communicate with membership:** Not everyone has a computer or is comfortable using them. Therefore, in addition to the website, USPS will continue to be used as well as the bulletin board. Emails are also an option, but consent to receive communications from the Association via email is required from the members.

**8. Scheduling regular meetings of the Board of Directors for 2018:** Board is required to meet quarterly, however, Hardenbrook suggested the Board meet at least monthly in the beginning of the year as there is a list of items needing immediate attention and can't all be dealt with in a single meeting. It was agreed to by unanimous consent and the second Saturday of each month at 9:00 a.m. in the headquarters of the QVWD. The subject of conflict of interest was brought up regarding the \$25.00 room fee. QVWD is an owner and would be benefiting monetarily from the Association. It was suggested we ask legal council regarding the issue. In the meantime, Hardenbrook stated he would pay the fee for this first meeting.

**9. Next regular meeting:** January 13, 2018 @ 9:00 a.m. at above address.

**10. Adjournment:** Having no further business, Leonard motioned to adjourn the meeting. 2<sup>nd</sup> by Birley. Meeting adjourned at 2:20 p.m.

Approved as written: Y      N      \_\_\_\_\_  
Joan Tyer, Secretary