

**The Foothills Clusters Homeowners Association**  
**Draft Minutes - ANNUAL MEETING OF MEMBERS**

Date/time: November 1, 2020 at 2:00 PM

Location: Zoom Video Conference

1. SIGN IN OF MEMBERS
2. COLLECTION OF ABSENTEE BALLOTS

Ballots include:

- a. ELECTION OF BOARD OF DIRECTORS
- b. THREE CHANGES TO THE ASSOCIATION BYLAWS
- c. TWO AMENDMENTS THE ARTICLES OF INCORPORATION
- d. REQUEST TO INCREASE THE ANNUAL ASSESSMENT

3. CALL TO ORDER

The President called meeting to order at 2:10 PM.

Roll Call – All Board of Directors present and 52 homeowners were present.

4. DETERMINATION OF QUORUM

The quorum requirement of 37 members was met.

5. SUMMARY OF THE VOTING PROCESS AND COLLECTION AND COUNTING OF BALLOTS

Ballot tabulation was done on Saturday, October 31, by two board members and three non-board members. Votes cast “in person” at the meeting were conducted by polls. Those votes were compared to the tally sheet in order to eliminate duplicate voting.

6. APPROVAL OF 2019 ANNUAL MEMBERSHIP MEETING MINUTES

Approval of the Draft MINUTES of the ANNUAL MEETING OF MEMBERS on November 3, 2019 was tabled to the next Board meeting.

7. THE RESULTS OF THE BALLOT COUNT

Preliminary results from the November 1st Ballot Count:

**BALLOT - PROPOSED BY-LAWS CHANGES**

Change #1 (Adds some flexibility for setting BOD meeting dates.)  
**PASSED**

Change #2 (Removes duplicate section from bylaws that already exist in the Articles of Incorporation.)  
**PASSED** (yes 164, no 24)

Change #3 (Removes a section that conflicts with State law.)  
PASSED (yes 181, no 10)

**BALLOT - ASSENT FOR PROPOSED CHANGES TO THE ARTICLES OF INCORPORATION**

Requires a quorum of 60% (221)

Change #1 (Removes the limit on indebtedness the association may incur.)  
PASSED by simple majority (167) but QUORUM NOT MET

Change #2 (Makes the requirement to borrow money and raise the assessment the same.)  
PASSED by simple majority (173) but QUORUM NOT MET

NOTE: The FINAL COUNT is pending verification and reconciliation any questionable ballot.

8. **BALLOT - ELECTION of BOARD OF DIRECTORS**
  - a. FCHOA Board of Directors – 3 vacancies for a 3 year term:
    - i. Irene Barg
    - ii. Aletha Kalish
    - iii. Michael Katz
  - b. Master Association Board of Directors
    - i. David Kalish
9. **PRESIDENT’S REPORT** - The President thanked everyone for attending and welcomed the new Board of Directors.
10. **TREASURER’S REPORT** - None
11. **COMMITTEE REPORTS** – None
12. **MASTER ASSOCIATION REPORT** – None
13. **ANNOUNCEMENT OF BOARD OF DIRECTORS’ MEETING:**

Monday, November 2, 2020 at 6:30 pm.  
Location: Zoom Video Conference  
Register: <http://www/foothillsclusters.com>
14. **CALL TO THE FLOOR** – Received many member comments on the proposed changes to the Articles of Incorporation and the request to increase the annual assessment.
15. **ADJOURNMENT** – The meeting was adjourned at 3:35 P.M.

**The Board of Directors can adjourn to Executive Session based on the following:**

- |                                     |  |
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| <b>A.R.S. Section 33-1804(A)(1)</b> | <b>Legal advice from an attorney for the board or association</b>                    |
| <b>A.R.S. Section 33-1804(A)(2)</b> | <b>Pending or contemplated litigation</b>  |
| <b>A.R.S. Section 33-1804(A)(3)</b> | <b>Personal, health, or financial information of member or employee</b>              |
| <b>A.R.S. Section 33-1804(A)(4)</b> | <b>Job performance or personal matters of association’s or contractor’s employee</b> |
| <b>A.R.S. Section 33-1804(A)(5)</b> | <b>Discussion of member’s appeal of violation or penalty</b>                         |