

Meeting Minutes

WHEREAS a Special Meeting of the Board of Directors was called for by the President on August 28, 2023 and sufficient Notice was provided to both Directors and Members, in accordance with Bylaws §5.7

THEREFORE a Special Meeting of the Board of Directors was convened and came to order at 9:05 am on August 31, 2023 at the Dubois Chamber of Commerce, 708 Meckem St, Dubois WY 82513 with the President presiding.

Quorum Verification:

<i>DIRECTOR</i>	<i>PRESENT IN DUBOIS</i>	<i>PRESENT REMOTELY</i>	<i>ABSENT</i>
Eriks Goodwin, President	X		
Larry Wilke, Vice President	X		
Peter Tattersall, Treasurer	X		
Mark Bowers, Asst. Treasurer	X		
Matt Neuerburg, Secretary		X	

New Business

Motion to Reschedule the 2023 Annual Meeting of the Members and to Provide for the Regulation Thereof:

1. The date for the 2023 Annual Meeting of the Member is hereby rescheduled to be held on October 14, 2023. The meeting will be held in the Town Council Chamber of Dubois Town Hall, 712 Meckem St, Dubois, Wyo. and shall convene at 10:00 AM.
2. The slate of candidates running for the three Director seats up for election this year shall remain as previously certified and announced.
3. The Social Committee Chair shall act as custodian of proxies, ballots, and ballot-counting for the 2023 Board of Directors election and shall appoint at least four (4) election officials for vote counting. While election officials shall be the only people authorized to handle or move proxy forms and ballots physically, any Member may observe the actions of election officials and counting of the election officials.
4. Proxies received as a result of the prior notification of the Annual Meeting of the Members that was scheduled for September 9, 2023, shall remain valid unless superseded by another proxy from the same owner(s) or by their voting in person at the Annual Meeting of the Members scheduled for October 14, 2023. The new deadline for the receipt of proxies via U.S. Mail shall be on or before October 10, 2023. Mail that clearly indicates the inclusion of a proxy shall not be opened prior to the day of the Annual Meeting of the Members and only by duly authorized election officials.
5. Authorization to send an updated owner notification mailing for the rescheduled 2023 Annual Meeting of the Members which shall contain, at minimum, the same content as the prior notification mailing but with updated dates, explanation, and location information.
6. Authorization to submit an updated notice of the Annual Meeting of the Members for publication in the local newspaper.
7. Candidates who cannot attend the Annual Meeting of the Members may submit a pre-recorded video of their candidate speech for playing during the Annual Meeting, where they would have been invited to stand and address the Members. Videos must be received at least three days in advance to allow for testing with equipment.
8. The rules for ballot handling and counting on the day of the Annual Meeting of the Members shall be as follows:
 - (a) There will be a Master Roll of Owners with checkboxes for 1) Owner filed a Directed Vote Proxy, 2) Owner filed a Proxy designating another to vote on their behalf (along with the name of the designee), and 3) ballot issued to owner or designee. The Master Roll shall reflect the lot ownership data as recorded with Fremont County, Wyoming.
 - (b) Before 9:30 AM, the election officials will open and sort all proxies received on or before the deadline date for receiving. There shall be two stacks: one for proxies which direct a specific vote pattern for their ballot and one stack for those who designated someone attending the meeting to act as their proxy and vote on their behalf.

- (c) Starting at 9:30 AM and continuing until a successful Motion to Close the Vote in the Annual Meeting, when owners check-in, they shall be provided a ballot. Those named as another owner's proxy shall be issued the related ballot as well. Any owner who filed a directed vote proxy who attends in person shall have their directed vote proxy returned to them and shall be given their ballot to complete as they choose. Any owner who had filed a proxy form designating someone else to vote on their behalf will have their proxy form returned to them and their ballot issued to them. In the event that the person who was designated to act as their proxy arrives before the owner, the owner will be directed to seek out their proxy and reclaim their own ballot.
- (d) Ballots may only be turned in to the election officials during the designated vote-casting recess during the Annual Meeting. Upon a successful Motion to Close the Vote, no further ballots shall be accepted by the election officials and the election officials shall proceed to complete ballots for absent owners who validly filed a directed vote proxy in accordance with their voting choices indicated on the proxy form. After doing so, the election officials shall tally the vote from the ballots and when all agree on the count, the final results shall be delivered on paper to the President during the Annual Meeting for announcement at the designated time in the Agenda.
- (e) Proxy forms will not be accepted at the Annual Meeting. Signed proxy forms must be received via U.S. Mail to the Association's PO Box on or before October 10, 2023 to be considered valid.
- (f) In the event of a disagreement with ownership or the number of lots for a given owner, the election officials shall either require documentary proof of the difference—or shall rely on the Fremont County GIS System's records as the default—in accordance with the recommendation by the County Assessor's office as being the most accurate data available. Any dispute not resolvable by the election officials to the satisfaction of the owner shall immediately be brought to the attention of the President for consideration by the Board of Directors. The President shall interrupt the agenda to allow for a "Motion to Suspend the Rules and Consider (the disputed issue from the election officials)." Voting may not be closed if there are any outstanding disputes regarding ownership or lot count brought to the President by the election officials.

<i>DIRECTOR</i>	MOTION BY	SECONDED	YAE	NAY	
Eriks Goodwin, President			X		
Larry Wilke, Vice President		X	X		
Peter Tattersall, Treasurer			X		<i>MOTION ADOPTED</i>
Mark Bowers, Asst. Treasurer	X		X		
Matt Neuerburg, Secretary			X		

Motion to Conduct a "Board of Directors Candidate Town Hall" and provide for the Regulation Thereof:

1. A "Board of Directors Town Hall" shall be held on September 16, 2023. The meeting will be held in the Town Council Chamber of Dubois Town Hall, 712 Meckem St, Dubois, Wyo. and shall convene at 10:00 AM.
2. The agenda shall include:
 - (a) Candidate introductory remarks, up to five (5) minutes each.
 - (b) Questions from the audience: every candidate will have up to two (2) minutes to answer.
 - (c) Candidate closing remarks, up to five (5) minutes each.
3. The Moderator of the event shall be the Chair of the Social Committee or their designee. The event shall allow for remote participation by candidates and owners via BlueJeans video conferencing and shall be recorded. The recording of the event shall be made available through the Association's website.
4. Prior to the event, certified candidates may submit text content and one photo for posting to "Meet the Candidates" pages on the Association's website. Content shall not attack any owner, nor shall it be critical of another owner. The candidates' messages should focus on their own qualifications to serve, their own background, and what they would like to do if elected.
5. The Social Committee shall act as ombudsperson of what content is or is not appropriate in accordance with the above-stated rules. The decision of the Social Committee shall be final unless the impartiality of the Social Committee is challenged in the context of a specific decision on content—in which case, the Board of Directors shall decide, and their decision shall be final.
6. Candidates who cannot attend the "Board of Directors Candidate Town Hall" may submit a pre-recorded video of their candidate introductory remarks and closing remarks for playing during the event. Videos must be received at least three days in advance to allow for testing with equipment.

<i>DIRECTOR</i>	MOTION BY	SECONDED	YAE	NAY	
Eriks Goodwin, President			X		
Larry Wilke, Vice President	X		X		
Peter Tattersall, Treasurer			X		<i>MOTION ADOPTED, AS AMENDED</i>
Mark Bowers, Asst. Treasurer		X	X		
Matt Neuerburg, Secretary			X		

Motion to Authorize Engagement of Counsel:

1. The President is directed by the Board to engage legal counsel by Codie Henderson of Davis & Cannon, LLP to answer, "Were the new Bylaws approved during the Regular Meeting of the Board of Directors on August 10, 2023, correctly adopted (in accordance with the 2019 Bylaws, as amended, and applicable Law)?" The President is further directed by the Board to present the following questions and tasks to Counsel:
 - (a) The Bylaws recently voted upon to be reviewed for enforceability.
 - (b) Opinions submitted by Clay Fulcher are submitted along with the Bylaws for consideration.
 - (c) Counsel is also tasked to advise the Board and the Association as to how to address any provision thought by Counsel to be unenforceable or if Counsel advises that the Bylaws were not validly adopted.
2. The Treasurer is authorized to re-submit a \$5,000 retainer to Counsel, if needed, and to pay legal fees bills arising from this Motion. All legal services bills shall be communicated to all Directors as soon as is practical and in such way as to maintain confidentiality and not violate attorney-client privilege, except as advised by Counsel.
3. All live discussions with Counsel shall be open to participation by all Directors and shall be confidential, except as advised by Counsel.
4. The President is directed to provide copies of all emails, correspondence, contracts, and notes of conversations with Counsel to all Board members as soon as is practical and in such a way as to maintain confidentiality and not violate attorney-client privilege, except as advised by Counsel.

<i>DIRECTOR</i>	MOTION BY	SECONDED	YAE	NAY	
Eriks Goodwin, President			X		
Larry Wilke, Vice President	X		X		<i>MOTION ADOPTED, AS AMENDED</i>
Peter Tattersall, Treasurer			X		
Mark Bowers, Asst. Treasurer		X	X		
Matt Neuerburg, Secretary			X		

Adjournment

Motion to Adjourn:

<i>DIRECTOR</i>	MOTION BY	SECONDED	YAE	NAY	
Eriks Goodwin, President			X		
Larry Wilke, Vice President			X		<i>ADJOURNED AT 10:17 AM</i>
Peter Tattersall, Treasurer			X		
Mark Bowers, Asst. Treasurer	X		X		
Matt Neuerburg, Secretary		X	X		

Certification and Attestation of Minutes:

I certify that these Minutes are exactly as approved by the Board of Directors:

BY: *Matthew Neuerburg*
Matthew Neuerburg, Secretary

I attest that these Minutes represent the Official Record of the Board of Directors of the Upper Little Warm Springs Association:

ATTESTED: *Eriks Goodwin*
Eriks Goodwin, President

