



September 2020

Mr. Toad's Wild Ride...

The Association of Angel fire Property Owners, Inc.

Since the conclusion of the Board Election at the Annual AAFPO meeting, it's definitely been a wild ride! Three of the newly elected board directors (Carol Rupp, Treasurer; Sandra Trom, Secretary and Ginger Lagasse, President) were appointed to executive positions. The fourth newly elected board director, Holly Ham, was elected as Chair to the Finance Committee. Ginger stated at the meeting that all future meetings would follow Robert's Rules of Order and the Board would assign Director action to address and spread the load of responsibilities. Changes were coming...

Executive Director:

AAFPO Bylaws, Article XIV, section b, states that the board may, from time to time, employ the services of an executive director to manage the affairs of the association. In such case, the board must set a ***specific sunset date, after which the delegation must be renewed***. An executive director was added to the board in July 2012 by Resolution No. 2012-001 (<https://fzi.d89.myftpupload.com/wp-content/uploads/2020/02/Resolution-2012-001.pdf>). The date of expiration was the end of the 2012 fiscal year. There was no renewal on file.

When the newly Executive Directors took their positions, it was decided that they would cover their duties as stated in the bylaws. This would give them a better understanding of our responsibilities to the members and save on expenses. Under this situation, we had no reason to continue with the executive director and President Lagasse released her at the July executive session. She specifically stated "there was no malice in this action". Since the sunset date had passed in 2012 and there was no renewal, no vote was needed to preform this action.

AAFPO costs for executive director:

2012-2017 - \$175,748.58

2018 - \$55,553.83

2019 - \$59,327.82

2020 (6 month period) - \$41,747.71

Resignations:

The first official board meeting for the newly elected directors on July 9, 2020 continued the wild ride. In the executive session of the meeting, four of the existing board members (Julie Woodman, Director; Krysty Ronchetti, Director, Brian Smith,

Director & Drew Maxwell, previous Treasurer) all resigned following the release of the executive director. The remainder of the board was shocked. President Lagasse acknowledged and accepted the resignations, both verbally and in writing. This left the board at five current directors. On August 7, 2020, Ginger Lagasse resigned due to personal reasons. It was a realization that we all needed to pull together and support the members that elected us. We are there for them and need to represent them. Shoulders back, head high – let's do this! And the ride continued...

Additionally on August 12, 2020 Mark Manley, General Counsel, Angel Fire Resort, replaced Dan Rakes as the ex-officio member on the AAFPO Board. Mark has not attended a full AAFPO board meeting to date.

Vacancies:

AAFPO Bylaws, Article VI, section 5, addresses vacancies related to *resignations* on the board. It clearly states, “**...Successor shall be selected by the remaining elected directors...**”. This is consistent with the N.M.S.A, 1978, 53-8-19 (1975), which states in pertinent part: A. “Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors may be filled by **the affirmative vote of a majority of the remaining directors, though less than a quorum of the board of directors, ...**”.

At the August 13, 2020 board meeting, nominations were accepted for the open board positions. The four remaining directors unanimously appointed four replacement directors, who were immediately seated to the board. After the new directors were appointed, the Board has operated with eight Directors, which is clearly a quorum by any definition. All of this was done consistent with the Bylaws and statutory law.

New Board Directors:

Spencer Hamons, Director
Peggy Trott, Director
Jim Miller, Director
Hank Rennar, Director

Vice President Davey is filling in for the president position until the board elects someone. Currently this position is still open.

Holly Ham, Chair of the Finance Committee, met with Mark Seiter, CFO of the Angel Fire Resort. On August 12, 2020, she sent a letter to Mark Seiter, confirming their discussion requesting the following items:

- 1) All data and information pertaining to AAFPO members, including members' contact information, membership status, delinquencies, etc. noting that it is AAFPO's fiduciary duty to maintain the member registry.
- 2) Asking that the additional 4% for the discretionary fund be provided to AAFPO. Currently Angel Fire Resort holds this money.

- 3) All details of the 95% report (report showing the members how their dues are spent in relation to the operating and maintenance of the amenities) for fiscal year 2020 with PII and other personnel information redacted due to the privacy nature of this information. The board also may request monthly review of the report, detailed data, etc. This is a fiduciary duty of the AAFPO board to manage member dues and expenses and report them accordingly to AAFPO members.

Mark Seiter replied that all formal requests must go through Dan Rakes, Executive General Counsel, so both an email and letter with this information went out to Dan Rakes as noted.

Ninety minutes before our August 13th board meeting, we received an email letter from Mark Manley, General Counsel Angel Fire Resort and ex-officio member, trying to shut down our AAFPO board meeting citing "failure to maintain a quorum". See information on filling vacancies above and you can see your AAFPO board has a quorum. After multiple letters from the Resort, we contacted our legal counsel and they have confirmed, ***"Your AAFPO Board is legally constituted."*** For more detail on this, read the minutes from 09/10/2020 Board Meeting.

[Future plans:](#)

The board is putting into place procedures, along with checks and balances that will benefit its members and working to be fiscally responsible per the bylaws. The attached list of committees seek volunteers. Please contact the chairman directly. We are here for you! Please join us on making AAFPO a better place.

Thanks!

Your AAFPO Board

Note this is a summary blog from our point of view. Please visit the minutes on the website to learn more.

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List of Committees and Chairs

- i. **Legal Committee** – Penni Davey, Chair
daveytemp@gmail.com
- ii. **Amenities Committee** – Peggy Trott, Chair
Peggy_trott@yahoo.com
- iii. **Finance Committee** – Holly Ham, Chair
Holly.l.ham@gmail.com
- iv. **Covenants & Restrictions Committee** – Jim Miller, Chair
James.miller.3@us.af.mil
- v. **By Laws Committee** – Sandra Trom, Chair
Executive-director@aafpo.org
- vi. **Election Committee** – Jay Mitchell, Chair
Mjmitch1919@gmail.com
- vii. **Annual Meeting Committee** – Executive Directors, Chair
Executive-director@aafpo.org
- viii. **Budget Review Committee** – Holly Ham, Chair
Holly.l.ham@gmail.com