

**Asociacion de Vecindados en Tecomatlan, A.C.
16th Annual General Assembly 2016
February 20, 2017**

Casa Jones, Tlachichilco del Carmen, Jalisco

The meeting was called to order by President Bernard Leader at 9:15 AM. Bob Esseltine was designated the proxy scrutinizer and Bob and Nancy Esseltine were designated to be the vote counters by President Bernard Leader.

Board Members Present:

Bernard Leader	President
Mike Jones	Treasurer
Doug Reno	Director-at-Large
Bob Esseltine	Water Commissioner
Lynda Thomson	acting as minute-taker for this AGM only

Board Members Absent:

Ray Miller	Vice-President
Byron Kirkham	Comisario

A.C. Members Present (eligible to vote):

Britt Proud	Dan Kralik	Darlene Webb	Barney Leader
Doug Reno	Gloria George	J.P. Dwyer	Joan Gutierrez
John Kelly	Kathryn Vine	Larry Pelligrini	Lynda Thomson
Mike Jones	Russ Loop	Sandra Lacelle	Tom Mills

A.C. Members Present (not eligible to vote):

Carole Mackenzie			
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A.C. Members Represented By Proxy:

Brad Bedell	Chris Kimm	Connie Volden	Elizabeth Handy
Jeanette McCamis	Ken Quinn	Kristin Kimm	Linda Dwyer
Michael Connell	Quy Nguyen	Rick Ryan	

Responsible Members" that voted in advance with the electronic ballot:

Bonnie Rohac	Efigenia Hawkins	Helen Ness	John Kemp
Lana Ehlebracht	Larry Pelligrini (also attended meeting as an observer)	Miles Hunter (disqualified - not up-to-date with payments)	Rodney Brooks
Tom Gallier			

Guests:

Ango Mills	Antonieta Leyva (Toni Kralik)	Barney Leader	Bob Esseltine
Dave Thomson	Joaquin Hawkins	Nancy Esseltine	Ruth Ann Loop
Ruth Reno	Stan Proud		

Minutes

President Barney Leader announced the rules for the meeting. Roberts Rules of Order will be followed – facilitation by all Board members. The rules are:

- 1) any new subjects for consideration will be recognized as new business. New subjects coming up in another discussion will be added to a “parking lot” list until new business time.
- 2) voting procedure: since all details were sent out in advance, no reports will be read aloud. Any items requiring a vote will be summarized as they are introduced. Then to open for discussion after the introduction, we will ask for someone from the floor to make a motion to accept the item for discussion, then ask for a second. Then the item will be opened for discussion from the floor. To respect members' time, all questions/comments should be restricted to no more than 3 minutes each. After 3 minutes of comments by 1 person, they will be reminded to wrap it up as quickly as possible.

Regarding amendments: if a motion is made to amend a motion, the original member has 3 more minutes to clarify their motion. If there is no one prepared to second the motion, then the motion fails, Otherwise discussion continues on the amended motion. After discussion, a vote is called on the amendment. If the motion receives a majority of votes, then we proceed with the amended motion. Otherwise, the original motion is the focus of the discussion, after which a vote is called.

A quorum to start the meeting of 44 was reached by 9:15, so the meeting began.

Motion: Accept the minutes from the 2015 Ordinary General Assembly held February 2016
Made by: Kathryn Vine
Seconded by: Dolores Leader
Comments: No comments
Vote: unanimous - motion is passed

Motion: Bylaw amendment: 5.4
Made by: Kathryn Vine/John Kelly
Seconded by: Sandra Lacelle

Comments: John Kelly: suggested amendment to add that the majority of the board had to be owners (5.4).

Vote: unanimous – amended motion is passed

Motion: Defer new bylaws

Made by: Joan Gutierrez

Seconded by: Britt Proud

Comments: Joan Gutierrez: Asked why a rewrite? Barney: need people to work as Board members – we had no volunteers. There has only been one change in the bylaws since 2005. Bob Esseltine: he sent out an email on Dec 22 2016 regarding the Board’s rationale for the bylaw rewrite. Dave Thomson: why not approve the new bylaws and then make changes as needed. Kathryn Vine: everyone had 3 months to review, why not give the board the agreement. Dan: he has 5 amendments that he is prepared to introduce.

Vote: - motion is defeated

Motion: Bylaw amendment: 8.3.4 – add note re easement without changing deed

Made by: Dan Kralik

Seconded by: Dolores Leader

Comments: Dan Kralik: wants legally binding evidence of the easement. Kathryn Vine: at Vista del Lago, the owners sign a statement, which is filed in their file. So, this document would not need to be notarized. Doug Reno: may not hold up if not legal, but the system is working at VDL.

Vote: Unanimous approval - motion is passed

Motion: Bylaws amendment: 8.3.8 – add “subject to conditions to 8.3.9”

Made by: Dan Kralik

Seconded by: Kathryn Vine

Comments: Dan Kralik: “in perpetuity” phrase needed to be qualified.

Vote: Unanimous - motion is passed

Motion: Bylaw amendment: 8.3.9 d) – remove grandfather clause for assessments for properties before 2005

Made by: Dan Kralik

Seconded by: Kathryn Vine

Comments: Dan Kralik: current situation is that non-residential or commercial properties constructed prior to 2005 are not subject to the restrictions as defined in the new bylaws. Dan wants the exception currently in place to be eliminated. Doug Reno: usually “grandfathering” applies until changes are made to the property in question. Barney Leader: houses in place today were built under the assumption that no assessments were in place – new builders should be building knowing that there may be additional fees/assessments.

Vote: motion is denied

Motion: Bylaw amendment: Dan 8.7.3 – add clause that full-time/part-time resident users must make specific written financial arrangements with Treasurer, with approval by all board members

Made by: Dan Kralik

Seconded by: Tom Mills

Comments: Mike Jones: we try to work with people to make payments when they can, but not a formal process. If they are not paid up, then they cannot vote. Joan Gutierrez: why isn't 100 pesos a quarter deemed reasonable commitment for payment? Mike Jones: common issue at board meetings is who is paying and who is not – water is really the only way that the AC can get their attention. Kathryn Vine: any interest to be charged? Bob Esseltine: included in the new bylaws – percentage by calendar end for outstanding balance. Britt Proud: why hasn't Andrea not been cut off? Mike Jones: she has paid 5000 pesos and has a verbal arrangement for future payments. Britt Proud: what about JP Dwyer – isn't he non-paying? Mike Jones: list Britt is referring to was from end of December and is currently paid up. JP Dwyer: we try to pay, even on lots that are not getting water. Dave Thomson: what is “reasonable”? Doug Reno: based on quarterly usage, we can determine it. Maybe “reasonable payment” should be included in the new bylaws.

Vote: Unanimous approval - motion is passed

Motion: Bylaw amendment: 9.1 – indemnification clause should include “don't knowingly violate the bylaws of the AC” as well Mexican laws

Made by: Dan Kralik

Seconded by: Kathryn Vine

Comments: Barney Leader: for some issues, common sense may trump written bylaws. Kathryn Vine: don't think we need this amendment. Bob Esseltine: there is no reference in the old bylaws regarding compliance to bylaws, so this is a new clause.

Vote: 3 nays – motion is passed

Motion: Amendment to bylaws: remove this clause 3.7.3 -
Made by: Stan Proud
Seconded by: Britt Proud
Comments: Dan Kralik: has issues with current Magen/Handy issue and is concerned that eliminating this clause is a serious issue
Vote: 1 yeah - motion is denied

Motion: Accept amended bylaws
Made by: Barney Leader
Seconded by: Lynda Thomson
Comments: none
Vote: 33 for, 3 against, 1 abstention - motion is passed

Motion: Accept all board reports
Made by: Kathryn Vine
Seconded by: Dolores Leader
Comments: No comment – thanks from Dolores Leader for all the work by the current Board
Vote: Unanimous - motion is passed

Motion: New business: see what we can do to get the non-payers more current via financial settlement with approval of Board
Made by: Dan Kralik
Seconded by: Kathryn Vine
Comments: Dan Kralik – 28 people did not pay assessments a year ago, and now maybe 44– so an increase. Mike Jones talked us through the details from Bob and Barney’s reports. Tom Mills: should we defer this till next year and maybe rework it? Bob Esseltine: in bylaws, already addressed in 8.2.1 – do we even need this? Maybe look at this next year. Bob Esseltine: he and Dave Thomson are planning to determine an estimate of the replacement cost of the entire water system in order to develop a more accurate, fact based cost, for an Access Licence moving forward.
Vote: 1 yeah, motion is rejected

Motion: New business: drop suit with Magen/Handy
Made by: Stan Proud

Seconded by: Joan Gutierrez

Comments: Barney Leader: we did not initiate the legal proceedings. On the advice of the lawyer, the AC shut off water to the Magen/Handy property to encourage Magen/Handy to negotiate with the AC for access through the servidumbre (easement). Magen/Handy then issued an amparo demanding reinstatement of the water service, which the AC did immediately. That case was thrown out of court. We then instituted a lawsuit against Dan Kralik, Dan Kralik's son and Elizabeth Handy to gain access through the servidumbre to the AC well property.

Vote: 1 yeah – other nay - motion is rejected

Motion: New business: remove the approved La Huerta water storage project as outstanding and get the Water Commissioner to recalculate the costs for next year.

Made by: Dave Thomson

Seconded by: Dan Kralik

Comments: No comment

Vote: Unanimous approval - motion is passed

Motion: New business: disallow Kraliks from being Treasurer and Secretary at the same time.

Made by: Britt Proud

Seconded by: Joan Gutierrez

Comments: Several issues raised about conflict of interest by having 2 related people on the board with signing authority. The discussion raised the issue that perhaps the bylaws should be changed to address this situation rather than agree with this motion. This motion is being rejected and replaced with 3 specific motions to address the conflict of interest issue identified here. See below.

Vote: 4 yeahs - Motion is rejected

Motion: New business: amendment 6.1.8 change president's duties - jointly with treasurer position

Made by: Bob Esseltine (1 of 3 related motions)

Seconded by: Dan Kralik

Comments: Several motions were made that were very convoluted regarding bylaws 6.3.6, 6.4.10, 6,1,8, and were withdrawn, to be replaced by this motion and the next 2 motions.

Vote: unanimous - motion is passed

Motion: New business: amendment to 6.3.6 – eliminate 1 of the duties of the secretary position (signing authority)
Made by: Bob Esseltine (2 of 3 related motions)
Seconded by: Dan Kralik
Comments: See above comments
Vote: Unanimous – motion passed

Motion: New business: amendment to 6.4.10 open bank accounts jointly with president (currently under treasurer description) –
Made by: Tom Mills (3 of 3 related motions)
Seconded by: John Kelly
Comments: See above comments
Vote: Motion passed

Motion: New business: amendment required because designation of Comisario is specified 2 different ways in the new bylaws: 5.10 (specifies Board) and 4.22.15 (specifies members at AGM).
Made by: Dan Kralik
Seconded by: Dolores Leader
Comments: Should be the Board, not the members.
Vote: unanimous - motion is passed

Motion: New business: strike back the water minimum assessment per month (was 5 cu m per month and now 30 cu m per month)
Made by: Joan Gutierrez
Seconded by: Britt Proud
Comments: Barney Leader and Doug Reno checked with other communities with similar climate to ours is \$22 (440 pesos) per month. We need a bit of cushion for repair or maintenance – this is not a public funded system. Joan wants equal payments for all members. Bob Esseltine: background – was asked to propose a different method for payments – maybe use a connect fee per quarter. Britt Proud: why only one meter at the villas? Barney Leader: they are now all metered for internal billings but they only have one AC meter at the aljibe.
Vote: unanimous - motion is rejected

Dan Kralik extended invitations to all AC members to view the La Calma well site.

Nomination of board members: Bob Esseltine explained new system with the advanced voting and on-site voting and indicated that this is the last year we will be using the proxy methods. Ballots are to be completed and submitted to Bob and Nancy Esseltine.

The proclitized minutes for this AGM are to be handled by newly elected secretary.

Results of the Voting:

President	Barney Leader 42	Ernie Gerenda 5	Abstention 1
Vice President	Ray Miller 48		
Treasurer	Toni Kralik 39	Joan Gutierrez 9	
Secretary	Dan Kralik 41	Britt Proud 7	
Water Commissioner	Bob Esseltine 48		
Director-at-Large	Doug Reno 48		

Our new AC Board of Directors for 2017 is:

President	Bernard Leader
Vice-President	Ray M. Miller
Secretary	Daniel Joseph Kralik
Treasurer	Maria Antonieta Leyva Cedillo.
Water Commissioner	Robert Preston Esseltine
Director-at-Large	Melvin Douglas Reno

Motion: Adjourn AGM at 12:59 p.m.

Made by: Anjo Mills

Seconded by: Barney Leader

Vote: unanimous - motion is passed