

DSROA Board of Directors 2017 Annual Meeting & Election

Saturday, September 9, 2017 - Deer Springs Ranch Headquarters

AGENDA

****10:00 am****

Open Forum and Presentation of Candidates for the 2017 Board of Directors

Joe Bosze, Jodi Akers, John Harris, Tamra Hardin, Lary Sims, Larry Clarkson, Stephen Browning

Special Presentation

CWPP Fire Presentation Booth

Bevan Killpack, Community Fire Planner, 5 County Assoc. of Governments
Spencer Rollo, Kane County Fire Warden

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| 1. Welcome – Phil Hall (President) | 11:00 – 11:05am |
| a. Prayer | |
| b. Roll Call | |
| 2. Approval of Meeting Minutes – Jeff Michelsen, Board Secretary | 11:05 - 11:15am |
| a. Annual Meeting 2016 | |
| 3. Financial & DSROA Statistical Report – Jodi Akers | 11:15 – 11:25pm |
| 4. A Look to the Future – by current Board President, Phil Hall | 11:25 – 11:40pm |

Ballots will be collected for Election

(Counting by a committee of 5 will take place in the Mercantile under the direction of Mariah Wheeler, DSROA Secretary)

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| 5. Special Presentations by current Board of Directors | 11:40 – 12:00pm |
| a. Joe Bosze – Equipment, Facilities, Cabins | |
| b. John Harris – Ranch Manager Relations, Roads | |
| c. Brad Hunt – Fire Protection, Agriculture & Fencing, Wildlife | |
| d. Barry Clarkson – Legal, Water | |
| e. Jodi Akers – Finance, Facebook Page | |
| f. Jeff Michelsen – Reservations, Web Development & Communications | |
| 6. Pot Luck Luncheon & Social | 12:00 – 1:00pm |
| a. Pot Luck Luncheon (<u>bring a side dish to share</u> ; limited refrigeration available). | |
| b. Delicious Main Course prepared by Brad & Tammy Hunt Family. | |
| c. Entertainment by: Mike Ewing | |
| 7. Annual Auction | 1:00 – 1:30pm |
| a. Please donate to the ranch auction and get ready to start bidding! All proceeds fund next year's event. | |
| 8. Election Results – presented by Mariah Wheeler, DSROA Ranch Secretary | 1:30 – 1:40pm |
| 9. Adjournment of Annual Meeting – <i>Next Board Meeting: Sat., October 14, 2017 at 11:00am – DSR Headquarters</i> | |
| 10. Recess for Executive Session Organization of newly formed Board of Directors | 1:45 – 2:00pm |
| 11. Open Forum Discussion | 2:00 – 3:00pm |
| a. The goal is to have a positive, open discussion on items regarding the Ranch that interest you. | |

MEET THE CANDIDATES for the 2017-2019
Deer Springs Ranch Owners Association Board of Directors

Joe Bosze - Lot 107, Jodi Akers - Lot 128 & John Harris, Lot 163

Joe Bosze, Lot 107: current DSROA Board Vice President and past Secretary from 2013 - 2016;
currently oversees the Cabin & Equipment Maintenance

Jodi Akers, Lot 128: DSROA Board Treasurer since 2011; past Legal & Water Committee Chair

John Harris, Lot 163: currently overseeing the Roads and Safety & Security Committee; serving on
the Legal Committee and has served on the Board for over 5 years

We are asking for your vote at the DSR Annual Meeting in September.

As current and past Board members, the three of us have been on the Board through several elections serving in various capacities. With our participation and that of the other Board members elected with us, our finances are finally in the best shape they have ever been, an actual plan for maintenance and improvements to the Ranch roads has been implemented and is being followed, the Bylaws and Rules and Regulations have been updated and brought into compliance, and the Minutes and other official paperwork of the Board is being attended to in a timely manner. These are just a few highlights of the many positive developments of the last few years.

We are all active participants at the Ranch –

Joe & Candy spend countless days at the Ranch during the summer months, fixing equipment and taking care of cabin issues.

John and his wife Sunshine live at the ranch for 6 – 7 months per year, and monitors the roads and what is happening at the Ranch on a daily basis.

Jodi comes up monthly for the meetings and does the number crunching to keep us financially on track.

Unlike some candidates who are Realtors with lots to sell at the Ranch, or are connected with the original developer of Deer Springs and might be motivated by personal gain to be made at DSR, we strive to work toward the benefit of the entire Ranch and all its Members. In fairness and honesty to the entire Membership, and in concert with the rest of the Board, we make our decisions based on the greater good. This will most certainly change if the wrong people are put in place. It has taken hundreds of hours and many years to reclaim Deer Springs Ranch back to the ownership of the Members. We are no longer Deer Springs Ranch, we ARE Deer Springs Ranch OWNERS Association. It's up to YOU, (the Owners) to keep it that way.

As some of you are aware, one of the major problems with management at DSR in the past has been the lack of continuity which occurs at each election. This is a primary reason we are asking that all three of us be re-elected to the Board this coming 2017. We are committed to seeing the Ranch continue on the current path of steady and measured progress within the limits of available finances. To add to this effort, the three of us will be supporting candidate Lary Sims to the Board. Lary is another independent thinker, and has done previous construction and repair at the Ranch.

We are all encouraging everyone to support this year's Bylaw change. This change will ensure that the Board Members you vote into office, will not be removed by any special interest groups without your vote being considered.

For more information on each of us, please visit the DSR Board Bios web page:

<http://www.deerspringsranch.org/board/boardindex.php>

We invite any Members with questions about our past and future service on the DSR Board to email or call any or all of us with any questions.

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Jodi Akers dsrjeptourjodi@gmail.com 602-677-5337
John Harris johnharrisknives@yahoo.com 951-653-2755
Joe Bosze luxorjoe@cox.net 702-375-3425

We thank you for your consideration, and we look forward to more great things at Deer Springs Ranch.

Tamra Hardin - Lot 289

Hello, my name is Tamra Hardin. My husband is Tass Hardin and we own lot 289. We were both raised in Las Vegas, but moved to Cedar City 14 years ago. I'm raising three boys Tyler, Trace, Tanner that you will see around our ranch. I accepted the nomination for becoming a board member because I feel so strongly about Deer Springs Ranch and how we take care of it. My husband and I hope to live full time at the ranch within 4 years. My lot is located in Slide Canyon of the association. I would like to see roads improved, water made more available, increase the income of the ranch so all this can be done. I would like to listen to all and help the current board make decisions that are improving all of the Ranch for everyone. We are at the ranch every two weeks for a few days at a time. I see what needs to be done and what needs to be taken care of. I'm hoping to attend all meeting so I can be your voice on the board.

Deer Springs Ranch is my place to keep in the family forever. I want many generations to enjoy our cabin and property, so it's my goal to help keep it preserved, but accessible. I want to keep it a quiet, secluded, remote place for us to enjoy as Deer Springs Ranch members.

Lary Sims - Lot 89

In the summer of 2004 my wife and I were looking for property in Southern Utah when we came across information on the internet about a place called Deer Springs Ranch. So on a beautiful sunny summer afternoon we drove onto Deer Springs Ranch for the first time and it instantly felt like home. The following spring of 2005 we purchased lot 89 and started construction of our cabin and we finished it in the spring of 2007. For the record we only own one lot! When people ask me where I am from I jokingly tell them I own a house in Las Vegas but my home is on Deer Springs Ranch! I hope one day that want be such and exaggeration.

When it comes to ranch matters my ranch friends all know where I stand. I like the ranch as I found it in 2004, a place where family's spend time together getting away from the concrete jungles many of us live in. My vision of the ranch is to see all road improved, the rental cabins to be in good repair for all of our guest to enjoy and to only support what the membership at large can financially afford.

Over the years I have donated my time and money to the ranch.

- In 2008 Phil Hall and I got together and formed a small committee to improve the Crawford Canyon Road. I personally donated \$2,500.00 to the project and I also got on the phone and called many ranch members and solicited funds from them as well. The end result was a substantial portion of Crawford Canyon Road was graveled for the first time ever.
- In 2013 I painted the outside of cabins 2 and 4.
- In 2013 I build the deck on cabin 2.
- In 2015 I donated my 2 ton truck to the ranch and it was liquidated for \$2,500.00 and proceeds was used to buy an ATV for the ranch management.

I am 61 years old, married to my wife Maggie for 17 years and the father of 4 wonderful daughters. I am a former home builder, general contractor and real estate developer. Today I am a Independent Manufacturer's Representative in the hand and power tool industry and I am looking forward to full retirement in 2018.

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If I had to sum up what my qualifications are to sit on the DSR board of directors from a philosophical point of view here it is in a nutshell!

- Always strive to be a good neighbor.
- Always live within your means.
- And be forever mindful that good fences make good neighbors.

Thank you
Lary Sims

Larry Clarkson - Lot 76

I am Larry Clarkson. My wife, Deborah and I own lot 76. Since the birth of Deer Springs Ranch, I have been a member. I feel my working knowledge of the ranch would be a great benefit to the members because of my many years of personal, hands on experience. I can often be found working at the ranch 3 to 6 days a week, 8 out of 12 months of the year. An important factor that I would like to achieve as a board member would be to continue in paths that forward the tradition of an enjoyable ranch experience for members and visitors alike.

Thank you
Larry Clarkson

Stephen Browning - Lot 225

My name is Stephen Browning and my wife, Cheyann and I own lot 225. We acquired the lot in December 2015 and have enjoyed the ranch many times. Cheyann is an Interpretive Ranger for the Grand Staircase-Escalante National Monument and I am semi-retired, working part-time for Clarkson Investments.

I look forward to the opportunity of serving on the Board of Directors of the Ranch and would appreciate your vote. I was born and raised in San Diego and have always worked. That's what happens when your family has 13 popular BBQ restaurants. I have managed multiple restaurants for my Dad. After an LDS mission, I attended BYU on an Opera Scholarship. I met my sweetheart there and we just celebrated our 40th anniversary. We spent some time in Dallas where I was a manager- trainer for Checker Auto Stores, then the Data Processing and Accounts Receivables Manager for the Dallas Foods Division of Ben E. Keith Wholesale Grocers with daily sales in excess of \$100,000. We eventually ended up in Branson, MO where I spent 4 years as Vice-President and Master of Ceremonies for Roy Clark at his theater and 10 years as Vice-President of Public Relations and Marketing and Master of Ceremonies for Mel Tillis at his theater. We moved to Kanab in 2001 where I took the position of Director of Tourism for Kane County. While in Kanab, I also put together the Crescent Moon Theater project for Paula Zutes and ran it for 2 years, was General Manager of Parry Lodge for 3 years where I returned it to a profitable business during my first year and set up Parry Lodge's Workamper program, building a 12 space RV Park and using full-time RV'ers as experienced and dependable workers who will often trade 15 to 20 hours of weekly work for just the price of a full hook-up RV space in a beautiful area (something that I would like to start at Deer Springs Ranch). I additionally served 2 years as Executive Director and Chairman of the Board for Western Legends Roundup a 501c3 non-profit.

My community service includes serving on the Board of Directors for the Branson/Lakes Area Chamber of Commerce and Board of Directors of the Branson Veterans Task Force which hosts the Veterans Homecoming each November, America's largest Veterans Celebration attracting over 100,000 participants.

We just this month, completed a purchase on a home in Fredonia, AZ and intend to be here for a long time. If elected, I look forward to bringing my ideas and experience to the benefit of the Ranch.

Thank you,
Stephen Browning

Proposal to amend DSROA Bylaw Article #5 - H.

There has been some concern over the past several years related to the ability of Members of the Association being able to remove a member or members of the Board of Directors without notice, and without the input from all Members of the Association, but rather upon the simple affirmative vote of those actually in attendance at a regular or special meeting of the Members. The relevant portion of the current Bylaws states as follows:

Article 5 - H Removal of Directors:

"At any duly constituted regular or special meeting of the Association, anyone of more Directors may be removed with or without cause by the affirmative vote by written ballot of a majority of all members present. A successor may then be elected by a majority vote of the membership in a like manner as herein above provided to fill the vacancy or vacancies thereby created. Any Director whose removal has been proposed at any such meeting will be given an opportunity to be heard at the meeting."

As our current Bylaw is worded, it may be interpreted that at any meeting, any collective group of individuals could vote out any or all Members of the Board with only the majority of members present at that particular meeting, in lieu of a majority of the Membership.

Based on the foregoing concerns, and after discussion by the Board of Directors, it is proposed that the Bylaws of Deer Springs Ranch Owners Association, Inc., be amended to adopt Utah State Code 16-6a-808 which describes the Removal of an Officer, and which will completely replace Article 5-H. We would further define that a quorum for such vote is 51% of the entire Membership, for which may be represented in person, by proxy or by mail in ballot.

Amended Bylaw as proposed:

5. COMPOSITION AND MEETINGS OF THE BOARD

(amended 09/2017)

H. Removal of Directors:

The Association has adopted and will follow Utah State Code 16-6a-808 for its policy of the Removal of Directors, as follows:

Utah Code, Title 16, Chapter 6a, Part 8, Section 808 Removal of Directors:
16-6a-808 Removal of Directors (Effective 5/12/2015)

- (1) Directors elected by voting members or directors may be removed as provided in Subsections (1)(a) through (f).
 - (a) The voting members may remove one or more directors elected by them with or without cause unless the bylaws provide that directors may be removed only for cause.
 - (b) If a director is elected by a voting group, only that voting group may participate in the vote to remove that director.
 - (c) Unless otherwise provided in the bylaws, a director may be removed:
 - (i) when the director is elected by the voting members, only if a majority of the voting members votes to remove the director; or
 - (ii) when the director is elected by a voting group, only if a majority of the voting group votes to remove the director.
 - (d) A director elected by voting members may be removed by the voting members only:
 - (i) at a meeting called for the purpose of removing that director; and
 - (ii) if the meeting notice states that the purpose, or one of the purposes, of the meeting is removal of the director.
 - (e) An entire board of directors may be removed under Subsections (1)(a) through (d).
 - (f)
 - (i) Except as provided in Subsection (1)(f)(ii), a director elected by the board of directors may be removed with or without cause by the vote of a majority of the directors then in office or such greater number as is set forth in the bylaws.

- (ii) A director elected by the board of directors to fill the vacancy of a director elected by the voting members may be removed without cause by the voting members but not the board of directors.
- (g) A director who is removed pursuant to this section may deliver to the division for filing a statement to that effect pursuant to Section 16-6a-1608.
- (2) Unless otherwise provided in the bylaws:
 - (a) an appointed director may be removed without cause by the person appointing the director;
 - (b) the person described in Subsection (2)(a) shall remove the director by giving written notice of the removal to:
 - (i) the director; and
 - (ii) the nonprofit corporation; and
 - (c) unless the written notice described in Subsection (2)(b) specifies a future effective date, a removal is effective when the notice is received by both:
 - (i) the director to be removed; and
 - (ii) the nonprofit corporation.
- (3) A designated director, as provided in Subsection 16-6a-804(5), may be removed by an amendment to the bylaws deleting or changing the designation.
- (4) Removal of a director under this section is not affected by Subsection 16-6a-805(5).
- (5) A quorum of the membership is defined as 51% or more of the entire membership. A quorum of 51% or more affirmative votes of the entire membership will be required for the removal of any one or more directors, for which may be represented in person, by proxy or by mail-in ballot.

The Board feels that this updating of our bylaws to the requirements of the State of Utah clarifies the process of the removal of directors better than our current bylaws.

We would encourage you to vote in the affirmative in this matter, it will take a vote of 66% of the membership or better to affect this change. Your vote is important.