

*THE CLUB AT SONTERRA
BOARD OF GOVERNORS
MINUTES*

Date: Wednesday, December 12, 2007

Mickey Gayler, Chairman

Arthur Abelman, STA

Michael Adzija, Chairman Emeritus

Marian Dyer, SWGA

Lori Goforth, Vice-Chairperson

Rosalie Hallenberger, Historian

Cathy Lay, SWA

Steve McKim, MGA

Stephanie & Randy Park, Ambassador Council

MEMBERS AT-LARGE

Mike Cooney

Milt King

Grant Morris

Gary Nedwed

Becky Spears

Absent: Gary Nedwed and Stephanie Park

Club Representatives: Ross Thornbrugh, Jeff Hunter, Barry Carter and Michelle Dodier.

Chairman Gayler called the meeting to order. He explained that the November minutes have not been posted due to some discussion on last month's decision regarding the abilities of the Ambassador Chairperson position on the Board. This issue will be resolved tonight and then the November minutes will be posted.

COMMITTEE REPORTS:

NONE!

NEW BUSINESS:

PROCEDURE FOR AT-LARGE POSITION TIE: Chairman Gayler explained that for the first time ever, we have a tie for an At-Large Board position. The current Board Bylaws does not have a provision for what to do in case of a tie. After discussion with the Nomination/Election Committee they have a few ideas for a solution: we could do a run-off, but that would be very time consuming and we are certain we would not have the issue resolved by our first January meeting, or we could do a "coin toss" to determine who would take the position. Both candidates have been informed of the "tie" and are amiable towards doing a coin toss. Mrs. Lay remarked that she felt the Board should do a blind ballot to break the tie and determine who would take the Board position. Ms. Dyer commented that she would rather see the Board come up with a reasoned decision instead of having a coin toss, so that we have a procedure in place should this issue ever occur in the future. Chairman Gayler voiced some concerns that by having the Board vote instead of a coin toss, that the decision could be perceived as biased. Mr. Cooney motioned that from this point forward in the event of a tie for an open At-Large Board position, the current Board of Governors would have a secret ballot to resolve the tie. This was unanimously passed.

POLICY COMMITTEE ISSUES: Milt King explained that there are two issues for the Board's review:

- 1) Ambassador Chairperson Voting Rights on the Board: The Policy Committee feels that since the Ambassador Chair is an appointment position by management at the Club, they should not have a vote on the Board. Chairman Gayler pointed out that even though they are appointed, this is one of the hardest working committees in the Club and would argue that they should have the ability to vote. Ms. Dyer agrees that this is a very involved position, but that they should be in more of an "advisory"

*THE CLUB AT SONTERRA
BOARD OF GOVERNORS
MINUTES*

Date: Wednesday, December 12, 2007

position on the Board. Mr. Morris mentioned that since Ambassador Chair only holds the position for 1 year and they are management appointed, they should not have a vote. Mr. Cooney remarked that since all other groups have elected positions, it does not make sense to allow the vote of a position that was appointed by management. The Board unanimously agreed that the Ambassador Chairperson will not have a vote on the Board of Governors.

- 2) Candidacy for Vice Chair and the ascension to Chair: Mr. King stated that the Policy Committee recommends that only the At-Large positions of the Board should have the ability to ascend to the Vice Chair and Chair positions, since the At-Large positions theoretically are voted on by the entire membership. Mr. Morris stated that this sounds logical, but in practice would be unworkable. He also noted the less than 400 votes in the recent at-large election indicate that those positions are not representative of the entire membership. Both Mrs. Spears and Mrs. Lay stated that they did not think this would be a good idea. Mrs. Spears went on to explain that each of the Associations (MGA, SWGA, SWA and STA) have some of the most active members in the Club and they vote on their individual Association Presidents, so they are elected by the members. She feels that by limiting the Vice Chair and Chair to At-Large Board members only, it would polarize the Board and become very divisive and ineffective. The Board rejected this proposal.

OLD BUSINESS:

NONE!

With no further business to discuss, the meeting was adjourned at 7:30 PM.

Mickey Gayler
Chairman, Board of Governors

Minutes Approved By Email Ratification on December 17, 2007.

Minutes Compiled by: Jeannette H. Walker, Administrative Assistant