

<p>Sangre de Cristo Ranch Owners, Inc. Board of Directors Meetings www.scrocommunity.org</p>	<p>Zoom link Zoom meeting ID: 834 9260 1289 Zoom passcode: 543203</p>
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SCRO BoD Regular Monthly Meeting: November 2025
Thursday, November 6, 2025, 8:30-10:00am on Zoom

Draft Meeting Minutes

Bracketed numbers show the related time marks within the video recording of the meeting

Call to Order [Part 1, 1:22]

The meeting was called to order at 8:33am by the meeting chairperson, Board Member Frase.

Roll Call [Part 1, 2:44]

President: Nancy Frase - PRESENT
Vice-President: Jo Way – ABSENT (gave notice at 7:52am)
Secretary: Mike Powell – PRESENT
Treasurer: Mara Rodriguez-Walters – PRESENT
At-Large Member: Steve Navratil – PRESENT
At-Large Member: Scott Cessac – PRESENT (arrived at 8:37am)
At-Large Member: VACANT

Four of six members were present at 8:33am; a quorum was established. Five of six members were present at 8:37am; a quorum continued to be present.

Review of Agenda [Part 1, 3:36]

The board considered requests for modifications to the agenda; no requests were heard.

Community Input [Part 1, 3:56]

No community members spoke.

Review of meeting minutes [Part 1, 4:14]

The board considered requests for modifications to the minutes from the October 2nd, 2025, regular board meeting; no requests were heard.

Board Member Rodriguez-Walters moved to approve the minutes from the October 2nd, 2025, regular board meeting as presented; Board Member Navratil seconded the motion. A voice vote resulted as follows: The yeas prevailed; motion passed. (Board Member Frase took the motion and second but then forgot to actually conduct this vote at this point in the meeting; rather, the vote was conducted later in the meeting [Part 1, 15:27 in the video].

Review of outstanding action items [Part 1, 5:34]

The board reviewed the status of outstanding action items. Updates of note include:

- AI #49: Board Member Rodriguez-Walters reported that SCRO was able to acquire a debit card attached to SCRO's bank account; this will facilitate online payments that have historically been paid for through board members' personal credit cards then reimbursed. In the past, the bank has not been willing to provide a debit card because of the two-signature requirement (contained in SCRO's bylaws) associated with check-writing. However, as long as SCRO has a controller (in this case, Board Member Rodriguez-Walters), the bank is willing to issue a debit card. Board Member Frase accepted responsibility for the existing related action item (#30) to "lead a discussion on how the two-signature requirement in the bylaws could be met when a debit card is used for payment."
- AI #299: Board Member Rodriguez-Walters reported that the current year's member roster is up-to-date and that she is contacting people who have been members in the past to encourage them to re-join.
- AI #32: Board Member Rodriguez-Walters and her husband conducted a detailed inventory of the contents of the storage unit. The unit contains about seven boxes of paper files (going back to the 1990s) as well as a grill and multiple boxes of miscellaneous items (Christmas decorations and a Santa suit, etc.). Next steps include deciding how to scan and store digital copies of the paperwork and how to dispense of or store the miscellaneous items; these topics need to be discussed in future board meetings and/or work sessions.
- AI #297: Board Member Rodriguez-Walters reported she is almost finished with the draft of the member welcome packet. The next step is for the board to review the draft at a future board meeting and/or work session.

Ratification of actions taken outside of a properly noticed board meeting [Part 1, 14:03]

The board reviewed one action taken outside of a properly noticed board meeting:

Action #1 on 10/24: During the Oct 16 work session, Board Member Way accepted an action item to follow up with the original board member candidates that were considered for appointment on Sep 4th to see which one(s) are still willing and able to be considered for appointment during the current (Nov 6th) board meeting. This resulted in the identification of one viable candidate, Margie Palmer. The board voted, via email, to not recruit additional candidates and to consider Ms. Palmer, alone, during the Oct 6th board meeting.

Board Member Cessac moved to ratify action #1 as presented; Board Member Powell seconded the motion. A voice vote resulted as follows: The yeas prevailed; motion passed.

Board member/officer resignation/vacancy [Part 1, 16:00]

The board discussed the resignation of Board Member Eric Averett; the board expressed their appreciation for his willingness to play an important role in SCRO's efforts to serve the Ranches community.

Board Member Powell moved to accept the resignation of Board Member Averett, effective October 13, 2025; Board Member Rodriguez-Walters seconded the motion. A voice vote resulted as follows: The yeas prevailed; motion passed.

The board discussed the appointment of Margie Palmer to SCRO's Board of Directors.

Board Member Powell moved to appoint Margie Palmer to SCRO's Board of Directors; Board Member Rodriguez-Walters seconded the motion. A roll-call vote resulted as follows: Yeas – Frase, Powell, Rodriguez-Walters, Navratil, Cessac; Nays – None. Motion passed 5-0.

Miscellaneous administrative matters [Part 1, 19:36]

No miscellaneous administrative matters were presented or discussed.

Water rights attorney [Part 1, 19:48; Part 2, 0:00]

Board Member Rodriguez-Walters moved to enter into an executive session to discuss the latest update from SCRO's water rights attorney; Board Member Cessac seconded the motion. A roll-call vote resulted as follows: Yeas – Frase, Powell, Rodriguez-Walters, Navratil, Cessac; Nays – None. A voice vote resulted as follows: The yeas prevailed; motion passed.

The board members moved into a private meeting Zoom room for the executive session. After the executive session, the board returned to the main Zoom room.

Board Member Powell moved to suspend the performance of legal services by SCRO's water rights attorney; Board Member Rodriguez-Walters seconded the motion. A roll-call vote resulted as follows: Yeas – Frase, Powell, Rodriguez-Walters, Navratil, Cessac, Palmer; Nays – None. Motion passed 6-0.

Board Member Rodriguez-Walters moved to approve the payment of the additional approximate \$90 currently owed to the water rights attorney that is above and beyond the \$7,000 expenditure previously authorized by the board; Board Member Palmer seconded the motion. A roll-call vote resulted as follows: Yeas – Frase, Powell, Rodriguez-Walters, Navratil, Cessac, Palmer; Nays – None. Motion passed 6-0.

Budget [Part 2, 2:58]

The board discussed the long-term strategy for SCRO's budget (see agenda attachment "Financial Summary"). Comments included:

- SCRO's outgo significantly exceeds its income; the board needs to cut expenses and increase revenue; the board is working to increase membership by increasing

the benefits of membership; the board is considering transitioning to a 501(c)(3) nonprofit status to increase fundraising options.

- Board Member Frase accepted an action item (AI #313) to explore if there is a more cost-effective option for SCRO's general liability insurance and officer bonds.
- SCRO has spent over \$6,000 in the past three years on meeting space rental and food for meetings; this cost will hopefully be reduced significantly by holding the majority of the meetings on Zoom.
- The board discussed spending money on renting a meeting space for the upcoming Ranch-giving dinner; the board expressed an interest in joining the community event hosted by Jo Way (who happens to also be a SCRO board member) on that same day, possibly providing some assistance with the event and possibly providing food for everyone who has invested resources in the event; the board would like to create a flyer or postcard to hand out at the event, either to everyone who assists with the event and/or everyone who attends the event; Board Member Powell modified his action item (AI #99) to include coordination with Board Member Way to determine what options work best and then to lead the effort to implement the chosen option; the board authorized an expenditure of up to \$250 for food and/or meeting space rental.
- Board Member Way is working on preparing a draft budget (AI #33); the draft budget was not available for this board meeting; the board will review it during a future meeting.

Newsletter [Part 2, 35:31]

The board discussed the re-launch of SCRO's newsletter. The highlights of the discussion include:

- Board Member Palmer accepted an action item (AI #314) to create a "handout" proposing a plan for the relaunch of the Pinon newsletter for review at a work session.
- Board Member Rodriguez-Walters accepted an action item (AI #315) scan (or photograph) and email (or text) to Board Member Palmer some sample historical Pinon newsletters.

Nonprofit status [Part 2, 43:29] (*unscheduled agenda item*)

The board discussed the possible reorganization of SCRO from a 501(c)(4) to a 501(c)(3) to facilitate greater fundraising. The highlights of the discussion include:

- Board Member Navratil accepted and action item (AI#317) to create a "handout" proposing different options for establishing a 501(c)(3) organization for review at a work session.

Announcements [Part 2, 52:12]

Board Member Frase called attention to the announcements contained in the agenda.

Adjourn [Part 2, 52:22]

The meeting was adjourned at 9:58am.

DRAFT