

VERDE VALLEY FAIR ASSOCIATION
Board of Director's Meeting
November 21, 2011

CALL TO ORDER: A regular meeting of the Verde Valley Fair Association was held November 21, 2011 in the Art Building of the Verde Valley Fair Association, Cottonwood, Arizona. Mary Valenzuela, Board of Directors President, called the meeting to order at 1:06 p.m. with Terra Shanks, Director recording minutes.

ATTENDANCE: The following Board Members and staff were in attendance:

Mary Valenzuela, President
Cari Wells, Secretary
Kim Moore, Treasurer
John O'Donnell, Member
Terra Shanks, Director

The following guests and speakers were in attendance:

Lindsay Odell	Shelly Zale
Sonny Zale	Jess Mulcaire
Charley Crick	Jon Hutchinson
Kami Mulcaire	Beth Canedy
Janice SanGiovanni	Sheila Victorino
Sheila Brown	Jerry Brown
Louis Rezzonico	Stacey Chambers
Nate Jackson	Donna Green
Kristi Mulcaire	Shanna Mulcaire

FINANCIALS: Kim Moore moved to let Verde Valley Business Resources review this year's tax return to our current financials with the intent of having out sourcing of the finances in the future. This would allow Verde Valley Business Resources to take control of the books for two weeks starting the first part of December 2011. Motion seconded and approved.

A report on the financial position of the Association should be completed in early January.

MINUTES: John O'Donnell moved to approve the minutes of October 26, 2011 and November 9, 2011 as written. Seconded and approved.

BYLAWS

2nd READING:

Kim Moore moved to approve the 2nd reading of the proposed Bylaws revisions and amendments. Motion seconded.

Lindsay Odell, Ledbetter Law Firm, clarified questions presented to her via email from Beth Canedy, and answered questions from other members in attendance.

Ms. Odell will incorporate suggestions garnered from discussion of the members and Director's and prepare an updated draft for the third reading.

There being no further discussion, the motion carried.

A third reading of the proposed Bylaws will be held on December 6, 2011 at the Annual Association Meeting. A vote to approve the revised Bylaws will be conducted in January.

UNFINISHED BUSINESS:

Fence Damage – Terra Shanks was directed to follow any and/or all of the collection procedures available in recovering the debt owed to the Fair Association by the defendant found liable for damages to the fence in the Small Claims Court judgment.

Arena Discussion Update – Terra Shanks reported that the date for the meeting to discuss the current Arena IGA has yet to be confirmed. She was directed to continue to set a meeting date and time. It was the consensus of the Board that they cannot move forward with discussions on a second arena until the current Arena IGA matters are agreed upon.

NEW BUSINESS:

AFA Convention - Terra Shanks presented a report on her attendance at the Arizona State Fair's Association Convention. She was a session presenter and will be assuming her newly elected position to the Arizona State Fair Association's Board of Directors and appointment to the Political Advocacy Committee in January.

Computer Request – Terra Shanks stated that she had been reworking the budget with the intent to recommend the purchase of a computer for use by the Livestock Committee; however, due to unexpected expenses incurred with the Board's direction to contract with the Verde Valley Business Resources as well as additional legal fees, she asked that they defer their decision on

the computer purchase until after the first of the year when a revised budget is completed.

Ballot Counting Procedure – It was the direction of the Board for the annual meeting member ballots to be counted in open meeting as requested by the Livestock Committee. Mailed in ballots and proxy ballots will be identified by number and/or name to verify those voting. Ballot names and/or numbers will be removed from the ballots before counting to insure voting anonymity.

CALL TO PUBLIC:

Sonny Zale requested that the list of candidates for election to the Board of Directors and the Livestock Committee be posted on the website.

Jerry Brown asked for clarification on what can or cannot be discussed in executive sessions and what action can be taken in these sessions.

ADJOURNMENT:

John O'Donnell moved to adjourn the meeting at 2:58 p.m. Motion seconded and approved.

NEXT MEETING:

December 6, 2011 at 6:00 p.m.

Reported by: _____
Terra Shanks, Director

Attested: _____
Cari Wells, Secretary