POATRI Board of Directors Special Meeting Minutes

Draft Minutes for Board Review and Approval

Date	June 15, 2026
Meeting	Special Meeting of the Board of Directors
Location	Terlingua Ranch Bunkhouse
Time Called to Order	1:05 PM
Presiding Officer	President Vince Slominski (attending remotely)

1. Director Resignation: Jim Spofford

Director Jim Spofford submitted his written resignation from the Board of Directors prior to the meeting being called to order. The resignation was effective upon receipt per Bylaws Article 4.07. With Spofford's resignation, the Board consisted of four sitting directors: Vince Slominski, Larry Drgac, Chuck Hinson, and Alan Garcia.

2. Roll Call and Quorum

Roll call was taken. Per Bylaws Article 4.10(b), following director resignations, a quorum consists of a majority of sitting directors but no fewer than four. Four directors were present or participating remotely, constituting the minimum quorum required to conduct business.

Directors present:

Larry Drgac, Vice President
Chuck Hinson, Director
Alan Garcia, Director

Directors present remotely:

Vince Slominski, President

Directors absent:

None

3. Director Vacancies and Appointments

With Jim Spofford's resignation, the Board had three vacancies. Per Bylaws Article 4.08(a) and the resolution adopted at the May 26, 2026 Special Meeting authorizing director appointments at special meetings when sitting directors number six or fewer, the Board proceeded to fill all three vacancies by appointment.

The Director Application Committee had reviewed applications in advance of the meeting. Eleven applications were received. The Board discussed the applicants and the basis for its recommendations, noting the importance of prior board experience and familiarity with POATRI operations given the current state of organizational transition. The Board considered the following candidates for appointment: Amy Law, Linda Shank, and Brad Anthenat.

A member in attendance raised a question about whether the quorum requirement was met, noting a belief that five directors were required. The Board clarified that under Bylaws Article 4.10(b), four directors constitute a quorum following resignations, and that remote attendance counts toward quorum for special meetings.

A member also noted that Amy Law had previously served on the Board and asked whether she had resigned. It was confirmed that she had resigned and subsequently reapplied. Her application was considered on the same basis as the other applicants.

The Board also clarified, in response to questions from members in attendance and in the Zoom chat, that Jim Spofford's resignation was not connected to any plan to install him as Operations Manager. Director interviews for the Operations Manager position had been scheduled for the following day, and Jim Spofford was not among the candidates.

The Board voted on each appointment individually.

Alan Garcia moved to appoint Amy Law as a director. Chuck Hinson seconded. Motion carried 4-0, with Vince Slominski, Larry Drgac, Chuck Hinson, and Alan Garcia voting in favor.

Alan Garcia moved to appoint Linda Shank as a director. Chuck Hinson seconded. Motion carried 4-0, with Vince Slominski, Larry Drgac, Chuck Hinson, and Alan Garcia voting in favor.

Alan Garcia moved to appoint Brad Anthenat as a director. Chuck Hinson seconded. Motion carried 4-0, with Vince Slominski, Larry Drgac, Chuck Hinson, and Alan Garcia voting in favor.

Linda Shank and Brad Anthenat were seated immediately upon the vote. Amy Law's appointment is pending execution of the required director acknowledgment and code of conduct documents. Newly appointed directors were invited to attend the Operations Manager candidate interviews scheduled for June 16, 2026.

4. Recess

The meeting was recessed briefly to allow newly seated directors to execute the required director acknowledgment and code of conduct documents.

5. Resumption of Meeting

The meeting resumed. Director Anthenat emphasized the importance of conducting all board business in properly noticed public meetings with recorded minutes, and noted that newly appointed directors should be provided with the required acknowledgment documents promptly upon appointment. The Board affirmed that officer elections and any other formal board decisions would be conducted at a properly noticed public meeting.

6. Quorum and Meeting Format Clarification

The Board addressed misinformation that had circulated suggesting five directors were required for a quorum. The Board clarified that under Bylaws Article 4.10(b), following resignations, a quorum consists of a majority of sitting directors but no fewer than four, and that remote attendance counts toward quorum for special meetings. Director Anthenat noted that his interpretation of the Bylaws is that quarterly meetings must be held on-site with directors physically present, while special meetings may be conducted electronically or telephonically and are limited to the agenda items as noticed.

7. Officer Elections Deferred to July Quarterly Meeting

The Board confirmed that officer elections could not be conducted at this special meeting, as officer elections were not included in the noticed agenda for this meeting per Bylaws Article 4.09(f). Officer elections will be placed on the agenda for the July 2026 quarterly Board meeting and conducted publicly with proper notice. The Board noted that with three newly appointed directors, the full board will have input into officer elections at that time.

8. Financial Governance

Director Linda Shank raised the requirement that checks in excess of $5,000 require two authorized signatures per current financial policy. Current authorized signatories on the Merrill Lynch accounts are Larry Drgac and Vince Slominski. The Board acknowledged the need to confirm and update signatory access following the officer elections at the July quarterly meeting.

9. Governing Documents and Transparency

The Board discussed the ongoing work of the Documents Task Force, in which Alan Garcia and Brad Anthenat are involved. The task force is working to correct inconsistencies in the governing documents, ensure alignment across the document hierarchy, and consolidate plain-English guidance for publication on the POATRI website. Linda Shank noted the importance of preserving the historical context embedded in the governing documents, each provision of which was typically adopted in response to specific circumstances or questions that arose over POATRI's more than fifty-year history.

The Board discussed the status of past quarterly meeting minutes, which have not yet been posted due to turnover in the Secretary role. Alan Garcia, serving as acting Secretary, will work to publish outstanding minutes. The Board also discussed whether to post recordings of Zoom meetings but made no commitment at this time.

10. Communications and Website

The Board discussed enhancements to member communications, including use of segmented email lists through Constant Contact for board updates, daily updates, and meeting summaries. The Board also discussed upgrades to the POATRI website to provide greater transparency into road maintenance activities, including maintenance requests, schedules, and tracking.

A security vulnerability in the POATRI website was identified: the membership database is accessible without authentication. The Board acknowledged the need to remediate this issue and implement proper authentication controls, including enforcement of one-vote-per-account for membership voting.

11. Road Maintenance and Equipment

The Board received an update on road operations. The goal is to build a flexible, cross-trained road crew capable of deploying multiple teams following weather events. Current staffing includes Marty as a full-time operator and two part-time road staff.

The Board noted that a crane truck repair at an estimated cost of $28,000 had been approved to address a broken maintainer. The overall condition of road equipment was described as poor, and the Board discussed the longer-term need to generate sufficient revenue to fund adequate equipment replacement and maintenance.

The Board discussed a collaborative meeting with Big Bend Telephone (BBT) regarding road damage. BBT has offered to share mapping data for integration into POATRI's GIS system to add infrastructure layers. A three-mile paving project remains stalled due to a neighboring property owner's refusal to sign, and no alternative approaches have yet been identified.

12. Facilities: Laundry, Housekeeping, and Generators

The Board received a report on the condition of the laundry and housekeeping facilities. The housekeeping area has weak flooring and requires reinforcement. The Board discussed the need to separate housekeeping laundry from guest laundry and to replace aging machines with durable commercial equipment, with Speed Queen identified as a preferred option. A coin-operated configuration was recommended for guest use, with non-coin for housekeeping. The Board discussed investing with a 5- to 10-year horizon in mind.

The Board discussed the status of three generator units purchased as a turnkey solution at approximately $50,000. Only one unit has been connected after approximately three years; two remain unconnected. The vendor has since retired. The Board acknowledged this as an unresolved operational issue and discussed the need to assign ownership, define a timeline and budget to connect the remaining units, verify functionality, and identify replacement vendor options.

13. Membership and Arrears

The Board discussed membership rules, including that LLCs may hold membership rather than individuals. The Board noted that a number of members are in arrears and that members not in good standing are not eligible to vote. No resolution regarding the arrears situation was adopted at this meeting. The Board discussed the need to develop a plan to address members in arrears and to communicate voting eligibility criteria clearly.

14. Member Participation and January Election

The Board noted that the January 2026 election had only five applicants for four board seats, with only four receiving the necessary votes. The Board encouraged members and property owners to consider applying for the board in advance of the January 2027 election, and called for broader member participation generally. Director Garcia noted that the three newly appointed directors are eligible and encouraged to run in January. The Board also noted that five of seven current directors reside in Terlingua, which the Board viewed as a positive development for operational oversight.

15. Community Engagement and Events

The Board discussed efforts to broaden community engagement beyond the current active membership, including outreach to additional property owners and community stakeholders. The Board discussed a property owners' meal planned for July 2, 2026, and the possibility of coordinating with a veterans-focused event at the American Legion and aligning with July 4th activities to avoid scheduling conflicts.

16. Adjournment

Alan Garcia moved to adjourn. Chuck Hinson seconded. Motion carried 6-0, with Vince Slominski, Larry Drgac, Chuck Hinson, Alan Garcia, Linda Shank, and Brad Anthenat voting in favor. Amy Law was not yet seated and did not vote. The meeting was adjourned.

Submitted by:

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Chuck Hinson, Secretary

Date: _________________________

Approved by Board on: _________________________